

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN**

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

---

**MOTION TO COMPEL THE PRODUCTION OF DOCUMENTS**

Syncora Capital Assurance Inc. and Syncora Guarantee Inc. (“Syncora”) submit this motion (the “Motion to Compel”) to compel the production of documents from the City of Detroit.<sup>1</sup> In support of its motion, Syncora respectfully states as follows:

**INTRODUCTION**

1. In this Bankruptcy case — the largest Chapter 9 proceeding in history — the City has the burden of proving that its Plan of Adjustment meets the multiple, fact-intensive requirements of 11 U.S.C. § 1129. To that end, Syncora requested documents from City that are highly relevant to the issues in dispute,

---

<sup>1</sup> In accordance with the Court’s *Order Regarding Hearing on Outstanding Objections to Written Discovery* [Doc. No. 4508], Syncora intends to provide the Court with a written list during the hearing identifying (a) the specific requests on which Syncora seeks a ruling; (b) the City’s objections to those requests; and (c) Syncora’s responses to the City’s objections. Syncora is of the view, however, that the City’s responses are so fundamentally problematic that there is a threshold issue surrounding what information the City refuses to provide and why.

without which Syncora (and ultimately the Court) will be unable to fairly test whether the City can carry its burden under the statute.

2. The City's responses to Syncora's discovery requests are improper and thwart, rather than serve, the purposes of discovery allowed by Federal Rule of Civil Procedure 26, of which transparency and avoidance of unfair surprise are foremost. The City's Objections are improper because:

- The City refuses to produce crucial documents and data related to the City's 10-year projections and revenue forecasts, despite the centrality of those forecasts to the City's Plan of Adjustment and despite the fact that the City must have gathered most or all of the requested documents and data in the process of generating its forecasts and projections.
- The City refuses to state what it is producing and what it is withholding, and instead larded its response with repetitive, boilerplate objections (which courts widely reject as improper) and opaque statements about producing documents "reasonably responsive" to Syncora's requests "as the City understands" them, without ever saying what "reasonable" limits has placed on the requests or how it understands them.
- The City cannot avoid its responsibility to produce documents relating to the DIA by making reference to the subpoena directed to the DIA. The City has engaged in independent judgment regarding the art collection and the DIA, including in making the decision to enter the so-called Grand Bargain, and it must produce the documents it relied upon in making that decision.
- The City asserts multiple privileges and states it will not produce documents protected by those privileges, but has not agreed to produce a privilege log identifying the documents it is withholding on subjects that are highly relevant to the confirmation trial, as it is required to do.

3. For these reasons, Syncora moves the Court to disregard the City's improper objections and to compel production of documents responsive to

Syncora's requests. To the extent the City withholds documents it contends are privileged, Syncora moves to compel production of a privilege log relating to its decision not to sell the art and instead enter into the "Grand Bargain," and reserves its right to ask for privilege logs on targeted issues as the case proceeds.

### **BACKGROUND**

4. The Court set the discovery schedule in this case after a hearing on March 5, 2014, during which certain creditors suggested alterations to the Court's and the City's proposed schedule governing the confirmation of the Plan of Adjustment (the "Plan"). (Third Amended Scheduling Order, Doc. No. 3632.) Pursuant to that Order, Syncora served the City with its Requests for Production on March 28, 2014 [Doc. No. 3316]. After certain adjustments were proposed to the schedule by the City on April 17, 2014, the Court entered the Fourth Amended Order Establishing Procedures, Dates, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment [Doc. No. 4202] (the "Scheduling Order"). On May 6, pursuant to the Scheduling Order, the City filed its Objections and Responses to Syncora's First Request for the Production of Documents (the "City Objections") [Doc. No. 4479]. On May 6, 2014 the City also sent Syncora a hard drive with the documents it was producing. This hard drive contained roughly 260,000 unlabeled and uncategorized pages of documents, and the City did not provide an index describing the documents.

5. On May 8, 2014, counsel for the City and counsel for Syncora met and conferred telephonically regarding Syncora's Requests for Production. During the meet-and-confer, counsel for City could neither confirm nor deny whether the City's production of documents was responsive to Syncora's particular requests, and stated that the City produced the same documents in response to all creditors' document requests.

6. Counsel for the City confirmed that the City withheld documents on the basis of privilege, including the mediation privilege, and confirmed that the City would not produce a privilege log for all withheld documents, but that it may consider doing so for targeted requests. Counsel for the City also confirmed that the City restricted custodial searches of electronically stored information to the date range January 1, 2013 to May 6, 2014.

7. Finally, counsel for the City stated that information underlying requested forecasts and projections was being reviewed and gathered by the City's advisors. According to the City's counsel, the City's advisors are in the process of preparing a set of documents comprising the assumptions and reliance materials that the City's advisors used in preparing the forecasts. Though counsel for the City did not commit to a specific date for the production of these materials, he stated that the materials would be ready within two to three weeks.

8. Syncora now moves to compel the City to produce documents responsive to Syncora's document requests, notwithstanding the City's voluminous improper objections, and to specify in a privilege log each document relating to its decision not to sell the art and instead enter into the "Grand Bargain."<sup>2</sup>

### **JURISDICTION**

9. The Court has jurisdiction over this matter pursuant to 38 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

### **RELIEF REQUESTED**

10. Syncora respectfully moves the Court to disregard the City's improper objections and to enter an order, substantially in the form attached hereto as Exhibit 1, compelling production of documents responsive to Syncora's requests. To the extent the City withholds documents relating the City's decision not to sell the art and instead enter into the "Grand Bargain" that it contends are privileged, Syncora moves for entry of an order compelling production of a privilege log identifying the document and the basis for the City's claim of privilege.

### **BASIS FOR RELIEF**

#### **I. Syncora's Requests are Reasonable and Necessary**

---

<sup>2</sup> While the City has expressed a willingness to provide additional documents after Syncora has been able to review the City's production and determine what is missing, this issue is sufficiently urgent that Syncora wanted to raise its concerns before the Court in an expedited fashion.

11. The scope of discovery is broad. *Stewart v. Orion Fed. Credit Union*, 285 F.R.D. 395, 398 (W.D. Tenn. 2012) (“As the Sixth Circuit has recognized, the scope of discovery under the Federal Rules of Civil Procedure is traditionally quite broad.”) (internal quotation omitted). The test for whether a request is appropriate is whether the request is reasonably calculated to lead to the discovery of admissible evidence. *Mellon v. Cooper–Jarrett, Inc.*, 424 F.2d 499, 501 (6th Cir.1970) (“The test is whether the line of interrogation is reasonably calculated to lead to the discovery of admissible evidence.”).

