

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
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**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.¹

¹ 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.²

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

² 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 DTMI00233348.³ 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

³ 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 provide 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.”).⁴ Of course, as the *Kendavis* court noted, “once counsel is

⁴ 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.

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.⁵ 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).

⁵ 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.⁶

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).⁷ 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).

⁶ 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).

⁷ 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).⁸

⁸ 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

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

----- X
In re: : Chapter 9
CITY OF DETROIT, MICHIGAN, : Case No.: 13-53846
Debtor. : Hon. Steven W. Rhodes
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**ORDER ON INTERNATIONAL UNION, UAW’S MOTION (A) TO
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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

Exhibit 5

Intentionally Omitted

Exhibit 6

Exhibit A

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

By E-mail

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

Re: In re City of Detroit

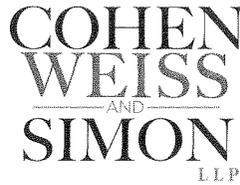
Dear Mr. Bennett:

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.”

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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:

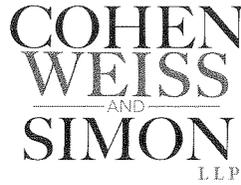
PRIV0349	PRIV10606	PRIV7273	PRIV8825	PRIV8923
PRIV0405	PRIV10621	PRIV7274	PRIV8826	PRIV8924
PRIV0484	PRIV10629	PRIV7280	PRIV8841	PRIV8925
PRIV0565	PRIV10645	PRIV7283	PRIV8898	PRIV8926
PRIV10482	PRIV2930	PRIV7284	PRIV8900	PRIV8931
PRIV10483	PRIV2931	PRIV7287	PRIV8901	PRIV9732
PRIV10509	PRIV3401	PRIV7289	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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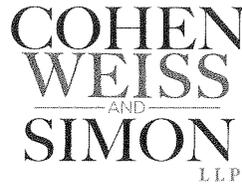
PRIV0498	PRIV0499	PRIV0555	PRIV0551	PRIV0553	PRIV5649
PRIV5650	PRIV0296	PRIV0493	PRIV9672	PRIV9685	PRIV4890
PRIV0277	PRIV5637	PRIV9661	PRIV9664	PRIV9667	PRIV9660

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,



Thomas N. Ciantra

TNC:vlf
Enclosures

EXHIBIT A

Privilege log sorted for Common Interest entries prior to 3/15/13

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV0349	3/29/2012	Marcero, Laura	Buckfire, Kenneth; Herman, Kyle; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*	Sawyer, Hugh		Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Parent
PRIV0405	3/3/2012	Lennox, Heather* Lennox, Heather*	Dillon, Andy	Ball, 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
PRIV0484	2/18/2013					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: Pre- Petition Litigation Issues.	No	Attachment
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
PRIV10482	3/8/2012	Brown, Chris	Sarna, Shavi	Cheryl Johnson, Gaurav.malhotra@ey.co m		Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	No	
PRIV10483	12/15/2011	Brown, Chris	Cheryl Johnson, Denise Gardner	Jerneycic, Daniel		Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Contract Issues.	No	Parent
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
PRIV10544	8/1/2012	Bowman, Barbara*	Saxton, Thomas			Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.	No	Parent

Privilege log sorted for Common Interest entries prior to 3/15/13

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV10556	5/16/2012					Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (Joint Defense)	Email Providing Confidential Legal Advice And Reflecting Common Legal Interest Re: Solvency Issues.	No	Parent
PRIV2930	6/2/2005	Crumpler, Donita Moore, Charles	Bowen, Glenn; Warren, Karherine	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, Karherine	Miller, Evan*; Griffin Heck, Sarah*; Green, 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

Privilege log sorted for Common Interest entries prior to 3/15/13

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

Privilege log sorted for Common Interest entries prior to 3/15/13

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

Privilege log sorted for Common Interest entries prior to 3/15/13

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

Privilege log sorted for Common Interest entries prior to 3/15/13

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8910	12/10/2012	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
PRIV8923	12/10/2012	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
PRIV8924	12/10/2012	Moore, Charles	Dillon, Andy	Stibitz, Brom; Saxton, Thomas; Spillane, Thomas*		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
PRIV8925	12/10/2012	Hand, Kevin	Gannon, Chris; 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
PRIV8926	12/10/2012	Gannon, Chris	Moore, Charles; Hand, Kevin			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
PRIV8931	12/9/2012	Dillon, Andy	Stibitz, Brom; Saxton, Thomas; Moore, Charles; Spillane, Thomas*			Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.	Yes	Parent
PRIV9732	6/5/2012					Attorney Client Common Interest (Joint Defense)	Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	Yes	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

Privilege log sorted for Common Interest entries prior to 3/15/13

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

EXHIBIT B

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

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV2930	6/2/2005	Crumpler, Donita Moore, Charles	Bowen, Glenn; Warren, Karherine	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, Karherine	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; Slibitz, 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 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

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

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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*; Barragate, 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

