

**IN THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

**LOCAL 703, I.B. OF T. GROCERY
AND FOOD EMPLOYEES
WELFARE FUND, DISTRICT
NO. 9, et al.,**

Plaintiffs,

v.

REGIONS FINANCIAL CORP., et al.,

Defendants.

Case No. 2:10-cv-02847-IPJ

**DEFENDANT REGIONS FINANCIAL CORPORATION'S
MOTION TO QUASH PLAINTIFFS' SUBPOENA TO
THE LAW FIRM OF SULLIVAN & CROMWELL LLP
AND MOTION FOR PROTECTIVE ORDER**

COMES NOW, Regions Financial Corporation ("Regions"), and submits this Motion to Quash plaintiffs' Subpoena in a Civil Action and Schedule A thereto (together, the "Subpoena") dated September 27, 2001, issued by plaintiffs to the law firm of Sullivan & Cromwell LLP, and Motion for Protective Order pursuant

to Federal Rules of Civil Procedure 45(c) and 26(c).¹ As grounds for this Motion, Regions states as follows:

1. Pursuant to Federal Rule of Civil Procedure 45(c)(3)(A), and on timely motion of a party, a district court must quash or modify a subpoena that “requires disclosure of privileged or other protected matter, if no exception or waiver applies; or subjects a person to undue burden.” *Morris v. Sequa Corp.*, -- F.R.D.--, No. 2:11-cv-0053-SLB, 2011 WL 3300697, *1 (N.D.Ala. July 21, 2011) (quoting Fed.R.Civ. P. 45(c)(3)(A)).

2. Independently, because the scope of discovery under Federal Rule of Civil Procedure 45 is the same as under Federal Rule 26, a third party subpoena must be quashed if it is overly broad, unduly burdensome, or not reasonably calculated to lead to the discovery of admissible evidence. *Barrington v. Mortg. IT, Inc.*, No. 07-61304-CIV, 2007 WL 4370647, *3 (S.D. Fla. Dec. 10, 2007 (citations omitted); *Zorn v. Principal Life Ins. Co.*, No. CV 609-081, 2010 WL 3282982, *3 (S.D.Ga. Aug. 18, 2010).

3. Moreover, all discovery is subject to the limitations of Rule 26(b)(2)(C), which requires a district court to limit the extent of discovery if:

¹ A party defendant has standing to move to quash or for a protective order with respect to a third party subpoena. *Auto-Owners Ins.Co. v. Southeast Floating Docks, Inc.*, 231 F.R.D. 426, 428-29 (M.D.Fla. 2005). See also *Old Towne Development Group, L.L.C. v. Matthews*, 2009 WL 2021723 (M.D. La. 2009) (a party claiming a protected interest in the information sought may move to quash a third party subpoena). On October 10, 2011, Regions served an objection to the subpoena, a copy of which is attached hereto as “Exhibit A.”

(i) the discovery sought is unreasonably cumulative or duplicative, or can be obtained from some other source that is more convenient, less burdensome, or less expensive;

(ii) the party seeking discovery has had ample opportunity to obtain the information by discovery in the action; or

(iii) the burden or expense of the proposed discovery outweighs its likely benefit, considering the needs of the case, the amount in controversy, the parties' resources, the importance of the issues at stake in the action, and the importance of the discovery in resolving the issues.

Morris, 2011 WL 3300697 at *1-2 (quoting Fed.R.Civ. P. 26(b)(2)(C)).

4. Thus, when evaluating a motion to quash a subpoena, a district court must balance "the relevance of the discovery sought, the requesting party's need, and the potential hardship to the party subject to the subpoena." *Truswall Systems Corp. v. Hydro-Air Engineering, Inc.*, 813 F.2d 1207, 1210 (Fed. Cir. 1987). *See also Erinmedia, L.L.C. v. Nielson Media Research, Inc.*, 2007 WL 1970860, *2 (M.D. Fla. 2007).

5. Because the non-party status of a subpoenaed entity weighs against disclosure, a plaintiff who subpoenas a non-party must make a stronger showing of relevance than he or she must make for simple party discovery. *See, e.g., Cytodyne Tech., Inc. v. Biogenic Tech., Inc.*, 216 F.R.D. 533, 535 (M.D. Fla. 2003); *Schaff v. Smithkline Beecham Corp.*, 2006 WL 2246146, *2 (M.D. Fla. Aug. 4, 2006); *Fadalla v. Life Automotive Products*, 2007 WL 4233550, *2 (M.D. Fla. Nov. 27,

2007); *United Tech. Corp. v. Mazer*, 2007 WL 788877, *1 (S.D. Fla Mar. 14, 2007); *American Elec. Power Co. v. U.S.*, 191 F.R.D. 132, 136 (S.D. Ohio 1999); *Katz v. Batavia Marine & Sporting Supplies, Inc.*, 984 F.2d 422, 424 (Fed. Cir. 1993); *Solarex Corp. v. Arco Solar, Inc.*, 121 F.R.D. 163, 179 (E.D.N.Y. 1988); *Stamy v. Packer*, 138 F.R.D. 412, 419 (D.N.J. 1990); *Laxalt v. McClatchy*, 116 F.R.D. 455, 458 (D. Nev. 1986). The plaintiff "must demonstrate that the relevance and need for the evidence outweigh the burden and prejudice to the non-party." *Anker v. G. D. Searle & Co.*, 126 F.R.D. 515, 518 (M.D. N.C. 1989).