12. At issue in this case are the extensive requirements of 11 U.S.C. § 1129, which sets the standard for confirming a Plan. The standard requires an assessment of whether the City’s Plan is feasible, proposed in good faith, unfairly discriminatory, fair and equitable, and in the best interests of creditors, among other requirements. Each of these requirements, for which the City bears the burden of proof, requires significant factual inquiry into the City’s finances, operations, and management.

13. Syncora’s requests are specifically and narrowly calculated to lead to the discovery of admissible evidence. Syncora’s document requests broadly fall into eight categories, relating to the following subjects:

- The City’s revenue forecasts
- The Detroit Institute of Arts
- The City’s assets
- The City’s operations

- The City's reinvestment initiatives
- The City's pension plans
- The City's relationship to the State of Michigan
- The City's tax policy and structure

14. These categories specifically reflect the factual areas that will affect this Court's and the parties' assessment of whether the City's Plan, which is still evolving, can be confirmed by this Court. For instance, the City's revenue forecasts, and the information underlying them, are a key and central component to understanding the City's ability to pay creditors and to fund its own operations. Developing an understanding of the City's forecasts and projections, and their accuracy, is a necessary step in evaluating whether the plan is fair and equitable and in the best interest of creditors.

## **II. The City's Responses And Objections Are Vague, General, And Improper**

15. The City's General and Specific Objections to Syncora's document requests are improper for a number of reasons: *First*, the City refuses to provide relevant information regarding the City's revenue forecasts and projections, which are readily available and central to this case. *Second*, the City's general objections obscure the key question of which documents the City has agreed to produce and which it has refused to produce, a flaw that is compounded by the City's repeated statement that it will produce only those documents it views as "reasonably" responsive to the requests as the City understands. The City never articulates how

it understands any request or what it regards as reasonably responsive, which means the City essentially has refused to take a position about what it will produce. *Third*, the City improperly refers Objectors to the DIA's document production, because the City has necessarily undertaken independent assessment of the DIA in view of its decision to pursue, among other things, the Grand Bargain. *Fourth*, the City asserts multiple privileges without identifying in a privilege log which (if any) documents relating to subjects in dispute in the confirmation trial it is withholding based on privilege and without stating its basis for contending those documents are privileged.

**A. The City Must Provide All Documents Related To Its Ten Year Projections And Revenue Forecasts**

16. The City's 10-year forecasts and revenue projections are among the most important documentary evidence in this bankruptcy case. The forecasts and projections are important to virtually every facet of the City's Plan, including its ability to pay creditors, to fund reinvestment initiatives, and generally to implement the Plan. Syncora's Request Nos. 44 and 45 ask for:

- the production of prior drafts of the City's 10-year projections, and
- documents showing the assumptions and bases for the assumptions underlying the City's 10-year projections.

17. The City refused to produce the requested documents on grounds that "Experts will be identified and expert reliance materials and disclosures will be



produced in accordance with the Scheduling Order and as required under Bankruptcy Rules.” (City Objections, Specific Objection to Request Nos. 44–45.) This objection is improper because the City’s 10-year projections were provided as part of the City’s Disclosure Statements, not as part of any expert report. The City disclosed and relied on its projections outside the context of expert disclosures (including, for example, at the hearing on the Settlement and Plan Support Agreement on April 3, 2014). The City therefore may not shield itself from any discovery related to those projections on grounds that expert disclosures are not yet due. Syncora is not asking for a preview of the City’s expert reports; it is asking for documents and data related to projections the City has long since disclosed and relied on — all of which are currently available to the City, and which, by definition, it already gathered as part of generating its projections.<sup>3</sup>

18. Similarly, Syncora’s request No. 71 asks the City to produce the source documents, assumptions, and data related to the revenue projections included in Exhibit H to the City’s Disclosure Statement. Troublingly, the City

---

<sup>3</sup> For example, at the April 3, 2014 hearing on the Settlement and Plan Support Agreement, Syncora objected to the admissibility of testimony and exhibits regarding certain forecasts and projections provided by the City’s expert, Gaurav Malhotra, on grounds that his reliance materials had not been produced. (Apr. 3, 2014 Hr’g Tr. at 51:10-17.) Over the City’s objection, the Court required the City to disclose the information it relied on to produce its projections. The City took over three weeks to comply, and its production did not provide Syncora with adequate information to recreate even those short-term forecasts.

objects to this document request as overbroad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. (City Objections, Objection and Response to Document Request No. 71, p 38.) But the materials sought by Request No. 71 could scarcely be more relevant to this case: the nature and sources of the City's past and future revenues is crucial for the parties, their experts, and the Court to assess the Plan's feasibility, fairness, and whether it is in the best interests of creditors. Without the requested information, there is simply no way to test or verify the City's revenue projections, so the City's relevance objection is entirely unfounded.<sup>4</sup>

19. During the parties' May 8, 2014 meet and confer call, the City stated that its experts have just begun the process of gathering reliance materials that would be responsive to Request Nos. 44 and 45, and stated that it will not produce those documents for three weeks. The City's position is simply untenable: first, because it directly violates the Court's Scheduling Order requiring production to be complete by May 6, 2014 (Fourth Amended Scheduling Order, Doc. No. 4202), and second, because its experts' current effort to gather reliance materials is beside

---

4 The City's boilerplate burden objection is similarly unfounded and improper because the City did not articulate with any particularity why this request is burdensome, which is required for a valid objection. See *Oleson v. Kmart Corp.*, 175 F.R.D. 560, 565 (D.Kan.1997) ("The objecting party must show specifically how each discovery request is burdensome and oppressive by submitting affidavits or offering evidence revealing the nature of the burden.").

the point because the identity of documents that show the underlying assumptions or bases for the City's forecasts and projections, (Exs. H and J to the City's Disclosure Statement, Doc. No. 2709), is a readily ascertainable historical fact. The City (and its advisors) must have gathered those documents and data as part of preparing the forecasts and projections, and therefore the City has no basis to withhold or delay its production.

**B. The City's Responses And Objections Do Not Make Clear What Information The City Is Withholding**

20. The City's Responses and Objections are improper, virtually across the board, because the City asserts a litany of improper boilerplate objections and caveats for each request. The City's boilerplate objections do not specify precisely how (or even if, in fact) Syncora's individual requests are actually objectionable in any way, and they make it impossible to determine whether the City is withholding any documents (or never looked for categories of documents) based on those objections.

