

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

In re:

**JEFFERSON COUNTY, ALABAMA,
a political subdivision of the State of
Alabama,**

Debtor.

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Case No. 11-05736-TBB9

Chapter 9

**JEFFERSON COUNTY’S MOTION FOR CLARIFICATION OF ORDER APPROVING
(A) THE FORM, SCOPE, AND NATURE OF SOLICITATION, BALLOTING,
TABULATION, AND NOTICES WITH RESPECT TO THE “CHAPTER 9 PLAN OF
ADJUSTMENT FOR JEFFERSON COUNTY, ALABAMA (DATED JULY 29, 2013)”;
AND (B) RELATED CONFIRMATION PROCEDURES, DEADLINES, AND NOTICES
[DOCKET NO. 1975]**

Jefferson County, Alabama, the debtor in the above-styled case (the “County”), pursuant to 11 U.S.C. §§ 105, 941, and 943 and Federal Rules of Bankruptcy Procedure 3017, 3018, and 9007 hereby moves for clarification of the Court’s *Order Approving (A) the Form, Scope, and Nature of Solicitation, Balloting, Tabulation, and Notices with Respect to the “Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)”*; and *(B) Related Confirmation Procedures, Deadlines, and Notices [Docket No. 1975]* (the “Plan Procedures Order”), as follows:

BACKGROUND OF CASE

1. On November 9, 2011 (the “Filing Date”), the County filed a voluntary petition for relief under Chapter 9 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

2. On March 4, 2012, this Court entered the order for relief in the County’s case [Docket No. 778], confirming the County’s eligibility to be a debtor under Chapter 9 of the Bankruptcy Code.



3. The County has filed its *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (as it may be further amended, supplemented, or modified from time to time by the County in accordance with the terms thereof and Bankruptcy Code section 942, the “Plan”)¹ and *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (as it may be further amended, supplemented, or modified from time to time by the County, the “Disclosure Statement”).

4. The Court has approved the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code. *See* Docket No. 1974.

5. No committee of unsecured creditors has been appointed in the County’s case.

JURISDICTION AND NOTICE

6. The County brings this motion (the “Motion”) pursuant to 11 U.S.C. §§ 105, 941, and 943 and Federal Rules of Bankruptcy Procedure 3017, 3018, and 9007.

7. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue of the County’s case and the Motion is proper before the Court under 28 U.S.C. §§ 1408 and 1409.

8. The County will serve a copy of this Motion on all parties on the Master Service List, as that term is defined in the Court’s *Order Establishing Notice, Service, and Case Management Procedures Pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Bankruptcy Rule 2002(m)* [Docket No. 89].

PROCEDURAL BACKGROUND

9. On July 3, 2013, the County filed its *Motion for Entry of Order Approving: (A) the Form, Scope, and Nature of Solicitation, Balloting, Tabulation, and Notices with Respect to the*

¹ Unless otherwise defined herein, all capitalized terms shall have the meaning provided in the Plan.

“Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)”; and (B) *Related Confirmation Procedures, Deadlines, and Notices* [Docket No. 1832] (as subsequently supplemented by the County on July 29, 2013, the “Plan Procedures Motion”).

10. The Plan Procedures Motion sought, among other things, approval of certain deadlines and procedures relating to Plan solicitation and approval of the form and scope of notice thereof, all as more specifically described in the Plan Procedures Motion and in the exhibits attached to the Plan Procedures Motion.

11. Following a hearing on August 6, 2013, the Court granted the relief requested in the Plan Procedures Motion and entered the Plan Procedures Order on August 7, 2013. *See* Docket No. 1975.

12. Pursuant to the Plan Procedures Order, the Court ordered the County to, among other things, “file and serve the Plan Supplement on or before September 30, 2013.” *See* Plan Procedures Order at p. 5.

13. The County is finalizing the Plan Supplement and intends to file it on September 30, 2013. The Plan Supplement will include, among other things, the Amended and Restated GO Warrant Indentures, the New Sewer Warrant Indenture, the Put Agreement, the initial Schedule of Assumed Agreements, the School Warrant Second Supplemental Indenture, and the Tail Risk Payment Agreements with each of the three Sewer Warrant Insurers. These documents collectively represent several hundred pages.

14. Although the Plan Procedures Order orders the County to serve the Plan Supplement, the Plan Procedures Order does not specify the parties that must receive service copies of the Plan Supplement.² *See id.*

MOTION FOR CLARIFICATION

15. Pursuant to section 105(a) of the Bankruptcy Code, “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Moreover, Federal Rule of Bankruptcy Procedure 9007 provides that “[w]hen notice is to be given under these rules, the court shall designate, if not otherwise specified [], the time within which, the entities to whom, and the form and manner in which notice shall be given.”

16. The complete Plan Supplement will be voluminous and serving copies of the Plan Supplement on all Creditors and other parties in interest would be expensive, impractical, unnecessary. Indeed, the documents contained in the Plan Supplement are not relevant to all Creditors and largely pertain only to the specific counterparties to the particular agreements (most of which were involved in the process of negotiating the form of such agreements).

17. Because the Plan Procedures Order does not specify who should receive service of the Plan Supplement, the County requests clarification limiting service. No rule or provision requires serving the Plan Supplement as broadly as the County served the Plan itself. The expense of such broader service would be unduly burdensome and outweigh any benefit. In fact, broader service of the Plan Supplement is likely to cause confusion and impose unnecessary expense on parties unaffected by the Plan Supplement.