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PRIV0520	1/19/2013	Buckfire, Kenneth	Ball, Corinne*	Brogan, Stephen*; Agenbroad, 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*	Agenbroad, 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

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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

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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

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

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	1/28/2013	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	1/28/2013	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	1/28/2013	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

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

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

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

Privog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV0020		Snyder, Rick	Orr, Kevyn; Dillon, Andy			Attorney Client Common Interest (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 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 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 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 & 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
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
PRIV10803	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: Restructuring Issues.	No	Parent
PRIV10804	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
PRIV10805	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
PRIV10848	6/3/2013	Penn, Shani	Hayes, Eunice			Attorney Client Common Interest (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 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
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
PRIV2750	5/12/2013	Orr, Kevyn				Attorney Client Common Interest (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 Roeder Smith & Company				Attorney Client Common Interest (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 Mackenzie				Attorney Client Common Interest (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 Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Regulatory Issues.	No	Parent
PRIV3084		Ernst & Young				Attorney Client Work Product Common Interest (Joint 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
PRIV3118	7/11/2013	Stibitz, Brom	Orr, Kevyn; Dillon, Andy; Stibitz, Brom	Mays, Sonya		Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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
PRIV3332	7/10/2013	Penn, Shani	Orr, Kevyn			Attorney Client Common Interest (Joint Defense)	Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Contract Issues.	No	Parent
PRIV3333		Pastula, Julianne				Attorney Client Common Interest (Joint Defense)	Draft Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Contract Issues.	No	Attachment
PRIV3368	6/24/2013	Penn, Shani	Stibitz, Brom	Orr, Kevyn; Dillon, Andy; Saxton, Thomas; Tedder, Gregory		Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.	No	Parent
PRIV3415	5/1/2013	Trinkwalder, Cassandra	Orr, Kevyn	Nowling, Bill; Hayes, Eunice		Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications with Plawecki, Edward* And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Parent
PRIV3428	4/26/2013	Orr, Kevyn	Buckfire, Kenneth			Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.	No	Parent
PRIV3460	6/8/2013	Buckfire, Kenneth	Dillon, Andy; Saxton, Thomas; Stibitz, Brom	Orr, Kevyn		Attorney Client Common Interest (Joint Defense)	Email 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
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
PRIV3979	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
PRIV3981	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
PRIV3991		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
PRIV4022	6/10/2013	Penn, Shani	Hayes, Eunice	Nowling, Bill; Orr, Kevyn		Attorney Client Work Product Common Interest (Joint 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 Common Interest (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 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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV4183	7/12/2013	Gorman, Dana	Nowling, Bill			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
PRIV4230	5/24/2013	GOV	Nowling, Bill; Tedder, Gregory			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
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 Common Interest (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 Common Interest (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
PRIV4335		Lori, Ron				Attorney Client Common Interest (Joint Defense)	Draft Press Release Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.	No	Attachment
PRIV4336		Berry, Anita				Attorney Client Common Interest (Joint Defense)	Draft Agenda Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.	No	Attachment
PRIV4338	4/19/2013	Orr, Kevyn	Nowling, Bill; Dillon, Andy; Muchmore, Dennis; Tedder, Gregory			Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Parent
PRIV4403	5/24/2013	GOV	Nowling, Bill; Tedder, Gregory			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
PRIV4406		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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV4490	4/5/2013	Hayes, Eunice	Nowling, Bill; Tedder, Gregory			Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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 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

Privilege log entries with no attorney identified

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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV7234	3/26/2012		City of Detroit			Attorney Client Common Interest (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, 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
PRIV7247	7/2/2012		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: Restructuring Issues.	No	Parent
PRIV7248	3/27/2012		City of Detroit*; State of Michigan*			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: Tax Issues.	No	Parent
PRIV7253	5/22/2012		State of Michigan; City of Detroit			Attorney Client Work Product Common Interest (Joint 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
PRIV7260	5/9/2012		State of Michigan; City of Detroit			Attorney Client Work Product Common Interest (Joint Defense)	Draft Agreement Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.	No	Parent
PRIV7267	4/23/2012		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
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
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
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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV7284	3/25/2012	BPWOODRU FF	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	BPWOODRU FF	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
PRIV7516		Drumb, Richard				Attorney Client Common Interest (Joint Defense)	Spreadsheet Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.	No	Attachment
PRIV7523	7/2/2013	Brown, Gary	Brown, Gary			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