21. Courts routinely disregard boilerplate objections. *See, e.g., Nissan North America, Inc. v. Johnson Elec. North America, Inc.*, No. 09-CV-11783, 2011 WL 669352, at \*2 (E.D. Mich. Feb. 17, 2011) ("Boilerplate or generalized objections are tantamount to no objection at all and will not be considered by the Court."); *Carfagno v. Jackson Nat'l Life Ins. Co.*, 2001 WL 34059032, at \*4 (W.D.Mich. Feb.13, 2001) ("The court strongly condemns the practice of asserting

boilerplate objections to every discovery request.”); *PML N. Am., L.L.C. v. World Wide Pers. Servs. of Virginia, Inc.*, CIV.A. 06CV14447-DT, 2008 WL 1809133 (E.D. Mich. Apr. 21, 2008) (“For example, Defendants' response to Plaintiff's Request to Produce no. 13 is an objection that the request is “not relevant, nor reasonably calculated to lead to the discovery of relevant or admissible evidence.” . . . The filing of boilerplate objections such as these is tantamount to filing no objections at all.”); *MSC Software Corp. v. Altair Eng'g, Inc.*, 07-12807, 2008 WL 5381864 (E.D. Mich. Dec. 22, 2008) (granting a motion to compel in part and requiring supplemental responses where the party stated in its objection to a request for production that it would produce documents “within the scope of permissible discovery” without specifying why particular documents it withheld were irrelevant.)

22. The City compounds the impropriety of its general objections by incorporating all of them in all but one of its specific RFP responses, which only deepens the mystery about whether the City has any actual objection to any given request:

*Subject to and without waiving the general objections noted above,* the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

(City Objections, Objection and Response to Document Req. No. 15, p 16 (emphasis added).)

23. The City's general objections make it impossible to determine whether and to what extent the City has actually produced all documents responsive to Syncora's document requests. For example:

- In General Objection 14, the City states that "the City's responses . . . are limited" to January 1, 2013 to May 6, 2014, (City's Objections, General Objection No. 14), but provides no reason why this limitation is reasonable, or how it applied this date limitation to its production.
- In General Objection 8, the City states that it will produce documents "subject to reasonable limitations on the scope of the search, review, and production of such information due to the cost and burden of production," (City Objections p 5), but never explains what such limitations might be, what specific burden or concern justifies such a limitation, and never specifies what documents it withheld (or never looked for) because of this objection.<sup>5</sup>
- Similarly, in General Objection No. 9, the City states that it will conduct "a reasonable search, given the time permitted to respond to these Document Requests." (City Objections p 5.) Again, though, the City does not say what it has done or what it refuses to do because of the "time permitted to respond." Nor may the City unilaterally truncate its discovery obligations based on timing: if it lacked sufficient time to find and produce responsive documents under the tight schedule it advocated for, it should have asked for an extension or raised the issue with the Court.

24. Each of the City's specific responses to individual RFPs also contain the self-defeating, boilerplate caveat that the City will produce documents "that are reasonably responsive to this request, as the City understands it." (*See, e.g.*, City's

---

<sup>5</sup> Simply stating an objection without articulating its factual basis is improper. *See Oleson v. Kmart Corp.*, 175 F.R.D. 560, 565 (D.Kan.1997) ("The objecting party must show specifically how each discovery request is burdensome and oppressive by submitting affidavits or offering evidence revealing the nature of the burden.").

Response, Objection and Response to Nos. 23–66, p 23.) The City never explains what documents or categories of documents it deemed “reasonably responsive,” nor how the City “understands” Syncora’s requests.

25. The net effect of all the City’s boilerplate objections and caveats is to render their responses meaningless beyond saying, “We gave you whatever we deemed appropriate according to criteria we’re not prepared to disclose.” The City’s approach is a major obstacle to orderly discovery in this case, because it prevents Syncora from even determining in the first instance what the City agreed to produce and whether it actually did so. For that reason, Syncora moves for an order setting aside all of the City’s improper boilerplate objections and caveats, and requiring the City to search for and produce by May 16, 2014 all documents responsive to Syncora’s requests.<sup>6</sup>

**C. The City Must Produce Responsive Documents Relating To The DIA**

26. In response to certain requests relating to the DIA, the City “refers Objectors to the documents the DIA Corp. has agreed to produce and/or make

---

<sup>6</sup> Attached as Exhibit 6 is a redline indicating those portions of the City’s objections that should be stricken. The redline is color-coded to reflect the nature of the stricken objections: improper general objections are stricken in red; expert and financial objections are stricken in green; DIA-related objections are stricken in blue; and privilege-based objections are stricken in orange.

available for inspection and copying.” (*See, e.g., City’s Responses to Request Nos. 8-9, 12-14.*) This response is also improper.

27. First, the City presumably undertook an investigation of the records of the DIA in making its determination to dispose of the the DIA assets for a fraction of their value in the so-called Grand Bargain. To the extent those documents are now in the City’s rather than the DIA’s possession, Syncora is entitled to access them so that creditors can better understand on what basis the City proposes to undertake the Grand Bargain. The City cannot simply refer Syncora to an as-yet uncompleted production under a separate subpoena, and attempt thereby to avoid its discovery obligations to Syncora.

28. Second, Syncora is still working with the DIA to determine exactly which documents the DIA will produce. Referring Syncora to documents that the DIA may or may not produce is inconsistent with the City’s obligation to produce documents responsive to the relevant requests. Put another way, even if the City could permissibly refer to the DIA’s production to meets its discovery obligation, without any certainty that the DIA will produce all responsive documents — which Syncora does not currently possess — the City cannot pass off its obligations.

**D. The City Must Produce A Privilege Log If It Withholds Any Documents Based On Privilege**

29. The City objects generally that it will not produce documents that are privileged, including documents protected by the mediation privilege or by

confidentiality agreements between the City and third parties. (City Objection No. 2 at p 2.) But the City does not say whether it actually withheld any documents it alleges are privileged, and, in its General Objection No. 3, states that it will not produce a privilege log identifying any such documents and stating the basis for the asserted privilege, (City Objections p. 3), despite a clear duty to do so. *See MJS Janitorial v. Kimco Corp.*, 03-2102 MAV, 2004 WL 2905408 (W.D. Tenn. May 12, 2004) (“Because Kimco has withheld documents on a claim of privilege, Kimco must provide a privilege log with sufficient detail to allow MJS to challenge Kimco’s assertion of privilege.”).

