

**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 MOTION FOR ENTRY OF A
PROTECTIVE ORDER STRIKING SYNCORA’S DEMAND
IN ITS RULE 30(b)(6) DEPOSITION NOTICE FOR THE
PERSONAL FINANCIAL INFORMATION OF ALL CITY RETIREES**

Although it is still early, Syncora’s outsized approach to discovery has shown it will stop at nothing to sabotage the Grand Bargain and derail the City’s Plan of Adjustment. It has served the City with 80 separate document requests, the maximum 25 interrogatories and dozens of Rule 30(b)(6) topics. But its latest discovery effort crosses the line. Syncora now insists it must know *the current assets and income of all 20,000 City retirees*.¹ The only possible explanation for this outrageous request is that Syncora is attempting to gain a litigation advantage by harassing, oppressing and embarrassing the City and its retirees.

¹ See Syncora’s Rule 30(b)(6) Notice, attached hereto as Ex. 6-A; Email from W. Arnault to G. Shumaker, attached hereto as Ex. 6-B.

The City has struggled to imagine any possible scenario where the personal financial information of its retirees could be relevant to the confirmation of the City's Plan. Syncora's pretext for needing this information is that it might somehow prove to this Court that the retirees – many of them elderly and disabled, dependent on their pensions – will *not* suffer more than Syncora will if the Grand Bargain fails and they are forced to bear even greater cuts to those pensions. While the City's Plan recognizes the reality faced by retirees and provides augmented recoveries to the retirees as a result, Syncora – a billion-dollar insurance company – is offended by that idea and now demands to know how much money those retirees make and what they currently own so Syncora can compare its financial status with theirs.

Syncora wants to test the City's proposition that “the marginal harm that will result from each dollar of pension cuts is far greater than the harm that will result from each dollar of cuts imposed on bondholders.”² Syncora is misguided, and its extraordinarily broad and personally intrusive discovery demand should be stricken. As discussed in detail below, even if the City has access to such information, the assets and income of the more than 20,000 retirees of the City of Detroit are not a proper topic for discovery.

² *Consolidated Reply to Certain Objections to Confirmation of Fourth Amended Plan for the Adjustment of Debts of The City of Detroit*, Docket No. 5034, at 45.

In order to preserve its rights, as required under Fed. R. Civ. P. 37(d)(2),³ made applicable to this proceeding through Fed. R. Bankr. P. 7037 and 9014(c), the City hereby moves this Court for a protective order under Fed. R. Civ. P. 26(c), striking the topic of the financial position of the City's retirees.

I. RELEVANT BACKGROUND

On May 5, 2014, Syncora served upon the City its Notice of Rule 30(b)(6) Deposition in which it sets forth fifty-two (52) separate deposition topics. *See* Dkt. No. 4403. Many of the topics are broad, vague and of questionable relevance – for example, “[t]he historical causes of the City’s financial instability and bankruptcy filing” (topic no. 1), “[t]he City Planning Commission, the City Plan, and the Detroit Future City Strategic Framework” (topic no. 30) and “[t]he status of any anticipated changes to the Detroit City Charter” (topic no. 34).

The City objected and counsel subsequently conducted a meet-and-confer. Notwithstanding the breadth, vagueness and arguable irrelevance of many of the remaining topics, the City agreed to produce one or more witnesses to testify regarding 49 out of 50 of the topics.⁴ *See* Ex. 6-C. But the fiftieth – Syncora’s demand that a witness be produced to testify about the identities, addresses and

³ Rule 37(d)(2) provides that a party’s failure to produce a witness to testify in response to a Rule 30(b)(6) notice “is not excused on the ground that the discovery sought was objectionable, unless the party failing to act has a pending motion for a protective order under Rule 26(c).”

⁴ Syncora agreed to withdraw two of its topics.

personal finances of all 20,000 of the City's retirees (request no. 29) – is so far beyond the pale that the City cannot agree to it.⁵

II. ARGUMENT

A court may issue an order to protect a party from “annoyance, embarrassment, oppression, or undue burden or expense” by, among other things, “forbidding inquiry into certain matters, or limiting the scope of disclosure or discovery to certain matters.” Fed. R. Civ. P. 26(c)(1)(D); *see also Stacy v. H & R Block Tax Servs., Inc.*, No. 07-CV-13327, 2011 WL 807563, at *2 (E.D. Mich. Mar. 2, 2011) (issuing protective order to quash Rule 30(b)(6) deposition topic as “overbroad as to time and scope and not reasonably tailored to matters relevant to [the] case”). Rule 26(c) confers broad discretion on the court “to decide when a protective order is appropriate and what degree of protection is required.” *Seattle Times Co. v. Rhinehart*, 467 U.S. 20, 36 (1984). When a discovery request is “overly broad on its face or when relevancy is not readily apparent, the party seeking the discovery has the burden to show the relevancy of the request.” *Hammond v. Lowe’s Home Ctrs., Inc.*, 216 F.R.D. 666, 670 (D. Kan. 2003).