6. In this case, the Subpoena must be quashed for several independent reasons. First, the Subpoena seeks information clearly protected from disclosure by the attorney client privilege and attorney work product doctrine. As plaintiffs are well aware, Sullivan & Cromwell serves as legal counsel for Regions. Sullivan & Cromwell has stated in its objections to the Subpoena that it has no documents responsive to the Subpoena that are not protected by privilege. *See* Objections of Sullivan & Cromwell, attached hereto as "Exhibit B." As Sullivan & Cromwell's client, Regions affirmatively asserts all applicable privileges, including the attorney-client privilege, with respect to the documents in Sullivan & Cromwell's custody and control. Consequently, the Subpoena is due to be quashed and Regions is entitled to a protective order with regard to the requests set forth therein.

7. Second, the Subpoena seeks confidential supervisory information protected from disclosure by the bank examination privilege. *See* 12 C.F.R. §261.20; Ala. Code § 5-3A-3. Sullivan & Cromwell is not permitted to produce such documents. *See* 12 C.F.R. § 261.20(g); Ala. Code §§ 5-3A-3(e). For this additional independent reason, the Subpoena is due to be quashed and a protective order entered.

8. Third, plaintiffs cannot demonstrate that the alleged relevance of and their alleged need for the information requested in the Subpoena outweighs the burden on and prejudice to Sullivan & Cromwell, or the prejudice to Regions. *See* Paragraphs 3-5, *supra*; *see also* Exhibit B, attached hereto. For this additional independent reason, the Subpoena should be quashed.

WHEREFORE, Regions, pursuant to Federal Rules of Procedure 26 and 45, moves to quash the Subpoena or, in the alternative, for the entry of a protective order preventing disclosure of the documents and information sought by the Subpoena.

Respectfully submitted this 26th day of October, 2011.

/s/Maibeth J. Porter
MAIBETH J. PORTER
JOHN N. BOLUS

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CERTIFICATE OF SERVICE

I hereby certify that on October 26, 2011, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following counsel of record:

Victor L. Hayslip

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and that I served the foregoing on the following via e-mail and U.S. mail:

David Tulchin
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/s/Maibeth J. Porter
OF COUNSEL

**IN THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

**LOCAL 703, I.B. OF T. GROCERY
AND FOOD EMPLOYEES
WELFARE FUND, DISTRICT
NO. 9, et al.,**

Plaintiffs,

v.

**REGIONS FINANCIAL CORPORA-
TION, et al.,**

Defendants.

Case No. 2:10-cv-02847-IPJ

**DEFENDANT REGIONS FINANCIAL CORPORATION'S OBJECTION
TO SUBPOENA TO SULLIVAN & CROMWELL LLP
DATED SEPTEMBER 27, 2011**

Comes now Regions Financial Corporation, a defendant in the above-styled cause, and objects to plaintiffs' subpoena dated September 27, 2011 to Sullivan & Cromwell LLP, notice of which is attached. To the extent the subpoena requests documents containing confidential supervisory information, disclosure is prohibited by 12 C.F.R. §261.20, and Alabama Code Section 5-3A-3(e) (1980). Regions also objects to the subpoena to the extent it seeks documents protected by the attorney-client privilege, the work product doctrine, or any other applicable

EXHIBIT A

privilege or protection. 12 U.S.C. §1828(x); Ala. Code §5-3A-6(a); Fed. R. Civ. Proc. 26.

/s/Maibeth J. Porter

MAIBETH J. PORTER

JOHN N. BOLUS

Counsel for Defendant Regions
Financial Corporation.

OF COUNSEL:

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CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing document by e-mail and by U.S. First Class Mail, on this the 10th day of October, 2011:

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/s/Maibeth J. Porter
OF COUNSEL

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

LOCAL 703, I.B. OF T. GROCERY)	Civil Action No. 2:10-cv-02847-IPJ
AND FOOD EMPLOYEES WELFARE)	
FUND, et al., Individually and on)	<u>CLASS ACTION</u>
Behalf of All Others Similarly Situated,)	
)	NOTICE OF SUBPOENAS TO NON-
Plaintiffs,)	PARTIES
)	
vs.)	
)	
REGIONS FINANCIAL)	
CORPORATION, et al.,)	
)	
Defendants.)	
)	
_____)	

TO: ALL PARTIES AND THEIR ATTORNEYS OF RECORD

PLEASE TAKE NOTICE that plaintiffs, pursuant to Fed. R. Civ. P. 26, 34(c) and 45, will inspect and copy the documents identified in the Schedule As attached hereto, which are in the possession, custody or control of the following non-parties, at the places, dates and times specified.