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; Benedettini, Danielle; Kushiner, Glenn		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
PRIV7525	7/2/2013	Penn, Shani	Mays, Sonya; Andrysiak, Christine	Brown, Gary; Benedettini, Danielle; Kushiner, Glenn		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
PRIV7540	6/3/2013	Henderson, Karla				Attorney Client Common Interest (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 & Young				Attorney Client Common Interest (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 & Young				Attorney Client Common Interest (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
PRIV7569	3/1/2013	Ernst & Young				Attorney Client Common Interest (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 Common Interest (Joint Defense)	Draft Presentation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Attachment
PRIV7679		Conway Mackenzie				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
PRIV7813	6/26/2013	Moore, Charles	Bowen, Glenn	Warren, Karherine		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
PRIV7814	6/25/2013	Bowen, Glenn	Moore, Charles; Warren, Karherine			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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8005	6/11/2013	Moore, Charles	Conway, Van			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
PRIV8006	6/11/2013	Moore, Charles	Dillon, Andy			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
PRIV8152	5/29/2013	Gannon, Chris	Hand, Kevin; Kushiner, Glenn; Petrovski, Emily; Benedettini, Danielle; Moore, Charles			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
PRIV8153		Marken, Sanjay				Attorney Client Common Interest (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; Eisenheimer, Kevin		Attorney Client Work Product Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Parent
PRIV8223	5/21/2013	Eisenheimer, Kevin (LARA)	Schrock, John	Moore, Charles; Tedder, Gregory		Attorney Client Common Interest (Joint Defense)	Email Reflecting Confidential Attorney-Client Communications 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
PRIV8390	5/3/2013	Gannon, Chris	Moore, Charles	Benedettini, Danielle		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
PRIV8391	5/3/2013	Moore, Charles	Andrews, Kriss			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
PRIV8393	5/3/2013	Andrews, Kriss	Moore, Charles			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
PRIV8405	5/1/2013	Moore, Charles	Duncan, Nancy (DTMB)	Tedder, Gregory; Van Sickle, Michele; Minix, Connie; Nixon, John		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
PRIV8406	5/1/2013	Duncan, Nancy (DTMB)	Tedder, Gregory; Moore, Charles	Van Sickle, Michele; Minix, Connie; Nixon, John		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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8407	5/1/2013	Tedder, Gregory	Duncan, Nancy (DTMB); Moore, Charles	Van Sickle, Michele; Minix, Connie; Nixon, John		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
PRIV8411	4/30/2013	Moore, Charles	Kushiner, Glenn	Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle		Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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
PRIV8415	4/30/2013	Kushiner, Glenn	Moore, Charles	Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle		Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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; Hand, Kevin; Gannon, Chris	Petrovski, Emily; Benedettini, Danielle		Attorney Client Common Interest (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
PRIV8420	4/29/2013	Santambrogio, Juan				Attorney Client Common Interest (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 Common Interest (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 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
PRIV8531	4/12/2013	Reddy, Ron	Moore, Charles			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
PRIV8532	4/12/2013	Moore, Charles	Reddy, Ron			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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8542	4/10/2013	Moore, Charles	Wood, Julie			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
PRIV8543	4/10/2013	Wood, Julie	Moore, Charles			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
PRIV8544	4/10/2013	Moore, Charles	Wood, Julie			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
PRIV8567		Petrovski, Emily				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
PRIV8636	3/26/2013	Moore, Charles	Kushiner, Glenn			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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8647	3/22/2013	Gannon, Chris	Moore, Charles; Benedettini, Danielle			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
PRIV8664	3/20/2013	Stibitz, Brom	Moore, Charles			Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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

Privog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8668	3/20/2013	Dillon, Andy	Orr, Kevyn; Moore, Charles	Saxton, Thomas; Stibitz, Brom; Baird, Richard		Attorney Client Common Interest (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 Common Interest (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 Common Interest (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 Common Interest (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
PRIV8713	3/13/2013	Pokorski, Jerry	Moore, Charles	Langan, Anne Marie; Headd, Derrick; 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

Privilege log entries with no attorney identified

Privlog ID	Date	Author	Recipient	CC	BCC	Privilege Asserted	Privilege Description	Redaction	Doc Type
PRIV8894	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
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

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 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
PRIV8907	12/12/2012	Moore, Charles	Dillon, Andy			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
PRIV8932		Anderson, Janet				Attorney Client Common Interest (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 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
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 Product Common Interest (Joint Defense)	Draft Presentation Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.	No	Attachment
PRIV0089	6/4/2013					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: Solvency Issues.	No	Attachment
PRIV0090	6/4/2013					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: Employee Pension Fund Obligation Issues.	No	Attachment
PRIV0094						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
PRIV0094						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
PRIV0450	5/29/2013					Attorney Client Common Interest (Joint Defense)	Draft Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Attachment
PRIV0451	5/29/2013					Attorney Client Common Interest (Joint Defense)	Draft Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.	No	Attachment
PRIV0484	2/18/2013					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: Pre-Petition Litigation 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

Privog 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

Thomas N. Ciantra
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, in fact, privileged. Indeed, some of the documents you have identified have already been produced 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.

PRIV Number	Additional Information/Comments
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 DTMI0020322
 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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PRIV Number	Additional Information/Comments
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.

Thomas N. Ciantra
 October 7, 2013
 Page 8

PRIV Number	Additional Information/Comments
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.