30. Syncora acknowledges the burden associated with the production of a fulsome privilege log. Therefore, at this time, Syncora requests that the Court compel the City to provide a privilege log relating to its decision not to sell the art and instead enter into the “Grand Bargain.” Syncora reserves the right to ask for privilege logs on targeted issues as the case proceeds.

WHEREFORE, for the foregoing reasons, Syncora respectfully requests that this Court enter an the attached Proposed Order (1) striking the City’s improper objections; (2) requiring the City to search for and produce documents responsive to Syncora’s requests (notwithstanding its improper objections) by no later than



May 16, 2014; and (3) requiring the City to produce a privilege log relating to its decision not to sell the art and instead enter into the “Grand Bargain.”

*[Remainder of this page intentionally left blank]*

Dated: May 9, 2014

Respectfully submitted,

**KIRKLAND & ELLIS LLP**

By: /s/ Stephen C. Hackney

James H.M. Sprayregen, P.C.

Ryan Blaine Bennett

Stephen C. Hackney

KIRKLAND & ELLIS LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

- and -

Stephen M. Gross

David A. Agay

Joshua Gadharf

MCDONALD HOPKINS PLC

39533 Woodward Avenue

Bloomfield Hills, MI 48304

Telephone: (248) 646-5070

Facsimile: (248) 646-5075

*Attorneys for Syncora Guarantee Inc. and  
Syncora Capital Assurance Inc.*

**Exhibit 1**  
**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN**

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

---

**ORDER GRANTING MOTION TO COMPEL THE PRODUCTION OF  
DOCUMENTS**

---

This matter having come before the Court on the motion of Syncora to compel the Debtor to produce documents (the “Motion to Compel”), the Court having reviewed Syncora’s Motion to Compel; and the Court having determined that the legal and factual bases set forth in the Motion to Compel establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

1. Syncora’s Motion to Compel is GRANTED.
2. The City’s improper objections, as stricken in Exhibit 6 to Syncora’s Motion to Compel, are stricken.
3. The City shall produce documents responsive to Syncora’s requests.
4. To the extent the City withholds documents relating the City’s decision not to sell the art and instead enter into the “Grand Bargain” that it

contends are privileged, the City shall produce a privilege log identifying privileged documents and the basis for the City's claim of privilege

5. The parties are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the motion.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**IT IS SO ORDERED.**

---

STEVEN W. RHODES  
United States Bankruptcy Judge

**Exhibit 2**

**Notice of Motion and Opportunity to Object**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN**

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

---

**NOTICE OF MOTION TO COMPEL  
THE PRODUCTION OF DOCUMENTS**

---

**PLEASE TAKE NOTICE** that on May 9, 2014, Syncora Guarantee Inc. and Syncora Capital Assurance Inc. (“Syncora”) filed the *Motion to Compel the Production of Documents* in the United States Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that your rights may be affected by the relief sought in the Motion. You should read these papers carefully and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.

**PLEASE TAKE FURTHER NOTICE** that if you do not want the Bankruptcy Court to grant the Objectors’ Motion or you want the Bankruptcy Court to consider your views on the Motion, by May 23, 2014<sup>1</sup>, you or your attorney must:

---

<sup>1</sup> Concurrently herewith, Syncora is seeking expedited consideration and shortened notice of the Motion. If the Court grants such expedited consideration and shortened notice, Syncora will file and serve notice of the new response deadline.

File with the Bankruptcy Court a written response to the Motion, explaining your position, electronically through the Bankruptcy Court's electronic case filing system in accordance with the Local Rules of the Bankruptcy Court or by mailing any objection or response to:<sup>2</sup>

United States Bankruptcy Court  
Theodore Levin Courthouse  
231 West Lafayette Street  
Detroit, MI 48226

You must also serve a copy of any objection or response upon:

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett  
Stephen C. Hackney  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

- and -

Stephen M. Gross  
David A. Agay  
Joshua Gadharf  
MCDONALD HOPKINS PLC  
39533 Woodward Avenue  
Bloomfield Hills, MI 48304  
Telephone: (248) 646-5070  
Facsimile: (248) 646-5075

If an objection or response is timely filed and served, the clerk will schedule a hearing on the Motion and you will be served with a notice of the date, time and location of the hearing.

**PLEASE TAKE FURTHER NOTICE that if you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the Motion and may enter an order granting such relief.**

---

<sup>2</sup> A response must comply with F. R. Civ. P. 8(b), (c) and (e).



Dated: May 9, 2014

*/s/ Stephen C. Hackney*

---

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett  
Stephen C. Hackney  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

- and -

Stephen M. Gross  
David A. Agay  
Joshua Gadharf  
MCDONALD HOPKINS LLC  
39533 Woodward Avenue  
Bloomfield Hills, MI 48304  
Telephone: (248) 646-5070  
Facsimile: (248) 646-5075

*Attorneys for Syncora Guarantee Inc. and Syncora  
Capital Assurance Inc.*

**Exhibit 3**

**None [Brief Not Required]**

**Exhibit 4**

**Certificate of Service [To be filed separately]**

**Exhibit 5**  
**Affidavits**  
**[Not Applicable]**

**Exhibit 6**

**Proposed Strikethrough**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN**

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

**CITY OF DETROIT’S OBJECTIONS AND RESPONSES TO SYNCORA  
CAPITAL ASSURANCE INC. AND SYNCORA GUARANTEE INC.’S  
FIRST REQUEST FOR THE PRODUCTION OF DOCUMENTS**

---

Pursuant to Federal Rules of Civil Procedure 26 and 34, as made applicable to this proceeding by Federal Rules of Bankruptcy Procedure 7026, 7034, 9014, and 9016, the City of Detroit, Michigan (the “City”) hereby submits the following objections and responses to Syncora Capital Assurance Inc. and Syncora Guarantee Inc.’s First Request for the Production of Documents to the City of Detroit (the “Document Requests”).