⁵ Syncora has indicated that it would be willing to withdraw its request for the specific identities of the retirees – i.e., their names – and instead of specific street addresses accept the retirees’ “city and state of residence.” *See* Ex. 6-B. The City understands that Syncora is already in the process of obtaining data from the Retirement Systems that will show retirees’ city and state of residence. Accordingly, there is no need for Syncora to try to obtain the same information from a Rule 30(b)(6) witness.

Syncora's demand for the personal financial information of thousands of City retirees is squarely the type of oppressive, burdensome, overly broad and irrelevant request that warrants a protective order. Syncora has no need to delve into retirees' personal finances to determine that many, if not most, of them would suffer grave hardship if their pensions were reduced any further; rather, that fact may readily be inferred from other, less intrusive sources of information. For example, through document productions by the City, the Retirement Systems and publicly-available documents, Syncora has access to information regarding the mean and median pensions received by retirees; the number of years each retiree worked for the City – years during which no Social Security safety net would have accrued; and statistics on the ages of current retirees and the number of retirees who are disabled, showing that a majority of retirees will likely be unable to find employment should they lose their pensions.

And if it is truly intent on assessing the personal hardships of pension cuts on the City's retirees, Syncora need only examine the words of many retirees themselves – the hundreds who have chosen to share their situations in public filings. For example:

- “The new cost of medical coverage for retirees less than 64 years old when added to the proposed reduction in the pension payment will leave us with less than eight thousand dollars a year to live on. With housing, heating, food and water and other living expenses, I can't figure out how to do it.” – Harriett Billingslea, Docket No. 3700

- “If I lose any more income I will lose my home.” – Patricia A. Beamon, Docket No. 2840
- “My pension is my only source of income. Any deduction of my pension would be devastating to my social economic status. It would place me into . . . poverty, therefore force me to seek public assistance.” –Eric Davis, Docket No. 2888
- “I am a seventy one year old female retiree of the City of Detroit. I drive an eighteen year old Geo Prism car and I pay a mortgage, and a cut to my current pension payment would devastate me and my husband. A cut to my pension would cause us to lose our home because I pay the mortgage.” – Yvonne Holliday-Roberts, Docket No. 2860
- “I am 58 years old. I am a City of Detroit retiree and a cancer patient. . . . My total monthly obligation is \$7100. My total household income is \$5300 monthly. We can not afford a pay cut unless I walk away from our home and our car.” – Amru Meah, Docket No. 2920

These and many similar statements by the retirees themselves paint a clear picture of the hardships that further reductions in their pensions would cause.

By contrast, the information demanded by Syncora, without context, would prove nothing. A retiree with minimal income might live with his wealthy daughter, and be unaffected by a cut to his pension. A retiree with a relatively comfortable income might be facing high medical bills, so that any reduction in her pension would leave her unable to make ends meet. Unless Syncora intends to begin noticing the depositions of 20,000 retirees to question them about their overall financial wellbeing, topic 29 is a pointless line of inquiry. The information that is already available to Syncora demonstrates that it is highly likely that *many*, if not *most*, of the City’s retirees – who are elderly or disabled and subsist

primarily on very modest pensions – would be financially devastated by the deeper cuts to their pensions advocated by financial creditors such as Syncora. Syncora needs, and is entitled to, no more than what it has already received regarding the financial condition of the retirees.

In any event, even if the City could educate a witness on the personal finances of over 20,000 individual retirees,⁶ it is inconceivable that any information that the City could provide regarding retirees' current assets and income would demonstrate that the harm of a reduced recovery to a financial creditor such as Syncora comes anywhere near the harm to an elderly pensioner from a reduction in her sole source of income. A pensioner's personal hardship simply is not comparable to the "hardships" of the City's financial creditors, and the information demanded by Syncora cannot prove otherwise.

III. CERTIFICATION OF COMPLIANCE WITH FEDERAL RULE OF CIVIL PROCEDURE 26(C)(1) AND LOCAL RULE 9014-1(H)

In compliance with Federal Rule of Civil Procedure 26(c)(1) and Local Rule 9014-1(h), the City hereby certifies that its counsel conferred with

⁶ Such an exercise would impose an undue on the City and constitutes further grounds for striking topic 29. *See, e.g. Sandler v. I.C. Sys.*, 2014 U.S. Dist. LEXIS 63539, *5-6 (E.D. Mich. May 8, 2014) (striking Rule 30(b)(6) deposition topics where "the burden of preparing a witness to testify regarding these far-reaching topics far outweighs the likely benefit").

counsel for Syncora in a good faith effort to narrow and resolve the issues raised in this motion. Ultimately, counsel were unable to reach an agreement.

IV. CONCLUSION

For the foregoing reasons, the City respectfully requests that the Court enter an order in the form attached hereto as Exhibit 1, striking Syncora's deposition topic no. 29 and granting such further relief as the Court deems appropriate.