PRIV Number	Additional Information/Comments
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

Thomas N. Ciantra
 October 7, 2013
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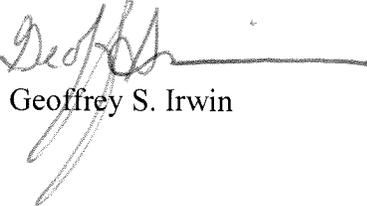
PRIV Number	Additional Information/Comments
	Dillon of the State of Michigan.
0980	The parent email, PRIV 977, reflects the attorneys involved with this communication and further contains an email string indicating that the document was sent to Andy Dillon of the State of Michigan.
0981	The parent email, 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

Thomas N. Ciantra
 October 7, 2013
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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

PRIV Number	Additional Information/Comments
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.

PRIV Number	Additional Information/Comments
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.

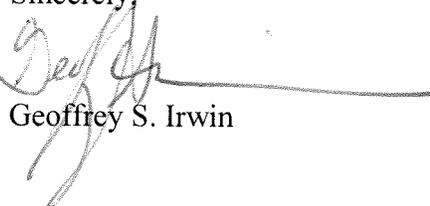
Sincerely,

 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; wjung@lowenstein.com; pgross@lowenstein.com; bceccotti@cwsny.com; pdechiara@cwsny.com; anthony.ullman@dentons.com; lbrimer@strobjpc.com; mtaunt@strobjpc.com; mfield@strobjpc.com; eeraman@ermanteicher.com; czucker@ermanteicher.com; bpatek@ermanteicher.com; Gordon, Robert D.; Deeby, Shannon L.; Green, Jennifer K.; Feldman, Evan J.; 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, DTMI100233441-3442, 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

Washington Office • 51 Louisiana Ave. NW • Washington, DC 20001-2113
Direct: 202.879.3768 • Fax: 202.626.1700 • gsirwin@jonesday.com

=====

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FEDERAL TAX ADVICE DISCLAIMER: Under U. S. Treasury Regulations, we are informing you that, to the extent this message includes any federal tax advice, this message is not intended or written by the sender to be used, and cannot be used, for the purpose of avoiding federal tax penalties.

Exhibit E

In Re: City of Detroit, Debtor

*Governor Richard D. Snyder
October 9, 2013*

*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 -----
5 In re: Chapter 9
6 CITY OF DETROIT, MICHIGAN, Case No. 13-53846
7 Debtor, Hon. Steven W. Rhodes
8 -----
9 V I D E O T A P E D D E P O S I T I O N O F
10
11 WITNESS: GOVERNOR RICHARD D. SNYDER
12 LOCATION: The Romney Building
13 111 S. Capitol Avenue
14 Lansing, Michigan
15
16 DATE: Wednesday, October 9, 2013
17 8:38 a.m.
18
19 APPEARANCES:
20 FOR PLAINTIFFS FLOWERS:
21
22 LAW OFFICE OF WILLIAM A. WERTHEIMER
23 30515 Timberbrook Lane
24 Bingham Farms, Michigan 48025
25 248.644.9200
billwertheimer@gmail.com
BY: WILLIAM A. WERTHEIMER (P26275)
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BY: ERNEST J. ESSAD, JR. (P32572)

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7 gshumaker@jonesday.com
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9
10 VIDEO BY: Tim Reitman, Reitman Video Specialists
11
12 REPORTED BY: Laurel A. Jacoby, CSR-5059, RPR
13
14
15
16
17
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19
20
21
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5	the City of Detroit on	
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4		
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19	- - -	
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Lansing, Michigan
October 9, 2013
8:38 a.m.

- - -

MR. WERTHEIMER: William Wertheimer on behalf of the Flowers Plaintiffs.

I would like to put on the record the fact that the order that Judge Rhodes entered under which we're conducting this and the other State depositions provides at Paragraph 7 that the State would complete its document production by October 5 provided the parties could mutually agree to extend that date.

That date has not been extended by agreement. As late as last night at 10:15 -- I woke up this morning to find that the State had produced a fourth production that is not in compliance with the order.

I want to make clear on the record that we may take the position that we may need to continue the Governor and the other State's depositions after we have reviewed those documents as we have not looked at any of those documents as of now.

MS. NELSON: This is Margaret Nelson on behalf of the State.

Page 9

1 The fourth production of documents was made
 2 under the State's continuing obligation to
 3 supplement its discovery responses. So the fact
 4 that our production was completed by the fifth,
 5 pursuant to the court order, is irrelevant to the
 6 fact that we have an ongoing duty to supplement, and
 7 that was the purpose for the additional document
 8 production yesterday.
 9 MR. WERTHEIMER: I'll leave further
 10 argument for later.
 11 VIDEO TECHNICIAN: Today's date -- hold on.
 12 I have to start over again. Give me a second.
 13 (A pause was had in the proceedings.)
 14 VIDEO TECHNICIAN: Today's date is
 15 October 9th, 2013, and we're on the record at
 16 8:42 a.m.
 17 This is the video deposition of Governor
 18 Richard Snyder. We're at the Romney Office
 19 Building, 111 South Capitol Avenue in Lansing,
 20 Michigan.
 21 Could the reporter administer the oath to
 22 the Governor, please.
 23 - - -
 24 -GOVERNOR RICHARD D. SNYDER-
 25 called as a witness, being first duly sworn, was