NON-PARTY	DATE/TIME	LOCATION
Ernst & Young LLP 1285 Avenue of the Americas New York, NY 10019	October 27, 2011 10:00 a.m.	Robbins Geller Rudman & Dowd LLP 52 Duane Street 7th Floor New York, NY 10007
Sullivan & Cromwell LLP 125 Broad Street New York, NY 10004-2498	October 27, 2011 10:00 a.m.	Robbins Geller Rudman & Dowd LLP 52 Duane Street 7th Floor New York, NY 10007
Jeff Kuehr 805 Lake Vista Circle Birmingham, AL 35242	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209
Tom Neely 3308 Cherokee Road Birmingham, AL 35223	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209
William C. Wells III 8014 Castlehill Road Birmingham, AL 35242	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209
Michael J. Willoughby 2019 Nolia RDG Birmingham, AL 35243	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209

These productions are pursuant to the subpoenas *duces tecum* issued by plaintiffs' counsel on behalf of the United States District Court, requesting a "document only production" (no testimony is required by the subpoenas and no one need appear for the non-parties or for any of the parties in the action).

You are invited to attend the productions in accordance with the Federal Rules of Civil Procedure or you may contact plaintiffs' counsel to obtain copies of any documents produced.

PLEASE TAKE FURTHER NOTICE that the non-parties listed above, pursuant to Fed. R. Civ. P. 45(e), may be held in contempt of Court if they fail without adequate excuse to obey the subpoenas served upon them and that the non-parties have certain legal rights in response to plaintiffs' subpoenas served upon them outlined in Fed. R. Civ. P. 45(c) and (d).¹

DATED: September 27, 2011

ROBBINS GELLER RUDMAN
& DOWD LLP
ANDREW J. BROWN
MATTHEW I. ALPERT



MATTHEW I. ALPERT

¹ These rights are reproduced in full at page three of the subpoena form served upon the above-listed non-parties.

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Co-Liaison Counsel

SCHEDULE A
(Ernst & Young LLP)

I. DEFINITIONS

Unless otherwise stated, the terms set forth below are defined as follows:

1. "E&Y" refers to Ernst & Young LLP and any of its members (as defined by ET 92.06 and 92.09 of the American Institute of Certified Public Accountants Code of Professional Conduct as of June 1, 2002), and any of E&Y's predecessors, successors, parents, subsidiaries, divisions, partnerships and branches; its international, foreign, national, regional and local offices; all present or former officers, directors, partners, employees, agents, attorneys, advisors, accountants, consultants; and all other persons acting or purporting to act on its behalf.
2. "You" and "your" refers to the person or entity responding to these requests.
3. "Regions" or the "Company" refers to defendant Regions Financial Corporation, any of its subsidiaries, divisions or affiliates (foreign and domestic), predecessors, successors, and any internal committees, present and former officers, directors, employees, agents or anyone acting or purporting to act on its behalf.
4. "Individual Defendants" refers to C. Dowd Ritter, Irene M. Esteves and Alton E. Yother and their agents, accountants, employees, partners or other persons

occupying similar positions or performing similar functions and all other persons acting or purporting to act on their behalf.

5. "Defendants" refers to Regions and the Individual Defendants.

6. "AmSouth" refers to AmSouth Bancorporation and its agents, accountants, employees, partners or other persons occupying similar positions or performing similar functions and all other persons acting or purporting to act on its behalf.

7. "Federal Reserve" means the Board of Governors of the Federal Reserve System, its national, regional and branch offices, and its officers, commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

8. "FDIC" refers to the United States Federal Deposit Insurance Corporation, its national, regional and branch offices, and its officers, commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

9. "SEC" means the United States Securities and Exchange Commission, its national, regional and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

10. "OTS" means the Office of Thrift Supervision, United States Department of Treasury, its national, regional and branch offices, and its officers, commissioners,

directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

11. "DOJ" means the United States Department of Justice, its national, regional and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

12. "FBI" means the Federal Bureau of Investigation, its national, regional and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

13. "OAG" means any Office of the Attorney General for any state within the United States of America, their regional, local and branch officers, and their commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

14. "Banking Department" refers to the State of Alabama Banking Department, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

15. "DFI" refers to the Division of Financial Institutions of the Office of Financial Regulation for the State of Florida, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

16. "DBF" refers to the Department of Banking and Finance for the State of Georgia, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

17. "PCAOB" refers to the Public Company Accounting Oversight Board, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

18. "AICPA" refers to the American Institute of Certified Public Accountants, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

19. "Sullivan Cromwell" refers to Sullivan & Cromwell LLP, its attorneys, accountants, investigators, paralegals and staff.

20. The "Merger" refers to the Agreement and Plan of Merger between Regions and AmSouth in 2006.

21. "Document" or "documents" is synonymous in meaning and equal in scope to the usage of this term in Fed. R. Civ. P. 34(a), including, without limitation, electronic or computerized data compilations. A draft or non-identical copy is a separate document within the meaning of this term.

22. "Employee" refers to any person who at any time acted or purported to act on your behalf or under your supervision, direction or control, including, without

limitation, past and current directors, officers, principals, partners, executives, analysts, investment bankers, consultants, advisors, representatives, attorneys, agents, trustees, independent contractors, assigns or similar persons or entities.

23. "Communication" or "communications" means the transmittal of information (in the form of facts, ideas, inquiries or otherwise).

24. "Concerning" means relating to, referring to, describing, evidencing, regarding or constituting.

25. "Meetings" refers to the contemporaneous presence of any natural persons (including by telephone or other electronic means) for any purpose, and whether or not the meeting was formal or informal or occurred in connection with some other activity.

