

Exhibit C

AO 88A (Rev. 06/09) Subpoena to Testify at a Deposition in a Civil Action

UNITED STATES DISTRICT COURT

for the

District of Columbia

Dennis Black et al.

Plaintiff

v.

Pension Benefit Guaranty Corp.

Defendant

Civil Action No. 2:09-cv-13616

(If the action is pending in another district, state where:
Eastern District of Michigan)

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION

To: The United States Department of Treasury, Attn: General Counsel
1500 Pennsylvania Ave., N.W. Washington DC 20220

☒ **Testimony:** **YOU ARE COMMANDED** to appear at the time, date, and place set forth below to testify at a deposition to be taken in this civil action. If you are an organization that is *not* a party in this case, you must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on your behalf about the following matters, or those set forth in an attachment:

See Attachment A.

Place: Miller & Chevalier Chartered
655 15th St. N.W., Suite 900 Washington DC 20005

Date and Time:
09/23/2013 10:00 am

The deposition will be recorded by this method: Videotape and Stenography.

☐ **Production:** You, or your representatives, must also bring with you to the deposition the following documents, electronically stored information, or objects, and permit their inspection, copying, testing, or sampling of the material:

The provisions of Fed. R. Civ. P. 45(c), relating to your protection as a person subject to a subpoena, and Rule 45 (d) and (e), relating to your duty to respond to this subpoena and the potential consequences of not doing so, are attached.

Date: 08/20/2013

CLERK OF COURT

OR

Signature of Clerk or Deputy Clerk

Attorney's signature

The name, address, e-mail, and telephone number of the attorney representing (name of party) Plaintiff, the Delphi Salaried Retirees Association, who issues or requests this subpoena, are:

Michael N. Khalil, Miller and Chevalier Chartered, 655 15th St. N.W., Suite 900, Washington DC 20005;
mkhalil@milchev.com; 202-626-5937.

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PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)

This subpoena for *(name of individual and title, if any)* _____
was received by me on *(date)* _____.

☐ I served the subpoena by delivering a copy to the named individual as follows: _____

_____ on *(date)* _____; or

☐ I returned the subpoena unexecuted because: _____

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also
tendered to the witness fees for one day's attendance, and the mileage allowed by law, in the amount of
\$ _____.

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ 0.00.

I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc:

Federal Rule of Civil Procedure 45 (c), (d), and (e) (Effective 12/1/07)**(c) Protecting a Person Subject to a Subpoena.**

(1) Avoiding Undue Burden or Expense; Sanctions. A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The issuing court must enforce this duty and impose an appropriate sanction — which may include lost earnings and reasonable attorney's fees — on a party or attorney who fails to comply.

(2) Command to Produce Materials or Permit Inspection.

(A) Appearance Not Required. A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) Objections. A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing or sampling any or all of the materials or to inspecting the premises — or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

(i) At any time, on notice to the commanded person, the serving party may move the issuing court for an order compelling production or inspection.

(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

(3) Quashing or Modifying a Subpoena.

(A) When Required. On timely motion, the issuing court must quash or modify a subpoena that:

(i) fails to allow a reasonable time to comply;

(ii) requires a person who is neither a party nor a party's officer to travel more than 100 miles from where that person resides, is employed, or regularly transacts business in person — except that, subject to Rule 45(c)(3)(B)(iii), the person may be commanded to attend a trial by traveling from any such place within the state where the trial is held;

(iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or

(iv) subjects a person to undue burden.

(B) When Permitted. To protect a person subject to or affected by a subpoena, the issuing court may, on motion, quash or modify the subpoena if it requires:

(i) disclosing a trade secret or other confidential research, development, or commercial information;

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party; or

(iii) a person who is neither a party nor a party's officer to incur substantial expense to travel more than 100 miles to attend trial.

(C) Specifying Conditions as an Alternative. In the circumstances described in Rule 45(c)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

(i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and

(ii) ensures that the subpoenaed person will be reasonably compensated.

(d) Duties in Responding to a Subpoena.

(1) Producing Documents or Electronically Stored Information. These procedures apply to producing documents or electronically stored information:

(A) Documents. A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) Form for Producing Electronically Stored Information Not Specified. If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) Electronically Stored Information Produced in Only One Form. The person responding need not produce the same electronically stored information in more than one form.

(D) Inaccessible Electronically Stored Information. The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) Claiming Privilege or Protection.

