

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

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

**FEE EXAMINER'S QUARTERLY REPORT FOR MONTHS OF
JULY, AUGUST AND SEPTEMBER 2013**

Robert M. Fishman, the duly appointed fee examiner (the "Fee Examiner"), submits this Quarterly Report for the Months of July,¹ August and September 2013 (the "Reporting Period") pursuant to paragraph 8 of the Court's Fee Review Order dated September 11, 2013 [Docket No. 810] (the "Fee Review Order"):²

Background

1. Pursuant to the Order Appointing Fee Examiner dated August 19, 2013 [Docket No. 383] (the "Appointment Order"), the Court appointed Robert M. Fishman as the Fee Examiner in connection with the above-captioned bankruptcy case (the "Case"). Pursuant to the Appointment Order, it is the Fee Examiner's responsibility to assure the Court, the City, the creditors, and the public that the City's Professional Fee Expenses (as defined in the Appointment Order) are fully disclosed and are reasonable, as required by 11 U.S.C. § 943(b)(3).

2. Pursuant to paragraph 1 of the Fee Review Order, by no later than September 30, 2013, the City and the Committee were both required to submit lists of all professionals who

¹ This Quarterly Report addresses post-petition time periods only. The above-entitled Chapter 9 case (the "Case") was filed on July 18, 2013. Therefore, only time and expenses from and after July 18, 2013 are included.

² Capitalized terms not otherwise defined herein shall have the meaning assigned in the Fee Review Order.



have been retained to render services in connection with the Case and who seek payment of compensation and reimbursement of expenses from the City for post-petition services, excluding ordinary course professionals hired by the City not in conjunction with the Case, but rather in the same contexts and capacities as such professionals were typically hired by the City prior to the commencement of the Case. Fee Review Order, ¶ 1. The City and the Committee both complied with this requirement by submitting lists of the following City Professionals and Committee Professionals:³

City Professionals

Conway MacKenzie, Inc.
Dykema Gossett, PLLC
Ernst & Young LLP
Jones Day
Foley & Lardner LLP
Kilpatrick & Associates, PC
Kurtzman Carson Consultants LLC
Miller Buckfire & Co. LLC
Miller, Canfield, Paddock & Stone, P.L.C.
Milliman, Inc.
Ottenwess, Allman & Taweel, PLC
Pepper Hamilton LLP

Committee Professionals

Dentons US LLP/Salans FMC SNR Denton Europe LLP
Brooks Wilkins Sharkey & Turco PLLC
Lazard Freres & Co. LLC
Segal Consulting

3. By no later than October 4, 2013, each City Professional and Committee Professional was required to submit to the Fee Examiner (a) an executed copy of its engagement letter, (b) a verified rate statement respecting regular hourly rates and Discounted Rates, and (c) a list of billing and expense categories to be used in Monthly Invoices, which list had to be

³ The City added Professionals (Dykema Gossett, PLLC, Kilpatrick & Associates, PC and Ottenwess, Allman & Taweel, PLC) in a letter to the Fee Examiner dated December 13, 2013.

acceptable to the Fee Examiner in his reasonable discretion (collectively, the “Initial Submissions”). Fee Review Order, ¶ 2.

4. Each of the Professionals has provided its Initial Submissions to the Fee Examiner.

5. Pursuant to the Fee Review Order, each Professional is required to submit Monthly Invoices to the Fee Examiner within 49 days after the end of each calendar month; provided, however, that the July and August 2013 Monthly Invoices were due on or before October 21, 2013 (each, an “Invoice Deadline”). *Id.*, ¶ 4. Within 35 days of each Invoice Deadline, the Fee Examiner is required to create Preliminary Reports with respect to each timely submitted Monthly Invoice and transmit that Preliminary Report to the applicable Professional. *Id.*, ¶ 5. During the 14-day period after the Fee Examiner transmits the Preliminary Report (the “Resolution Period”), the Fee Examiner and each Professional are required to meet and confer respecting any issues raised by the Fee Examiner in the Preliminary Report in an effort to resolve such issues by agreement (the “Resolution Discussion”). *Id.*, ¶ 6.

6. Within 14 days after the expiration of the Resolution Period, the Fee Examiner is required to prepare a Final Monthly Report respecting all of the Monthly Invoices. Fee Review Order, ¶ 7. In the Final Monthly Report, the Fee Examiner is required to delineate all write-offs and other adjustments made to each Monthly Invoice, both before the submission of the Monthly Invoice and as a result of the Resolution Discussions. *Id.*

7. Beginning on February 4, 2014⁴ and approximately every 91 days thereafter, the Fee Examiner is required to prepare Quarterly Reports, which must include the following: (a) copies of each of the Final Monthly Reports for the applicable months and copies of each

⁴ The original date set forth in the Fee Review Order was January 15, 2014, but the Court entered an Order extending that date to February 4, 2014 [Dkt. # 2435].

Monthly Invoice (subject to redaction requirements); (b) a summary of the Professional Fee Expenses for each Professional for the applicable time period, as well as for all prior time periods (if applicable); and (c) a statement by the Fee Examiner as to whether all of the Professional Fee Expenses covered by the Quarterly Report have been fully disclosed and are reasonable. Fee Review Order, ¶ 8. The Quarterly Reports must be filed with the Court and posted on the Emergency Manager's page of the City's website and on the restructuring website maintained by the City's claims and noticing agent. *Id.*

8. The Fee Review Order sets forth other procedures and requirements that apply to and govern the submission, disclosure and review of all Professional Fees in the Case.

Final Monthly Reports and Monthly Invoices

9. As required by the Fee Review Order, the Fee Examiner prepared and transmitted Preliminary Reports to each Professional that submitted a Monthly Invoice and engaged in Resolution Discussions with the Professionals prior to preparing the Final Monthly Reports. The Final Monthly Reports are attached hereto as Group Exhibit 1 (July Post-petition/August 2013 Monthly Reports) and Group Exhibit 2 (September 2013 Monthly Reports), and they include copies of Monthly Invoices (redacted where applicable) submitted by each Professional for the relevant months.

10. Each of the attached Final Monthly Reports includes summaries of the Professional Fee Expenses for each set of applicable Monthly Invoices, including a statement of voluntary write-offs and other reductions made by each of the Professionals with respect to each Monthly Invoice, both before the submission of each Monthly Invoice and as a result of the Resolution Discussions between the Fee Examiner and each Professional.

Summary of Professional Fee Expenses for Reporting Period

11. The following are summaries of the Professional Fee Expenses for the Reporting Period following the Fee Examiner’s review of the Monthly Invoices and related Resolution Discussions with each Professional:⁵

City Professionals

Conway MacKenzie, Inc.		
	Total Fee Request	Total Expense Request
July Post-petition/ August 2013 (“J/A 2013”)	\$1,176,179.31	\$0.00
September 2013	\$1,081,863.30	\$1,218.89
Quarterly Totals:	\$2,258,042.61	\$1,218.89

Jones Day⁶		
	Total Fee Request	Total Expense Request
July Post-petition 2013	\$913,395.37	\$4,673.36
August 2013	\$2,598,553.02	\$37,556.64
September 2013	\$3,077,624.25	\$101,043.82
Quarterly Totals:	\$6,589,572.64	\$143,273.82

Foley & Lardner LLP		
	Total Fee Request	Total Expense Request
J/A 2013	\$99,322.50	\$0.00
September 2013	\$15,532.50	\$0.00
Quarterly Totals:	\$114,855.00	\$0.00

⁵ As set forth in the applicable Monthly Reports, this Quarterly Report does not address the Professional Fee Expenses of Ernst & Young, Kilpatrick & Associates, Dykema Gossett, PLLC or Ottenwess, Allman & Taweel, PLC.

⁶ Jones Day submitted separate invoices for July (Post-petition) and August 2013.

Kurtzman Carson Consultants LLC		
	Total Fee Request	Total Expense Request
J/A 2013	\$59,824.50	\$98,272.59
September 2013	\$27,237.50	\$24,904.31
Quarterly Totals:	\$87,062.00	\$123,176.90

Miller Buckfire & Co. LLC		
	Total Fee Request	Total Expense Request
J/A 2013	\$725,806.45	\$21,694.46
September 2013	\$500,000.00	\$29,607.83
Quarterly Totals:	\$1,225,806.45	\$51,302.29

Miller, Canfield, Paddock & Stone, P.L.C.		
	Total Fee Request	Total Expense Request
J/A 2013	\$275,900.85	\$1,644.04
September 2013	\$299,939.40	\$2,516.19
Quarterly Totals:	\$575,840.25	\$4,160.23

Milliman, Inc.		
	Total Fee Request	Total Expense Request
J/A 2013	\$147,641.20	\$6,227.59
September 2013	\$114,121.00	\$12,084.19
Quarterly Totals:	\$261,762.20	\$18,311.78

Pepper Hamilton LLP		
	Total Fee Request	Total Expense Request
J/A 2013	\$135,067.00	\$191.70
September 2013	\$137,013.50	\$6,655.98
Quarterly Totals:	\$272,080.50	\$6,847.68

Committee Professionals

Dentons US LLP/Salans FMC SNR Denton Europe LLP		
	Total Fee Request	Total Expense Request
J/A 2013	\$138,169.50	\$4,672.14
September 2013	\$1,374,810.25	\$49,430.69
Quarterly Totals:	\$1,512,979.75	\$54,102.83

Brooks Wilkins Sharkey & Turco PLLC		
	Total Fee Request	Total Expense Request
J/A 2013		
September 2013	\$74,478.00	\$305.20
Quarterly Totals:	\$74,478.00	\$305.20

Lazard Freres & Co. LLC		
	Total Fee Request	Total Expense Request
J/A 2013		
September 2013	\$163,333.33	\$0.00
Quarterly Totals:	\$163,333.33	\$0.00

Segal Consulting		
	Total Fee Request	Total Expense Request
J/A 2013		
September 2013	\$209,204.50	\$7,103.37
Quarterly Totals:	\$209,204.50	\$7,103.37

Statement Regarding Disclosure and Reasonableness of Professional Fee Expenses

12. The procedures and requirements set forth in the Fee Review Order, including but not limited to the submission of the information contained in this Quarterly Report, are intended to ensure the adequacy of disclosure and a mechanism to assess the reasonableness of all Professional Fee Expenses. For example, the Initial Submissions enabled the Fee Examiner (i) to

understand the terms of the engagement letters pursuant to which each Professional is employed, (ii) to evaluate the significance of any Discounted Rates in comparison to each Professional's regular hourly rates, and (iii) to obtain Monthly Invoices in a sufficiently detailed and organized format that is conducive to meaningful review. The Fee Examiner, individually and through his professionals, conducted a thorough review of each Monthly Invoice and generated a Preliminary Report for each Monthly Invoice that contained the Fee Examiner's detailed comments and questions, which were aimed at (a) generating compliance with the substantive requirements of the Fee Review Order and the reasonableness standards developed by the Fee Examiner based on his extensive experience in bankruptcy cases, and (b) providing full public disclosure of the Professional Fee Expenses (subject only to redacting as determined by the applicable Professional).

13. Clearly, the Professional Fee Expenses incurred during the Reporting Period were substantial. Due to the magnitude and complexity of the Case, the novelty of the legal issues, the extremely tight time frames imposed by the Court and the strong differences in opinion between the various parties about what to do and how to do it, it was (and continues to be) inevitable that the costs associated with the services provided by the various Professionals were going to be significant. It is impossible (and inappropriate) to view these numbers in the abstract. They must be tested against the circumstances of the Case, such as the amount of debt being addressed, the number of competing interests that have to be considered, the number of diverse problems that must be simultaneously considered and solved and the uncharted waters of a Chapter 9 case of this magnitude.

14. All of the issues that the Fee Examiner identified in the Preliminary Reports were reasonably addressed to his satisfaction through the Resolution Discussions and the subsequent

revisions to invoices, which in many instances resulted in additional voluntary reductions by the Professionals. That is not to say that every recommendation of the Fee Examiner was accepted by every Professional. The power of the Fee Examiner under the Fee Review Order is limited to recommendations and challenges made through the Preliminary Reports and the Resolution Discussions. The Fee Examiner has no authority to require modifications of the Invoices or to reduce the amount of any firm's Professional Fee Expense request.

15. The Final Monthly Reports prepared by the Fee Examiner delineate the voluntary write-offs and reductions by each Professional, both before the submission of each Monthly Invoice and as a result of the Resolution Discussions with the Fee Examiner, and, in the Fee Examiner's opinion, further reflect the reasonableness of the Professional Fee Expenses. Although the fees incurred by the Professionals during the Reporting Period are substantial by any measure, the Fee Examiner believes that all of the requested fees are commensurate with the complexity and speed of the Case, and the quality of the services that the Professionals have provided. Furthermore, the Fee Examiner believes that all of the requested expenses were necessarily incurred by the Professionals in connection with the services rendered. Accordingly, the Fee Examiner submits that all of the Professional Fee Expenses from the Reporting Period, as covered by this Quarterly Report, have been fully disclosed and are reasonable, as required by 11 U.S.C. § 943(b)(3).