[signature page follows]

Dated: June 18, 2014

Respectfully submitted,

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**ATTORNEYS FOR THE CITY OF
DETROIT**

SUMMARY OF EXHIBITS

The following exhibits are attached to this motion, labeled in accordance with Local Rule 9014-1(b):

Exhibit 1	Proposed Order
Exhibit 2	Notice
Exhibit 3	None (Not Applicable)
Exhibit 4	Certificate of Service
Exhibit 5	None (Not Applicable)
Exhibit 6-A	Syncora's Notice of Rule 30(b)(6) Deposition
Exhibit 6-B	Email from W. Arnault to G. Shumaker
Exhibit 6-C	City of Detroit's Identification of Witnesses in Response to Syncora's Notice of Rule 30(b)(6) Deposition

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 STRIKING TOPIC NO. 29 FROM THE NOTICE OF THE
DEPOSITION OF THE CITY OF DETROIT FILED BY SYNCORA**

This matter comes before the Court on the Motion of the City of Detroit, Michigan, pursuant to Federal Rule of Civil Procedure 26(c), as made applicable to this proceeding by Federal Rule of Bankruptcy Procedure 7026, for entry of a protective order striking Syncora’s demand in its Rule 30(b)(6) deposition notice for the personal financial information of all City retirees; and the Court being fully advised in the premises:

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Syncora is directed to strike from its Notice of Deposition Pursuant to Rule 30(b)(6), *see* Dkt. No. 4403, deposition topic 29.

EXHIBIT 2

Notice

**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 AND OPPORTUNITY TO RESPOND

PLEASE TAKE NOTICE that on June 18, 2014, the Debtor, City of Detroit, filed its *Motion For Entry of a Protective Order Striking Syncora’s Demand in Its Rule 30(b)(6) Deposition Notice for the Personal Financial Information of All City Retirees* (the “Motion”) in the United States Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”) seeking entry of an order striking one of the deposition topics identified by Syncora in its notice of deposition of the City of Detroit pursuant to Fed. R. Civ. P. 30(b)(6).

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 Debtor’s Motion, or you want the Bankruptcy Court to consider your views on the Motion, within **17 days**¹ you or your attorney must:

¹ Concurrently herewith, the City has filed a motion seeking to shorten the notice period and expedite the hearing, if any, on the Motion. If that motion is granted, the Court will enter an order on the docket specifying the new deadline to respond to the Motion.

1. File a written objection or response to the Motion explaining your position with the Bankruptcy Court 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:²

United States Bankruptcy Court
211 West Fort Street
Detroit, Michigan 48226

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

Jones Day
51 Louisiana Ave. NW
Washington, D.C. 20001-2113
Attention: Gregory Shumaker

-and-

Pepper Hamilton LLP
Suite 1800, 4000 Town Center
Southfield, Michigan 48075
Attn: Robert Hertzberg and Deborah Kovsky-Apap

2. 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.

² A response must comply with Fed. R. Civ. P. 8(b), (c) and (e).

Dated: June 18, 2014

Respectfully submitted,

/s/ Deborah Kovsky-Apap
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**ATTORNEYS FOR THE CITY OF
DETROIT**

EXHIBIT 3

Brief (Not Applicable)

EXHIBIT 4

Certificate of Service

**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
)	
)	
)	

CERTIFICATE OF SERVICE

I hereby certify that on June 18, 2014, I electronically filed the City's *Motion For Entry of a Protective Order Striking Syncora's Demand in Its Rule 30(b)(6) Deposition Notice for the Personal Financial Information of All City Retirees* with the Clerk of the Court which sends notice by operation of the Court's electronic filing service to all ECF participants registered to receive notice in this case.

Dated: June 18, 2014

/s/ Deborah Kovsky-Apap
Deborah Kovsky-Apap (P68258)

EXHIBIT 5

Affidavits (Not Applicable)

EXHIBIT 6-A

Syncora's Notice of Rule 30(b)(6) Deposition

**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 30(B)(6) DEPOSITION OF CITY OF DETROIT, MICHIGAN

PLEASE TAKE NOTICE that pursuant to Federal Rules of Civil Procedure 26 and 30(b)(6), made applicable to this proceeding by Federal Rules of Bankruptcy Procedure 7026 and 7030, you are hereby notified that Syncora Guarantee Inc. and Syncora Capital Assurance Inc. (collectively "Syncora") will take the oral deposition of the City of Detroit, Michigan (the "City"), commencing on May 21, 2014, 2014, at 9:00 a.m. EST, and continuing thereafter until completed. Said deposition will be stenographically and videographically recorded. The deposition will be taken for the purposes of discovery, for use at court hearings or trial, or for such other purposes as are permitted under the Federal Rules of Civil Procedure and Federal Rules of Bankruptcy Procedure. The deposition will take place at McDonald Hopkins LLC, 39533 Woodward Avenue, Suite 318, Bloomfield Hills, Michigan 48304.



The City is required to designate, pursuant to Rule 30(b)(6), person(s) to testify on its behalf regarding the subject matters listed in the attached Schedule A. The City is requested to provide Syncora's counsel, as soon as reasonably possible, with a written designation of the name(s) and position(s) of the persons who consent to testify on behalf of the City.

Dated: May 5, 2014

/s/ Stephen C. Hackney

James H.M. Sprayregen, P.C.
Ryan Blaine Bennett
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Chicago, Illinois 60654
Telephone: (312) 862-2000
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*Attorneys for Syncora Guarantee Inc., and Syncora
Capital Assurance Inc.*

- and -

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*Local Counsel for Syncora Guarantee Inc. and
Syncora Capital Assurance Inc.*

Schedule A

I. DEFINITIONS

1. The term “City” shall mean 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, and all other persons acting or purporting to act on their behalf, including Kevyn D. Orr acting as Emergency Manager and any successors.