**GENERAL OBJECTIONS**

~~The City incorporates the following general objections into each of its specific responses to these Document Requests served by Syncora Capital Assurance Inc. and Syncora Guarantee Inc. (the “Objectors”). The assertion of the~~

~~same, similar, or additional objections, or a partial response to any individual request, does not waive any of the City's general objections.~~

~~1. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek to impose a burden or obligation beyond those required by the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the local rules of the United States Bankruptcy Court for the Eastern District of Michigan, any other applicable procedural rules, or the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment ("Scheduling Order"), or the most recently filed version of that Order. Specifically, the City objects to any request which seeks to require the disclosure of expert materials prior to the time specified in the Scheduling Order for disclosure of experts. See Fourth Amended Scheduling Order, at ¶ 9 (June 10, 2014, is the deadline to file list of experts).~~

~~2. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that they seek production of documents or things that are subject to the attorney-client privilege, attorney work product doctrine, settlement or mediation privilege (see Dkt. 0322), the common interest doctrine and/or any other applicable privilege or immunity, or to a protective order and/or stipulation of confidentiality between the City and any~~

~~third party. Further, inadvertent production of any privileged or otherwise protected documents in response to these Document Requests shall not be deemed a waiver or impairment of the City's rights or any claim of privilege or immunity.~~

~~3. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, as unduly burdensome and oppressive, and not reasonably calculated to lead to the discovery of admissible evidence to the extent they require the City to provide a privilege log containing, with respect to each document withheld on a claim of privilege, a statement describing the document and the nature of the privilege. The City will not provide such a privilege log with its productions of documents in response to these Document Requests.~~

~~4. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, as unduly burdensome and oppressive, and not reasonably calculated to lead to the discovery of admissible evidence to the extent they require the City to provide a log containing, with respect to each document that has been destroyed, lost, mislaid, or is otherwise missing, a statement describing the document and information regarding the circumstances under which it was destroyed, lost, mislaid, or otherwise missing. The City will not provide such a log with its productions of documents in response to these Document Requests.~~



~~5. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek information that is confidential or proprietary business information, trade secrets, other proprietary information, intellectual property, and/or commercially sensitive information of a third party to whom the City owes a legal obligation of non-disclosure. Such information will only be provided pursuant to a court entered protective order and with the consent of the operative third parties.~~

~~6. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they request information protected from discovery by any right to privacy or any other applicable privilege, including the right to privacy of third parties, or by the City's obligations under applicable law to protect such confidential information.~~

~~7. The City's production of documents will include materials that contain third party personally identifiable information (as that term is defined in the Protective Order (Dkt. 0688)). Pursuant to the terms and conditions set forth in the Protective Order, the City reserves the right to redact such personally identifiable information from any documents that may be produced in response to these Document Requests.~~

~~8. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek discovery of~~

~~electronic information that is not reasonably accessible, on the grounds of undue burden and cost. By stating that it will produce or make available information responsive to a particular Document Request, the City represents that it will produce responsive, non-privileged information subject to reasonable limitations on the scope of the search, review, and production of such information due to the cost and burden of production.~~

~~9. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, as unduly burdensome and oppressive to the extent they purport to require the City to search facilities and inquire of its officers, employees, representatives, attorneys, advisors and/or agents other than those facilities and officers, employees, representatives, attorneys, advisors and/or agents reasonably expected to have responsive, non-privilege documents. Accordingly, the City's responses to these Document Requests are based upon (1) a reasonable search, given the time permitted to respond to these Document Requests, of facilities and files reasonably expected to possess responsive, non-privilege documents and (2) inquiries of the City's officers, employees, representatives, attorneys, advisors and/or agents who could reasonably be expected to possess responsive, non-privilege documents. To that end, the City will not produce documents from the City's attorneys namely, Jones Day, Pepper~~

~~Hamilton LLP and Miller, Canfield, Paddock, and Stone, P.L.C, unless it indicates otherwise in connection with a specific request.~~

~~10. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek disclosure of information not within the City's possession, custody, or control.~~

~~11. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek information that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence.~~

~~12. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that any term, phrase or word used therein is vague and ambiguous, subject to varying interpretation, requires subjective knowledge by any other party other than the City, or involves issues of law subject to resolution by the court. The City will respond to each and every Document Request to the extent possible, based on the most objectively reasonable interpretation of each such term, phrase or word in the Document Request. To that end, any terms not otherwise defined by these Document Requests, and the instructions and definitions therein, will be given the definitions reflected in the most recently filed version of the City's Chapter 9 Plan for the Adjustment of Debts of the City of Detroit (the "Plan") and the most recently filed~~

~~version of the City's Disclosure Statement With Respect to Chapter 9 Plan for the Adjustment of Debts of the City of Detroit (the "Disclosure Statement"). In addition, for the purposes of its responses to these Document Requests, the City will define the terms "Plan," "Disclosure Statement," and "Scheduling Order" to mean the most recently filed versions of those documents.~~

~~13. The City objects to each and every one of the Objector's definitions and requests to the extent they are or purport to be so comprehensive as to be impossible or unduly burdensome and expensive to comply with literally. Many definitions and requests are overly broad, vague, unduly burdensome, and do not describe the requested documents with reasonable particularity. The City also objects to each and every one of these Document Requests, and the instructions and definitions therein, as overbroad, unduly burdensome, not relevant and not reasonably calculated to lead to the discovery of admissible evidence to the extent that they call for production of "all" documents relating to an individual topic or subject area. Specifically, the City objects to the phrase "all" as it is used throughout these Document Requests to the extent that it requires the City to search for and review millions of pages of documents, many of which will have no relevance to this litigation, in order to identify each and every document that may possibly be responsive to a request.~~

~~14. The City objects to each and every one of these Document Requests to the extent that they either do not specify a responsive time period or specify a time period that is not relevant to the Objector's claims or defenses as overly broad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. Accordingly, unless otherwise indicated, the City's responses to these Document Requests are limited to the time period of January 1, 2013 through the date of the City's response to these Document Requests.~~

~~15. The City objects to the definition of "City," "you" and "your" insofar as they purport to include "the City of Detroit, Michigan, as well as any of its past or present divisions, such as, but without limitation, the Detroit Arts Commission, and departments, officials, trustees, agents, affiliates, employees, attorneys, advisors, professionals, representatives, advisors, and all other persons acting or purporting to act on their behalf, including Kevyn D. Orr acting as Emergency Manager and any successors" because such an expansive definition is overly broad, unduly burdensome, and potentially calls for the production of documents that are not within the possession, custody, or control of the City, or its advisors, Ernst & Young, Conway MacKenzie, and Miller Buckfire.~~

~~16. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that the information sought is unreasonably cumulative or duplicative, or is obtainable from some other~~

~~source that is more convenient, less burdensome, or less expensive. Specifically, the City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent the information sought is equally available to the Objectors, including information and documents that are publicly available and/or already in the Objector's possession, as providing such information would be unduly burdensome.~~