Respectfully submitted,

Dated: February 4, 2014

By: /s/ Robert M. Fishman
Robert M. Fishman, Fee Examiner

Robert M. Fishman
Shaw Fishman Glantz & Towbin LLC
321 North Clark Street, Suite 800
Chicago, IL 60654
(312) 541-0151
rfishman@shawfishman.com

GROUP EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

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

**FEE EXAMINER’S FINAL MONTHLY REPORT
REGARDING JULY POST-PETITION/AUGUST 2013 MONTHLY INVOICES**

Robert M. Fishman, the duly appointed fee examiner (the “Fee Examiner”), presents this Final Monthly Report regarding the July Post-petition¹/August 2013 Monthly Invoices (the “J/A Invoices”) pursuant to paragraph 7 of the Court’s Fee Review Order dated September 11, 2013 [Docket No. 810] (the “Fee Review Order”):²

Background

1. Pursuant to the Order Appointing Fee Examiner dated August 19, 2013 [Docket No. 383] (the “Appointment Order”), the Court appointed Robert M. Fishman as the Fee Examiner in connection with the above-captioned bankruptcy case. According to the Appointment Order, it is the Fee Examiner’s responsibility to assure the Court, the City, the creditors, and the public that the City’s Professional Fee Expenses (as defined in the Appointment Order) are fully disclosed and are reasonable, as required by 11 U.S.C. § 943(b)(3).

2. Pursuant to paragraph 1 of the Fee Review Order, the City and the Committee have identified the following City Professionals and Committee Professionals, whose Professional Fee Expenses are subject to review by the Fee Examiner:

¹ The July 2013 Invoices only cover the post-petition time period beginning on July 18, 2013.

² Capitalized terms not otherwise defined herein shall have the meaning assigned in the Fee Review Order.

City Professionals	Committee Professionals
Conway MacKenzie, Inc.	Dentons US LLP/Salans FMC SNR Denton Europe LLP
Ernst & Young LLP	Brooks Wilkins Sharkey & Turco PLLC
Jones Day	Lazard Freres & Co. LLC
Foley & Lardner LLP	Segal Consulting
Kurtzman Carson Consultants LLC	
Miller Buckfire & Co. LLC	
Miller, Canfield, Paddock & Stone, P.L.C.	
Milliman, Inc.	
Pepper Hamilton LLP	
Kilpatrick & Associates, PC	
Dykema Gossett, PLLC	
Ottewess, Allman & Taweel, PLC	

3. Of the City Professionals, Dykema Gossett, PLLC and Ottewess, Allman & Taweel, PLC³ did not submit J/A 2013 Invoices to the Fee Examiner. Of the Committee Professionals, only Dentons submitted an invoice for the July/August time period. The remaining Committee Professionals did not begin work until after August 2013.

4. Pursuant to paragraph 4 of the Fee Review Order, the Professionals are required to submit monthly invoices to the Fee Examiner within 49 days after the end of each calendar month; provided, however, that the J/A 2013 Invoices were due on or before October 21, 2013.

5. The Fee Examiner received timely J/A Invoices from each of the Professionals except for Foley & Lardner LLP (“Foley”) and Kurtzman Carson Consultants, LLC (“KCC”).

³ Ottewess was retained effective October 2013.

Foley submitted its Invoice to the Fee Examiner on October 24, 2013, and KCC submitted its Invoice to the Fee Examiner on October 25, 2013.

6. Pursuant to paragraph 5 of the Fee Review Order, on or about November 25, 2013 the Fee Examiner issued the July Post-petition/August 2013 Preliminary Reports (each a “Preliminary Report”) (and transmitted the same to each Professional) with respect to each of the J/A Invoices and thereafter engaged in Resolution Discussions with each of the Professionals in an effort to resolve the Fee Examiner’s comments and questions regarding the J/A Invoices. Accordingly, pursuant to paragraph 7 of the Fee Review Order, the Fee Examiner submits this Final Monthly Report regarding the J/A Invoices.

Summary of July Post-petition/August 2013 Invoices by Professional

7. The following are summaries of the submitted J/A Invoices organized by Professional, indicating total requested fees and expenses, as well as voluntary write-offs and other reductions made by each of the Professionals with respect to its J/A Invoice, both before the submission of the J/A Invoice and as a result of the Resolution Discussions between the Fee Examiner and each Professional. As referenced beside the name of each Professional, attached as exhibits to this Final Monthly Report are copies of the final, redacted (as applicable) J/A Invoices which in many respects have been revised and/or reduced based on the Preliminary Reports and Resolution Discussions between the Fee Examiner and the Professionals.

City Professionals

8. Conway MacKenzie, Inc. (Exhibit A)

Initial Voluntary Fee Reductions	\$23,634.50
Original Fee Request	\$1,185,063.00
Subsequent Voluntary Fee Reduction	\$8,883.69
Final Fee Request	\$1,176,179.31
Initial Voluntary Expense Reductions	\$8,896.56
Original Expense Request	\$0.00
Final Expense Request	\$0.00
Total Fee and Expense Request	\$1,176,179.31

The J/A 2013 Invoice of Conway MacKenzie, Inc. (“Conway”) initially provided for a voluntary discount of \$23,634.50 for intern and administrative services, an expense write-off of \$8,896.56, and a total fee request of \$1,185,063.00. In the Preliminary Report regarding Conway’s J/A 2013 Invoice, the Fee Examiner identified several issues and made certain requests of Conway relating to, among other things: (i) the sufficiency of the descriptions provided for certain services; (ii) the allocation of certain tasks to senior professionals; (iii) the benefit of certain tasks to the City; (iv) the presence of several duplicate time entries; (v) the improper use of .25 hour billing increments (as opposed to the .10 increments required by the Fee Review Order); (vi) several instances of lumping discrete tasks into single time entries; and (vii) the calculation of Conway’s fees under the terms and conditions of its fee agreement with the City.

Due to the substantial time and cost that would have be associated with converting time entries from .25 hour billing increments to .10 hour billing increments and un lumping various time entries⁴, the Fee Examiner agreed to waive these requirements with respect to Conway’s J/A Invoice, premised on the notion that Conway would refrain from these actions in subsequent

⁴ The first Preliminary Reports respecting all Professionals’ J/A 2013 Invoices were not due, under the terms of the Fee Review Order, until November 25, 2013. This date was well after all of the time entries and invoices for July, August and September were prepared and transmitted to the Fee Examiner.

invoices. Based on the Preliminary Report, Conway made substantial revisions to its J/A Invoice to supplement and clarify certain service descriptions. In addition, with regard to contractor time, for which Conway is charging the City \$100/hour and not providing detailed time entries, the Fee Examiner requested substantially more detailed summaries of the contractor services, which summaries are incorporated into Conway's revised J/A Invoice. In response to the Fee Examiner's inquiries regarding the allocation of certain tasks to senior professionals and general staffing issues, Conway explained that the City's demands and the complexity of the engagement necessitate significant involvement of more experienced, senior Conway professionals. Conway also indicated that training and recruitment efforts are underway to transition work from Conway professionals to new and existing City employees. Conway has provided an affirmative statement that the fees requested in its revised J/A 2013 Invoice comply with the terms and conditions of Conway's fee agreement with the City. Conway has further demonstrated to the Fee Examiner that the fees are being monitored to comply with the amount restrictions set forth therein. In sum, Conway's revised J/A 2013 Invoice, which includes a modified fee request of \$1,176,179.31, addresses all of the issues raised by the Fee Examiner in the Preliminary Report.

9. Jones Day (Group Exhibit B)

July 2013

Initial Voluntary Discounts	\$316,800.39
Original Fee Request	\$926,906.62
Additional Voluntary Fee Reduction	\$13,511.25
Final Fee Request	\$913,395.37
Original Expense Request	\$4,673.36
Additional Voluntary Expense Reduction	None
Final Expense Request	\$4,673.36
Total Fee and Expense Request	\$918,068.73

Jones Day issued separate Invoices for July 2013 and August 2013. In the Preliminary Report regarding Jones Day's July Invoice, the Fee Examiner identified several issues and made certain requests of Jones Day, including, but not limited to: (i) issues with respect to individual time entries and expenses (including, *e.g.*, insufficient detail about the tasks performed, unreasonable time, incorrect categorization, improper allocation of resources, duplicative time entries, internal inconsistencies, and unreasonable or non-compensable expenses); (ii) the appropriate use of billing categories; (iii) additional detail about the initial discount of \$316,800.39 for July 2013; and (iv) additional detail about the roles of each professional with respect to this case.

Based on the July Preliminary Report and the related Resolution Discussions, with respect to the individual time entries and expenses, Jones Day has reduced or written off the entries in question, revised the description, or provided an adequate explanation with respect to the Fee Examiner's comments. Jones Day provided sufficient detail about its initial voluntary discount and explained how and why it made such reductions. In addition, Jones Day provided additional detail about the respective roles of each Jones Day biller.

August 2013

Initial Voluntary Discounts	\$578,322.40
Original Fee Request	\$2,616,656.52
Additional Voluntary Fee Reduction	\$18,103.50
Final Fee Request	\$2,598,553.02
Original Expense Request	\$37,645.33
Additional Voluntary Expense Reduction	\$88.69
Final Expense Request	\$37,556.64
Total Fee and Expense Request	\$2,636,109.76

With respect to the Jones Day August 2013 Invoice, the Fee Examiner identified several issues and made certain requests of Jones Day in his Preliminary Report, including, but not

limited to: (i) issues with respect to individual time entries and expenses (including, *e.g.*, insufficient detail about the tasks performed, unreasonable time, incorrect categorization, improper allocation of resources, duplicative time entries, internal inconsistencies, and unreasonable or non-compensable expenses); (ii) the tendency of certain professionals to bill time in blocks of .50 or .00, which trend suggested that such professionals were not billing in increments of one-tenth of an hour; (iii) the significant amount of time billed by senior professionals in certain categories; and (iv) the City Assets, Services, and Revitalization Category, which the Fee Examiner believed should have been separated into small sub-categories to allow for a more meaningful assessment.

Based on the August Preliminary Report and the related Resolution Discussion, with respect to individual time entries and expenses, Jones Day has reduced or written off the entry in question, revised the description, or provided an adequate explanation with respect to the Fee Examiner's comments on such time entry or expense. Jones Day adequately addressed the Fee Examiner's concern that certain entries tended to add up to .50 or .00 by (i) explaining that it had taken this issue into account as part of its initial voluntary reduction, eliminating time that would otherwise have been billable and (ii) committing to monitor and address the issue in future invoices. Jones Day adequately explained that certain categories of fees required higher billing professionals because of: (a) the unprecedented nature of the bankruptcy case, which inherently required high-level analysis and strategic planning by senior level professionals of Jones Day, and (b) the massive scale of the restructuring effort combined with the accelerated timeline.

With respect to the City Assets, Services, and Revitalization Category, the Fee Examiner agreed that it would be cost prohibitive to undertake re-categorizing the entries in the July,

August and September invoices, but requested that future invoices “break up” the category into more specific subcategories.

10. Foley & Lardner LLP (Exhibit C)

Initial Voluntary Discounts	Attorney Blended Rate of \$475.00/hour
Original Fee Request	\$99,322.50
Additional Voluntary Fee Reduction	None
Final Fee Request	\$99,322.50
Original Expense Request	\$0.00
Additional Voluntary Expense Reduction	None
Final Expense Request	\$0.00
Total Fee and Expense Request	\$99,322.50

In the Preliminary Report regarding Foley’s J/A 2013 Invoice, the Fee Examiner identified several issues and suggested certain revisions related to, among other things, (i) the sufficiency of various service descriptions; and (ii) the use of undefined abbreviated terms. In response to the Preliminary Report, Foley made substantial revisions to its J/A 2013 Invoice in accordance with the Fee Examiner’s suggested comments. Accordingly, Foley has fully complied with the terms of the Court’s Fee Review Order for the compensation period of July and August, 2013.