² The Plan Procedures Motion is unclear about the proposed parties to be served with the Plan Supplement. Paragraph 7B of the Plan Procedures Motion states that the County seeks authorization to serve the Plan Supplement “on the Persons listed in Paragraph 1.” However, there are no parties listed in Paragraph 1 of the Plan Procedures Motion, and the scope of the intended cross-reference is unclear.

18. In particular, the County requests that the Court enter an order in substantial conformity with the proposed order attached hereto as **Exhibit A**, amending the Plan Procedures Order to provide as follows:

- a. On or before September 30, 2013, the County shall serve the initial Schedule of Assumed Agreements on the counterparties to the agreements listed in the initial Schedule of Assumed Agreements, along with a CD-ROM containing the Plan and Disclosure Statement (including all exhibits) and a form of notice to be prepared by the County and included with the applicable affidavit of service;
- b. On or before September 30, 2013, the County shall file on the docket and serve the complete Plan Supplement on the Master Service List, as that term is defined in the Court's *Order Establishing Notice, Service, and Case Management Procedures Pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Bankruptcy Rule 2002(m)* [Docket No. 89]; and
- c. On or before September 30, 2013, the complete Plan Supplement shall be made available for viewing and download at www.jeffersoncountyrestructuring.com.

19. Creditors that have filed a Proof of Claim in the County's Case and the beneficial holders of the County's warrants have received notice of the Plan, Disclosure Statement, and Confirmation Hearing Notice. The Confirmation Hearing Notice contains, among other things, notice of the availability of all Plan related documents at www.jeffersoncountyrestructuring.com, through PACER, and upon request.

20. The County files this Motion without prejudice to or waiver of its rights pursuant to Section 904 of the Bankruptcy Code, and nothing herein is intended as or shall be deemed to constitute the County's consent to this Court's interference with (a) any of the political or

governmental powers of the County, (b) any of the property or revenues of the County, or (c) the County's use or enjoyment of any income-producing property.

WHEREFORE, the County respectfully requests the Court enter an order in substantial conformity with the proposed order attached hereto as **Exhibit A**, and for such other, further, and different relief as may be just and proper.

Respectfully submitted this the 27th day of September, 2013.

/s/ J. Patrick Darby

BRADLEY ARANT BOULT CUMMINGS LLP

J. Patrick Darby

Jay R. Bender

Jennifer H. Henderson

One Federal Place

1819 Fifth Avenue North

Birmingham, Alabama 35203

Telephone: (205) 521-8000

Facsimile: (205) 521-8500

Email: pdarby@babbc.com, jbender@babbc.com,

jhenderson@babbc.com

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (*pro hac vice*)

Lee R. Bogdanoff (*pro hac vice*)

Whitman L. Holt (*pro hac vice*)

1999 Avenue of the Stars, Thirty-Ninth Floor

Los Angeles, California 90067

Telephone: (310) 407-4000

Facsimile: (310) 407-9090

Email: kklee@ktbslaw.com, lbogdanoff@ktbslaw.com,

wholt@ktbslaw.com

Counsel for Jefferson County, Alabama

CERTIFICATE OF SERVICE

I hereby certify that on September 27, 2013, a copy of the foregoing motion and the exhibit to the motion were served upon the parties identified on the attached service list by the means specified therein.

/s/ Patrick Darby

OF COUNSEL

MASTER SERVICE LIST

VIA E-MAIL:

Jefferson County, Alabama c/o Patrick Darby c/o Jay Bender Bradley Arant Boult Cummings LLP 1819 Fifth Avenue North Birmingham, AL 35203 pdarby@babbc.com jbender@babbc.com	Jefferson County Special Counsel J.F. "Foster" Clark, Esq. Balch & Bingham, LLP 1901 6th Avenue North 2600 AmSouth Harbert Plaza Birmingham, AL 35203-4644 fclark@balch.com
Jefferson County, Alabama c/o Kenneth Klee c/o Lee Bogdanoff c/o Robert J. Pfister c/o Whitman L. Holt c/o Samuel M. Kidder Klee, Tuchin, Bogdanoff & Stern, LLP 1999 Avenue of the Stars, Thirty-Ninth Floor Los Angeles, CA 90067-5061 kklee@ktbslaw.com lbogdanoff@ktbslaw.com rpfister@ktbslaw.com skidder@ktbslaw.com	Jefferson County Special Counsel J. Hobson Presley, Jr. Balch & Bingham LLP 1901 Sixth Avenue North Suite 1500 Birmingham, Alabama 35203-4642 hpresley@balch.com
The Bank of New York Mellon, as Indenture Trustee c/o Gerald F. Mace c/o Michael R. Paslay c/o David E. Lemke, Esq. c/o Ryan K. Cochran, Esq. c/o Paul S. Davidson Waller Lansden Dortch & Davis, LLP 511 Union Street, Suite 2700 Nashville, TN 37219 Gerald.Mace@wallerlaw.com Mike.Paslay@wallerlaw.com David.Lemke@wallerlaw.com Ryan.Cochran@wallerlaw.com Paul.Davidson@wallerlaw.com	Bankruptcy Administrator for the Northern District of Alabama (Birmingham) Office of the Bankruptcy Administrator c/o J. Thomas Corbett, Esq. United States Bankruptcy Court Robert S. Vance Federal Building 1800 5th Ave. North Birmingham AL 35203 Thomas_Corbett@alnbba.uscourts.gov