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1 examined and testified as follows:
 2 EXAMINATION
 3 BY MS. LEVINE:
 4 Q. Good morning, Governor.
 5 A. Good morning.
 6 Q. My name is Sharon Levine. I'm with the law firm of
 7 Lowenstein Sandler. I'm here on behalf of AFSCME,
 8 and we appreciate your appearing for your deposition
 9 today, so thank you.
 10 Just for the record, when did you take
 11 office as Governor of the State of Michigan?
 12 A. January 1, 2011.
 13 Q. And at the time you took office, was the State
 14 providing greater financial -- a greater level of
 15 financial support to the City of Detroit than it is
 16 today?
 17 A. I would have to check that.
 18 Q. Would you be willing to support having the State
 19 provide a greater level of financial support than it
 20 is today in order to help the City of Detroit with
 21 its plan of adjustment and particularly in order to
 22 help fund the pension issues?
 23 A. In terms of we have many competing interests for the
 24 State of Michigan with respect to our budget. I
 25 don't make those decisions by myself. It goes

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1 through the appropriations process with the
 2 legislature and the Governor.
 3 Q. My question was would you support an additional
 4 level of support?
 5 A. I said I've been supportive of improved services for
 6 citizens, not necessarily the repayment of debts.
 7 Q. That might have been responsive so I don't mean to
 8 be argumentative, but the narrower question is would
 9 you support an additional level of support for
 10 Detroit in order to help deal with the so-called
 11 underfunding pension issue?
 12 MS. NELSON: Asked and answered. Go ahead.
 13 Go ahead.
 14 THE WITNESS: Oh. I view that as a --
 15 that's a question that I couldn't answer because
 16 it's a hypothetical. It would depend on the entire
 17 situation for the facts depending on the potential
 18 plan of adjustment for the debts.
 19 BY MS. LEVINE:
 20 Q. Well, between March 28, 2013 and June 14, 2013, did
 21 you have discussions with Kevyn Orr about a business
 22 plan or a restructuring plan or a redevelopment plan
 23 for the City of Detroit?
 24 A. Kevyn Orr was building a plan for creditors they
 25 presented in June of this year.

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1 Q. Did you have discussions with him with regard to
 2 that plan before the June presentation?
 3 A. I had discussions that would have been subject to
 4 attorney-client privilege.
 5 Q. Is it your understanding that that plan includes a
 6 two billion dollar note for unsecured creditors?
 7 A. Yes.
 8 Q. And what's your understanding of what that plan
 9 includes with regard to vested pension benefits for
 10 the citizens of Detroit?
 11 A. The proposal includes some portion of that note
 12 being allocated towards pensioners.
 13 Q. So the plan does not include just leaving the vested
 14 pension benefits alone, does it?
 15 A. Well, with respect to the funded piece of pension
 16 plans, that's available. There's an open question
 17 with respect to the unfunded portion.
 18 Q. Do you understand that in a Chapter 11 corporate
 19 bankruptcy case that the Pension Benefit Guaranty
 20 Corporation or the PBGC provides federal insurance
 21 for beneficiaries of a pension if a defined benefit
 22 plan is terminated?
 23 A. Yes.
 24 Q. And is it your understanding that in a Chapter 9
 25 bankruptcy case there is no similar protection for

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1 vested pension benefits?
 2 A. Yes.
 3 Q. What's your understanding of how the Detroit
 4 citizens, the AFSCME retirees will support
 5 themselves assuming that there's a diminution in the
 6 current level of pension benefit provided?
 7 A. Could you clarify your question because you had
 8 conflicting statements.
 9 You asked about the citizens of Detroit and
 10 then you asked about the retirees.
 11 Q. Well, let's go with the retired citizens of Detroit
 12 first.
 13 To the extent that their pensions are
 14 diminished and there is no PBGC or federal
 15 protection for them, what's your understanding under
 16 the plan of -- the proposed plan how they will
 17 support themselves?
 18 MS. NELSON: Objection; calls for
 19 speculation, form, foundation.
 20 THE WITNESS: Given that we're in the
 21 Chapter 9 process, there's been no plan presented at
 22 this point in time.
 23 BY MS. LEVINE:
 24 Q. We already had a little bit of a discussion that
 25 you're aware of the plan that was presented to

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1 creditors in June of 2013, correct?
 2 A. That was part of going through a process from the
 3 City of Detroit asking its creditors for good faith
 4 negotiations.
 5 Q. Right. And under that plan, to the extent there was
 6 an underfunding with regard to the pensions, there
 7 was going to be some change made to the pension
 8 benefits, correct?
 9 A. That would depend on mutual agreement between the
 10 parties.
 11 Q. Well, assuming that there is a reduction for the
 12 moment in pension benefits, have you had any
 13 conversations with Kevyn Orr with regard to whether
 14 or not there would be any other benefit or provision
 15 made to the retirees of the City of Detroit that
 16 were going to lose pension benefits as a result of
 17 that plan?
 18 A. Those discussions would have been subject to
 19 attorney-client privilege.
 20 Q. What's your understanding of the options that are
 21 available to the City of Detroit?
 22 A. Well, again, we're in bankruptcy now so there's been
 23 no plan presented by the City at this point in time,
 24 so that's a hypothetical.
 25 Q. Do you believe it's fair to have the bankruptcy