11. Kurtzman Carson Consultants LLC (Exhibit D)

Initial Voluntary Discounts	50% Courtesy Rate Discount
Original Fee Request	\$59,824.50
Additional Voluntary Fee Reduction	None
Final Fee Request	\$59,824.50
Original Expense Request	\$98,272.59
Additional Voluntary Expense Reduction	None
Final Expense Request	\$98,272.59
Total Fee and Expense Request	\$158,097.09

In the Preliminary Report regarding KCC’s J/A 2013 Invoice, the Fee Examiner identified several issues and suggested certain revisions related to, among other things, (i) the

lumping of tasks by timekeepers; (ii) the sufficiency of various service descriptions; and (iii) certain charges related to envelopes. KCC has indicated that its charges for envelopes are consistent with prior practice, notwithstanding the fact that it is not specifically provided on the fee schedule with the City. The Fee Examiner has also requested additional information regarding KCC's expenses, and will prepare and file a supplement to this J/A Final Report and the First Quarterly Report if necessary, once the review of expenses is completed. Additionally, in response to the Fee Examiner's Preliminary Report, KCC made revisions to its J/A 2013 Invoice consistent with the Fee Examiner's suggested comments. Accordingly, KCC has fully complied with the terms of the Court's Fee Review Order for the compensation period of July and August, 2013.

12. Miller Buckfire & Co. LLC (Exhibit E)

Initial Voluntary Discounts	Fixed Fee Contract Negotiated with City \$500,000 per month through December 2013
Original Fee Request	\$225,806.45 (July 18-31) \$500,000 (August)/ \$725,806.45 total
Additional Voluntary Fee Reduction	None
Final Fee Request	\$725,806.45
Original Expense Request	\$22,508.46
Additional Voluntary Expense Reduction	\$814.00 to be deducted from Oct. Invoice
Final Expense Request	\$21,694.46
Total Fee and Expense Request	\$747,500.91

A

fter the Fee Examiner completed his initial review of the Miller Buckfire & Co. LLC ("Miller Buckfire") J/A 2013 Invoice, and prepared and transmitted the Preliminary Report to Miller Buckfire, the Fee Examiner and Miller Buckfire participated in a phone conference on November 7, 2013 to discuss the issues raised by the Fee Examiner. Both in the Preliminary Report and during the phone conference, the Fee Examiner identified several issues and made

certain requests of Miller Buckfire to, among other things: (i) include an introductory paragraph to discuss the nature and terms of the engagement; (ii) identify the professionals who were providing services in each category; and (iii) provide an estimate of the number of hours of services provided by the professionals for each category of services.

In response to that discussion, Miller Buckfire submitted a revised Invoice on December 3, 2013. On December 6, 2013, in a second phone conference between the Fee Examiner and Miller Buckfire, the Fee Examiner suggested that additional detail on the following items would be helpful in analyzing the reasonableness of the fees: (i) any contingent transactional fees which Miller Buckfire was entitled to receive under its engagement for the monetization of any assets pursuant to a court approved transaction or the receipt of debtor-in-possession financing by the City (“Additional Fees”), and (ii) the relationship between such Additional Fees and the fixed monthly fee earned by Miller Buckfire. In response to that suggestion, a second redacted Invoice containing an explanation of the Additional Fees and whether any portion of the fixed monthly fee would be credited against those Additional Fees was submitted on December 10, 2013. The second redacted Invoice contained an expense charge of \$814.00 for reimbursement of travel agency fees which Miller Buckfire agreed to remove from its J/A 2013 Invoice after a discussion with the Fee Examiner on December 24, 2013. With that expense reduction, the second redacted Invoice addresses all concerns raised by the Fee Examiner.

13. Miller, Canfield, Paddock & Stone, P.L.C. (Exhibit F)

Initial Voluntary Discounts	None
Original Fee Request	\$310,500.00
Subsequent Voluntary Fee Reduction	\$34,599.15
Final Fee Request	\$275,900.85
Original Expense Request	\$1,644.04
Additional Voluntary Expense Reduction	None

Final Expense Request	\$1,644.04
Total Fee and Expense Request	\$277,544.89

In his Preliminary Report regarding the J/A 2013 Invoice of Miller, Canfield, Paddock & Stone, P.L.C. (“Miller Canfield”), the Fee Examiner identified several issues and made certain requests of Miller Canfield, including, but not limited to: (i) general invoice organization; (ii) the sufficiency of service descriptions; (iii) the appropriate use of billing categories; (iv) the allocation of certain tasks to senior professionals; and (v) the use of a \$385 blended hourly rate for non-bankruptcy professionals (in addition to standard hourly rates for bankruptcy professionals) that was intended to provide a discount but actually resulted in a premium charge.

Based on the Preliminary Report and related Resolution Discussions, Miller Canfield modified its retention agreement with the City to provide for an across-the-board 10% discount on standard hourly rates for all professionals in lieu of the blended hourly rate for non-bankruptcy professionals, resulting in a substantial reduction of Miller Canfield’s fee request. In addition, Miller Canfield provided a satisfactory explanation regarding the need to allocate certain tasks to senior professionals given the complexity and sensitive nature of the City’s bankruptcy case. With regard to the Fee Examiner’s comments about general invoice organization, time descriptions and billing categories, Miller Canfield made substantial revisions to its J/A 2013 Invoice to address the Fee Examiner’s comments. Miller Canfield’s revised J/A 2013 Invoice, which includes a modified fee and expense request of \$277,544.89, addresses the issues raised by the Fee Examiner in the Preliminary Report.

14. Milliman, Inc. (Exhibit G)

Initial Voluntary Discounts	None
Original Fee Request	\$147,641.20
Additional Voluntary Fee Reduction	None
Final Fee Request	\$147,641.20

Original Expense Request	\$6,227.59
Additional Voluntary Expense Reduction	None
Final Expense Request	\$6,227.59
Total Fee and Expense Request	\$153,868.79

In the Fee Examiner’s Preliminary Report, Milliman, Inc. (“Milliman”) was asked to revise its J/A 2013 Invoice to provide more detail in the description of “Direct Expenses” and the “Description of Project Codes.” In particular, Milliman was asked to incorporate into the Invoice the identities of members of the Pension Plan Task Force and Health Care Task Force, and the definition of acronyms unrecognizable to the general public. On December 3, 2013 Milliman provided written comments in response to the Fee Examiner’s Preliminary Report. These comments addressed the Fee Examiner’s requests, and were later incorporated in Milliman’s revised and final J/A 2013 Invoice. Milliman’s revised J/A 2013 Invoice addresses all of the Fee Examiner’s concerns and there are no unresolved issues.

15. Pepper Hamilton LLP (Exhibit H)

Initial Voluntary Discounts	None
Original Fee Request	\$135,067.00
Additional Voluntary Fee Reduction	None
Final Fee Request	\$135,067.00
Original Expense Request	\$381.20
Voluntary Expense Reduction	\$189.50
Final Expense Request	\$191.70
Total Fee and Expense Request	\$135,258.70

In the Fee Examiner’s Preliminary Report regarding the J/A 2013 Invoice of Pepper Hamilton (“Pepper”), the Fee Examiner identified several issues and suggested certain revisions related to, among other things, (i) Pepper’s non-discounted hourly billing rates; (ii) the allocation

of certain tasks to a senior partner; (iii) the sufficiency of various service descriptions; and (iv) and certain meal and travel expenses. Pepper has informed the Fee Examiner that, as of November 1, 2013, Pepper’s invoices will reflect its new engagement agreement with the City which provides a 10% discount on its standard hourly rates, and freezes its hourly billing rates at 2013 levels even though the rates are normally adjusted at the beginning of every year. Pepper explained the need for more experienced attorneys to handle many of the tasks that Pepper has taken the lead on as reflective of the complexity of the issues and importance to the case. Pepper believes it allocates more appropriate tasks to its junior attorneys and paralegals. Pepper also made substantial revisions to the J/A 2013 Invoice, including providing more detailed explanations of services provided and removed certain meal and travel related expenses. Based upon the foregoing explanations and revisions, Pepper has fully complied with the terms of the Court’s Fee Review Order for the compensation period of July and August, 2013.

16. Ernst & Young (No Exhibit)

Initial Voluntary Discounts	Professional Fees Charged at 65% of EY Standard Rates; Non-working Travel Time Capped at 2 Hours
Original Fee Request	\$1,426,334
10% Contractual Hold-Back	(\$142,633)
Additional Voluntary Fee Reduction	TBD
Final Fee Request	TBD
Original Expense Request	\$60,945
Additional Voluntary Expense Reduction	TBD
Final Expense Request	TBD
Total Fee and Expense Request	TBD

In the Preliminary Report regarding the J/A 2013 Invoice of Ernst & Young LLP (“EY”), the Fee Examiner identified several issues and suggested certain revisions related to, among other things, (i) the staffing of senior level EY professionals; (ii) vague and insufficient time

entries; (iii) the need to eliminate certain time categories that were too general in nature to permit the Fee Examiner to conduct a meaningful review of time entries, particularly with regard to categories based upon various types of meetings (“Meetings Categories”); (iv) the sorting of time entries by billing category and professional as opposed to billing category and date; (v) time entries for recurring services; and (vi) expense detail on travel.

On December 16, 2013, EY provided the Fee Examiner with a written response to the Preliminary Report with a supporting spreadsheet, but it did not alter the Meetings Categories of its invoice. On December 23, 2013, the Fee Examiner specifically requested that EY recategorize the time contained in the Meetings Categories and reissue its invoice in order to permit the Fee Examiner to conduct an informed review of the re-formatted invoice in its entirety. EY agreed to the recategorization, and, on January 18, 2014, EY provided the Fee Examiner with revised invoices that eliminated and recategorized the time entries that were previously contained in the Meetings Categories. The Fee Examiner’s review of the revised invoice is pending. The Fee Examiner intends to prepare and file a supplement to this J/A Final Report and the First Quarterly Report once the review is completed.

17. Kilpatrick & Associates, PC (No Exhibit)

Kilpatrick & Associates, PC (“Kilpatrick”) was added to the list of City Professionals on December 13, 2013. Kilpatrick submitted its J/A 2013 Invoice to the Fee Examiner on December 16, 2013. The Fee Examiner transmitted the Preliminary Report to Kilpatrick on January 23, 2014. The Resolution Period under the Fee Review Order will expire on February 6, 2014. The Fee Examiner will file a Supplement to this Monthly Report (and the First Quarterly Report) with respect to Kilpatrick shortly.

Committee Professionals

18. Dentons (Exhibit I)

Initial Voluntary Discounts	None
Original Fee Request	\$139,058.50
Additional Voluntary Fee Reduction	\$889.00
Final Fee Request	\$138,169.50
Original Expense Request	\$4,672.14
Additional Voluntary Expense Reduction	None
Final Expense Request	\$4,672.14
Total Fee and Expense Request	\$142,841.64

The Fee Examiner reviewed the August 2013 Invoices of Dentons US LLP (“Dentons US”) and Salans FMC SNR Denton Europe LLP (“Salans,” and collectively with Dentons US, “Dentons”).⁵ In the Preliminary Report, the Fee Examiner identified several issues, including but not limited to: (i) Dentons’ initial declination to offer an “across-the board” 10% discount from its standard fees consistent with the discount offered by many of the other Professionals, and its offer to instead match professionals and bill at Jones Day’s applicable billing rates, which Dentons contended were lower than Dentons’ standard rates; (ii) issues with respect to individual time entries and expenses (including, *e.g.*, insufficient detail about the tasks performed and internal inconsistencies); (iii) the failure of Dentons to provide a summary of each category of services as required by the Fee Review Order; and (iv) Dentons’ practice of billing for reading or watching press reports about the bankruptcy case or responding to media inquiries.

After engaging in Resolution Discussions, with respect to the discount, Dentons agreed to bill attorneys at the lower of: (a) the applicable discounted rate of the comparable Jones Day attorney; or (b) the standard Dentons rate (with the exception of Carole Neville, whose rate for this case has been discounted by 16%), subject to the caveat below. Using this rate discount structure, to the extent that the fees in any given month would not result in an aggregate discount of 10% or greater from Dentons’ standard rates, Dentons agreed to reduce the invoice balance to

⁵ Dentons was retained on August 28, 2013.

provide a 10% discount from Dentons' standard rates. The Fee Examiner believes this revised rate structure provides a reasonable, meaningful and measurable discount from Dentons' standard rates. For August 2013, Dentons provided separate invoices for Dentons US and Salans. The Dentons US invoice reflects that Dentons US has applied a 12% discount to its standard rates. However, the Salans invoice does not show evidence of a discount.

In response to the comments on individual time entries, Dentons has either written off such entries or provided additional detail. Dentons also provided a summary of each category of services. Overall, Dentons should improve the level of detail in its time entries to inform the reader of the nature of the tasks performed.

Finally, in regards to the tasks spent related to the media, Dentons explained that it was compelled to respond to certain media efforts undertaken by the City and to "inform its constituents of its efforts and to influence certain case events." The Fee Examiner does not believe such activities should be compensable and will continue to monitor the fees associated with media inquiries in future invoices. But for August 2013, because the dollar amount associated with such tasks was modest, the Fee Examiner did not engage in further discussions and decided to reserve judgment on the issue for later invoices.