The Bank of New York Mellon, as Indenture Trustee c/o Bridget M. Schessler The Bank of New York Mellon Trust Company, N.A. 525 William Penn Place, 7th Floor Pittsburgh, PA 15259 bridget.schessler@bnymellon.com	The Bank of New York Mellon, as Indenture Trustee c/o Larry Childs, Esq. c/o Brian J. Malcom, Esq. c/o Heath A. Fite, Esq. Waller Lansden Dortch & Davis, LLP Regions Harbert Plaza 1901 Sixth Avenue North, Suite 1400 Birmingham, AL 35203 Larry.Childs@wallerlaw.com Brian.Malcom@wallerlaw.com Heath.Fite@wallerlaw.com
The Bank of New York Mellon c/o Debra L. Felder Orrick, Herrington, & Sutcliffe LLP Columbia Center 1152 15th Street, N.W. Washington, D.C. 20005-1706 dfelder@orrick.com	JPMorgan Chase Bank, as Liquidity Agent c/o Steve Fuhrman Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017 sfuhrman@stblaw.com
U.S. Bank, National Association, as Paying Agent 2204 Lakeshore Drive Suite 302 Mail Code: EX-AL-WWPH Homewood, AL 35209 felicia.cannon@usbank.com	The Bank of New York Mellon c/o Thomas C. Mitchell Orrick, Herrington & Sutcliffe LLP The Orrick Building 405 Howard Street San Francisco, CA 94105-2669 tcmitchell@orrick.com
Bank of America, N.A. c/o David L. Eades c/o Daniel G. Clodfelter c/o David S. Walls Moore & Van Allen, PLLC 100 North Tryon Street, Suite 4700 Charlotte, NC 28202-4003 davideades@mvalaw.com danclofelter@mvalaw.com davidwalls@mvalaw.com	The Bank of New York Mellon Sirote & Permut, P.C. c/o Stephen B. Porterfield c/o Donald Wright 2311 Highland Avenue South Birmingham, AL 35205 sporterfield@sirote.com dwright@sirote.com

Blue Ridge Investments, LLC Affiliate of Bank of America, N.A. c/o David L Eades c/o Daniel G. Clodfelter c/o David S. Walls Moore & Van Allen, PLLC 100 North Tryon Street, Suite 4700 Charlotte, NC 28202-4003 davideades@mvalaw.com danclodfelter@mvalaw.com davidwalls@mvalaw.com	Blue Ridge Investments, LLC Affiliate of Bank of America, N.A. c/o Cathleen Curran Moore Burr & Forman LLP 420 North 20th Street, Suite 3400 Birmingham, AL 35203 cmoore@burr.com
Bank of America, N.A. c/o Joe A. Joseph c/o Clifton C. Mosteller c/o Cathleen Curran Moore Burr & Forman LLP 420 North 20th Street, Suite 3400 Birmingham, AL 35203 jjoseph@burr.com cmostell@burr.com cmoore@burr.com	JPMorgan Chase Bank c/o Steve M. Fuhrman, Esq. c/o Mary Beth Forshaw c/o Elisha David Graff c/o Thomas C. Rice c/o William T. Russell, Jr. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017 sfuhrman@stblaw.com mforshaw@stblaw.com egraff@stblaw.com trice@stblaw.com wrussell@stblaw.com
State Street Bank and Trust Company c/o William W. Kannel c/o Adrienne K. Walker Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, MA 02111 wkannel@mintz.com awalker@mintz.com	Regions Bank c/o Jayna Partain Lamar c/o J. Leland Murphree Maynard Cooper & Gale, P.C. AmSouth/Harbert Plaza, Suite 2400 1901 6th Avenue North Birmingham, AL 35203-2618 jlamar@maynardcooper.com lmurphree@maynardcooper.com
State Street Bank and Trust Company Sirote & Permut, P.C. c/o Stephen B. Porterfield c/o Donald Wright 2311 Highland Avenue South Birmingham, AL 35205 sporterfield@sirote.com dwright@sirote.com	Regions Bank, as Trustee c/o Brian P. Hall Smith, Gambrell & Russell, LLP Promenade II, Suite 3100 1230 Peachtree Street, N.E. Atlanta, Georgia 30309-3592 bhall@sgrlaw.com

Societe Generale c/o Mark J. Fiekers c/o Joyce T. Gorman Ashurst LLP 1875 K Street N.W., Suite 750 Washington, DC 20006 mark.fiekers@ashurst.com joyce.gorman@ashurst.com	Financial Guaranty Insurance Company c/o William H. Patrick, III c/o Tristan E. Manthey c/o Cherie Dessauer Nobles Heller, Draper, Patrick & Horn, L.L.C. 650 Poydras Street, Suite 2500 New Orleans, Louisiana 70130-6103 wpatrick@hellerdraper.com tmanthey@hellerdraper.com cnobles@hellerdraper.com
Financial Guaranty Insurance Company c/o Robert K. Spotswood c/o Michael T. Sansbury c/o Emily J. Tidmore c/o Grace L. Kipp Spotswood Sansom & Sansbury LLC One Federal Place 1819 Fifth Avenue North Suite 1050 Birmingham, Alabama 35203 rks@spotswoodllc.com msansbury@spotswoodllc.com etidmore@spotswoodllc.com gkippp@spotswoodllc.com	Financial Guaranty Insurance Company c/o H. Slayton Dabney, Jr. Dabney, PLLC 303 Grande Court Richmond, Virginia 23229 sdabney@dabneypllc.com
Assured Guaranty Municipal Corp. c/o Winston & Strawn LLP Lawrence A. Larose, Esq. Samuel S. Kohn, Esq. Sarah L. Trum, Esq. George Mastoris Carrie V. Hardman 200 Park Avenue New York, New York 10166-4193 llarose@winston.com skohn@winston.com strum@winston.com gmastoris@winston.com chardman@winston.com	Receiver for County's Sewer System John S. Young, Jr. LLC, as Receiver c/o Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. Timothy M. Lupinacci, Esq. W. Patton Hahn, Esq. Daniel J. Ferretti, Esq. Bill D. Bensinger, Esq. 1600 Wells Fargo Tower Birmingham, AL 35203 tlupinacci@bakerdonelson.com phahn@bakerdonelson.com dferretti@bakerdonelson.com bbensinger@bakerdonelson.com