~~17. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, insofar as they constitute interrogatories that Plaintiffs have drafted in the form of document requests in an effort to avoid the 25 interrogatory limit under Federal Rule of Civil Procedure 33, as made applicable to this proceeding by the Federal Rules of Bankruptcy Procedure 7026, 7033, 9014, and 9016. The City further objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that any of the requests, definitions, or instructions purport to require the City to create documents in order to respond to any particular request.~~

~~18. The City's general and specific objections are made based on its understanding and interpretation of each Document Request. The City reserves the right to supplement its objections should the Objectors subsequently put forth an interpretation of any Document Request differing from the City's interpretation of the same language. The City reserves the right to object on any ground at any time~~

~~to other discovery requests Objectors may propound involving or relating to the same subject matter of these Document Requests.~~

~~19. By responding to these Document Requests, the City is not implicitly or explicitly agreeing with or otherwise adopting the Objector's characterizations or definitions contained therein, or admitting or conceding that the information sought is likely to lead to the discovery of admissible evidence. Except for any facts explicitly admitted in the City's objections or responses, no admission of any nature whatsoever is to be implied by or inferred from any statement anywhere in this document.~~

~~20. The City reserves the right to supplement these objections and responses and to assert additional objections to these Document Requests and the production of documents as necessary.~~

~~21. Each of these General Objections is incorporated by reference into each of the objections set forth below and each response set forth below is made without waiving any of these General Objections.~~

## REQUESTS FOR PRODUCTION

1. All inventories created in the past five years of the objects and works of art in the Collection.

### **OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 1:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

2. All documents and communications relating to the conveyance of the DMA assets from the DMA to the City of Detroit in 1919, including, but not limited to, contracts, deeds, and other DMA records.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 2:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

3. Provenance listings for every object and work of art in the Collection.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 3:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, ~~to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

4. All documents and communications relating to any restrictions on the objects and works of art in the Collection, including, but not limited to, restrictions on exhibition, storage, conservation, deaccession, sale, exchange, or loan.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 4:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody,



or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

5. Documents sufficient to identify any work of art in the Collection that was commissioned by the DIA Corp., the Founders Society, or the City.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 5:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

6. All documents and communications relating to the deaccession, sale, exchange, auction, or disposal of any object or work of art held or owned by DIA Corp., the Founders Society, or the City, including, but not limited to, all documents and communications relating to any indications of interest in bidding on any pieces in the Collection if they were sold or offered for sale.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 6:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

7. All communications that the City (including its advisors and investment bankers) had with any individuals, investors, art collectors, or corporations relating to the sale or purchase of the Collection or any pieces in the Collection.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 7:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

8. All documents and communications provided to the Internal Revenue Service that relate to the deaccession, auction, sale, exchange, loan, or other disposition of any object or work of art by DIA Corp., the Founders Society, or the City, including, but not limited to, any IRS Forms 8282.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 8:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

9. All documents, communications, and notifications sent to any donor or settlor that relate to the deaccession, sale, auction, exchange, or disposal of any of the objects or works of art by DIA Corp., the Founders Society, or the City.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 9:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

10. All documents, communications, and notifications sent to or received from the Attorney General that relate to the deaccession, sale, auction, exchange, or disposal of any object or work of art by DIA Corp., the Founders Society, or the City.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 10:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

11. The 1997 Operating Agreement.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 11:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

12. The Collections Management Policy.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 12:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it,~~ and refers Objectors to the documents the DIA Corp. has

~~agreed to produce and/or make available for inspection and copying, including the Collections Management Policy.~~

13. All documents and communications relating to the procedures of the City, the Founders Society, or DIA Corp. for accepting or rejecting restricted donations, gifts, and bequests of works of art or funds.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 13:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

14. All documents and communications relating to the procedures for the deaccession, auction, exchange, sale, loan, or other disposition of any object or work of art held or owned by DIA Corp., the Founders Society, or the City that is subject to restrictions on deaccession, auction, exchange, sale, loan, or other form of alienation.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 14:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

15. Documents sufficient to show the attendance at DIA Corp. on a yearly and monthly basis.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 15:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

16. Documents sufficient to show the attendance at special exhibits or demonstrations held by DIA Corp.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 16:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

17. Documents sufficient to show all past and present members of DIA Corp.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 17:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, ~~to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

18. All visitor surveys, participation surveys, audience surveys, population surveys, or visit surveys relating to DIA Corp.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 18:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

19. All documents relating to the Christie's valuation.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 19:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

20. All external and internal communications relating to the Christie's Valuation, including, but not limited to, communications with Christie's, DIA Corp., the Foundations, or the Attorney General.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 20:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

21. All past and current insurance policies that relate to the Collection, including, but not limited to, all insurance policies obtained by DIA Corp. pursuant to sections F(15)(a) and (b) of the 1997 Operating Agreement.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 21:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

22. Documents sufficient to identify any object or work of art in the Collection that has been appraised or valued for \$1 million or more.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 22:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

23. Any and all valuations or appraisals of any object or work of art in the Collection.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 23:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as~~

~~the City understands it, and refers Objectors to the documents the DIA Corp. has agreed to produce and/or make available for inspection and copying.~~

24. All documents and communications relating to Attorney General Opinion No. 7272.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 24:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

25. All documents and communications relating to the Plan GRS Settlement, as that term is defined in the Plan.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 25:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

26. All documents and communications relating to the Plan PFRS Settlement, as that term is defined in the Plan.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 26:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody,



or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

27. All documents and communications relating to the registration of any object or work of art in the Collection, or any object or work of art previously owned or held by DIA Corp., the City, or the Founders Society, as a charitable trust.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 27:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

28. Any and all petitions or other court filings that relate to the deaccession, sale, auction, exchange, loan or other disposition of any object or work of art in the Collection or that was previously owned or held by DIA Corp., the City, or the Founders Society.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 28:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

29. All governing documents that relate to the DIA Settlement, including, but not limited to, those documents that will be attached to the Plan as Exhibit I.A.71.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 29:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

30. All communications relating to the DIA Settlement, including, but not limited to, all communications with the Foundations, the DGRS, the DPFRS, the State, DIA Corp., or the Community Foundation for Southeast Michigan relating to the DIA Settlement.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 30:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

31. All documents and communications that relate to the transfer of the Collection to DIA Corp. pursuant to the DIA Settlement.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 31:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

32. All documents and communications that relate to any alternative efforts to realize any value for the “DIA Assets,” as defined by the Plan, or the Collection, aside from the DIA Settlement.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 32:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

33. All documents and communications relating to DIA Corp.'s role in the revitalization of midtown Detroit.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 33:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

34. All documents relating to each judgment against the City under the Revised Judicature Act (MCL 600.93).

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 34:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

35. All documents relating to each judgment paid by the City under the Revised Judicature Act (MCL 600.93).

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 35:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

36. All documents relating to any prior or potential sales of the City’s assets in excess of \$1 million including, but not limited to, Belle Isle, the Detroit-Windsor Tunnel, the Veterans’ Memorial Building, any City parking facilities, and Coleman Young Airport.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 36:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

37. All documents relating to or containing any analysis conducted by the City regarding the consequences of not filing for bankruptcy.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 37:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

38. All documents created between January 1, 2013 and the present containing calculations or analysis regarding the City's future income tax revenues, including, but not limited to, the assumptions underlying any such calculations or analysis (*i.e.*, population growth in the City, employment and property ownership in the City, and income rates in the City).