Respectfully submitted,

Dated: February 4, 2014

By: /s/ Robert M. Fishman
Robert M. Fishman, Fee Examiner

Robert M. Fishman
Shaw Fishman Glantz & Towbin LLC
321 North Clark Street, Suite 800
Chicago, IL 60654
Phone: (312) 541-0151
rfishman@shawfishman.com

EXHIBIT A



401 South Old Woodward Avenue, Suite 340
 Birmingham, Michigan 48009
 248.433.3100 | 248.433.3143 FAX
 www.ConwayMacKenzie.com

October 21, 2013
 Amended: January 22, 2014

Private and Confidential

Mr. Kevyn D. Orr
 City of Detroit
 Two Woodward Avenue
 Suite 1126
 Detroit, MI 48226

***Re: Professional Services of Conway MacKenzie, Inc. to the City of Detroit
 Related to Operations Restructuring***

Fee statement for professional services rendered from July 18, 2013 through August 31, 2013
 (per attached detail).

Total Professional Services	\$1,016,238.00
Less: Fee Revisions per Fee Examiner	<u>(\$7,472.50)</u>
Total Professional Services	\$1,008,765.50
Less: Fee Revisions per Fee Examiner (Meetings)	(\$1,411.19)
Intern and Administrative Services	\$23,634.50
Less: Courtesy Discount – Services	<u>(\$23,634.50)</u>
Total Advisory Fees	\$1,007,354.31
Total Subcontractor Services	\$168,825.00
Out-of-Pocket Expenses	\$8,896.56
Less: Courtesy Discount - Expenses	<u>(\$8,896.56)</u>
Fee Statement Total	<u>\$1,176,179.31</u>
Less: Holdback	(\$168,875.76)
Less: Payments Received for Fee Statement Period	<u>(\$746,710.00)</u>
Balance Due	<u>\$260,593.55</u>

Invoice #24265

CPO #2874390
 SPO #2875915

Summary of Hours and Fees by Professional

D. MacKenzie	10.00 hours @	\$495.00 per hour	\$4,950.00
C. Moore	200.80 hours @	\$495.00 per hour	\$99,396.00
G. Kushiner	316.10 hours @	\$425.00 per hour	\$134,342.50
K. Hand	305.00 hours @	\$425.00 per hour	\$129,625.00
C. Gannon	300.45 hours @	\$425.00 per hour	\$127,691.25
M. Hausman	186.40 hours @	\$425.00 per hour	\$79,220.00
T. Eddy	198.60 hours @	\$425.00 per hour	\$84,405.00
C. Sekely	29.00 hours @	\$425.00 per hour	\$12,325.00
J. Addison	40.60 hours @	\$345.00 per hour	\$14,007.00
D. Reich	100.50 hours @	\$345.00 per hour	\$34,672.50
D. Benedettini	268.60 hours @	\$275.00 per hour	\$73,865.00
E. McLain Petrovski	147.80 hours @	\$275.00 per hour	\$40,645.00
W. Johnston	308.60 hours @	\$275.00 per hour	\$84,865.00
M. Walsh	322.75 hours @	\$275.00 per hour	<u>\$88,756.25</u>
<i>Total Prof. Services</i>	<i>2,735.20 hours @</i>	<i>\$368.81 average per hour</i>	<i>\$1,008,765.50</i>
Administrative	32.80 hours @	\$130.00 per hour	\$4,264.00
L. Schneider	203.90 hours @	\$95.00 per hour	<u>\$19,370.50</u>
<i>Sub-Total Advisory Services</i>			<i>\$23,634.50</i>
Less: Courtesy Discount - Advisory Services.....			(<u>\$23,634.50</u>)
Total Advisory Services.....			<u>\$1,008,765.50</u>

Invoice #24265

CPO #2874390
SPO #2875915

Summary of Hours and Fees by Subcontractor

D. Brawley	107.65 hours @	\$100.00 per hour	\$10,765.00
R. Browning	120.00 hours @	\$100.00 per hour	\$12,000.00
F. Crawford	200.00 hours @	\$100.00 per hour	\$20,000.00
T. Frank	120.70 hours @	\$100.00 per hour	\$12,070.00
C. Garber	120.00 hours @	\$100.00 per hour	\$12,000.00
A. Harker	191.00 hours @	\$100.00 per hour	\$19,100.00
W. Hereford	195.50 hours @	\$100.00 per hour	\$19,550.00
S. Mengel	62.90 hours @	\$100.00 per hour	\$6,290.00
S. O'Chel	175.85 hours @	\$100.00 per hour	\$17,585.00
T. Wenzel	42.00 hours @	\$100.00 per hour	\$4,200.00
D. Rivers	18.45 hours @	\$100.00 per hour	\$1,845.00
M. Scherer	102.20 hours @	\$100.00 per hour	\$10,220.00
B. O'Droski	232.00 hours @	\$100.00 per hour	<u>\$23,200.00</u>
<i>Total Subcontractor Services</i>			<i>\$168,825.00</i>

Subcontractor detail regarding assigned tasks can be found in Exhibit 1.

Summary of Hours and Fees by Code

Description	Code	Hours	Fees
36th District Court Matters	36D	202.20	\$75,267.00
Case Administration	ADMIN	11.60	\$5,182.00
Coleman A. Young International Airport Matters	AIR	39.10	\$14,382.50
Other Asset Analysis and Recovery / Disposition Matters	ASST	2.10	\$1,004.50
Blight and Surplus Land Matters	BLT	10.20	\$4,580.00
Buildings and Safety Department Matters	BSEED	212.95	\$62,093.75
City Charter Matters	CHAR	5.90	\$2,605.50
Department of Administrative Hearings	DAH	1.70	\$542.50
Detroit Department of Transportation	DDOT	16.20	\$6,885.00
Debt and Balance Sheet Matters	DEBT	179.05	\$68,532.25
Detroit Fire Department Matters	DFD	86.50	\$34,744.50
Department of Health and Wellness Promotion Matters	DHWP	18.00	\$6,268.00
Detroit Police Department Matters	DPD	157.55	\$55,854.75
Department of Public Works Matters	DPW	57.30	\$22,933.50
Detroit Water and Sewerage Department Matters	DWSD	452.20	\$147,352.00
Eligibility Issues and Litigation Matters	ELIG	0.40	\$198.00
Emergency Manager and Michigan Statute Matters	EM	0.80	\$220.00
Finance Department Matters	FIN	173.05	\$64,215.25
General Operational Matters	GEN	399.20	\$158,920.50
General Services Department Matters	GSD	83.55	\$29,739.75
Human Resources Matters	HR	117.90	\$48,665.50
Inspector General Matters	IG	0.20	\$55.00
Information Technology Services Matters	ITS	35.70	\$15,228.50
Law Department Matters	LAW	27.50	\$10,148.50
Mayor's Office Matters	MAY	8.60	\$2,365.00
Municipal Parking Department Matters	MPD	94.20	\$32,391.00
Planning and Development Department Matters	PDD	48.45	\$20,006.25
Pension Matters	PEN	196.40	\$79,952.00
Public Lighting Department Matters	PLD	44.70	\$19,081.50
Projections and Modeling Matters	PROJ	50.20	\$18,601.00
Recreation Department Matters	REC	1.80	\$750.00
Total		2,735.20	\$1,008,765.50

Invoice #24265

CPO #2874390
SPO #2875915

Summary of Services Provided by Code

Below is a summary of services provided by task code. Additional time entry detail can be found in Exhibit 2.

Summary of Services – 36th District Court (36D)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to 36th District Court Matters included the following:

1. Prepared for and participated in meetings with EM, City officials and 36th District Court officials to discuss restructuring initiatives for the 36th District Court;
2. Provided updates/revisions on the 10-year plan, restructuring initiatives and capital spending;
3. Analyzed internal policies and procedures;
4. Addressed accounts payable issues and critical vendor requirements; and
5. Coordinated with 36th District Court officials to finalize and implement technology upgrade plan and payments kiosks.

Summary of Services – Case Administration (ADMIN)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Case Administration Matters included the following:

1. Preparation of fee detail and invoices.

Summary of Services – Coleman A. Young International Airport (AIR)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Coleman A. Young International Airport Matters included the following:

1. Prepared for and participated in strategic meetings with EM office, State of Michigan, and other City officials;
2. Reviewed and analyzed various proposals for Airport redevelopment;
3. Developed analysis regarding Airport strategy, revenue initiatives, grants, capital improvements, and vendor issues; and
4. Reviewed and responded to third-party due diligence requests.

Summary of Services – Other Asset Analysis and Recovery / Disposition (ASST)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Other Asset Analysis and Recovery / Disposition Matters included the following:

1. Participated in discussions with City restructuring advisors and analysis of interests in various assets.

Summary of Services – Blight and Surplus Land (BLT)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Blight and Surplus Land Matters included the following:

1. Prepared for and participated in strategic meetings with the EM Office, State of Michigan representatives, HUD, and community-based agencies.

Summary of Services – Buildings and Safety Department (BSEED)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Buildings and Safety Department Matters included the following:

1. Prepared for and participated in BSEED operational initiative meetings with EM office and City officials;
2. Analyzed organizational chart, fee schedules;
3. Reviewed department performance metrics and recommended changes;
4. Evaluated existing IT infrastructure and participated in meetings for RFP;
5. Reconciled Fire Insurance Escrow account; and
6. Developed detailed accounts receivable analysis to identify collectable and not collectable balances.

Summary of Services – City Charter (CHAR)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to City Charter Matters included the following:

1. Prepared for and participated in meetings with NYU representatives to discuss Charter revision efforts.

Summary of Services – Department of Administrative Hearings (DAH)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Department of Administrative Hearings Matters included the following:

1. Prepared for and participated in meetings with EM office and City officials to discuss revenue initiatives.

Summary of Services – Detroit Department of Transportation (DDOT)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Detroit Department of Transportation Matters included the following:

1. Prepared for and participated in meetings with EM Office, City officials and other restructuring advisors to discuss current operational issues, vendor contracts, restructuring initiatives, federal grants, operating metrics, management transition plan, bus leases, workers compensation issues, and staffing requirements; and
2. Prepared draft operating metric report including communications with EM Office and City officials regarding same.

Summary of Services – Debt and Balance Sheet (DEBT)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Debt and Balance Sheet Restructuring Matters included the following:

1. Prepared for and participated in due diligence meetings with Creditors and advisors;
2. Responded to various due diligence information requests;
3. Assisted restructuring team with the development of cash forecasts and supporting Creditor Plan analyses;
4. Reviewed, analyzed, and commented on [REDACTED] and [REDACTED];
5. Analyzed and evaluated reinvestment spending plans [REDACTED]

Summary of Services – Detroit Fire Department (DFD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Detroit Fire Department Matters included the following:

1. Prepared for and participated in meetings with City officials and DFFA regarding restructuring plans;

2. Coordinated development of RFP for fire efficiency expert and assisted DFD leadership with the evaluation of RFP responses;
3. Prepared for and participated in meetings with DFD leadership regarding organizational chart, recruiting, training, vehicle maintenance and repair, and facility maintenance and repair; and
4. [REDACTED]

Summary of Services – Department of Health and Wellness Promotion (DHWP)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Department of Health and Wellness Promotion Matters included the following:

1. Developed Vital Records cost analysis;
2. Prepared for and participated in meetings with EM office and City officials regarding Vital Records restructuring and transition plan; and
3. Assisted City officials with the negotiation of IGA between City of Detroit and Wayne County.

Summary of Services – Detroit Police Department (DPD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Detroit Police Department included the following:

1. Prepared for and participated in meetings with EM office, City officials and restructuring advisors regarding [REDACTED], union agreements, information technology systems, key resource deficiencies, budget issues and general Department restructuring strategy;
2. Prepared for and participated in meetings with DPD leadership to develop civilianization strategy;
3. Reviewed and commented on organizational chart realignment and promotions strategy
4. Performed interim Finance Director role managing DPD finance, budget, payroll, grants and contracts;
5. Evaluated response time metrics, changes to priority calls, and other operating metrics;
6. Evaluated current and potential IT systems and conducted negotiations with potential vendors;
7. Analyzed and reconciled DPD grant funds; and
8. Prepared for and participated in meetings with outside foundations regarding DPD funding.

Summary of Services – Department of Public Works (DPW)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Department of Public Works Matters included the following:

1. Prepared for and participated in meetings with City officials and State of Michigan regarding solid waste collection options and strategy;
2. Collaborated with City officials in the development of scope of services for solid waste collection;
3. Assisted City officials with the development and preparation of Residential Solid Waste Collection RFP; and
4. Developed internal cost analysis for Solid Waste Division;

Summary of Services – Detroit Water and Sewerage Department (DWSD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Detroit Water and Sewerage Department Matters included the following:

1. Prepared for and participated in meetings with City officials and other restructuring advisors regarding strategy and the development of the 10-year business plan;
2. Analyzed revenue and cost data to evaluate operation and develop future operating assumptions; and
3. Developed financial model and worked collaboratively with management on the 10-year business plan.