26. "Financial statements" includes, without limitation, the following, whether audited or unaudited, whether draft, final, interim or pro forma, whether complete or partial and whether consolidated, consolidating or unconsolidated: balance sheets; statements of financial position; income statements; statements of earnings, revenues, expenses, profits and losses; statements of equity, additional paid-in capital and retained earnings; cash flow statements and source of application of funds; notes to each of such statements; and any and all other statements and notes that relate to Regions' past or present financial condition.

27. "Audit documentation" refers to and adopts the definition and requirements of the term audit documentation as established or otherwise described by

the PCAOB's Auditing Standard No. 3 ("AS 3, *Audit Documentation*"), and the AICPA's Statement on Auditing Standards Nos. 96 and 103 ("SAS 96, *Audit Documentation*," and "SAS 103, *Audit Documentation*"). As elaborated in these standards, audit documentation includes and consists of all records, workpapers or other documents (including electronic) prepared or received relevant to the engagement, including records of the planning and performance of the work, the procedures applied, tests performed, evidence obtained and conclusions reached. Specific examples of audit documentation include audit programs, analyses, memoranda, letters of confirmation, representation letters, abstracts or photocopies of documents, client-prepared documents, schedules or commentaries, engagement administrative, review and completion documents, workpaper and documentation organizational schedules, indices or elements, permanent files and correspondence.

28. The term "workpapers" or "working papers" means all documents concerning the procedures applied, work performed, evidence obtained and conclusions reached in the engagement by any auditor, practitioner, consultant or any other person working on your behalf. Workpapers for any audit or attestation include, but are not limited to:

Working papers are records kept by the auditor [or practitioner] of the procedures applied, the tests performed, the information obtained, and the pertinent conclusions reached in the engagement. Examples of working papers are audit programs, analyses, memoranda, letters of confirmation and representation, abstracts of company documents, and schedules or commentaries prepared or obtained by the auditor.

Working papers also may be in the form of data stored on tapes, films, or other media.

AU §339A.03.

29. "Loan Portfolio" refers to residential first mortgage loans, construction loans, business loans, commercial real estate loans, home equity loans acquired, originated, purchased, serviced, sold and transferred by Regions.

30. The term "professional services" means any work or services performed by you for Regions.

31. "Person" or "persons" is defined as any natural person or any business, legal or governmental entity or association.

32. "Policy" as used herein means any rule, procedure, directive, guideline, practice or course of conduct, whether formal or informal, written or unwritten, recorded or unrecorded.

33. The terms "all," "any" and "each" shall be construed as encompassing any and all.

34. The use of the singular form of any word includes the plural and vice versa.

35. The connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.

36. "Electronic data" refers to any original and any non-identical copies (whether non-identical because of notes made on copies or attached comments, annotations, marks, transmission notations or highlighting of any kind) of mechanical, facsimile, electronic, magnetic, digital or other programs (whether private, commercial or work-in-progress), programming notes or instructions, activity listings of electronic mail receipts or transmittals, output resulting from the use of any software program, including word processing documents, spreadsheets, database files, charts, graphs and outlines, electronic mail or "e-mail," personal digital assistant ("PDA") messages, instant messenger messages, operating systems, source code of all types, programming languages, linkers and compilers, peripheral drives, PDF files, PRF files, batch files, ASCII files, crosswalks, code keys, pull down tables, logs, file layouts, and any and all miscellaneous files or file fragments, regardless of the media on which they reside and regardless of whether said electronic data consists of an active file, deleted file or file fragment. "Electronic data" also includes any and all items stored on computer memory or memories, hard disks, floppy disks, zip drives, CD-ROM discs, Bernoulli Boxes and their equivalents, magnetic tapes of all types and kinds, microfiche, punched cards, punched tape, computer chips (including, but not limited to, EPROM, PROM, ROM or RAM of any kind) on or in any other vehicle for digital data storage or transmittal, files, folder tabs or containers and labels appended to or associated with any physical storage device associated with each original and each copy.

II. INSTRUCTIONS

1. All documents shall be produced as they are maintained in the ordinary course of business, and shall be produced in their original folders, binders, covers or containers, or facsimile thereof, *i.e.*, documents maintained electronically shall be produced in the manner in which such documents are stored and retrieved. In addition, documents are to be produced in full and unexpurgated form; redacted documents will not constitute compliance with this request.

2. In responding to these requests, you shall produce all responsive documents (including those stored electronically), which are in your possession, custody or control, or in the possession, custody or control of your predecessors, successors, parents, subsidiaries, divisions or affiliates, or any of your respective directors, officers, managing agents, agents, employees, attorneys, accountants or other representatives. A document shall be deemed to be within your control if you have the right to secure the document or a copy of the document from another person having possession or custody of the document.

3. Pursuant to the Federal Rules of Civil Procedure, you are to produce for inspection and copying by plaintiffs *original* documents, including those stored electronically, as they are kept in the usual course of business. If the original is not in your custody, then a copy thereof, and all non-identical copies which differ from the original or from the other copies produced for any reason, including, without limitation, the making of notes thereon.

4. To the extent that there are documents containing information relevant to these requests that are currently in electronic format, the documents are to be produced in their native format.