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 38:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

39. All documents created between January 1, 2013 and the present relating to the effects of raising taxes, assessments, or fees on the City and/or its residents.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 39:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

40. All documents created between January 1, 2013 and the present relating to the relative tax burden in the City compared to surrounding areas.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 40:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

41. All documents relating to any analysis of the City's creditors' recoveries outside of chapter 9.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 41:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

42. All documents relating to the City's \$1.5 billion reinvestment initiative, including, but not limited to, the specific initiatives that make up the \$1.5 billion reinvestment initiative, the steps the City has taken to implement any of its restructuring and revitalization initiatives, the steps that the City intends to take to implement its restructuring and revitalization efforts, all financial projections and assumptions related to the reinvestment initiatives, and the City's analyses regarding the revenue generated by the reinvestment initiatives.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 42:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

43. All documents and communications relating to any partnerships between the City and private organizations regarding the City's proposed restructuring and revitalization efforts.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 43:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

44. All prior drafts of the City's 10-year projections, attached as Exhibit J to the City's Disclosure Statement [Doc. No. 2709].

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 44:**

~~The City responds that Experts will be identified and expert reliance materials and disclosures will be produced in accordance with the Scheduling Order and as required under Bankruptcy Rules. Subject to and without waiving that objection and the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

45. Documents sufficient to show all of the assumptions in the City's 10-year projections, attached as Exhibit J to the City's Disclosure Statement [Doc. No. 2709], and the basis for each of these assumptions.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 45:**

~~The City responds that Experts will be identified and expert reliance materials and disclosures will be produced in accordance with the Scheduling Order and as required under Bankruptcy Rules. Subject to and without waiving that objection and the general objections noted above, the City responds that it will~~

produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

46. All documents and communications relating to the City's claim that the DGRS and DPFRS understated their UAAL.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 46:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

47. All analyses regarding the size of the OPEB Claim, as that term is defined in the Plan.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 47:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

48. All analyses regarding the vesting of OPEB Benefits, as that term is defined in the Plan.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 48:**



~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

49. All documents, communications, and data exchanged with Milliman in 2013.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 49:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

50. All actuarial reports as of the last valuation date for each of the City's pension plans.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 50:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

51. All Certified Audited Financial Reports.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 51:**

~~Subject to and without waiving the general objections noted above,~~ the City refers Objectors to the City's website where its budgets may be found, and specifically to the following web address:

<http://www.detroitmi.gov/Departments/Finance/tabid/86/Default.aspx>.

52. All of the documents governing each of the City's pension plans, including, but not limited to, any amendments or statutes governing each of the City's pension plans.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 52:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

53. The most recent experience study relating to the City's pension plans.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 53:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

54. Any plan design studies, including reports, letters, and presentations, that relate to the City's pension plans that were conducted between January 1, 2008 and the present.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 54:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

55. All of the currently operative employee handbooks and summaries relating to each of the City's pension plans.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 55:**

~~Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.~~

56. All actuarial data for the following categories of individuals:

- a. Active Participants (*i.e.*, those still accruing benefits). Actuarial data should include the following:
  - i. Name
  - ii. Social Security Number
  - iii. Code identifying benefit structure applicable to participant
  - iv. Date of birth
  - v. Date of hire
  - vi. Date of participation
  - vii. Gender
  - viii. Benefit service

- ix. Vesting service
  - x. Ten-year compensation history for active participants
  - xi. Accrued benefits
  - xii. Employee contribution account balance
  - xiii. Employee contribution rate
- b. Termination Vested Participants and Active Participants with Frozen Benefits. Actuarial data should include the following:
- i. Name
  - ii. Social Security Number
  - iii. Code identifying benefit structure applicable to participant
  - iv. Date of birth
  - v. Date of hire
  - vi. Date of participation
  - vii. Date of termination
  - viii. Gender
  - ix. Accrued benefits
  - x. Vesting service
  - xi. Employee contribution account balance
- c. Retirees and Disabled Participants. Actuarial data should include the following:
- i. Name
  - ii. Social Security Number
  - iii. Code identifying benefit structure applicable to participant

- iv. Date of birth
- v. Gender
- vi. Form of benefit
- vii. Beneficiary date of birth (if form provides survivorship benefits)

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 56:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

57. For each plan’s actuarial assumptions, all documents relating to (a) the annual salary increase assumption by age; (b) the probabilities of retirement by age for each benefit class; (c) the turnover rates by age, sex, and benefit class; and (d) disability rates by age.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 57:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

58. The value of any deferred retirement option plans (“DROP”) account balances.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 58:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

59. All documents and communications relating to the City's analysis and estimate of recoveries for COPs under the Plan of Adjustment, including, but not limited to, the City's analyses and underlying assumptions.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 59:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

60. All documents and communications relating to any claims that the Service Corporations have against the City.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 60:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

61. Documents sufficient to show all of the operational improvements that the City intends to implement.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 61:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

62. All communications between the Service Corporations and the City.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 62:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

63. All documents created between January 1, 2005 and the present relating to the City's revenue-sharing arrangements with the State of Michigan.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 63:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

64. All communications between the City and the State of Michigan regarding State-funding, -taxation, or -revenue-sharing for the time period January 1, 2005 to the present.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 64:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

65. All documents relating to funding received by the City from the State of Michigan for any purpose from the time period January 1, 2005 to the present.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 65:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

66. All documents and communications relating to any federal, state, or private money that the City of Detroit either (a) has received since January 1, 2010 or (b) expects to receive.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 66:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

67. All City budgets from 2008 through the present.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 67:**



~~Subject to and without waiving the general objections noted above,~~ the City refers Objectors to the City's website where its budgets may be found, and specifically to the following web addresses:

(1) <http://www.detroitmi.gov/DepartmentsandAgencies/BudgetDepartment/Archive.aspx>; and (2)

<http://www.detroitmi.gov/Departments/BudgetDepartment/tabid/75/Default.aspx>.