Assured Guaranty Municipal Corp. c/o Mark P. Williams Norman, Wood, Kendrick & Turner Financial Center – Suite 1600 505 20 th Street North Birmingham, AL 35203 mpwilliams@nwkt.com	Receiver for County’s Sewer System John S. Young, Jr. LLC, as Receiver c/o Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. Joe A. Conner 1800 Republic Centre 633 Chestnut Street Chattanooga, TN 37450 jconner@bakerdonelson.com
Syncora Guarantee, Inc. c/o Quinn Emanuel Urquhart & Sullivan, LLP c/o Jonathan E. Pickhardt c/o Jake M. Shields c/o Susheel Kirpalani c/o Daniel Holzman c/o Eric Kay c/o Robert S. Loigman c/o Xochitl Strohbehn 51 Madison Avenue, 22 nd Floor New York, NY 10010 jonpickhardt@quinnemanuel.com jakeshields@quinnemanuel.com susheelkirpalani@quinnemanuel.com danielholzman@quinnemanuel.com erickay@quinnemanuel.com robertloigman@quinnemanuel.com xochitlstrohbehn@quinnemanuel.com	Jefferson County Personnel Board c/o Lee R. Benton c/o Jamie A. Wilson Benton & Centeno, LLP 2019 3 rd Avenue North Birmingham, AL 35203 lbenton@bcattys.com jwilson@bcattys.com
Bayern LB c/o Edward A. Smith Venable Rockefeller Center 1270 Avenue of the Americas Twenty-fifth Floor New York, NY 10020 EASmith@Venable.com	Bayern LB c/o Joseph Campagna Vice President 560 Lexington Avenue New York, New York 10022 jcampagna@bayernlbny.com

Societe Generale c/o Christopher Blackwell c/o Dan Schulman Ashurst LLP Times Square Tower 7 Times Square New York, NY 10036 Christopher.Blackwell@ashurst.com Dan.Schulman@ashurst.com	Ambac Assurance Corporation c/o Charles L. Denaburg Najjar Denaburg, P.C. 2125 Morris Avenue Birmingham, AL 35203 cdenaburg@najjar.com
Jeffrey Weissman, D.D.S. Jeffrey Weissman, D.D.S., P.C. Keith Shannon Individually and as Class Representatives c/o Wilson F. Green Fleenor & Green, LLP 204 Marina Drive, Ste. 200 Tuscaloosa, AL 35406 wgreen@fleenorgreen.com	Ambac Assurance Corporation c/o Miles W. Hughes c/o William P. Smith c/o Robert A. Dall'Asta c/o Greg Kopacz McDermott Will & Emery LLP 227 West Monroe Street Chicago, Illinois 60606 mwhughes@mwe.com wsmith@mwe.com rdallasta@mwe.com gkopacz@mwe.com
Jeffrey Weissman, D.D.S. Jeffrey Weissman, D.D.S., P.C. Keith Shannon Individually and as Class Representatives c/o Brian R. Walding WALDING, LLC 505 20th Street North, Suite 620 Birmingham, AL 35203 bwalding@waldinglaw.com	Ambac Assurance Corporation c/o Gregory Andrew Kopacz McDermott Will & Emery LLP 340 Madison Avenue New York, New York 10173-1922 gkopacz@mwe.com
City of Birmingham c/o Michael M. Fliegel Assistant City Attorney Legal Dept. 710 20th Street North Birmingham, AL 35203 Mike.Fliegel@ci.birmingham.al.us	J.P. Morgan Securities, Inc. JPMorgan Chase Bank, N.A. c/o Clark R. Hammond Johnston Barton Proctor & Rose, LLP 569 Brookwood Village, Suite 901 Birmingham, AL 35209 crh@johnstonbarton.com

Societe Generale c/o Donald M. Wright c/o Stephen B. Porterfield Sirote & Permutt, P.C. 2311 Highland Avenue South Birmingham, AL 35205 dwright@sirote.com sporterfield@sirote.com	JPMorgan Chase Bank, N.A. c/o Lindan J. Hill Johnston Barton Proctor & Rose, LLP 569 Brookwood Village, Suite 901 Birmingham, AL 35209 lhill@johnstonbarton.com
National Public Finance Guarantee Corp. c/o Benjamin S. Goldman Hand Arendall LLC 1200 Park Place Tower 2001 Park Place North Birmingham, AL 35203 bgoldman@handarendall.com	Anne Elizabeth McGowin, Esq. Legal Advisor Office of the Governor State of Alabama State Capitol, Room NB-05 600 Dexter Avenue Montgomery, AL 36130 anneelizabeth.mcgowin@finance.alabama.gov
National Public Finance Guarantee Corp. c/o Mark A. Cody Jones Day 77 West Wacker Chicago, IL 60601-1676 macody@jonesday.com	City of Center Point, Alabama c/o Robert C. Keller Russo, White & Keller, P.C. 315 Gadsden Highway, Suite D Birmingham, AL 35235 rjlawoff@bellsouth.net
Syncora Guarantee, Inc. c/o Matthew Scheck Quinn Emanuel Urquhart & Sullivan, LLP 865 South Figueroa Street, 10th Floor Los Angeles, CA 90017 matthewscheck@quinnemanuel.com	Syncora Guarantee, Inc. c/o Richard P. Carmody c/o Lawrence J. McDuff c/o Russell J. Rutherford c/o David K. Bowsher Adams and Reese LLP Regions Harbert Plaza 1901 6th Avenue North, Suite 3000 Birmingham, AL 35203 Richard.Carmody@arlaw.com Laurence.McDuff@arlaw.com Russell.Rutherford@arlaw.com David.Bowsher@arlaw.com