5. If production of documents is withheld on the ground of privilege, as to each such withheld document state the following information:

- (a) which privilege is claimed;
- (b) who is asserting the privilege;
- (c) a precise statement of the facts upon which said claim of privilege is based;

- (d) the following information describing each purportedly privileged document:

- (i) a brief description sufficient to identify its nature, *i.e.*, agreement, letter, memorandum, type, etc.;

- (ii) a brief description sufficient to identify its subject matter and purpose of the document;

- (iii) the date it was prepared;

- (iv) the date it bears;

- (v) the date it was sent;

- (vi) the date it was received;

- (vii) the identity of the person preparing it;

- (viii) the identity of the person sending it;

(ix) the identity of each person to whom it was sent or was to have been sent, including all addresses and all recipients of copies;

(x) a statement as to whom each identified person represented or purported to represent at all relevant times; and

(xi) all persons to whom its contents have been disclosed; and

(e) a precise description of the place where each copy of that document is kept, including the title or description of the file in which said document may be found and the location of such file.

6. If a portion of any document responsive to these requests is withheld under claim of privilege pursuant to Instruction No. 5, any non-privileged portion of such document must be produced with the portion claimed to be privileged redacted.

7. You are to produce each document requested herein in its entirety, without deletion or excision (except as qualified by Instructions Nos. 5 and 6 above), regardless of whether you consider the entire document to be relevant or responsive to the requests.

8. Whenever a document is not produced in full or is produced in redacted form, so indicate on the document and state with particularity the reason or reasons it is not being produced in full, and describe to the best of your knowledge, information and belief, and with as much particularity as possible, those portions of the document which are not being produced.

9. If a document responsive to these requests was at any time in your possession, custody or control but is no longer available for production, as to each such document state the following information:

- (a) whether the document is missing or lost;
- (b) whether it has been destroyed;
- (c) whether the document has been transferred or delivered to another person and, if so, at whose request;
- (d) whether the document has been otherwise disposed of; and
- (e) a precise statement of the circumstances surrounding the disposition of the document and the date of its disposition.

10. With respect to any category of documents, the production of which you contend is in some way "burdensome" or "oppressive," please state the specific reasons for that objection.

III. FORM OF PRODUCTION

Scanned documents should be provided as single-page tiff images with an .opt image cross reference file and a delimited database load file. The database load file should contain the following fields: "BEGNO," "ENDNO," "PAGES," "VOLUME" and "CUSTODIAN." The documents should be logically unitized (*i.e.*, contain correct document breaks: for instance, a five-page fax consisting of a cover page and a four-page memo should be unitized as a five-page document). Multi-page OCR text for each document should also be provided.

Electronically stored information (“ESI”) will be produced as single-page tiff images with the exception of Microsoft Excel Spreadsheets, audio and database-type files, including, but not limited to, Microsoft Access – which shall be produced in native format. Each native file should be named according to the Bates number it has been assigned, and should be linked directly to its corresponding record in the load file using the NATIVELINK field. To the extent that either party believes that native files should be produced for a specific document or class of documents not required to be produced in native format pursuant to this paragraph, the parties agree to meet and confer on the issue in good faith. Additionally, all ESI will be produced with a delimited, Unicode database load file that contains the metadata fields listed in Table 1, attached hereto. An .opt image cross reference file will also be provided for all tiff images.

IV. RELEVANT TIME PERIOD

All requests herein refer to the period covering all audits, reviews or other professional services for or during fiscal years 2006 through 2009 (the “Relevant Time Period”), unless otherwise specifically indicated, and shall include all documents and information that relate to such period, even though prepared or published outside of the Relevant Time Period.

V. DOCUMENTS REQUESTED

REQUEST NO. 1:

All documents concerning any professional services performed by you for Regions, the Merger or the Individual Defendants, including, but not limited to:

- (a) audits;
- (b) consulting;
- (c) reviews;
- (d) tax;
- (e) due diligence;
- (f) assurance, accounting and attestation;
- (g) agreed upon procedures; and
- (h) evaluations and testing of Regions' internal controls, including

those contemplated or required by §404 of the Sarbanes-Oxley Act of 2002.

REQUEST NO. 2:

All audit documentation and engagement workpapers concerning all professional services performed by you for Regions, the Merger or the Individual Defendants, including, but not limited to:

- (a) audits;
- (b) consulting;
- (c) reviews;
- (d) tax;

- (e) due diligence;
- (f) assurance, accounting and attestation;
- (g) agreed upon procedures; and
- (h) evaluations and testing of Regions' internal controls, including those contemplated or required by §404 of the Sarbanes-Oxley Act of 2002.

REQUEST NO. 3:

All documents constituting or concerning communications to, from or relating to Regions, the Merger or the Individual Defendants, including, without limitation, correspondence files and written communications electronically preserved, including, but not limited to, e-mail and instant messages.

REQUEST NO. 4:

All documents and communications concerning Regions, the Merger or the Individual Defendants kept or maintained by all personnel who provided professional services for Regions, the Merger or the Individual Defendants.

REQUEST NO. 5:

All documents concerning your document destruction, retention and alteration policy in effect during the Relevant Time Period, including, without limitation, any such policies concerning electronically-stored documents and e-mail.