(A) Information Withheld. A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

(i) expressly make the claim; and

(ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) Information Produced. If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information to the court under seal for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

(e) Contempt. The issuing court may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena. A nonparty's failure to obey must be excused if the subpoena purports to require the nonparty to attend or produce at a place outside the limits of Rule 45(c)(3)(A)(ii).

Attachment A to Rule 45 Subpoena to US Treasury Department

Instructions and Definitions

General Definitions

1. "Person" shall mean and include any natural person, corporation, limited liability company, partnership, firm, association, joint venture, sole proprietorship, trust, department, division, agency and any other legal, business, or governmental entity.
2. "Communication" or "communications" shall mean and include any meeting, statement, document, conversation, message, interaction, transmittal of information or request for information, whether by written, oral, electronic, non-verbal or other means, including electronic mail or "E-mail," text and instant messages.
3. "Relate to" or "relating to" shall mean and include constituting, discussing, mentioning, containing, embodying, reflecting, identifying, incorporating, referring to, dealing with, or pertaining to in any way.

Specific Definitions

1. The "Treasury Department" shall mean and refer to the United States Department of Treasury, as well as any directors, officers, employees, trustees, agents, administrators, actuaries, attorneys, accountants, consultants, predecessors in interest, successors in interest, assigns and any other person acting (or purporting to act) on their behalf .
2. The "Auto Task Force Officials" shall mean and refer to Harry Wilson and Matthew Feldman.
3. The "Executive Office of the President" shall mean and refer to the Executive Office of the President of the United States, as well as any representatives, directors, officers, employees, trustees, agents, administrators, actuaries, attorneys, accountants, consultants,

subsidiaries, predecessors in interest, successors in interest, assigns and any other person acting (or purporting to act) on its behalf.

4. “You” and “your” shall mean the Treasury Department, as well as any representatives, directors, officers, employees, trustees, agents, administrators, actuaries, attorneys, accountants, consultants, subsidiaries, predecessors in interest, successors in interest, assigns and any other person acting (or purporting to act) on its behalf.

5. “Delphi” shall mean and refer to Delphi Corporation, DPH Holdings, and Delphi Automotive LLP, as well as any directors, officers, employees, trustees, agents, administrators, actuaries, attorneys, accountants, consultants, representatives, subsidiaries, predecessors in interest, successors in interest, assigns and any other person acting (or purporting to act) on behalf of them.

6. The “Delphi Pension Plans” shall mean and refer to any defined benefit pension plan sponsored by Delphi.

7. “GM” shall mean and refer to (1) General Motors Corporation; (2) General Motors Co.; (3) General Motors Company; (4) Motors Liquidation Company; and (5) General Motors LLC, as well as any directors, officers, employees, trustees, agents, administrators, actuaries, attorneys, accountants, consultants, subsidiaries, representatives, predecessors in interest, successors in interest, assigns and any other person acting (or purporting to act) on behalf of them.

8. The “GM-Delphi Relationship” shall mean and refer to the role Delphi parts played in the GM supply base in 2009; GM dependence on Delphi supply in 2009; GM’s options for resourcing Delphi supply in 2009, including the cost and time required for such resourcing;

and any payments, loans, investments or other financial exchanges from GM to Delphi or Delphi employees or retirees in 2009.

9. The "DIP Lenders" shall mean and refer to Elliott Management, Silver Point Capital, Blue Wolf Capital Management, along with any lenders to Delphi under the May 9, 2008 Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement as well as any committee, representatives, directors, officers, employees, trustees, agents, administrators, actuaries, attorneys, accountants, consultants, subsidiaries, predecessors in interest, successors in interest, assigns and any other person acting (or purporting to act) on their behalf.

SCHEDULE OF TOPICS FOR DESIGNATION

Pursuant to Fed. R. Civ. P. 30(b)(6), the Treasury Department shall designate one or more of their officers, directors, managing agents, or other persons who consent to testify on its behalf, to testify concerning any knowledge and information which the Treasury Department has relating to the topics listed below.

Topics of Examination

1. The Auto Task Force Officials' communications in 2009 relating to the GM-Delphi Relationship; the Delphi Pension Plans; and the release, waiver or discharge by the PBGC of liens and claims relating to the Delphi Pension Plans. These communications include, but are not limited to, communications with the PBGC, Delphi, GM, the Delphi DIP Lenders, Federal Mogul, Platinum Equity, the National Economic Council, and the Executive Office of the President.