U.S. Securities and Exchange Commission Office of Reorganization Atlanta Regional Office 950 East Paces Ferry Road, N.E., Suite 900 Atlanta, Georgia 30326-1382 Telephone: 404-842-7600 Facsimile: 404-842-7633 E-mail: atlreorg@sec.gov	National Public Finance Guarantee Corp. c/o Amy Edgy Ferber Jones Day 1420 Peachtree Street, N.E. Suite 800 Atlanta, GA 30309-3053 aeferber@jonesday.com
Lloyds TSB Bank PLC c/o Laura E. Appleby Chapman and Cutler LLP 330 Madison Ave. 34 th Floor New York, NY 10017 appleby@chapman.com	National Public Finance Guarantee Corp. c/o Corinne Ball Jones Day 222 East 41 st Street New York, NY 10017-6702 cball@jonesday.com
Lloyds TSB Bank PLC c/o Ann E. Acker c/o James E. Spiotto Chapman and Cutler, LLP 111 W. Monroe St. Chicago, IL 60603 acker@chapman.com spiotto@chapman.com	The Securities and Exchange Commission SEC Headquarters 100 F Street, NE Washington, DC 20549-9040 Attention: Morgan Bradylyons, Senior Counsel bradylyonsm@sec.gov
Lloyds TSB Bank PLC c/o Donald M. Wright c/o Stephen B. Porterfield Sirote & Permutt, P.C. 2311 Highland Avenue S. Birmingham, AL 35205 dwright@sirote.com sporterfield@sirote.com	The Bank of Nova Scotia c/o Laura E. Appleby Chapman and Cutler LLP 330 Madison Ave. 34 th Floor New York, NY 10017 appleby@chapman.com
Appellant William Casey Appeal No. 1101361 in Supreme Court of Alabama c/o Matthew Weathers Weathers Law Firm, LLC P.O. Box 1826 Birmingham, AL 35201 mweathersmatt@gmail.com	The Bank of Nova Scotia c/o Ann E. Acker c/o James E. Spiotto Chapman and Cutler, LLP 111 W. Monroe St. Chicago, IL 60603 acker@chapman.com spiotto@chapman.com

Appellant William Casey Appeal No. 1101361 in Supreme Court of Alabama c/o Edward Jason Dennis c/o Samuel B. Hardy, IV Lynn Tillotson Pinker & Cox, LLP 2100 Ross Avenue, Suite 2700 Dallas, Texas 75201 jdennis@lynnllp.com shardy@lynnllp.com	The Bank of Nova Scotia c/o Donald M. Wright c/o Stephen B. Porterfield Sirote & Permutt, P.C. 2311 Highland Avenue S. Birmingham, AL 35205 dwright@sirote.com sporterfield@sirote.com
U.S. Bank National Association, in its capacity as Indenture Trustee c/o Charles R. Johanson III Engel, Hairston, & Johanson, P.C. 4 th Floor, 109 20 th Street (35203) P.O. Box 11405 Birmingham, AL 35202 rjohanson@ehjlaw.com	Appellant Carmella Macon Appeal No. 1101270 in the Supreme Court of Alabama c/o Matthew Weathers Weathers Law Firm, LLC P.O. Box 1826 Birmingham, AL 35201 mweathersmatt@gmail.com
David Perry, Esq. Finance Director Office of the Governor State of Alabama Office of the Governor State Capitol, Room N-104 600 Dexter Avenue Montgomery, AL 36130 david.perry@governor.alabama.gov	Appellant Carmella Macon Appeal No. 1101270 in the Supreme Court of Alabama c/o Edward Jason Dennis c/o Samuel B. Hardy, IV Lynn Tillotson Pinker & Cox, LLP 2100 Ross Avenue, Suite 2700 Dallas, Texas 75201 jdennis@lynnllp.com shardy@lynnllp.com
State of Alabama Department of Finance c/o Rachel L. Webber c/o Jerry C. Olshue, Jr. c/o Kristopher D. Sodergren c/o Robin E. Pate Rosen Harwood, P.A. 2200 Jack Warner Parkway, Suite 200 P.O. Box 2727 Tuscaloosa, AL 35403-2727 rwebber@rosenharwood.com boldshue@rosenharwood.com rpate@rosenharwood.com	U.S. Bank National Association, in its capacity as Indenture Trustee c/o Clark T. Whitmore Maslon Edleman Borman & Brand, LLP 3300 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-4140 clark.whitmore@maslon.com