REQUEST NO. 6:

All documents and communications concerning the preservation, search for, collection, maintenance, destruction or alteration of any and all documents (including

e-mail and other electronic data) concerning Regions, the Merger or any of the Individual Defendants that were undertaken with respect to this action, including, without limitation, all such action taken after this action was filed but prior to this request.

REQUEST NO. 7:

All documents and communications concerning audits, investigations and examinations into Regions' Loan Portfolio, including, but not limited to, those conducted by:

- (a) Regions' Board of Directors or any committee thereof;
- (b) the SEC;
- (c) the DOJ;
- (d) the FBI;
- (e) the FDIC;
- (f) the Federal Reserve;
- (g) the OTS;
- (h) the Banking Department;
- (i) the DFI;
- (j) the DBF;
- (k) the OAG;
- (l) the PCAOB;
- (m) the AICPA;

- (n) Sullivan Cromwell; and
- (o) any other state or federal governmental agency.

REQUEST NO. 8:

All documents and communications concerning audits, investigations and examinations into Regions' financial statements, including, but not limited to, those conducted by:

- (a) Regions' Board of Directors or any committee thereof;
- (b) the SEC;
- (c) the FDIC;
- (d) the Federal Reserve;
- (e) the OTS;
- (f) the Banking Department;
- (g) the DFI;
- (h) the DBF;
- (i) the OAG;
- (j) the PCAOB;
- (k) the AICPA;
- (l) Sullivan Cromwell; and
- (m) any other state or federal governmental agency.

REQUEST NO. 9:

A listing of all E&Y personnel who performed professional services for Regions, the Merger or the Individual Defendants broken down by engagement code, personnel title, office location and amount of time billed by period.

TABLE 1: METADATA FIELDS

Field Name	Example / Format	Description
BEGNO	ABC0000001 (Unique ID)	The Document ID number associated with the first page of a document.
ENDNO	ABC0000003 (Unique ID)	The Document ID number associated with the last page of a document.
BEGATTACH	ABC0000001 (Unique ID Parent-Child Relationships)	The Document ID number associated with the first page of the parent document.
ENDATTACH	ABC0000008 (Unique ID Parent-Child Relationships)	The Document associated with the last page of the last attachment.
PAGES	3 (Numeric)	The number of pages for a document.
VOLUME	VOL001	The name of CD, DVD or Hard Drive (vendor assigns).
RECORDTYPE	Options: e-mail, attachment, hard copy, loose e-file	The record type of a document
DESIGNATION	Confidential, Highly Confidential, etc.	If document is only provided in native, this field would be populated with the designation the native file should have if printed.
SENTDATE	MM/DD/YYYY HH:MM	The date & time the email was sent.
CREATEDATE	MM/DD/YYYY HH:MM	The date & time the document was created.
LASTMODDATE	MM/DD/YYYY HH:MM	The date & time the document was last modified.
RECEIVEDDATE	MM/DD/YYYY HH:MM	The date & time the document was received.
TIMEZONE PROCESSED	PST, CST, EST, etc	The time zone the document was processed in. NOTE: This should be the time zone where the documents were located at time of collection.
FILEPATH	i.e. Joe Smith/E-mail/Inbox Joe Smith/E-mail/Deleted Items Joe Smith/Loose Files/Accounting/... Joe Smith/Loose Files/Documents and Settings/...	Location of the original document. The source should be the start of the full path.
HIDDENTYPE	Options: Track Changes, Hidden Spreadsheet, Very Hidden Spreadsheet, etc.	The type of hidden modification of the document (e.g. Track Changes, Hidden Spreadsheet, Very Hidden Spreadsheet, etc)
AUTHOR	jsmith	The author of a document from entered metadata.
FROM	Joe Smith <jsmith@email.com>	The display name and e-mail of the author of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
TO	Joe Smith <jsmith@email.com>; ljones@email.com	The display name and e-mail of the recipient(s) of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
CC	Joe Smith <jsmith@email.com>; ljones@email.com	The display name and e-mail of the copyee(s) of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
BCC	Joe Smith <jsmith@email.com>; ljones@email.com	The display name and e-mail of the blind copyee(s) of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
SUBJECT		The subject line of the e-mail.
DOCTITLE		The extracted document title of a document.
UNREAD	TRUE or FALSE	Y if an e-mail is unread, N if it has been read. This value is blank for attachments and non e-mail documents.
IMPORTANCE	0 or 1 or 2	E-mail Importance Flag {0 = Normal, 1 = Low Importance, 2 = High importance}
CUSTODIAN		The custodian / source of a document. Note: If the documents are de-duped on a global level, this field should contain the name of each custodian from which the document originated.
ATTACH COUNT	Numeric	The number of attachments to a document.
FILEEXT	XLS	The file extension of a document.
FILENAME	Document Name.xls	The file name of a document.
FILESIZE	Numeric	The file size of a document (including embedded attachments).
MD5HASH		The MD5 Hash value or "de-duplication key" assigned to a document.
NATIVELINK	D:\NATIVES\ABC000001.xls	The full path to a native copy of a document.
FOREIGN LANGUAGE	Korean; Japanese; English	Specifies all languages found in the document to the best of the processing software's ability.
FULLTEXT	D:\TEXT\ABC000001.txt	The path to the full extracted text of the document. There should be a folder on the deliverable, containing a separate Unicode text file per document. These text files should be named with their corresponding Bates numbers. Note: E-mails should include header information: author, recipient, cc, bcc, date, subject, etc. If the attachment or e-file does not extract any text, then OCR for the document should be provided.