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1 attorney and other bankruptcy professionals paid
 2 ahead of retirees in connection with the Chapter 9
 3 process?
 4 A. I view that as a legal matter because that's a
 5 subject matter of how Chapter 9 bankruptcies work.
 6 Q. The question I was asking was whether or not you
 7 believe it's fair. I'm not asking you whether or
 8 not it's a legal matter.
 9 A. Well, I view it as just speculation on my part
 10 because we're in Chapter 9, so that would be part of
 11 the legal process.
 12 Q. Is it your understanding that the Wall Street
 13 creditors, municipal bond holders will share in this
 14 two billion dollar note alongside of the retirees
 15 with regard to their unsecured claims?
 16 A. Again, there has been no plan presented in
 17 bankruptcy, so that would be a hypothetical. If you
 18 go back to the proposal to the creditors, that was
 19 to be part of good faith negotiations, and there was
 20 an attempt to do that so that would have all been
 21 consensual.
 22 Q. Do you believe it's fair to pay Wall Street-type
 23 municipal bond creditors ahead of retirees?
 24 A. Again, that's part of the mutual negotiations that
 25 were part of the proposal for creditors.

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1 Q. Prior to the time that Detroit filed for bankruptcy,
 2 is it your understanding that House Speaker Bolger
 3 had any involvement or discussions with Kevyn Orr
 4 with regard to the bankruptcy filing?
 5 A. I don't recall.
 6 Q. Did he have discussions with you with regard to the
 7 bankruptcy filing?
 8 A. In terms of speaking to Speaker Bolger, occasionally
 9 I would give updates on what was going on with the
 10 City of Detroit.
 11 Q. And did he express any views with regard to the
 12 Chapter 9 filing?
 13 A. Not that I recall.
 14 Q. Did you have any conversations with Randy
 15 Richardville prior to the Chapter 9 filing?
 16 A. It would be the same with Speaker Bolger, that as
 17 part of the normal process I would give updates on
 18 where the situations stood.
 19 Q. Do you have any recollection of what he said to you
 20 with regard to those updates?
 21 A. No.
 22 Q. On or about July 18, when you authorized Detroit's
 23 Chapter 9 filing, what was your understanding of the
 24 dollar amount of the pension obligations that were
 25 underfunded?

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1 deferential to his partners or recent former
2 partners at Jones Day?
3 A. No. Because, in fact, the City of Detroit made the
4 determination to hire Jones Day, and they went
5 through with that process, and that was a separate
6 independent process that I believe actually occurred
7 prior to Kevyn Orr joining the City of Detroit as
8 emergency manager.
9 Q. Did you consider whether it would be difficult for
10 Mr. Orr to favor the interests of the City over the
11 interests of Jones Day?
12 A. I don't understand your question because I don't
13 understand why Jones Day would be in conflict with
14 the City of Detroit. They're representing the City
15 of Detroit.
16 Q. And aren't they being compensated by the City of
17 Detroit?
18 A. They are being compensated by the City of Detroit.
19 Q. Isn't there less of an appearance of conflict if it
20 had been a different law firm that had been retained
21 by the City of Detroit than Kevyn Orr's prior firm?
22 A. And that's why it was important that he resigned and
23 severed all ties.
24 Q. During the discussions that you had with Kevyn Orr
25 prior to the time that he was appointed as emergency

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1 manager or after he was appointed as emergency
2 manager but before July 18th, did you ever discuss
3 with Kevyn Orr outsourcing for the City of Detroit?
4 A. Could you explain what you mean by outsourcing?
5 Q. As part of the business plan for the City of
6 Detroit, the City of Detroit is looking at --
7 potentially looking at outsourcing some of the
8 services that are currently performed by City
9 employees; is that correct?
10 A. They're looking at the most efficient ways to
11 deliver services to the citizens of Detroit.
12 Q. Is that yes?
13 A. That would include that. In terms of looking at
14 other alternatives, some of those were outlined, in
15 fact, during the consent agreement in terms of
16 looking at opportunities such as having the Detroit
17 Economic Growth Corporation handle the planning and
18 zoning activities of the City of Detroit, and that
19 was done in the context of the Mayor and the City
20 Council approving that consent agreement.
21 Q. I'm going to try again.
22 Did you have any conversations with Kevyn
23 Orr prior to the time that he was appoint -- prior
24 to the time that he was -- during the interview
25 process, prior to the time that he was appointed as

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1 emergency manager or at any time during the period
2 of time that he was appointed as emergency manager
3 on July 18th with regard to outsourcing?
4 A. I don't recall with respect to the interview
5 process, and there has been discussions about
6 looking at providers of services in both internal
7 and external services for the City of Detroit since
8 that date.
9 Q. For that same period of time, during the interview
10 process and up to and including July 18th or 19th,
11 did you have any conversation with Kevyn Orr with
12 regard to selling or monetizing assets such as the
13 art, Belle Isle and water and sewer and other assets
14 of Detroit?
15 A. Those discussions would have been subject to
16 attorney-client privilege.
17 Q. Is it your understanding that the sale of assets are
18 one of the things that are under consideration in
19 connection with the restructuring plan that Kevyn
20 Orr proposed during June of 2013?
21 A. I don't recall that portion of the proposal.
22 Q. What's your view on monetizing these assets as part
23 of a restructuring plan including the art, Belle
24 Isle and water and sewer and some of the other
25 assets of Detroit?