Wendell Major Public Employee of Jefferson County Alabama 3775 Gillespie Road Dolomite, AL 35061 majorpd@charter.net wwm5007@gmail.com	Beckman Coulter, Inc. c/o Kirk B. Burkley Bernstein Law Firm, P.C. Suite 2200 Gulf Tower Pittsburgh, PA 15219-1900 kburkley@bernsteinlaw.com
Beers Properties, LLC Creditor c/o W.L. Longshore, III Longshore, Buck & Longshore, P.C. 2009 Second Avenue North Birmingham, AL 35203 Billy3@longshorebuck.com	The Depository Trust & Clearing Corporation A Party in Interest c/o Adam T. Berkowitz c/o Jeffrey Chubak Proskauer Rose LLP Eleven Time Square New York, NY 10036-8299 aberkowitz@proskauer.com jchubak@proskauer.com
Mike Hale, in his official capacity as Sheriff of Jefferson County, Alabama c/o Robert R. Riley c/o Keith Jackson c/o Jay Murrill Riley & Jackson, P.C. 1744 Oxmoor Road Birmingham, AL 35209 jay@rileyjacksonlaw.com	City of Birmingham, Alabama c/o U.W. Clemon White Arnold & Dowd P.C. 2025 Third Avenue North, Suite 500 Birmingham, AL 35203 uwclemon@waadlaw.com
Gene J. Gonsoulin A Party in Interest c/o A. Wilson Webb Webb Law Firm 4416 Linpark Drive Birmingham, AL 35222 awilsonwebb@gmail.com	Jefferson County Board of Education c/o Whit Colvin Bishop, Colvin, Johnson & Kent, LLC 1910 First Avenue North Birmingham, AL 35203 wcolvin@bishopcolvin.com
David Swanson Interested Party c/o Henry J. Walker Walker Law Firm 2330 Highland Ave. Birmingham, AL 35205 henryjwalker@bellsouth.net	All Temps Systems, Inc. c/o Andre' M. Toffel Andre' M. Toffel, P.C. Suite 300 600 North, 20 th Street Birmingham, AL 35203 atoffel@toffelp.com

Bill George c/o Jon C. Goldfarb c/o Daniel Arciniegas c/o L. William Smith Wiggins, Childs, Quinn & Pantazis, LLC The Kress Building, 301 19th Street North Birmingham, AL 35203 wsmith@wcqp.com	Elevator Maintenance and Repair, Inc. Creditor c/o Charles N. Parnell, III Parnell & Crum, P.A. P.O. Box 2189 Montgomery, AL 36102-2180 bkrp@parnellcrum.com
U.S. Pipe and Foundry Company, LLC c/o Jeffrey B. McClellan, Esq. 1200 Abernathy Road, NE Suite 1200 Atlanta, GA 30328 jmcclellan@muellerwp.com	Wells Fargo Bank, National Association as Indenture Trustee c/o Eric A. Schaffer c/o Luke A. Sizemore c/o Mike C. Buckley Reed Smith LLP 225 Fifth Ave., Suite 1200 Pittsburgh, PA 15230-2009 eschaffer@reedsmith.com lsizemore@reedsmith.com mbuckley@reedsmith.com
City of Midfield, Alabama c/o David A. Sullivan 1728 3rd Avenue North Suite 400D Birmingham, AL 35203 dasnicole@bellsouth.net	Fraternal Order of Police Lodge 64 Robert Thompson, Aubrey Finley and William D. McAnally et al. on behalf of the Employees of the Jefferson County Sheriff's Office c/o Raymond P. Fitzpatrick 1929 Third Avenue North Birmingham, Alabama 35203 rpfitzpatrick@fcclawgroup.com
BBA Development, LLC c/o Amanda M. Beckett Burr & Forman LLP 420 North 20th Street, Suite 3400 Birmingham, AL 35203 abeckett@burr.com	Medical Data Systems Inc. c/o Bryan G. Hale Starnes Davis Florie LLP 100 Brookwood Place, 7th Floor Birmingham, AL 35209 bgh@starneslaw.com

Lara Swindle c/o Ann C. Robertson c/o H. Wallace Blizzard Wiggins, Childs, Quinn & Pantazis, LLC The Kress Building 301 Nineteenth Street North Birmingham, AL 35203 arobertson@wcqp.com hwb@wcqp.com	Charlotte Breece Lillie Starks On behalf of all similarly situated persons in Breece, et al v. Jefferson County Tax Collector c/o Lee Wendell Loder Loder, P.C. P.O. Box 13545 Birmingham, AL 35202 loderlawfirm@aol.com
John Madison, IV, inmates and others similarly situated at the Jefferson County Jail c/o H. Doug Redd 5343 Old Springville Road Pinson, AL 35126 hdougredd@gmail.com	B.A.S. L.L.P. c/o Salem Resha, Jr. Wilson Resha, LLC 1516 20th Street South, Suite A Birmingham, AL 35205 snr@wilsonresha.com
CSX Transportation, Inc. A party-in-interest c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkowitz, P.C. 420 20th Street North 1600 Wells Fargo Tower Birmingham, AL 35203 jwhite@bakerdonelson.com	Unisys Corporation Party in Interest c/o Dana S. Plon, Esq. Sirlin Gallogly & Lesser, P.C. 123 South Broad Street, Suite 2100 Philadelphia, PA 19109 dplon@sirlinlaw.com
James Pruitt Interested Party c/o Cynthia Forman Wilkinson, Esq. c/o Larry R. Mann, Esq. Wilkinson Law Firm, PC 215 N. Richard Arrington, Jr. Blvd., Ste. 811 Birmingham, AL 35203 wilkinsonefile@bellsouth.net	John Mason, IV c/o Dan C. King, III Stewart & Stewart, P.C. 1826 3rd Avenue North Suite 300 Bessemer, AL 35020 dking@stewartandstewart.net