2. The term “COP Litigation” shall mean the adversary proceeding captioned as *City of Detroit, Michigan v. Detroit General Retirement System Service Corporation, Detroit Police and Fire Retirement System Service Corporation, Detroit Retirement Systems Funding Trust 2005 and Detroit Retirement Systems Funding Trust 2006*, Case No. 14-04112 (Bankr. E.D. Mich.), filed in the City’s Chapter 9 Case on January 31, 2014.

3. The term “Plan of Adjustment” means the City’s Fourth Amended Plan for the Adjustment of Debts of the City of Detroit, filed on May 5, 2014 [Doc. No. 4392].

4. The term “Fourth Amended Disclosure Statement” shall mean the City’s Fourth Amended Disclosure Statement With Respect to Fourth Amended

Plan for the Adjustment of Debts of the City of Detroit, filed on May 5, 2014 [Doc. No. 4391].

5. The term “Retirement Systems” shall mean the DGRS and the DPFRS.

6. The term “DGRS” shall mean the Detroit General Retirement System.

7. The term “DPFRS” shall mean the Detroit Police and Fire Retirement System.

8. The term “New B Notes” shall have the same meaning as in the Plan of Adjustment.

9. The term “COPs” shall have the same meaning as in the Plan of Adjustment.

10. The term “Detroit Institute of Arts” means the Detroit Institute of Arts, a museum and cultural facility located at 5200 Woodward Avenue, Detroit, Michigan 48202, and any and all of its predecessors, officials, trustees, agents, affiliates, employees, attorneys, advisors, professionals, representatives, and all other persons acting or purporting to act on its behalf.

11. The term “Collection” shall mean the collection of over 60,000 works of art displayed or stored at the Detroit Institute of Arts, and any other Detroit Institute of Arts works of art in off-site storage facilities.

12. The term “Collections Management Policy” shall mean the Detroit Institute of Arts Collection Management Policy and all amendments or modifications thereto.

II. INSTRUCTIONS

1. Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, you are directed to designate one or more of your officers, directors, managing agents, or other persons who consent to testify on your behalf and who have knowledge of and are adequately prepared to testify concerning the topics enumerated below.

2. The use of the singular form includes the plural and vice versa, any use of gender includes both genders, and a verb tense includes all other verb tenses.

3. All terms and phrases used herein shall be construed in an ordinary, common-sense manner, and not in a technical, strained, overly-literal, or otherwise restrictive manner.

III. DEPOSITION TOPICS

1. The historical causes of the City’s financial instability and bankruptcy filing.

2. The City’s tax policy, taxing capabilities, tax revenue assumptions/projections, and any studies regarding the foregoing.

3. The anticipated cost and time to judgment of the COP Litigation.

4. The authority of the City to terminate retirees' other post-employment benefits, the value of those benefits, and the value of any replacement benefits obtained by retirees under the Plan of Adjustment.

5. The enforcement remedies available to the City's creditors had the City not filed for bankruptcy.

6. The ability of the City to pay judgments obtained by its creditors pursuant to the Revised Judicature Act of 1961.

7. Any judgments obtained by the City's creditors pursuant to the Revised Judicature Act of 1961 from 1980 to the present.

8. The value contributed to the City's Chapter 9 reorganization by classes 10, 11, and 12 of the Plan of Adjustment.

9. The value received by classes 10, 11, and 12 under the Plan of Adjustment.

10. The value and risks associated with the New B Notes.

11. The assistance that the state of Michigan provided to the City to counteract the City's financial instability and economic decline.

12. Any and all documents that the Detroit Institute of Arts provided to the City between January 1, 2013 and the present.

13. Any limitations, restrictions, or encumbrances on the pieces of art in the Collection.

14. Any efforts to monetize the Collection, or any of the pieces of art in the Collection.

15. The funds that the City received from the state of Michigan from January 1, 2001 to present.

16. The funds that the City anticipates it will receive from the state of Michigan in the future.

17. The funds that the City received from the federal government from January 1, 2001 to present.

18. The funds that the City anticipates it will receive from the federal government in the future.

19. The funds that the City anticipates it will receive from private foundations in the future.

20. The City's calculation of the aggregate allowed other post-employment benefits claims.

21. The City's efforts to collect delinquent income and property taxes owed to the City.

22. The City's efforts to monetize its real estate.

23. The ability of the City to increase taxes or levy additional taxes.

24. The municipal services that the City considers essential and necessary to the operation of the City.

25. The powers of the Emergency Manager under PA 436, and the Emergency Manager's willingness to exercise, and actual exercise of, those powers.

26. The City's plans to implement its Plan of Adjustment upon emergence from bankruptcy.

27. All of the data and assumptions that the City utilized in creating its ten-year and forty-year projections in the Fourth Amended Disclosure Statement.

28. The basis for the City providing a higher percentage of recovery to holders of GRS pension claims and PFRS pension claims than to other holders of unsecured claims.