68. All City financial statements from 2008 through the present.

#### **OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 68:**

~~Subject to and without waiving the general objections noted above,~~ the City refers Objectors to the City's website where its budgets may be found, and specifically to the following web address:

<http://www.detroitmi.gov/Departments/Finance/tabid/86/Default.aspx>.

69. All documents, minutes, communications, testimony, presentations, or other records that relate to the DPFRS's or the DGRS's decision to support the COPs transactions.

#### **OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 69:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

70. All documents, facts, information, and data that the City's expert witnesses consider or rely upon.

## **OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 70:**

~~Subject to and without waiving the general objections noted above, the City responds that Experts will be identified and expert reliance materials and disclosures will be produced in accordance with the Scheduling Order and as required under the Federal Rules of Bankruptcy Procedure.~~

71. For every revenue line item in Exhibit H to the Disclosure Statement, provide the following documents or data:

- a. In Microsoft Excel format, comparable data for every fiscal year from 1980 through 2007;
- b. Documents sufficient to show the related tax rates, as applicable, from 1980 to 2013;
- c. Documents sufficient to show forecasted tax rates, as applicable, through 2017, and all assumptions and computations upon which those forecasted tax rates were based;
- d. Documents sufficient to show all changes in any tax provision or computational element that influenced revenue (e.g, assessed property values) from 1980 through 2013;
- e. Documents sufficient to show all forecasted changes in any tax provision or computational element that would influence revenue through 2017, and the effective date of each such change;
- f. Documents sufficient to show the forecasted revenue impact of any forecasted changes in any tax provision or computational element, broken down by each year through 2017, and all assumptions and computations upon which those forecasted revenue impacts were based;
- g. Documents sufficient to identify any variables that were assumed when determining revenue, and, for each such variable, documents sufficient to identify (a) their historical and

forecasted values from 1980 to 2017 and (b) the sources of those historical and forecasted values;

- h. All documents relating to the methodology by which the revenues were calculated or forecast;
- i. If an econometric, regression, or other statistical model was used to derive any forecasts from 1980 to the present, documents sufficient to show (i) the related regression or other equations; (ii) definitions of each explanatory and dependent variable in those equations; (iii) the historical values of those variables over the time periods studied; (iv) the sources of those historical values; (v) the forecasted values of those variables; (vi) the sources of those forecast values; and (vii) all output describing the performance of the equations or models in question.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 71:**

~~The City objects to this document request as overbroad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. Specifically, the City objects to this document request as overbroad insofar as it seeks documents for a time period or subject matter that is not relevant to the objectors' claims or defenses, and is therefore not reasonably calculated to lead to the discovery of admissible evidence.~~

72. For the time period 1980 to the present, documents sufficient to show (a) the number of taxpayers who complied with their City income tax obligations and (b) the number of taxpayers who did not comply with their City income tax obligations.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 72:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

73. For the time period 1980 to the present, documents sufficient to show (a) the number of taxpayers who complied with their City property tax obligations and (b) the number of taxpayers who did not comply with their City property tax obligations.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 73:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

74. For the time period 1980 to the present, documents sufficient to show (a) the total payments due based on the City's income tax and (b) the total payments due but uncollected based on the City's income tax.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 74:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

75. For the time period 1980 to the present, documents sufficient to show (a) the total payments due based on the City's property tax and (b) the total payments due but uncollected based on the City's property tax.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 75:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

76. For the City’s property tax revenue, documents sufficient to show (a) the current and forecasted aggregate taxable values; (b) the current and forecasted aggregate market value; and (c) the aggregate taxable-to-market ratios.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 76:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

77. For the City’s property tax revenue, a current property tax roll in Microsoft Excel format indicating, on a parcel-by-parcel basis, (a) estimated market value; (b) taxable value; (c) total millage rate; and (d) total annual assessment.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 77:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

78. Documents sufficient to show the City's methodology for determining the forecasted revenue from state revenue sharing for the years 2013 to 2017.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 78:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

79. All documents and communications relating to and supporting the City's forecasted revenue from state revenue sharing.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 79:**

~~Subject to and without waiving the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

80. All revenue forecasts prepared by the City, Ernst & Young, or any other City consultant or advisor from January 1, 2009 to the present and the following information for each forecast:

- a. All documents and communications relating to each revenue forecast;
- b. Documents sufficient to show the issue date of each forecast;
- c. Documents sufficient to show the author or authors of each forecast; and
- d. Documents sufficient to show the purpose for each forecast.

**OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 80:**

~~The City responds that Experts will be identified and expert reliance materials and disclosures will be produced in accordance with the Scheduling Order and as required under Bankruptcy Rules. Subject to and without waiving that objection and the general objections noted above,~~ the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, ~~that are reasonably responsive to this request, as the City understands it.~~

Dated: May 6, 2014 Respectfully submitted,

/s/ Bruce Bennett  
Bruce Bennett (CA 105430)  
JONES DAY  
555 South Flower Street  
Fiftieth Floor  
Los Angeles, California 90071  
Telephone: (213) 243-2382  
Facsimile: (213) 243-2539  
bbennett@jonesday.com

David G. Heiman (OH 0038271)  
Heather Lennox (OH 0059649)  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
dgheiman@jonesday.com  
hlennox@jonesday.com

Jonathan S. Green (MI P33140)  
Stephen S. LaPlante (MI P48063)  
MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.  
150 West Jefferson  
Suite 2500  
Detroit, Michigan 48226  
Telephone: (313) 963-6420  
Facsimile: (313) 496-7500  
green@millercanfield.com  
laplante@millercanfield.com

ATTORNEYS FOR THE CITY OF DETROIT



**Certificate of Service**

I, Bruce Bennett, hereby certify that the foregoing City of Detroit, Michigan's Objections and Responses to Syncora Capital Assurance Inc. and Syncora Guarantee Inc.'s First Request for the Production of Documents to the City of Detroit was filed and served via the Court's electronic case filing and noticing system on this 6th day of May, 2014.

Dated:        May 6, 2014

/s/ Bruce Bennett

\_\_\_\_\_  
Bruce Bennett