DECLARATION OF SERVICE BY MAIL

I, the undersigned, declare:

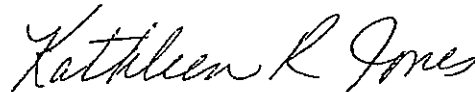
1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interested party in the within action; that declarant's business address is 655 West Broadway, Suite 1900, San Diego, California 92101.

2. That on September 28, 2011, declarant served the NOTICE OF SUBPOENAS TO NON-PARTIES by depositing a true copy thereof in a United States mailbox at San Diego, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 28, 2011, at San Diego, California.



KATHLEEN R. JONES

REGIONS 10

Service List - 9/26/2011 (10-0208)

Page 1 of 1

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October 13, 2011

Via E-mail and U.S. Mail

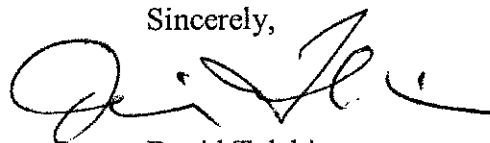
Matthew Alpert,
Robbins Geller Rudman & Dowd LLP,
655 West Broadway, Suite 1900,
San Diego, California 92101.

Re: Local 703, et al. v. Regions Financial Corporation, et al.,
No. 2:10-cv-02847-IPJ

Dear Mr. Alpert:

Pursuant to Rules 26 and 45 of the Federal Rules of Civil Procedure and the Local Rules of the United States District Court for the Southern District of New York, enclosed and served upon you are the Objections and Responses of Non-Party Sullivan & Cromwell LLP ("Sullivan & Cromwell") to the Subpoena dated September 27, 2011 issued by plaintiffs to Sullivan & Cromwell.

Sincerely,



David Tulchin

(Enclosure)

cc: Maibeth Porter (via e-mail w/ enclosure)
(Maynard, Cooper & Gale, P.C.)

EXHIBIT B

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

	x	
	:	
LOCAL 703, I.B. of T. GROCERY	:	
AND FOOD EMPLOYEES WELFARE	:	
FUND, et. al.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No.: 2:10-cv-02847-IPJ
	:	
REGIONS FINANCIAL CORPORATION,	:	
et al.	:	
	:	
Defendants.	:	
	:	
	x	

**OBJECTIONS AND RESPONSES OF NON-PARTY SULLIVAN & CROMWELL LLP
TO PLAINTIFFS' SUBPOENA FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rules 26 and 45 of the Federal Rules of Civil Procedure and the Local Rules of the United States District Court for the Southern District of New York (the "Local Rules"), non-party Sullivan & Cromwell LLP ("Sullivan & Cromwell") hereby objects and responds to the Subpoena in a Civil Action and Schedule A thereto (together, the "Subpoena"), dated September 27, 2011, issued by plaintiffs to Sullivan & Cromwell as follows:

GENERAL OBJECTIONS AND RESPONSES

The following General Objections apply to the Subpoena generally and to each of the individual Requests contained therein. The General Objections apply and shall have the same force and effect as if they were set forth in full in response to each and every Request.

1. Sullivan & Cromwell objects to the Subpoena to the extent that it seeks documents that contain information, or are themselves, protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the bank examination privilege, or

any other applicable privilege or immunity. The lawyers who served the Subpoena are well aware that Sullivan & Cromwell has acted as counsel for Regions with regard to certain of the matters for which plaintiffs request "all documents and communications." As those lawyers also understand, Sullivan & Cromwell's legal advice and communications with its client are protected from disclosure by the attorney-client privilege. The Subpoena appears to be an improper attempt by plaintiffs to obtain privileged information from counsel instead of seeking categories of documents from Regions itself. Sullivan & Cromwell objects to the Subpoena on this ground. Further, the Subpoena seeks documents protected from disclosure by the bank examination privilege, and the lawyers who served the Subpoena undoubtedly understand that Sullivan & Cromwell is also not permitted to produce such documents in response to the Subpoena.

2. Sullivan & Cromwell objects to the Subpoena and to each Definition, Instruction and specific Request contained therein to the extent that they are unduly burdensome, overbroad and/or seek information or documents that are neither relevant to the claims or defenses of any party nor reasonably calculated to lead to the discovery of admissible evidence in this action, or whose relevance is outweighed by the burden Sullivan & Cromwell would bear in attempting to collect, review and produce such material.

3. Sullivan & Cromwell objects to the Subpoena to the extent that it seeks documents that are (a) already in plaintiffs' possession, custody or control, (b) publicly available or otherwise equally available to plaintiffs or (c) more appropriately obtained from some other source than Sullivan & Cromwell, which is more convenient, less burdensome, and less expensive, including but not limited to the parties in this action.

4. Sullivan & Cromwell objects to the Subpoena to the extent that the discovery sought is unreasonably cumulative or duplicative.