29. The identity, location, and financial position of the City's retirees.

30. The City Planning Commission, the City Plan, and the Detroit Future City Strategic Framework.

31. The OMB Circular A-133 Single Audit Report issued by KPMG for the year ended June 30, 2012 and efforts to address the issues identified within.

32. The history of the DIA and the Collection, the transfer of the Collection to the City, the Detroit Institute of Arts Operating Agreement, and the Collections Management Policy.

33. The status of the City's collective bargaining agreements and anticipated changes to them in the future.

34. The status of any anticipated changes to the Detroit City Charter.
35. The City's anticipated population levels by year implied by the City's 10-year and 40-year forecasts.
36. The ability of the City to pay its unsecured and/or outstanding obligations in the ordinary course if the City's bankruptcy case were dismissed.
37. The City's attempts to monetize its non-core assets.
38. The City's restructuring and reinvestment initiatives.
39. All intended changes to the City's Assessor's Office, including its staffing levels, its methodologies and practices, its information technology, and the anticipated effects of those changes.
40. The City's Assessor's Office prior staffing levels, methodologies and practices, and information technology, and the effect of each on the City's Assessor's Office.
41. The procedure and protocol that the City utilized to identify, review, and produce documents responsive to *Syncora Capital Assurance Inc. and Syncora Guarantee Inc.'s First Request for the Production of Documents to the City of Detroit* [Doc. No. 3314].
42. The procedure and protocol that the City utilized to respond to *Syncora Capital Assurance Inc. and Syncora Guarantee Inc.'s First Set of Interrogatories to the City of Detroit* [Doc. No. 4036].

43. Any efforts to monetize Belle Isle, including the City's decision to enter into a lease with the state of Michigan and any alternatives that the City considered.

44. The City's blight remediation and removal plan.

45. The City's use of a 5% discount rate in the Plan of Adjustment and Fourth Amended Disclosure Statement.

46. The City's determination of the size of the PFRS and GRS Pension Claims, and its decision to utilize a 6.75% discount rate to value liabilities and a 6.75% investment return rate.

47. The investment returns that the PFRS and the GRS will be seeking to obtain after the City emerges from bankruptcy.

48. All statements that the City contends were inaccurate in the offering circulars relating to the COPs.

49. The factual background for the City's allegations regarding the malfeasance and past practices at the Retirement Systems, noted at pages 11-12 and 106-107 of the Fourth Amended Disclosure Statement.

50. The City's communications with the Detroit Institute of Arts (including its employees, representatives, and counsel) relating to Attorney General Opinion No. 7272.

51. The terms of the settlements between the City and classes 10, 11, and 12 under the Plan of Adjustment.

52. The City's efforts to obtain exit financing.

EXHIBIT 6-B

Email from W. Arnault to G. Shumaker



Subject:
 RE: Meet and Confer re 30(b)(6) Topics
 From:
 Hackney, Stephen C.
 06/16/2014 11:10 AM
 To:
 Gregory Shumaker, Arnault, Bill
 Cc:
 Daniel T Moss, "Hertzberg, Robert S."
 Hide Details
 From: "Hackney, Stephen C." <shackney@kirkland.com>
 To: Gregory Shumaker <gshumaker@JonesDay.com>, "Arnault, Bill"
 <warnault@kirkland.com>,
 Cc: Daniel T Moss <dtmoss@JonesDay.com>, "Hertzberg, Robert S."
 <Hertzber@pepperlaw.com>

Greg,

Thanks for your email. It seems that we have the disputes down to 29 and 32. Let us know what you come up with on 32. As to 29, I think you should lodge your objection to that request and we can evaluate whether or not we move to compel on it based on how the deps go.

Best,

Steve

From: Gregory Shumaker [<mailto:gshumaker@JonesDay.com>]
Sent: Friday, June 13, 2014 3:17 PM
To: Arnault, Bill
Cc: Daniel T Moss; Hertzberg, Robert S.; Hackney, Stephen C.
Subject: Re: Meet and Confer re 30(b)(6) Topics

Bill: I've set out our responses in red below. Your elaboration on these topics is helpful, and we plan on designating witnesses to address virtually all of the topics we discussed. That doesn't include Topic No. 29 which we continue to believe requests irrelevant, overly burdensome and personally intrusive information so our objection to that topic stands. Please advise as to whether you will withdraw that request. Thanks, Greg

Gregory M. Shumaker
 Partner

JONES DAY® - One Firm WorldwideSM
 51 Louisiana Avenue, NW
 Washington, DC 20001
 Office: +1.202.879.3679
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 Date: 06/12/2014 06:02 PM
 Subject: Meet and Confer re 30(b)(6) Topics

Greg,

Thanks to you, Bob, and Dan for taking the time to work through our 30(b)(6) topics this morning. What follows is a summary of our discussion. Please let us know if we've misstated anything.

Topic No. 1: We agreed to withdraw this topic.

Topic No. 3: We explained that the purpose of this topic was not to delve into the merits of the COPs litigation but to determine how long the City anticipated it would take to obtain a final judgment on that litigation. We offered to enter into a stipulation wherein the City and Syncora stated that it was reasonable to assume that it will take [XX amount of time] to obtain a judgment by the bankruptcy court or, if necessary, an entry by the District Court of the Bankruptcy Court's findings of fact and conclusions of law.