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1 A. Again, that's a hypothetical discussion because it
2 would really come down to what's presented in the
3 plan of adjustment within the context of the
4 bankruptcy court, and it hasn't been done at this
5 point.
6 Q. Well, I'm asking your view of whether or not those
7 items should be on the table in connection with the
8 structuring of that plan?
9 A. I view those as primarily Kevyn Orr's decisions
10 because he's the emergency manager for the City of
11 Detroit.
12 Q. During the interview process, prior to Kevyn Orr's
13 selection but during the period of time you were
14 talking to him, did you ever express a view that
15 vested pension benefits should not be modified by
16 the emergency manager for the City of Detroit?
17 A. I don't recall.
18 Q. Did you have discussions prior to the time that
19 Kevyn Orr was selected with regard to your views
20 about whether or not vested pension benefits should
21 be modified?
22 A. I think that's just what -- what's different than
23 the prior question?
24 Q. Are you saying you don't recall?
25 A. I don't recall.

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1 Q. Have you ever been involved in a business, Governor
2 Snyder?
3 A. Yes.
4 Q. Isn't it true to assess the financial picture of a
5 business you need to know both the assets and the
6 liabilities of the business?
7 A. This is a different situation in terms --
8 Q. Could you answer my question?
9 A. Yes.
10 Q. The answer to my question is yes?
11 A. Yes.
12 Q. Okay. At the time you received Mr. Orr's July 16th,
13 2013 letter, do you know whether Mr. Orr or his
14 staff had undertaken an analysis such that they knew
15 with specificity the City's cash flow?
16 A. There had -- there was extensive work done doing
17 cash flow analysis of the City. Some of that work
18 was included in the proposal to creditors back in
19 June --
20 Q. Okay.
21 A. -- in addition to reports that had been provided
22 under his obligation as emergency manager.
23 Q. But at the time that you received the July 16th,
24 2013 letter, do you know whether Mr. Orr or his
25 staff had done an analysis which allowed them to

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1 know with specificity the extent of the City's cash
2 flow?
3 A. I believe they had.
4 Q. Okay. Did you ever discuss that with Mr. Orr?
5 A. That would be a matter of attorney-client privilege.
6 Q. Well, whether it's a matter of attorney-client
7 privilege is a legal question, and you have counsel
8 here who can object if she believes that a question
9 infringes on the attorney-client privilege, so I
10 would ask you to answer the question.
11 MS. NELSON: You can answer yes or no.
12 THE WITNESS: Yes.
13 BY MR. DeCHIARA:
14 Q. Yes, you did have discussions?
15 A. Yeah.
16 Q. And were those discussions -- were other people
17 present other than you and Mr. Orr in those
18 discussions?
19 A. Yes.
20 Q. Isn't it true you had one-on-one conversations with
21 Mr. Orr prior to the bankruptcy filing?
22 A. Yes.
23 Q. Okay. In any of those one-on-one conversations with
24 Mr. Orr did you ever have a discussion of the City's
25 cash flow?

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1 A. Not that I recall.
2 Q. Do you know whether a significant portion of
3 Detroit's unfunded pension liability is allocable to
4 the City's Water and Sewer Department?
5 A. I'm not aware of that relationship.
6 Q. Okay. Is that something that you think would be
7 relevant to a determination about whether or not the
8 City should pursue a bankruptcy?
9 A. I haven't considered that as a question.
10 Q. Okay. Let me now refer you to page six of
11 Exhibit 1, and at the bottom paragraph of the page
12 there's a reference to the June 14th creditor
13 proposal. Do you see that?
14 A. Yes.
15 Q. Okay. And you were familiar with that proposal when
16 you received this letter on July 16th?
17 A. Generally familiar. It's a 128-page document.
18 Q. Okay.
19
20 (Deposition Exhibit 2 was marked.)
21
22 BY MR. DeCHIARA:
23 Q. I'd like to mark as -- well, I've already marked as
24 Exhibit 2, and I'll ask you to identify what I'll
25 identify for the record as a July 18th, 2013 letter

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1 from you to Mr. Orr and Mr. Dillon.
2 Is Exhibit 2 your response to what's been
3 marked as Exhibit 1?
4 A. Yes.
5
6 (Deposition Exhibit 3 was marked.)
7
8 BY MR. DeCHIARA:
9 Q. Governor, I've had the court reporter mark as
10 Exhibit 3 a document which bears the title City of
11 Detroit Proposal for Creditors, June 14th, 2013.
12 Let me represent to you that this document
13 was attached to the Orr Declaration that was filed
14 in the bankruptcy proceeding as the City's proposal
15 for creditors.
16 Let me -- did you see this document in any
17 prior form before it was made public on or about
18 June 14th, 2013?
19 A. Yes.
20 Q. And do you plan -- were you shown drafts of the
21 document?
22 A. I'd seen a draft or so. I can't recall whether it
23 was one or more.
24 Q. Okay. And who showed them to you?
25 A. Again, I don't recall.