Summary of Services – Eligibility Issues and Litigation (ELIG)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Eligibility Issues and Litigation Matters included the following:

1. [REDACTED]

Summary of Services – Emergency Manager and Michigan Statute (EM)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Emergency Manager and Michigan Statute Matters included the following:

1. Developed EM weekly update correspondence.

Summary of Services – Finance Department (FIN)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Finance Department Matters included the following:

1. Coordinated with Purchasing to develop contracts/RFPs for various items, [REDACTED]
2. Prepared for and participated in several meetings to discuss operational and restructuring related matters for the following divisions/areas: Accounting, Budget, Treasury, Income Taxes, Property Taxes/Assessments, Purchasing, Central/Overhead Allocation, Risk Management, Financial Reporting, Revenue Cycle and Collections;
3. Prepared updated revenue initiative summary and included communications with EM Office and City Officials regarding same;
4. Reviewed and analyzed various Finance division operational reports including certain City policies and procedures;
5. Reviewed and commented on draft CityTax software contract;
6. Performed updates and revisions to the consolidated 10-year restructuring plan for the Finance Department as a whole and, separately, all of its divisions;
7. Developed a schedule regarding current vacant funded/unfunded positions; and
8. Developed Delegation of Authority matrix for contracts and invoice approvals.

Summary of Services – General Operational Matters (GEN)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to General Operational Matters included the following:

1. Participated in weekly Conway MacKenzie team meetings to discuss and coordinate operational activities for the week;
2. Participated in weekly restructuring advisors (WIP) meetings with the Emergency Manager to discuss operational restructuring initiatives city-wide;
3. Participated in internal meetings to discuss updates on progress of key department initiatives;
4. Developed and updated Conway MacKenzie Work Stream Priorities document to present to EM team during bi-weekly meetings; and
5. Participated in weekly and bi-weekly meetings with Emergency Manager/Executive staff to discuss operational updates.

Summary of Services – General Services Department (GSD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to General Services Department Matters included the following:

1. Prepared for and participated in meetings with EM, City Officials, Department staff, and other outside restructuring advisors to discuss operational and restructuring related matters, including operational improvement measures, capital improvement plan; RFPs for solid waste, fleet maintenance, full service fleet leasing impact, custodial, and facility maintenance; and staffing augmentation;
2. Performed updates and revisions to the consolidated 10-year restructuring plan for the General Services Department; and
3. Performed updates and revisions to RFPs for fleet maintenance and full service fleet leasing impact.

Summary of Services – Human Resources (HR)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Human Resources Matters included the following:

1. Prepared for and participated in meetings with the Department and other advisors to discuss operational and restructuring related matters, including those relating to general city wide HR issues, Human Rights and Labor Relations;
2. Performed updates and revisions to the consolidated 10-year restructuring plan for the Human Resources Department; and
3. [REDACTED]

Summary of Services – Inspector General (IG)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Inspector General Matters included the following:

1. Prepared for and participated in a meeting with restructuring advisors to discuss operational and restructuring related matters.

Summary of Services – Information Technology Services (ITS)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Information Technology Services Matters included the following:

1. Prepared for and participated in meetings with the Department officials, EM office, and other advisors to discuss operational and restructuring related matters;
2. Prepared, reviewed, and analyzed ITS Proposed Optimization presentation including communications with EM Office and City Officials regarding same.
3. Reviewed and analyzed ERP Needs Assessment including communications with EM Office, City Officials and other advisors regarding same.
4. Performed updates and revisions to the consolidated 10-year restructuring plan for the Information Technology Services Department;
5. Developed a DIP budget [REDACTED] for the Information Technology Services Department; and
6. Developed Information Technology restructuring and improvement initiatives proposal and priorities for use of funds to support improved operations through use and upgrade of technology.

Summary of Services – Law Department (LAW)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Law Department Matters included the following:

1. Prepared for and participated in several meetings with the Department to discuss operational and restructuring related matters;
2. Prepared for and participated in several meetings with Department to discuss various operational software application solutions;
3. Performed updates and revisions to the consolidated 10-year restructuring plan for the Law Department.

Summary of Services – Mayor's Office (MAY)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Mayor's Office Matters included the following:

1. [REDACTED]

2. [REDACTED]

Summary of Services – Municipal Parking Department (MPD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Municipal Parking Department Matters included the following:

1. Prepared for and participated in meetings with City officials to discuss operational matters;
2. Prepared for and participated in meetings with EM office and MPD leadership regarding restructuring plans;
3. Performed updates and revisions to the consolidated 10-year restructuring plan for the Municipal Parking Department;
4. Prepared analysis of department reinvestment, restructuring, [REDACTED] options; and
5. Analyzed and consolidated department financial data [REDACTED]

Summary of Services – Planning and Development Department (PDD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Planning and Development, DEGC, and Detroit Future City Matters included the following:

1. Prepared for and participated in meetings with the Department, Emergency Manager Staff, HUD, HUD technical assistants, and third-party administrators to discuss operational and restructuring related matters;
2. Prepared for and participated in meetings to discuss annual action plan;
3. Reviewed, commented on and analyzed annual action plan;
4. Developed HUD interim management labor and technical assistance surge request;
5. Prepared for and participated in meetings regarding HUD funded interim management labor and technical assistance surge requests; and
6. Performed updates and revisions to the consolidated 10-year restructuring plan for the Planning and Development Department.

Summary of Services – Pension (PEN)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Pension Matters included the following:

Invoice #24265

CPO #2874390
SPO #2875915

1. Prepared for and participated in several meetings to discuss pension analysis and alternatives for defined benefit plans with the restructuring advisors, Emergency Manager Staff and other third parties;
2. Analyzed and examined GRS and PFRS pension plan documents and reports, GRS and PFRS plan websites and related annual reports and meeting minutes, correspondence, draft of Initial 60-day Report according to Emergency Manager Order 8, and other relevant documents;
3. Prepared for and led weekly pension task force calls;
4. Researched and compiled information on annuity savings fund and 13th checks for pension investigation;
5. Prepared for and participated in several meetings with the Auditor General and Inspector General to discuss and provide updates regarding the pension investigation;
6. Provided information to Jones Day, among others, to respond to inquiries made regarding pension/retiree information; and
7. Assisted with Auditor General's investigative examination and analysis.

Summary of Services – Public Lighting Department (PLD)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Public Lighting Department Matters included the following:

1. Prepared for and participated in several meetings to discuss operational and restructuring related matters, [REDACTED]
2. Reviewed and analyzed various accounts receivable reports including communications with EM Office and City Officials regarding same.
3. [REDACTED] and
4. Performed updates and revisions to the consolidated 10-year restructuring plan for the Public Lighting Department.

Summary of Services – Projections and Modeling (PROJ)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Projections and Modeling Matters included the following:

1. Prepared for and participated in meeting with restructuring advisors to analyze and evaluate the updated cash forecast through June 2015, discuss underlying assumptions,

- prioritization of reinvestment and restructuring initiatives and identify scenarios to be modeled for reinvestment and restructuring initiatives;
2. Provided comments on documents to support the updated financial projection related to adjustments to reinvestment expenses;
 3. Modeled restructuring initiative summaries for each department [REDACTED]
 4. Provided updates/revisions to the following previously developed models: capital spending analysis and the consolidated 10-year plan analysis; and
 5. Prepared various reinvestment/reorganization monthly cash flow projection models and communicated with Ernst & Young.

Summary of Services – Recreation Department (REC)

During the time period July 18, 2013 through August 31, 2013, the work performed by Conway MacKenzie relating to Recreation Department Matters included the following:

1. Prepared for and participated in meetings to discuss operational and restructuring related matters; and
2. Researched opportunities for enhancement through community-based agencies.

Conway MacKenzie

Exhibit 1: Summary of Subcontractor Time and Activity

Periods: July 18, 2013 – August 31, 2013

Below is a summary of services provided by task code:

36th District Court (36D)

S. Mengel – 62.90 hours; \$6,290.00

S. O'Chel – 175.85 hours; \$17,585.00

T. Wenzel – 42.00 hours; \$4,200.00

Sub-total – 280.75 Hours; \$28,075.00

Conway provided subcontractors to the 36th District Court related to analysis of RFP's, and established bank reconciliation reports for deposits. Additionally processes were analyzed in order to provide recommendations on streamlining as summarized below:

- Case Backlog: Review Civil case load and backlog in order to reduce backlog and improve case processing procedures. Improvements in case management will generate higher efficiency and improve customer service of the court.
- Process Improvement: Subcontractors analyzed and provided recommendations to streamline the processes for caseloads and case management, file retention and space reductions, case creation, cashiering, customer service, case backlogs, duplicate filings and elimination of Saturday work.

Buildings, Safety Engineering & Environmental Department (BSEED)

W. Hereford – 195.50 Hours; \$19,550.00

Sub-total – 195.50 Hours; \$19,550.00

Conway provided a subcontractor to BSEED with a focus on accounts receivable reporting and increased collections as summarized below:

- Revenue/Collection: Subcontractor worked with employees in the department to compile data for preparation of accounts receivable aging reports, preparation of accounts receivable aging reports, assisted with reconciliation of fire insurance escrow account for application to demolition accounts receivable and analyzed accounts for collectability in order to identify opportunities to collect delinquent invoices.

Detroit Fire Department (DFD)

D. Brawley – 107.65 Hours; \$10,765.00

Sub-total – 107.65 Hours; \$10,765.00

Conway provided a subcontractor to the Detroit Fire Department to assist with accounting functions including purchasing, accounts payable, vendor disbursements and resolution of vendor disputes.

CPO #2874390

SPO #2875915

Detroit Police Department (DPD)

B.O'Droski – 232.00 Hours; \$23,200.00

Sub-total – 232.00 Hours; \$23,200.00

Conway provided subcontractors to the Detroit Police Department to serve as the interim Controller. Work performed during the reporting period included oversight of the accounting, lead department meetings, analysis of payroll and vendor disbursements.

Finance Department (FIN)

A. Harker – 191.00 Hours; \$19,100.00

F. Crawford – 200.00 Hours; \$20,000.00

R. Browning – 120.00 Hours; \$12,000.00

Sub-total 511.00 Hours; \$51,100.00

Conway provided subcontractors to the Finance Department with a focus on collections/revenue initiatives and reducing income tax exceptions as summarized below:

- Revenue/Collection: Subcontractor worked with BSEED, DAH and Parking and Recreation to analyze fee structures that will result in future recommendations to improve revenue for the City. Benchmarking of comparable cities was also performed for DFD, BSEED regarding fee structures. The subcontractor also began analyzing delinquent invoices at the Airport in order to begin collection efforts on past due receivables.
- Significant reduction in the number of income tax audit exceptions: Subcontractors worked within the Income Tax Division to audit returns along with supporting schedules; draft correspondence to tax payers; participate in meetings with tax payers which resulted in a significant decrease in audit exceptions.

Human Resources Department (HR)

C. Garber – 120.00 Hours; \$12,000.00

Sub-total – 120.00 Hours; \$12,000.00

Conway provided a subcontractor to the Human Resource Department focused on recruiting, interviewing and negotiating billing rates for temporary employees. [REDACTED]

Planning & Development Department (PDD)

D. Rivers – 18.45 Hours; \$1,845.00

M. Scherer – 102.20 Hours; \$10,220.00

Sub-total – 120.65 Hours; \$12,065.00

During the reporting period, Conway worked in coordination with subcontractors within PDD. Activities included compiling grant related data, analyzing the strategic restructuring plan and incorporated updates and revisions into plan, developed US Department of Housing and Urban Development (HUD) interim management labor and technical assistance request, participating in meeting with HUD related to restructuring related matters.

CPO #2874390

SPO #2875915

Pensions (PEN)

T. Frank – 120.70 Hours; \$12,070.00

Sub-total – 120.70 Hours; \$12,070.00

Conway is utilizing a subcontractor to assist in the review and examination of both the Detroit General Retirement System and Detroit Police and Fire Retirement System. The subcontractor examined pension related documents, reports and the accounting system. Additionally, there were a number of meetings with the Auditor General's office in order to assist with the investigation.