We plan on designating Kevyn Orr to testify on this topic as further articulated.

Topic No. 4: We explained that there are three categories of information sought by this deposition topic. First, we are seeking the City's position regarding its authority to terminate retirees' other post-employment benefits. Second, we are seeking the City's view of the value of the retirees' other post-employment benefits. This information is relevant to understand the size of the OPEB class. Third, we are seeking the City's view of the value of the replacement OPEB benefits that the retirees will receive under the City's Plan of Adjustment. As we explained, we currently do not have much transparency into the value that the retirees are receiving under the new health care plan.

We plan on designating Sue Taranto to testify on this topic as further articulated.

Topics Nos. 8 and 9: We explained that both of these topics are relevant to the Markell test. We explained that we would be willing to enter into a stipulation with the City that it will not contend that Classes 10, 11 and 12 contributed non-financial value. This is consistent with our understanding of the case law interpreting the Markell test. If the City is willing to enter into this stipulation, then it should be sufficient to depose Guarav Malhotra on these topics to understand the financial contributions and consideration of creditors in Classes 10, 11, and 12. If the City intends to argue that the value either contributed to or obtained by classes 10, 11, and 12 includes non-financial consideration, then we will need to ask questions about these topics as written.

We plan on designating Gaurav Malhotra to testify with respect to the financial value and Kevyn Orr with respect to the non-financial value for these topics as further articulated.

Topic No. 29: We explained that there are three components to this topic: (1) The identity of the City's retirees; (2) The location of the City's retirees; and (3) The financial position of the City's retirees. We would be willing to withdraw our request for the specific identity of the retirees -- i.e., their names -- and instead provide a unique number. With respect to the location of the City's retirees, if providing specific addresses is an issue, we would be willing to accept the retirees' city and state of residence. For the financial position of the City's retirees, we want to know the retiree's current assets and income. We explained that this information is relevant to the hardship argument raised by the City in its reply brief. In lieu of designating and preparing a witness on these topics, it would be acceptable for the City to refer us to document(s) containing the requested information and stipulate that the City's knowledge regarding retirees is limited to the information contained in the document. Alternatively, if the City does not have the requested information, we would be willing to enter into a stipulation that the City does not know the financial position of the retirees. In short, we are trying to determine the extent of the City's knowledge regarding the location and financial position of the City's retirees.

After checking, we do not believe the City maintains a collective database of retiree data. We understand, however, that

Gabriel Roeder, actuarial advisor to the Retirement Systems, has census data that will provide the information responsive to items (1) and (2) that is available to the City. We also understand that you have already contacted the Retirement Systems' counsel to gain access to that information. We believe that asking a 30(b)(6) witness for the location/home addresses of the City's over 20,000 retirees is unduly burdensome and unnecessary particularly in light of your ability to gain that information from the Retirement Systems which supplies the City with that information. With respect to the third item - retirees' financial position - the City objects to that as a 30(b)(6) topic because it's irrelevant, overly burdensome and personally intrusive.

Topic No. 30: We clarified that the information we are seeking in this topic relates to (a) the current status of the City's long-term urban development plan and its future plans; (b) how that plan harmonizes with the Detroit Future City Strategic Framework; and (c) the status of the City's potential transition of urban planning responsibilities from the Planning and Development Department to the Detroit Economic Governance Corporation. In addition, if Marcel Todd is not the person with relevant information on this topic, please let us know so that we can consider deposing a witness from the DEGC (if in fact there has been a transfer of responsibilities).

We plan on designating Charles Moore and Mayor Duggan to testify on this topic as further articulated. We do not believe Mr. Todd is the person with relevant information on this topic, and there has been no transfer of responsibilities from the PDD to the DEGC.

Topic No. 32: You explained that this particular topic -- as it relates to the request for information regarding the history of the DIA and the Collection -- was not sufficiently specific. We agreed to provide further specificity. In particular, we are seeking information relating to (a) the City's purchase of art that is or was contained in the DIA; (b) the City's funding and oversight of the DIA; (c) the City's historical position(s) on the ownership of the art in the DIA; (d) state funding of the DIA; and (e) any previous closures of the DIA.

While we continue to have concerns about the burdensomeness of this request, we are looking into who would be an appropriate designee for the City on this topic as further articulated.

Topic No. 34: We clarified that we are seeking any anticipated changes to the City Charter. We explained that we are not asking the City to gather up every idea for a City Charter change by various City employees. We are looking for anticipated changes that have reached the level of crystallization that they are anticipated to be proposed by Kevyn Orr or Mayor Duggan in the near future. If, as we suspect, Mr. Orr and Mr. Duggan are not contemplating making any changes to the City Charter, we would be willing to enter into a stipulation with the City stating as much. If the City is contemplating making any changes, we would also be willing to enter into a stipulation specifying the changes that it intends to propose, leaving for another day whether we would need to ask questions regarding those proposed changes. (That is, our ability to stipulate that only changes x, y, and z are anticipated without any deposition may depend on what the changes are.)

We plan on designating Kevyn Orr and Mayor Duggan to testify on this topic as further articulated.