James R. Crane c/o Steven D. Altmann c/o Charles L. Denaburg c/o Marvin E. Franklin Najjar Denaburg, P.C. 2125 Morris Avenue Birmingham, AL 35203 saltmann@najjar.com cdenaburg@najjar.com mfranklin@najjar.com	Owens & Minor, Inc. c/o Robert S. Westermann, Esq. c/o Sheila deLa Cruz, Esq. Hirschler Fleischer, P.C. P.O. Box 500 Richmond, Virginia 23218-0500 rwestermann@hf-law.com sdelacruz@hf-law.com
James R. Crane c/o Sydney Gibbs Ballesteros Gibbs & Bruns, LLP 1100 Louisiana, Suite 5300 Houston, Texas 77002 sballesteros@gibbsbruns.com	Collette Funderburg Creditor and Interested Party c/o Michael J. Antonio, Jr. Greystone Legal Clinic 2516 11 th Avenue North Birmingham, AL 35234 MANT003@aol.com
W.C. Rice Oil Company, Inc. c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkowitz, P.C. 420 20 th Street North 1600 Wells Fargo Tower Birmingham, Alabama 35203 jwhite@bakerdonelson.com	Universal Hospital Services, Inc. c/o James E. Bailey, III Butler, Snow, O'Mara, Stevens & Cannada, PLLC 6075 Poplar Avenue, Suite 500 Memphis, TN 38119 jeb.bailey@butlersnow.com
Delores W. Frost c/o W.L. Longshore, III Longshore, Buck & Longshore, P.C. 2009 Second Avenue North Birmingham, Alabama 3203 Billy3@longshorebuck.com	Lehman Brothers Special Financing, Inc. c/o James C. Huckaby c/o Daniel D. Sparks c/o Bradley R. Hightower Christian & Small 505 20 th Street North, Suite 1800 Birmingham, Alabama 35203 jch@csattorneys.com dds@csattorneys.com brh@csattorneys.com

AMCAD 15867 North Mountain Road Broadway, VA 22815 cdelawder@amcad.com	BNSF Railway Company c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkowitz, P.C. 420 20th Street North 1600 Wells Fargo Tower Birmingham, Alabama 35203 jwhite@bakerdonelson.com
Wells Fargo Bank, National Association, Indenture Trustee c/o Russell M. Cunningham, IV Cunningham Firm, LLC Landmark Center, Suite 600 2100 First Avenue North Birmingham, AL 35203 Russell@cunninghamfirmllc.com	Moore Oil Company Creditor c/o Brenton K. Morris Benton & Centeno, LLP 2019 Third Avenue North Birmingham, Alabama 35203 bmorris@bcattys.com
Innovation Depot, successor-in-interest to Entrepreneurial Center, Creditor c/o Russell M. Cunningham, IV Cunningham Firm, LLC Landmark Center, Suite 600 2100 First Avenue North Birmingham, AL 35203 Russell@cunninghamfirmllc.com	First Commercial Bank As Indenture Trustee c/o David B. Anderson c/o Deanna L. Weidner Anderson Weidner, LLC 505 20th Street North Financial Center, Suite 1450 Birmingham, AL 35203-4635 dbanderson@andersonweidner.com dlweidner@andersonweidner.com
Andrew Bennett, Roderick Royal, et al. c/o Calvin B. Grigsby 2406 Saddleback Drive Danville, CA 94506 cgrigsby@grigsbyinc.com	First Commercial Bank c/o David A. Wender Alston & Bird LLP 1201 West Peachtree Street Atlanta, Georgia 30309 david.wender@alston.com

The Depository Trust Company, on behalf of the holders of the Jefferson County, Alabama, General Obligation Capital Improvement Warrants, Series 2003-A and 2004-A c/o Lawrence S. Elbaum Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299 lelbaum@proskauer.com	Jefferson County, Alabama George Carpinello Boies, Schiller & Flexner LLP 10 North Pearl Street, 4th Floor Albany, New York 12207 gcarpinello@bsflp.com
Bayerische Landesbank c/o Edward A. Smith Venable LLP Rockefeller Center 1270 Avenue of the Americas New York, NY 10020 easmith@Venable.com	AMSOL c/o John K. Rezac Taylor English Duma LLP 1600 Parkwood Circle, Suite 400 Atlanta, Georgia 30339 jrezac@taylorench.com
Internal Revenue Service c/o Kenya Bufford 801 Tom Martin Drive M/S 126 Birmingham, AL 35211 Kenya.Bufford@irs.gov	UAB Health System c/o Kathleen Kauffman Legal Counsel 500 22nd Street South, Suite 408 Birmingham, AL 35233 kkauffman@uasystem.ua.edu
Luther Strange, Esq. Attorney General State of Alabama 501 Washington Avenue Montgomery, AL 36130 lstrange@ago.state.al.us omartin@ago.state.al.us	Vekesha Hawes Creditor c/o Tyrone Townsend P.O. Box 2105 Birmingham, AL 35201 ttowns1@msn.com
John A. Vos Esq., Interested Party c/o John A. Vos, Esq. 1430 Lincoln Avenue San Rafael, CA 94901 invalidemailcfontly@gmail.com	Alabama Department of Environmental Management c/o Tom Johnston, Esq. General Counsel 1400 Coliseum Blvd. Montgomery AL 36110 tlj@adem.state.al.us daf@adem.state.al.us