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1 It doesn't say I agree with that or disagree with
 2 that. It simply says I authorized it to go forward
 3 where a plan would be presented to a judge that
 4 could be the result of further negotiations,
 5 mediations, all kinds of work that ultimately a
 6 judge would decide.
 7 Q. Okay. I'm not addressing your July 18th letter.
 8 A. Yeah.
 9 Q. I'm just pegging the question --
 10 A. Okay.
 11 Q. -- by time frame as of July 18th.
 12 A. Okay.
 13 Q. So as of July 18th, did you share Mr. Orr's view
 14 that there had to be significant cuts in pension
 15 liabilities?
 16 A. Based on the current situations with negotiations,
 17 that continued to be the position that would be on
 18 the table going into bankruptcy.
 19 Q. Again, I'm not sure that was responsive.
 20 A. Uh-huh.
 21 Q. As of July 18th, 2013, did you share Mr. Orr's view
 22 that whether through negotiation or other means that
 23 there as an end result had to be significant cuts in
 24 accrued pension liabilities?
 25 A. I wouldn't use the word had to be but likely could

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1 be.
 2 Q. Okay. Well, Mr. Orr used the word "there must be".
 3 A. Uh-huh.
 4 Q. Did you share that view that there had to be?
 5 A. Not necessarily.
 6 Q. Okay.
 7 A. Just as I said.
 8 Q. Okay. So did you think about this issue as of -- or
 9 as of the July 18th, 2013 time frame, had you given
 10 thought to whether or not there had to be cuts to
 11 accrued pension benefits?
 12 A. I gave thought to the issue because I have concern
 13 for the retirees, and that was why one of the
 14 important questions in my view was to have a retiree
 15 representative in the bankruptcy.
 16 Q. And what was your -- since you said you gave thought
 17 to it, can you articulate what your position was as
 18 to whether or not there had to be cuts in accrued
 19 pension liabilities? And I'm focusing on your views
 20 on the matter as of July 18th, 2013.
 21 A. My view going back prior to that is I had hoped
 22 that there would be negotiations to resolve this
 23 short of bankruptcy because bankruptcy was a last
 24 resort; that I hoped that people could come to the
 25 table and come up with a mutual understanding and

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1 negotiation that would be satisfactory to the
 2 parties involved.
 3 That didn't happen in terms of that regard
 4 but I still had hope to say that as you go through
 5 the bankruptcy process I viewed it as likelihood
 6 that there was less flexibility under the bankruptcy
 7 process just because of the nature of federal
 8 bankruptcy law than there probably was before.
 9 Q. Was it your view that as of July 18th in the
 10 bankruptcy one way or another accrued pension
 11 liabilities would have to be reduced?
 12 A. Based on the facts going into it, it was one of
 13 those questions, as you said, there was a likelihood
 14 of that happening.
 15 Q. That's not my question.
 16 A. Yes. Yeah, I believe there's a likelihood there
 17 could be reductions in unfunded pension liabilities.
 18 Q. Okay. I'm not asking --
 19 A. Yeah.
 20 Q. Governor, I'm not asking you to predict the
 21 likelihood of what might have happened.
 22 A. Okay.
 23 Q. I'm asking you whether you believed that in
 24 bankruptcy there would have had to be one way or
 25 another reductions in Detroit's accrued pension

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1 liabilities?
 2 A. I would say it's not a hundred percent belief.
 3 Q. But was it a less than 100 percent belief that there
 4 had to be reductions?
 5 A. Again, if you looked at the numbers, as we discussed
 6 earlier, those are significant numbers, and it would
 7 be hard to see how it could be a hundred percent.
 8 Q. Let me -- did you discuss with anyone other than
 9 your legal counsel and Mr. Orr whether there had to
 10 be cuts to Detroit's accrued pension liability?
 11 A. When you say other people, there would be people
 12 from the administration in the meetings that we had.
 13 Q. Who did you discuss that issue with?
 14 A. There could be any number of people that would
 15 include my chief of staff, Andy Dillon, and other
 16 people of the administration.
 17 Q. And what did you and Andy Dillon discuss on that
 18 issue?
 19 MS. NELSON: I'm going to object on the
 20 grounds of attorney-client privilege. These
 21 discussions occurred in the meetings with Mr. Orr
 22 and his counsel.
 23 MR. DeCHIARA: Well, there hasn't been
 24 testimony to that effect.
 25 MS. NELSON: He just said it.