Topic No. 45: We explained that we want to know where in the City's plan it decided to use a 5% discount rate and why it decided to use that discount rate. We assume that the City used a 5% discount rate throughout its plan but you were going to confirm that we were correct. If we are not correct, we want to know where the City used a 5% discount rate, where it did not use that discount rate, and why.

We plan on designating Ken Buckfire to testify on this topic as further articulated.

Topic No. 48: We agreed to withdraw this topic.

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EXHIBIT 6-C

**City of Detroit's Identification of Witnesses in Response to Syncora's
Notice of Rule 30(b)(6) Deposition**

**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 IDENTIFICATION OF WITNESSES
IN RESPONSE TO SYNCORA’S NOTICE OF DEPOSITION
FILED PURSUANT TO FED. R. CIV. P. 30(b)(6)**

DEPOSITION TOPIC NO. 1:

The historical causes of the City’s financial instability and bankruptcy filing.

RESPONSE:

After a meet-and-confer with the City, Syncora agreed to withdraw this topic.

DEPOSITION TOPIC NO. 2:

The City’s tax policy, taxing capabilities, tax revenue assumptions/projections, and any studies regarding the foregoing.

RESPONSE:

The City identifies Mr. Robert Cline for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 3:

The anticipated cost and time to judgment of the COP Litigation.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Mr. Kevyn Orr for the further refined topic.

DEPOSITION TOPIC NO. 4:

The authority of the City to terminate retirees' other post-employment benefits, the value of those benefits, and the value of any replacement benefits obtained by retirees under the Plan of Adjustment.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Ms. Sue Taranto for the further refined topic.

DEPOSITION TOPIC NO. 5:

The enforcement remedies available to the City's creditors had the City not filed for bankruptcy.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 6:

The ability of the City to pay judgments obtained by its creditors pursuant to the Revised Judicature Act of 1961.

RESPONSE:

The City identifies Mr. Robert Cline for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 7:

Any judgments obtained by the City's creditors pursuant to the Revised Judicature Act of 1961 from 1980 to the present.

RESPONSE:

The City identifies Mr. John Hill for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 8:

The value contributed to the City's Chapter 9 reorganization by classes 10, 11, and 12 of the Plan of Adjustment.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Mr. Kevyn Orr with respect to the non-financial value of the topic and Mr. Gaurav Malhotra with respect to the financial value of the topic as further articulated by Syncora.

DEPOSITION TOPIC NO. 9:

The value received by classes 10, 11, and 12 under the Plan of Adjustment.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Mr. Kevyn Orr with respect to the non-financial value of the topic and Mr. Gaurav Malhotra with respect to the financial value of the topic as further articulated by Syncora.

DEPOSITION TOPIC NO. 10:

The value and risks associated with the New B Notes.

RESPONSE:

The City identifies Mr. Ken Buckfire for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 11:

The assistance that the state of Michigan provided to the City to counteract the City's financial instability and economic decline.

RESPONSE:

The City identifies Mr. Ken Buckfire for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 12:

Any and all documents that the Detroit Institute of Arts provided to the City between January 1, 2013 and the present.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 13:

Any limitations, restrictions, or encumbrances on the pieces of art in the Collection.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 14:

Any efforts to monetize the Collection, or any of the pieces of art in the Collection.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 15:

The funds that the City received from the state of Michigan from January 1, 2001 to present.

RESPONSE:

The City identifies Mr. Robert Cline for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 16:

The funds that the City anticipates it will receive from the state of Michigan in the future.

RESPONSE:

The City identifies Mr. Robert Cline for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 17:

The funds that the City received from the federal government from January 1, 2001 to present.

RESPONSE:

The City identifies Mr. John Hill for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 18:

The funds that the City anticipates it will receive from the federal government in the future.

RESPONSE:

The City identifies Mr. John Hill for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 19:

The funds that the City anticipates it will receive from private foundations in the future.

RESPONSE:

The City identifies Mr. Gaurav Malhotra for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 20:

The City's calculation of the aggregate allowed other postemployment benefits claims.

RESPONSE:

The City identifies Ms. Suzanne Taranto for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 21:

The City's efforts to collect delinquent income and property taxes owed to the City.

RESPONSE:

The City identifies Mr. John Hill for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 22:

The City's efforts to monetize its real estate.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 23:

The ability of the City to increase taxes or levy additional taxes.

RESPONSE:

The City identifies Mr. Robert Cline for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 24:

The municipal services that the City considers essential and necessary to the operation of the City.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 25:

The powers of the Emergency Manager under PA 436, and the Emergency Manager's willingness to exercise, and actual exercise of, those powers.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 26:

The City's plans to implement its Plan of Adjustment upon emergence from bankruptcy.

RESPONSE:

The City identifies Mayor Mike Duggan and City Council President Brenda Jones for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 27:

All of the data and assumptions that the City utilized in creating its ten-year and forty-year projections in the Fourth Amended Disclosure Statement.

RESPONSE:

The City identifies Mr. Gaurav Malhotra for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 28:

The basis for the City providing a higher percentage of recovery to holders of GRS pension claims and PFRS pension claims than to other holders of unsecured claims.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 29:

The identity, location, and financial position of the City's retirees.