Environmental Protection Agency c/o Bill Weinischke U.S. Department of Justice Room 6028 Patrick Henry Bldg. 601 D Street, N.W. Washington, D.C. 20004 bill.weinischke@usdoj.gov	University of Alabama Health Services Foundation, P.C. Sirote & Permut, P.C. c/o Stephen B. Porterfield 2311 Highland Avenue South Birmingham, AL 35205 sporterfield@sirote.com
Ad Hoc Sewer Warrantholders c/o Thomas M. Mayer c/o Gregory A. Horowitz c/o Amy Caton c/o Jonathan M. Wagner Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 tmayer@kramerlevin.com ghorowitz@kramerlevin.com acaton@kramerlevin.com jwagner@kramerlevin.com	Environmental Protection Agency c/o William Bush c/o Brad Ammons Atlanta Federal Center 61 Forsyth Street, SW Atlanta, GA 30303-3104 Bush.william@epamail.epa.gov Ammons.brad@epamail.epa.gov
National Public Finance Guarantee Corp. c/o Jennifer S. Morgan Hand Arendall LLC 30200 RSA Tower Post Office Box 123 Mobile, AL 36601 jmorgan@handarendall.com	Ad Hoc Sewer Warrantholders c/o Justin G. Williams, Esq. Tanner Guin & Crowell, LLC 2711 University Boulevard Tuscaloosa, AL 35401-1465 jwilliams@tannerguincrowell.com
City of Hoover c/o Leslie M. Klasing c/o April B. Danielson Waldrep, Stewart & Kendrick, LLC 2323 Second Avenue North Birmingham, AL 35203 Klasing@wskllc.com adanielson@wskllc.com	Depfa Bank PLC c/o Israel David c/o Gary L. Kaplan Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, NY 10004 israel.david@friedfrank.com gary.kaplan@friedfrank.com

Charles E. Wilson David Harris, III Mike Agnesia c/o Lee R. Benton c/o Jamie A. Wilson Benton & Centeno, LLP 2019 Third Avenue North Birmingham, AL 35203 lbenton@bcattys.com jwilson@bcattys.com	
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VIA U.S. MAIL:

Shoe Station, Inc. Attn: Michael T. Cronin, Esq. Johnson Pope Bokor Ruppel & Burns, LLP 911 Chestnut Street Clearwater, FL 33576	Teklinks Inc. 201 Summit Parkway Homewood, AL 35209
Morris & Dickson Co LLC 410 Kay Lane Shreveport, LA 71115	Augmentation, Inc. 3415 Independence Drive, Suite 101 Birmingham, AL 35209-8315
AMT Medical Staffing, Inc. 2 20 th Street North Suite 1360 Birmingham, AL 35203	Brice Building Co., LLC 201 Sunbelt Parkway Birmingham, AL 35211
John Plott Company Inc. 2804 Rice Mine Road NE Tuscaloosa, AL 35406	Laboratory Corporation of America 430 South Spring Street Burlington, NC 27215 Attention: Legal Department

EXHIBIT A

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

In re:	)	
	)	
JEFFERSON COUNTY, ALABAMA,	)	Case No. 11-05736-TBB9
a political subdivision of the State of	)	
Alabama,	)	Chapter 9
	)	
Debtor.	)	

**ORDER GRANTING JEFFERSON COUNTY’S MOTION FOR CLARIFICATION OF
ORDER APPROVING (A) THE FORM, SCOPE, AND NATURE OF SOLICITATION,
BALLOTING, TABULATION, AND NOTICES WITH RESPECT TO THE “CHAPTER
9 PLAN OF ADJUSTMENT FOR JEFFERSON COUNTY, ALABAMA (DATED JULY
29, 2013)”; AND (B) RELATED CONFIRMATION PROCEDURES, DEADLINES, AND
NOTICES [DOCKET NO. 1975]**

This matter came before the Court on *Jefferson County’s Motion for Clarification of Order Approving (A) the Form, Scope, and Nature of Solicitation, Balloting, Tabulation, and Notices with Respect to the “Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)”*; and (B) *Related Confirmation Procedures, Deadlines, and Notices [Docket No. 1975]* (the “Motion for Clarification”) [Docket No. ____].

Upon due consideration of the Motion for Clarification, the pleadings of record, the arguments and representations of counsel, all other matters brought before the Court, and for the reasons stated on the record at the hearing on September __, 2013, and for other good cause, the Court **FINDS, DETERMINES, AND CONCLUDES** that notice of the Motion for Clarification and of the hearing on the Motion for Clarification was appropriate in the particular circumstances and the Motion for Clarification is due to be **GRANTED**.

WHEREFORE, based on the foregoing findings of fact and conclusions of law, it is

hereby

ORDERED, ADJUDGED, and DECREED that the Motion for Clarification is **GRANTED**; and it is further

ORDERED, ADJUDGED, and DECREED that the Plan Procedures Order is amended as follows:

- a. On or before September 30, 2013, the County shall serve the initial Schedule of Assumed Agreements on the counterparties to the agreements listed in the initial Schedule of Assumed Agreements, along with a CD-ROM containing the Plan and Disclosure Statement (including all exhibits) and a form of notice to be prepared by the County and included with the applicable affidavit of service;
- b. On or before September 30, 2013, the County shall file on the docket and serve the complete Plan Supplement on the Master Service List, as that term is defined in the Court's *Order Establishing Notice, Service, and Case Management Procedures Pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Bankruptcy Rule 2002(m)* [Docket No. 89]; and
- c. On or before September 30, 2013, the complete Plan Supplement shall be made available for viewing and download at www.jeffersoncountyrestructuring.com; and it is further

ORDERED, ADJUDGED, and DECREED that service of the Plan Supplement upon the parties and in the manner described herein shall constitute due and sufficient notice of the Plan Supplement; and it is further

ORDERED, ADJUDGED, and DECREED that, as except as specifically amended

herein, the Plan Procedures Order shall continue to govern Plan solicitation, tabulation of Ballots, the Commutation Election, the Rescission of Deemed Election, and Plan confirmation; and it is further

ORDERED, ADJUDGED and DECREED that nothing herein is intended as or shall be deemed to constitute the County's consent pursuant to 11 U.S.C. § 904 to this Court's interference with (1) any of the political or governmental powers of the County, (2) any of the property or revenues of the County, or (3) the County's use or enjoyment of any income-producing property.

DONE AND ORDERED this the _____ day of September, 2013.

UNITED STATES BANKRUPTCY JUDGE