CPO #2874390
SPO #2875915

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	07/18/13	TAE	Review and analysis of process mapping findings and recommendations for operational improvements and restructuring	2.50	425.00	1,062.50
36th District Court Matters	07/18/13	TAE	Review, analysis, and evaluation of 36 District Court 2014 operating budget to support operational restructuring activities and focus	3.00	425.00	1,275.00
36th District Court Matters	07/18/13	TAE	Attention to, evaluate and gain understanding of 36D Court supporting documentation and data for support of operating budget	1.70	425.00	722.50
36th District Court Matters	07/22/13	TAE	Reviewed 36D operating department reports and findings from SCAO assessments in order to develop prioritized tasks and strategies for improvement (1.6 hrs), Discussed process mapping findings and recommendations for prioritization of implementation with D. Harper (SCAO) (0.9 hrs)	2.50	425.00	1,062.50
36th District Court Matters	07/22/13	CMG	Correspondence with T. Eddy, Judge Talbot, B. Blake regarding 36D operational restructuring initiatives	0.75	425.00	318.75
36th District Court Matters	07/22/13	CMG	Coordination with B. Blake regarding 36D meeting scheduling and other items	0.50	425.00	212.50
36th District Court Matters	07/22/13	DMB	Preparation for and participation in meeting with M. Walsh to discuss restructuring strategy model as it relates to 36th District Court	2.20	275.00	605.00
36th District Court Matters	07/22/13	MCW	Analysis of 36D Restructuring Initiatives and 10 yr. Projection Model	1.10	275.00	302.50
36th District Court Matters	07/22/13	MCW	Met with D. Benedettini to discuss restructuring strategy model as it relates to 36th District Court	2.20	275.00	605.00
36th District Court Matters	07/22/13	TAE	Meet and interview with Suzanne Ochel to develop and define role and activity in restructuring of 36 D court	0.50	425.00	212.50
36th District Court Matters	07/23/13	TAE	Prepare for meeting with 36 District Court leadership to discuss and plan operational restructuring initiatives. Assembled and made copies for distribution and review in meeting (0.3), attend meeting with 36 District Court leadership to discuss and plan operational restructuring initiatives (2.50) followed-up meeting discussion with A. Gartan and D. Anderson (36D IT) regarding technology plan tasks (0.2)	3.00	425.00	1,275.00
36th District Court Matters	07/23/13	MCW	Analysis of 36D Baseline Analysis and Projection Model created by Ernst & Young	2.70	275.00	742.50
36th District Court Matters	07/23/13	MCW	Analysis of current standard operating procedures	2.00	275.00	550.00
36th District Court Matters	07/23/13	MCW	36D Data Analysis & Preparation of material for 9am Meeting with M. Talbot, D. Green, R. Mack, H. Shiffman, and CM Team	2.20	275.00	605.00
36th District Court Matters	07/23/13	MCW	Analysis of 36D Outstanding Receivables Aging Report	1.80	275.00	495.00
36th District Court Matters	07/23/13	MCW	Analysis of 36D Restructuring Initiatives and 10 yr. Projection Model	2.40	275.00	660.00
36th District Court Matters	07/23/13	TAE	Read and analyze S. Ochel report, findings and recommendations of 36D court operating improvements for inclusion in overall restructuring plan	0.90	425.00	382.50
36th District Court Matters	07/23/13	TAE	Reviewed and evaluated city budget and restructuring budget for understanding as it relates to overall operational restructuring of 36D Court	2.10	425.00	892.50
36th District Court Matters	07/23/13	TAE	Review and evaluated new proposed court room assignment charts	0.60	425.00	255.00
36th District Court Matters	07/23/13	TAE	Worked on establishing and prioritizing operational restructuring initiatives based on previously provided reports and assessments	1.50	425.00	637.50
36th District Court Matters	07/24/13	CMG	Preparation for and participation in meeting with Judge Talbot, D. Green, etc. regarding next steps, 10 year forecast, etc.	2.25	425.00	956.25
36th District Court Matters	07/24/13	DMB	Preparation for and participation in meeting with M. Walsh to discuss 36th District Court capital expenditures	1.50	275.00	412.50
36th District Court Matters	07/24/13	MCW	Preparation of material for 9am Meeting with 36D officials	0.70	275.00	192.50
36th District Court Matters	07/24/13	MCW	Meeting with 36D (C. Gannon, M. Talbot, D. Green, and R. Mack) discussing restructuring plan and capital expenditures	2.30	275.00	632.50
36th District Court Matters	07/24/13	MCW	Met with D. Benedettini to discuss 36th District Court capital expenditures	1.50	275.00	412.50
36th District Court Matters	07/24/13	TAE	Reviewed and evaluated 36 D Court Probation and Civil departments Management Assistance reports for understanding as it relates to overall operational restructuring of 36D Court	2.20	425.00	935.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	07/25/13	TAE	Attend meeting with 36 District Court and Supreme Court Administrator Office (SCAO) leadership to discuss and plan operational restructuring initiatives and reviewed accomplishments to date and establish short term work plans, long term plans, initiatives and goal setting/timing (2.9). Prepared for meeting by updating status report and making copies for distribution (0.4) and followed meeting with conversation with R. Mack (State Supreme Court Financial Analyst) regarding City payment process under Chapter 9 (0.3)	3.60	425.00	1,530.00
36th District Court Matters	07/26/13	MCW	Preparation of material for meeting with 36D, Tuesday July 30th	0.50	275.00	137.50
36th District Court Matters	07/29/13	TAE	Meet with Director of Traffic department to review technological needs and opportunities for improved work with use of technology	1.70	425.00	722.50
36th District Court Matters	07/29/13	TAE	Meet with Chief Administrator to review technological needs and opportunities for improved work with use of technology	1.70	425.00	722.50
36th District Court Matters	07/29/13	TAE	Meet with Director of Warrants to review technological needs and opportunities for improved work with use of technology	1.70	425.00	722.50
36th District Court Matters	07/29/13	MCW	Preparation for Tuesday, July 30th meeting with 36D	0.50	275.00	137.50
36th District Court Matters	07/29/13	TAE	Meet with Director of Civil department to review technological needs and opportunities for improved work with use of technology	2.00	425.00	850.00
36th District Court Matters	07/30/13	CMG	Preparation for and participation in meeting with 36D, GSD, DBA and facility maintenance supplier regarding 36D facility issues, capital investments necessary, budget concerns	2.50	425.00	1,062.50
36th District Court Matters	07/30/13	GMK	Communications with 36 DC regarding general employee communications	0.20	425.00	85.00
36th District Court Matters	07/30/13	MCW	Meeting with 36D, DBA, GSD, Limbach, and Conway MacKenzie - Discussion of immediate needs for 36D and Cap. Ex.	3.00	275.00	825.00
36th District Court Matters	07/30/13	MCW	Discussion with EY (S. Sarna), re: Critical Vendor, Account Payable; 36D Document request; meeting scheduling	1.70	275.00	467.50
36th District Court Matters	07/30/13	TAE	Meet with Director of MIS department to review technological needs and opportunities for improved work with use of technology	1.60	425.00	680.00
36th District Court Matters	07/30/13	TAE	Meet with Director of Probation department to review technological needs and opportunities for improved work with use of technology	2.00	425.00	850.00
36th District Court Matters	07/30/13	TAE	Meet with Director of Finance department to review technological needs and opportunities for improved work with use of technology	0.80	425.00	340.00
36th District Court Matters	07/30/13	TAE	Meeting with all Directors to discuss and develop improvement activities	2.10	425.00	892.50
36th District Court Matters	07/31/13	TAE	Meeting with all Director of General Services and Building authority s to discuss and develop facility needs analysis. Discussed plans for repair and maintenance of 36D Court building	1.90	425.00	807.50
36th District Court Matters	07/31/13	TAE	Meet with Director of HR department to review technological needs and opportunities for improved work with use of technology	1.50	425.00	637.50
36th District Court Matters	07/31/13	TAE	Review standard operating procedure improvements for Civil Department work stream improvement activities	1.10	425.00	467.50
36th District Court Matters	08/01/13	CMG		1.75	425.00	743.75
36th District Court Matters	08/01/13	TAE	Work flow observation and analysis of first floor lobby process flow (0.4) Developing plan for improved customer service of 1st floor cashier and information clerks (0.3)	0.70	425.00	297.50
36th District Court Matters	08/01/13	MCW	Analysis of Special Operational Review performed by National Center for State Courts and restructuring Initiatives	1.40	275.00	385.00
36th District Court Matters	08/01/13	TAE	Meet with Supervisor of Court reporters to review technological needs and opportunities for improved work with use of technology	1.50	425.00	637.50
36th District Court Matters	08/01/13	TAE	Meet with JIS system expert to review technological needs and opportunities for improved work with use of technology	1.50	425.00	637.50
36th District Court Matters	08/01/13	TAE	Conference call with Imagesoft to discuss application of software to support electronic case filing, e-ticketing and document imaging	1.10	425.00	467.50
36th District Court Matters	08/02/13	GMK	Various communications with 36DC regarding restructuring initiatives and various administrative items including guidance on time and activity reporting including reporting protocol to CM, City, and 36DC	0.70	425.00	297.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	08/02/13	TAE	Meet with MIS department to review technological needs and opportunities for improved work with use of technology (1.7) and finalize list and costs of priorities for capital expense budget (0.9)	2.60	425.00	1,105.00
36th District Court Matters	08/02/13	MCW	Analysis of Special Operational Review performed by National Center for State Courts and restructuring initiatives	0.80	275.00	220.00
36th District Court Matters	08/04/13	TAE	Put together final technology plan for 36 District Court	2.20	425.00	935.00
36th District Court Matters	08/05/13	MCW	Analysis of Limbach Facility Maintenance contract	1.00	275.00	275.00
36th District Court Matters	08/05/13	TAE	Prep for and participate in review of technological priorities and proposal for overall technology plan for 36D	3.10	425.00	1,317.50
36th District Court Matters	08/05/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.50	425.00	212.50
36th District Court Matters	08/06/13	TAE	Reviewed 36D Civil Department operating departments cash intake and reconciliation process (1.2), discussed process mapping findings and recommendations for prioritization of implementation with S. Ochel and V. Jones of Civil Department (1.3)	2.50	425.00	1,062.50
36th District Court Matters	08/06/13	MCW	Analysis of 36D Restructuring Initiatives and 10 yr. Projection Model	1.40	275.00	385.00
36th District Court Matters	08/06/13	MCW	Created summary document for GSD Capital Improvements re: 36D Improvements	1.00	275.00	275.00
36th District Court Matters	08/06/13	TAE	Worked on developing quote packages and procedures for new technology hardware and software	1.60	425.00	680.00
36th District Court Matters	08/06/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.70	425.00	297.50
36th District Court Matters	08/07/13	TAE	Met with representatives from GTL to develop implementation plan and timing for payment kiosks to improve payment flow	1.60	425.00	680.00
36th District Court Matters	08/07/13	TAE	Met with representatives from Imagesoft to develop implementation plan JIS to Document scanning linkage	1.00	425.00	425.00
36th District Court Matters	08/07/13	TAE	Worked with Director of traffic and MIS deputy director to develop implementation plan for misdemeanor traffic document scanning	1.60	425.00	680.00
36th District Court Matters	08/07/13	TAE	Worked with 36D and SCAO team to spec out technology upgrade plan and develop quoting process and procedures	2.10	425.00	892.50
36th District Court Matters	08/07/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.90	425.00	382.50
36th District Court Matters	08/08/13	MCW	Analysis of 36D, FY2014 budget related to expenses and revenues	0.90	275.00	247.50
36th District Court Matters	08/08/13	MCW	Analysis of Misdemeanor Traffic/Drunk Driving collection rates and assessments	1.40	275.00	385.00
36th District Court Matters	08/08/13	TAE	Met with CM 36D team to review status of process mapping and work flow improvement	0.80	425.00	340.00
36th District Court Matters	08/08/13	TAE	Reviewed and approved new standard operating procedure for tax garnishment filing process	1.00	425.00	425.00
36th District Court Matters	08/08/13	TAE	Prioritization of 36D building improvement requirements	1.00	425.00	425.00
36th District Court Matters	08/08/13	TAE	Process mapped the misdemeanor ticket initiation process for improvement planning	1.90	425.00	807.50
36th District Court Matters	08/08/13	TAE	Studied process flow and work stream associated with 1st floor cashier and information windows to develop improved work stream	1.60	425.00	680.00
36th District Court Matters	08/08/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.60	425.00	255.00
36th District Court Matters	08/09/13	TAE	Studied process flow and work stream associated with 2nd floor cashier and information windows to develop improved work stream	2.00	425.00	850.00
36th District Court Matters	08/12/13	MCW	Phone conversation w/ R. Mack (SCAO) re: labor negotiations update, budget to actual, and account payables	0.80	275.00	220.00
36th District Court Matters	08/12/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.70	425.00	297.50
36th District Court Matters	08/12/13	TAE	Worked with 36D and SCAO team to spec out technology upgrade plan and develop quoting process and procedures	1.30	425.00	552.50
36th District Court Matters	08/13/13	MCW	Analysis of Restructuring Initiatives	1.20	275.00	330.00
36th District Court Matters	08/13/13	MCW	Analysis of FY2012-2013 Revenue/Expenditure and EY actuals information for July	1.50	275.00	412.50
36th District Court Matters	08/14/13	TAE	Reviewed 36D Civil Department operating departments case management process and backlog related to Landlord Tenant and Tax Garnishment case filings (0.9), evaluated process for traffic ticket entry and initiation process to identify improvement opportunities (1.0), discussed process mapping findings and recommendations for prioritization of implementation with L. Crosby (Traffic), V. Jones and S. Mengel of Civil Department (0.6)	2.50	425.00	1,062.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	08/14/13	MCW	Analyzed accounts payable ("AP") vendor list with attention given to stated critical vendors as previously prioritized by 36th District Court finance department (1.0). Teleconference with H. Burden (36D) and R. Jackson (36D) regarding critical vendors and prioritization of vendors (0.9) and teleconference with E. Lee (EY) and H. Burden (36D) regarding critical vendors at 36th District Court (0.2)	2.10	275.00	577.50
36th District Court Matters	08/14/13	CMG	Meeting with M. Walsh to discuss critical vendor process, review of critical vendor list from 36D, recommended next steps regarding critical vendor list	0.75	425.00	318.75
36th District Court Matters	08/14/13	MCW	Analysis of IT RFP - upgrades, implementation plan, and purchase orders	2.60	275.00	715.00
36th District Court Matters	08/14/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.50	425.00	212.50
36th District Court Matters	08/14/13	TAE	Prep for and participate in review of technological priorities and proposal for overall technology plan for 36D	1.60	425.00	680.00
36th District Court Matters	08/14/13	TAE	Met with representatives from GTL to develop implementation plan and timing for payment kiosks to improve payment flow	0.60	425.00	255.00
36th District Court Matters	08/14/13	TAE	Worked with Director of traffic and MIS deputy director to develop implementation plan for misdemeanor traffic document scanning	0.90	425.00	382.50
36th District Court Matters	08/14/13	TAE	Worked with 36D and SCAO team to spec out and prioritize building improvement tasks	2.10	425.00	892.50
36th District Court Matters	08/15/13	TAE	Review progress with Suzanne Ochel regarding 36th District Court's Civil Department work streams and development of new processes and methods (re-engineering)	1.10	425.00	467.50
36th District Court Matters	08/15/13	CMG	Conference calls with T. Eddy (CM) regarding 36D budget (0.3), email correspondence with M. Walsh (CM) and T. Eddy (CM) regarding 36D (0.2) and meetings with M. Walsh (CM) and T. Eddy (CM) regarding 36D City Council budget, restructuring initiatives (0.5)	1.00	425.00	425.00
36th District Court Matters	08/15/13	MCW	Phone conversation w/ R. Mack (SCAO) re: labor negotiations update, budget to actual, and account payables	1.40	275.00	385.00
36th District Court Matters	08/15/13	TAE	Reviewed and evaluated city budget and restructuring budget for understanding as it relates to overall operational restructuring of 36D Court	3.10	425.00	1,317.50
36th District Court Matters	08/15/13	TAE	Followed up on implementation of final technology plan for 36 District Court	1.80	425.00	765.00
36th District Court Matters	08/15/13	TAE		0.70	425.00	297.50
36th District Court Matters	08/16/13	TAE	Held strategy session with financial director and SCAO finance representative to develop plans of critical vendor designations and payment (2.2). Developed communications of prioritized payments of critical vendors with City financial dept. (0.9)	3.10	425.00	1,317.50
36th District Court Matters	08/16/13	MCW	Analysis of Special Operational Review (National Center for State Courts)	2.00	275.00	550.00
36th District Court Matters	08/16/13	MCW	Preparation for and participation in meeting with H. Burden, R. Mack, and T. Eddy re: 36D restructuring initiatives and IT upgrade plan	2.70	275.00	742.50
36th District Court Matters	08/16/13	MCW	Analysis of 36D Restructuring Initiatives and 10 yr. Projection Model	1.50	275.00	412.50
36th District Court Matters	08/16/13	MCW	Analysis of AP, critical vendor list, and priority payment classifications put forth by H. Burden (36D)	1.00	275.00	275.00
36th District Court Matters	08/16/13	TAE	Met with Judge Talbot and SCAO rep to plan and update key initiative implementation	0.90	425.00	382.50
36th District Court Matters	08/16/13	TAE	Read and analyze S. Ochel report, findings and recommendations of 36D court operating improvements for inclusion in overall restructuring plan	0.90	425.00	382.50
36th District Court Matters	08/19/13	CMM	Review 36D update from TAE and provide guidance on considerations in addition of payment kiosks	0.20	495.00	99.00
36th District Court Matters	08/19/13	TAE	Followed up on implementation of final technology plan for 36 District Court	0.80	425.00	340.00
36th District Court Matters	08/20/13	TAE	Read and analyze S. Ochel report, findings and recommendations of 36D court operating improvements related to cashier activities (0.8), discussed initiatives to implement daily cash reconciliation to eliminate cash shortage with S. Ochel (0.4)	1.20	425.00	510.00