RESPONSE:

This topic is overbroad as to time and scope and is unduly burdensome. Additionally, this topic is not reasonably tailored to matters relevant to the trial on

the confirmation of the Plan of Adjustment. As set forth in the City's motion for entry of a protective order, this topic should be stricken.

DEPOSITION TOPIC NO. 30:

The City Planning Commission, the City Plan, and the Detroit Future City Strategic Framework.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Mr. Charles Moore and Mayor Mike Duggan for the further refined topic.

DEPOSITION TOPIC NO. 31:

The OMB Circular A-133 Single Audit Report issued by KPMG for the year ended June 30, 2012 and efforts to address the issues identified within.

RESPONSE:

The City identifies Mr. John Hill for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 32:

The history of the DIA and the Collection, the transfer of the Collection to the City, the Detroit Institute of Arts Operating Agreement, and the Collections Management Policy.

RESPONSE:

The City is continuing to evaluate whom it will identify for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 33:

The status of the City's collective bargaining agreements and anticipated changes to them in the future.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 34:

The status of any anticipated changes to the Detroit City Charter.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Mr. Kevyn Orr and Mayor Mike Duggan for the further refined topic.

DEPOSITION TOPIC NO. 35:

The City's anticipated population levels by year implied by the City's 10-year and 40-year forecasts.

RESPONSE:

The City identifies Mr. Robert Cline for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 36:

The ability of the City to pay its unsecured and/or outstanding obligations in the ordinary course if the City's bankruptcy case were dismissed.

RESPONSE:

The City identifies Mr. Gaurav Malhotra for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 37:

The City's attempts to monetize its non-core assets.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 38:

The City's restructuring and reinvestment initiatives.

RESPONSE:

The City identifies Mr. Charles Moore for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 39:

All intended changes to the City's Assessor's Office, including its staffing levels, its methodologies and practices, its information technology, and the anticipated effects of those changes.

RESPONSE:

The City identifies Mr. Charles Moore and Ms. Beth Niblock, with respect to the information technology aspect of the question, for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 40:

The City's Assessor's Office prior staffing levels, methodologies and practices, and information technology, and the effect of each on the City's Assessor's Office.

RESPONSE:

The City identifies Mr. Charles Moore and Ms. Beth Niblock, with respect to the information technology aspect of the question, for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 41:

The procedure and protocol that the City utilized to identify, review, and produce documents responsive to *Syncora Capital Assurance Inc. and Syncora Guarantee Inc.'s First Request for the Production of Documents to the City of Detroit* [Doc. No. 3314].

RESPONSE:

The City refers Syncora to the Affidavit of Mary L. Hale (Dkt. No. 4944).

DEPOSITION TOPIC NO. 42:

The procedure and protocol that the City utilized to respond to *Syncora Capital Assurance Inc. and Syncora Guarantee Inc.'s First Set of Interrogatories to the City of Detroit* [Doc. No. 4036].

RESPONSE:

The City refers Syncora to the Affidavit of Mary L. Hale (Dkt. No. 4944).

DEPOSITION TOPIC NO. 43:

Any efforts to monetize Belle Isle, including the City's decision to enter into a lease with the state of Michigan and any alternatives that the City considered.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 44:

The City's blight remediation and removal plan.

RESPONSE:

The City identifies Mayor Mike Duggan for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 45:

The City's use of a 5% discount rate in the Plan of Adjustment and Fourth Amended Disclosure Statement.

RESPONSE:

After a meet-and-confer with the City, Syncora further articulated this topic and the City agreed to designate Mr. Ken Buckfire for the further refined topic.

DEPOSITION TOPIC NO. 46:

The City's determination of the size of the PFRS and GRS Pension Claims, and its decision to utilize a 6.75% discount rate to value liabilities and a 6.75% investment return rate.

RESPONSE:

The City identifies Mr. Alan Perry for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 47:

The investment returns that the PFRS and the GRS will be seeking to obtain after the City emerges from bankruptcy.

RESPONSE:

The City identifies Mr. Alan Perry for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 48:

All statements that the City contends were inaccurate in the offering circulars relating to the COPs.

RESPONSE:

After a meet-and-confer with the City, Syncora agreed to withdraw this topic.

DEPOSITION TOPIC NO. 49:

The factual background for the City's allegations regarding the malfeasance and past practices at the Retirement Systems, noted at pages 11-12 and 106-107 of the Fourth Amended Disclosure Statement.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 50:

The City's communications with the Detroit Institute of Arts (including its employees, representatives, and counsel) relating to Attorney General Opinion No. 7272.

RESPONSE:

The City identifies Mr. Kevyn Orr for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 51:

The terms of the settlements between the City and classes 10, 11, and 12 under the Plan of Adjustment.

RESPONSE:

The City identifies Mr. Charles Moore with respect to classes 10 and 11 and Ms. Suzanne Taranto with respect to class 12 for purposes of its Rule 30(b)(6) deposition.

DEPOSITION TOPIC NO. 52:

The City's efforts to obtain exit financing.

RESPONSE:

The City identifies Mr. Ken Buckfire for purposes of its Rule 30(b)(6) deposition.