5. Sullivan & Cromwell objects to the Subpoena to the extent that plaintiffs have had ample opportunity by discovery in the action to obtain the information sought from parties to the underlying action.

6. Sullivan & Cromwell objects to the Subpoena to the extent that it seeks documents not in Sullivan & Cromwell's possession, custody, or control.

7. Sullivan & Cromwell objects to the Subpoena to the extent that it purports to impose any other burdens or duties upon Sullivan & Cromwell that exceed the requirements or permissible scope of discovery under the Federal Rules of Civil Procedure, the Local Rules, or other applicable law.

8. Sullivan & Cromwell objects to the Subpoena and to each Definition, Instruction and specific Request contained therein to the extent that they are vague and ambiguous.

9. Sullivan & Cromwell objects to providing a written description of each document withheld by Sullivan & Cromwell, in whole or in part, that is protected by the attorney-client privilege, the work product doctrine, the bank examination privilege, or any other applicable privilege or immunity from discovery, or for any other reason noted herein, on the grounds that any such description is unnecessary under the circumstances here, and would be unreasonable and unduly burdensome.

10. Sullivan & Cromwell objects to the Subpoena to the extent that it seeks confidential or proprietary information of Sullivan & Cromwell, its client(s) or counterparties.

11. These objections and responses, while based on a reasonable search to date by Sullivan & Cromwell, reflect only the current state of Sullivan & Cromwell's knowledge, understanding and belief with respect to the matters addressed in the Subpoena. The objections and responses herein are not intended as, and shall not in any way be deemed, an admission or representation that certain documents exist or do not exist. Without in any way obligating itself to do so, Sullivan & Cromwell reserves the right to supplement, revise, correct, clarify, or otherwise modify its objections and responses to the Subpoena with such pertinent information as it may subsequently discover.

12. Sullivan & Cromwell reserves the right to assert any other applicable objections to the Subpoena and to object to any other demands relating to the subject matter of the responses herein. Sullivan & Cromwell's responses and objections to the Subpoena are not intended to, and do not, constitute a waiver of any rights or objections.

13. Reference to a particular General Objection in the Specific Objections below is not to be deemed a waiver of any General Objections not referenced herein.

14. Any disclosure of information or production of documents protected from discovery by the attorney-client privilege, the work product doctrine or any other applicable privilege, protection, immunity, law or rule is inadvertent and should not be construed to constitute a waiver of such protection or any objection asserted herein.

SPECIFIC OBJECTIONS AND RESPONSES

REQUEST NO. 1

All documents and communications concerning audits, investigations and examinations into Regions' Loan Portfolio, including but not limited to, those conducted by:

- (a) Regions' Board of Directors or any committee thereof;

- (b) the SEC;
- (c) the DOJ;
- (d) the FBI;
- (e) the FDIC;
- (f) the Federal Reserve;
- (g) the OTS;
- (h) the Banking Department;
- (i) the DFI;
- (j) the DBF;
- (k) the OAG; and
- (l) any other state or federal government agency.

Response to Request No. 1

In addition to its General Objections, Sullivan & Cromwell further objects to this Request to the extent that it seeks documents that contain information, or are themselves, protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the bank examination privilege or any other applicable privilege or immunity. Sullivan & Cromwell has no documents that are responsive to this request other than those protected from disclosure by any or all of such privileges or immunities.

REQUEST NO. 2

All documents and communications concerning audits, investigations and examinations into Regions' financial statements, including, but not limited to, those conducted by:

- (a) Regions' Board of Directors or any committee thereof;

- (b) the SEC;
- (c) the FDIC;
- (d) the Federal Reserve;
- (e) the OTS;
- (f) the Banking Department;
- (g) the DFI;
- (h) the DBF;
- (g) the OAG; and
- (i) any other state or federal governmental agency.

Response to Request No. 2

In addition to its General Objections, Sullivan & Cromwell further objects to this Request to the extent that it seeks documents that contain information, or are themselves, protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the bank examination privilege or any other applicable privilege or immunity. Sullivan & Cromwell has no documents that are responsive to this request other than those protected from disclosure by any or all of such privileges or immunities.

REQUEST NO. 3

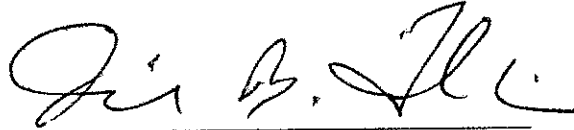
All documents and communications concerning the investigations referred to by Regions on page 52 of their SEC Form 10-Q filed on August 4, 2011 (relevant portions of which are attached hereto as Exhibit 1).

Response to Request No. 3

In addition to its General Objections, Sullivan & Cromwell further objects to this Request to the extent that it seeks documents that contain information, or are themselves,

protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the bank examination privilege or any other applicable privilege or immunity. Sullivan & Cromwell has no documents that are responsive to this request other than those protected from disclosure by any or all of such privileges or immunities.

Dated: October 13, 2011
New York, NY

A handwritten signature in black ink, appearing to read "David B. Tulchin", written over a horizontal line.

David B. Tulchin
David R. Dehoney
Elizabeth A. Cassady
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(212) 558-4000

*Attorneys for Non-Party
Sullivan & Cromwell LLP*