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	08/20/13	TAE	Prepared for 36 District Court leadership meeting by reviewing minutes from previous meeting and updating task list for discussion (0.2). Attended meeting with 36 District Court leadership to discuss and plan operational restructuring initiatives (1.0)	1.20	425.00	510.00
36th District Court Matters	08/20/13	TAE	Worked on pushing through proposals and quotes to initiated purchase orders of key technology upgrade items (0.8) and discussed and developed PO approval and spending process with D. Monk (0.9)	1.70	425.00	722.50
36th District Court Matters	08/20/13	TAE	Worked on prioritized payments of critical vendors with City financial dept. (0.3). Assess list of pre and post Chapter 9 filing by vendor (0.4) and developed on-going plan for addressing critical vendor payments and open A/P (0.7)	1.40	425.00	595.00
36th District Court Matters	08/20/13	MCW	Conference call with H. Burden and E. Lee re: AP Aging	0.80	275.00	220.00
36th District Court Matters	08/20/13	TAE	Worked with Director of traffic and MIS deputy director to develop implementation plan for misdemeanor traffic document scanning	0.30	425.00	127.50
36th District Court Matters	08/21/13	MCW	Meeting with T. Eddy re: 36D IT/Tech task list and follow up items: upgrades, progress, discussion on Tech Plan document	0.80	275.00	220.00
36th District Court Matters	08/21/13	TAE	Discussions with D.Monk SCAO CFO regarding budget and PO approval process for technology fund grants	0.70	425.00	297.50
36th District Court Matters	08/21/13	TAE	Worked with Director of traffic division and MIS to put together plan for initiation of document scanning of traffic tickets in order to go paperless tickets	1.90	425.00	807.50
36th District Court Matters	08/21/13	TAE	Reviewed task list and follow up items for M. Walsh	0.80	425.00	340.00
36th District Court Matters	08/21/13	TAE	Developed process and template of identification and review of weekly critical vendor payments and assessment of 36 D Court outstanding A/P	1.30	425.00	552.50
36th District Court Matters	08/22/13	TAE	Prepared for 36th District Court restructuring team meeting by updating status of tasks related to work process flow and technology improvements (0.3). Participated in 36th District Court restructuring team (36D and SCAO management team) meeting and review of status of restructuring initiatives and tasks related to technology upgrades, docket changes, courtroom assignments and Civil department work process flow improvements (1.6), followed up meeting with discussion with R.Mack (State Supreme Court) regarding financial department reporting (0.2)	2.10	425.00	892.50
36th District Court Matters	08/22/13	MCW	AP discussion with EY (E. Lee), process improvement in order to have critical vendors (pre-petition) paid, improving communication with H. Burden	1.00	275.00	275.00
36th District Court Matters	08/22/13	TAE	Meeting at Mound road detention facility with GTL reps to review and understand functionality of cash and charge card kiosks for implementation at 36D collections	2.10	425.00	892.50
36th District Court Matters	08/22/13	TAE	Reviewed and approved new cashier standard operating procedure as developed by V. Jones and S. Ochel	0.90	425.00	382.50
36th District Court Matters	08/22/13	TAE	Followed up on completion of 36 D court technology upgrade plan	1.10	425.00	467.50
36th District Court Matters	08/23/13	MCW	Analysis of 36D Restructuring Initiatives (IT) and 10 yr. Projection Model	1.60	275.00	440.00
36th District Court Matters	08/23/13	TAE	Prepare for and facilitate meeting at 36D court to develop strategy and implementation plan and timing for video conferencing and recording in court rooms	1.70	425.00	722.50
36th District Court Matters	08/23/13	TAE	Write up of process flow and implementation procedure for ticket scanning pilot trial	1.20	425.00	510.00
36th District Court Matters	08/23/13	TAE	Followed up on completion of 36 D court technology upgrade plan	1.30	425.00	552.50
36th District Court Matters	08/26/13	MCW	Preparation for and participation in IT Update meeting with A.Glavata, J. Mitzel, and D. Anderson re: 36D IT/Tech upgrades, progress, discussion on Tech Plan document	1.80	275.00	495.00
36th District Court Matters	08/26/13	MCW	Analysis of AP for weekly check run per H. Burden's prioritized list	1.00	275.00	275.00
36th District Court Matters	08/27/13	CMM		0.20	495.00	99.00
36th District Court Matters	08/27/13	MCW	Meeting w/ R. Mack (SCAO) re: labor negotiations update, budget v. actuals and account payables	2.50	275.00	687.50
36th District Court Matters	08/27/13	MCW	Phone conversation w/ Judge Talbot, EY, and H. Burden re: AP - Misdemeanor Defenders, process for having vendors approved as critical to avoid future problems	1.00	275.00	275.00
36th District Court Matters	08/28/13	MCW	Meeting/Conference call with GTL re: kiosks, and technical meeting on the kiosk interface with GTL and 36D	1.50	275.00	412.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	08/28/13	MCW	Meeting with D. Anderson re: 36D IT/Tech upgrades, progress, discussion on Tech Plan document	1.00	275.00	275.00
36th District Court Matters	08/29/13	CMM		0.10	495.00	49.50
36th District Court Matters	08/29/13	MCW	Meeting/Conference call with R. Mack, Judge Talbot, H. Burden, EY re: BCBS AP and threat to end service	2.00	275.00	550.00
36th District Court Matters	08/30/13	CMM		0.10	495.00	49.50
36th District Court Matters	08/30/13	MCW	Meeting with A. Glavata, J. Mitzel, and D. Anderson re: 36D IT/Tech upgrades, progress, discussion on Tech Plan document	1.30	275.00	357.50
36th District Court Matters	08/30/13	MCW	Analysis of IT quotes for disk storage, probation notes, and CDW equipment quotes	2.10	275.00	577.50
Blight and Surplus Land Matters	07/19/13	KJH	Reviewed documents, data, and notes regarding demolition of vacant residential structures in order to validate and further develop strategic plan; Senior personnel required due to knowledge foundation, strategic importance of initiative, and size of investment	1.20	425.00	510.00
Blight and Surplus Land Matters	07/22/13	CMM		0.20	495.00	99.00
Blight and Surplus Land Matters	08/02/13	KJH	Meeting with S. Penn regarding blight removal, Hardest Hit Fund proceeds, and Michigan Land Bank, including updates, open issues, and next steps	0.50	425.00	212.50
Blight and Surplus Land Matters	08/20/13	CMM	Site visit to Brightmoor demolition pilot to meet with B. Farkas and discuss potential modifications to approach on blight removal to impact cost and timing	2.00	495.00	990.00
Blight and Surplus Land Matters	08/20/13	KJH	Meeting with The Blight Authority (B. Farkas) regarding blight removal, planning, and tour of Brightmoor neighborhood	2.80	425.00	1,190.00
Blight and Surplus Land Matters	08/20/13	KJH	Follow-up, organization of notes, and review of documents from meeting with The Blight Authority	0.60	425.00	255.00
Blight and Surplus Land Matters	08/21/13	KJH	Meeting with S. Penn regarding blight removal, Hardest Hit Fund and process, and open items	0.40	425.00	170.00
Blight and Surplus Land Matters	08/21/13	KJH	E-mail correspondence with B. Farkas (The Blight Authority) regarding follow-up from meeting, next steps, and future discussion	0.60	425.00	255.00
Blight and Surplus Land Matters	08/23/13	CMM	Correspondence with B. Farkas (Blight Authority) re: estimates for non-structural blight removal	0.40	495.00	198.00
Blight and Surplus Land Matters	08/27/13	CMM	TC with B. Puite (Blight Authority) re: Hardest Hit Funds award, various scenarios re: blight removal	0.40	495.00	198.00
Blight and Surplus Land Matters	08/28/13	KJH	E-mail correspondence with B. Farkas (The Blight Authority) regarding financing, timeline, and contractors	0.60	425.00	255.00
Blight and Surplus Land Matters	08/30/13	CMM	TC with R. Reddy (Detroit Crime Commission) re: considerations with HHF	0.20	495.00	99.00
Blight and Surplus Land Matters	08/30/13	CMM	TC with B. Farkas (Blight Authority) re: fire emergencies with blighted properties	0.30	495.00	148.50
Buildings and Safety Department Matters	07/18/13	EAM	Preparation for BSEED meeting with R. Scott, D. Bell, M. Walsh to discuss next steps for software system RFP, other IT needs, consolidation opportunities, plan	2.30	275.00	632.50
Buildings and Safety Department Matters	07/19/13	CMG	Preparation for and participation in meeting with G. Brown and K. Andrews with BSEED regarding key issues	1.25	425.00	531.25
Buildings and Safety Department Matters	07/19/13	CMG	Conference call with Wade Trim to provide update on BSEED process and their proposal	0.50	425.00	212.50
Buildings and Safety Department Matters	07/19/13	EAM	BSEED meeting with D. Bell, C. Gannon, K. Henderson, K. Andrews, R. Scott regarding immediate needs of department, update on current operations, duplicity that exists with other departments	0.70	275.00	192.50
Buildings and Safety Department Matters	07/19/13	EAM	BSEED meeting with D. Bell, C. Gannon, L. Schneider, re: status update of restructuring items, IT needs, RFPs to get under way, AR reconciliation	1.30	275.00	357.50
Buildings and Safety Department Matters	07/19/13	MCW	Analysis of agency plan, goals, and financial summary	1.00	275.00	275.00
Buildings and Safety Department Matters	07/22/13	CMG		1.50	425.00	637.50
Buildings and Safety Department Matters	07/22/13	MCW	BSEED Analysis of current practices and strategies	1.50	275.00	412.50
Buildings and Safety Department Matters	07/22/13	MCW	BSEED Restructuring Initiatives Model Analysis	0.80	275.00	220.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	07/25/13	MCW	Drafted and distributed correspondence to A.Anyanwu (BSEED) and F.Njubigbo (BSEED) regarding case types and fee descriptions, and Detroit Fee Schedule	0.60	275.00	165.00
Buildings and Safety Department Matters	07/25/13	MCW	Drafted and distributed communication to D.Bell (BSEED) regarding candidacy and onboarding of new resource for department (0.1), Prepared meeting agenda for meeting with D.Bell (BSEED) regarding accounts receivable and meeting with P. Roberson (Law) regarding collections (0.3)	0.40	275.00	110.00
Buildings and Safety Department Matters	07/25/13	CMG	Preparation for and participation in meeting with D. Bell at BSEED to discuss key restructuring initiatives within department including A/R collections, metrics, budget to actual, fee study	1.75	425.00	743.75
Buildings and Safety Department Matters	07/25/13	FAM	Meeting with D. Bell re: BSEED restructuring priorities, [REDACTED] organizational chart changes, IT status update, AR reconciliation status update	1.60	275.00	440.00
Buildings and Safety Department Matters	07/25/13	MCW	Analysis of current practices (SOPs) and strategies	1.00	275.00	275.00
Buildings and Safety Department Matters	07/25/13	MCW	Participated in weekly meeting with D. Bell, C. Gannon, re: key restructuring initiatives within department including A/R collections, metrics, budget to actual, fee study, etc.	1.80	275.00	495.00
Buildings and Safety Department Matters	07/25/13	MCW	Analysis of Restructuring Initiatives and 10 yr. Projection Model	1.70	275.00	467.50
Buildings and Safety Department Matters	07/26/13	MCW	Teleconference with G. Oxendine (HR) regarding current COD full-time employee list (0.6), follow-up detailed information request from G. Oxendine (HR) regarding COD full-time employee list, and attrition documentation (0.3)	0.90	275.00	247.50
Buildings and Safety Department Matters	07/26/13	FAM	Discussion with M. Walsh and L Schneider re: BSEED restructuring analysis and 10 year plan	1.00	275.00	275.00
Buildings and Safety Department Matters	07/26/13	MCW	AP coordination with EY (S. Sarna), re: AP processes within department	0.60	275.00	165.00
Buildings and Safety Department Matters	07/26/13	MCW	Analysis of current practices and strategies	0.90	275.00	247.50
Buildings and Safety Department Matters	07/26/13	MCW	Analysis of Restructuring Initiatives Model	0.90	275.00	247.50
Buildings and Safety Department Matters	07/29/13	MCW	Participated in meeting with D. Bell (BSEED) and impact contractor for introduction and work stream discussion related contractor's responsibilities (1.0). Participated in meeting with W. Hereford (Impact) and senior department member's, introducing W. Hereford and current work streams (1.0)	2.00	275.00	550.00
Buildings and Safety Department Matters	07/29/13	MCW	Participated in meeting with S.Sarna (EY) regarding BSEED account payables for different department functions (demolition and supplies) (0.5) Drafted and distributed communication to D.Bell (BSEED) regarding all employees and their classifications within the department (0.2) Prepared for meeting with A. Anyanwu (BSEED) regarding financial reporting, budget preparation, and historical budget to actual data (0.8)	1.50	275.00	412.50
Buildings and Safety Department Matters	07/29/13	FAM	Discussion with S. Sarna re: AP payment approval process for demolition projects	0.40	275.00	110.00
Buildings and Safety Department Matters	07/29/13	FAM	Contractor meeting to discuss background of BSEED department, work plan and priorities	2.30	275.00	632.50
Buildings and Safety Department Matters	07/29/13	FAM	Update to AR rollover analysis and response to related questions	0.80	275.00	220.00
Buildings and Safety Department Matters	07/29/13	MCW	Analysis of Account Receivables	1.90	275.00	522.50
Buildings and Safety Department Matters	07/29/13	MCW	Analysis of AP process and changes mandated by EY and J. Bonsall going forward	0.50	275.00	137.50
Buildings and Safety Department Matters	07/29/13	MCW	Analysis of Restructuring Initiatives	0.80	275.00	220.00
Buildings and Safety Department Matters	07/29/13	MCW	Prepared department materials for onboarding contractor	1.00	275.00	275.00
Buildings and Safety Department Matters	07/29/13	MCW	BSEED Analysis of current practices and strategies	0.90	275.00	247.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	07/30/13	MCW	Drafted and distributed communication to F. Njubigbo (BSEED) and L. Rondeau (BSEED) regarding budget to actuals for the last 3 years, process flow maps, and policies and procedures (0.1). Drafted and distributed communication to A. Anyanwu (BSEED) regarding budget to actuals for last 3 years, budget package, and monthly financial reporting documents (0.2) and participated in meeting with W. Hereford (Impact) regarding AR run rates, per data extracted from Tidemark IT system (0.9)	1.20	275.00	330.00
Buildings and Safety Department Matters	07/30/13	EAM	Status update discussion with W. Hereford re: AR reconciliation progress; current priorities and path forward	1.40	275.00	385.00
Buildings and Safety Department Matters	07/30/13	MCW	Accounts Payable communication between EY, CM, and BSEED; communication and coordination with BSEED contractor	0.90	275.00	247.50
Buildings and Safety Department Matters	07/30/13	MCW	Prepared for meeting with 36D, DBA, GSD, Umbach, and Conway MacKenzie	1.10	275.00	302.50
Buildings and Safety Department Matters	07/30/13	MCW	Prepared for and meeting with BSEED Finance Director, A. Anyanwu. 2013 Financial Documents received	1.90	275.00	522.50
Buildings and Safety Department Matters	07/31/13	MCW	Analysis of financial document e-report	1.30	275.00	357.50
Buildings and Safety Department Matters	07/31/13	MCW	Created comprehensive document to include case types, fees, and description of services rendered	1.90	275.00	522.50
Buildings and Safety Department Matters	07/31/13	MCW	Analyzed department fee schedule and performed analysis of benchmarked municipality (Royal Oak)	0.70	275.00	192.50
Buildings and Safety Department Matters	07/31/13	MCW	Preparation of material for meeting with R. Scott	0.90	275.00	247.50
Buildings and Safety Department Matters	07/31/13	MCW	Meeting with C. Gannon, E. Petrovski, and R. Scott, re: Department's Standard Operating Procedures, Fee Schedule	2.00	275.00	550.00
Buildings and Safety Department Matters	07/31/13	MCW	Analyzed department fee schedule and performed benchmarking analysis of municipalities	2.00	275.00	550.00
Buildings and Safety Department Matters	07/31/13	MCW	Analyzed data to assist in allocation of time spent on department initiatives	1.00	275.00	275.00
Buildings and Safety Department Matters	07/31/13	MCW	Analyzed department employee information, re: cost analysis	0.70	275.00	192.50
Buildings and Safety Department Matters	08/01/13	CMG	Preparation for and participation weekly update meeting with D. Bell regarding BSEED activities	1.25	425.00	531.25
Buildings and Safety Department Matters	08/01/13	EAM	Discussion with W. Hereford re: AR rollforward and assumptions used	1.20	275.00	330.00
Buildings and Safety Department Matters	08/01/13	EAM	Discussion with W. Hereford re: AR reconciliation statute of limitations cutoff date	0.70	275.00	192.50
Buildings and Safety Department Matters	08/01/13	MCW		2.60	275.00	715.00
Buildings and Safety Department Matters	08/01/13	MCW	Participated in weekly meeting with D. Bell, C. Gannon, discussing restructuring strategy, work plans, timelines, and outstanding department issues	1.40	275.00	385.00
Buildings and Safety Department Matters	08/02/13	MCW	Reviewed BSEED Fee Schedule highlighted by department managers for the purpose of fee benchmarking exercise	0.50	275.00	137.50
Buildings and Safety Department Matters	08/02/13	CMG	Preparation for and participation in meeting with W. Robinson in Property Maintenance to discuss division, process flow mapping, policies and procedures, current metrics tracked	1.25	425.00	531.25
Buildings and Safety Department Matters	08/02/13	FAM	BSEED W. Robinson Property Maintenance meeting preparation	0.30	275.00	82.50
Buildings and Safety Department Matters	08/02/13	EAM	Discussion with W. Hereford re: AR rollforward assumptions and timing	0.50	275.00	137.50
Buildings and Safety Department Matters	08/02/13	EAM	Discussion with L. Schneider re: demolition data and dangerous building financials	0.40	275.00	110.00
Buildings and Safety Department Matters	08/02/13	MCW	Analysis Demolition of Standard Operating Procedures and Fire Insurance Escrow process flow chart	2.00	275.00	550.00
Buildings and Safety Department Matters	08/02/13	MCW	Meeting w/ W. Robinson, re process flow mapping, Property Maintenance division's policies and procedures, and key performance metrics	1.20	275.00	330.00
Buildings and Safety Department Matters	08/02/13	MCW	Analysis of demolition Accounts Payable SOP	0.90	275.00	247.50
Buildings and Safety Department Matters	08/02/13	MCW	Analysis of License and Permits SOP and Account Receivables	1.30	275.00	357.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	08/05/13	CMG	Preparation for and participation in BSEED morning meeting, introduction of team to all senior management (0.6), meeting with M. Walsh regarding BSEED next steps and key activities to perform (0.2)	0.80	425.00	340.00
Buildings and Safety Department Matters	08/05/13	CMG	Review of BSEED A/R (0.5) and participated in status update call with BSEED leadership on A/R (0.25)	0.75	425.00	318.75
Buildings and Safety Department Matters	08/05/13	CMG	Drafted email to D. Bell regarding necessary labor resources to effectuate restructuring, etc.	0.50	425.00	212.50
Buildings and Safety Department Matters	08/05/13	EAM	Meeting with BSEED division heads	0.20	275.00	55.00
Buildings and Safety Department Matters	08/05/13	EAM	Assessment of delinquency analysis prepared by E. Crutchfield	0.50	275.00	137.50
Buildings and Safety Department Matters	08/05/13	EAM	Fire escrow account analysis	0.90	275.00	247.50
Buildings and Safety Department Matters	08/05/13	EAM	Current outstanding AR analysis file review and discussion with W. Hereford	0.60	275.00	165.00
Buildings and Safety Department Matters	08/05/13	MCW	Participation in department's weekly staff meeting	0.50	275.00	137.50
Buildings and Safety Department Matters	08/05/13	MCW	Analysis of department's current employee roster	0.80	275.00	220.00
Buildings and Safety Department Matters	08/05/13	MCW	Analysis of AR Aging report and Collection projections w/in Restructuring Initiatives and 10 yr. Plan model	1.30	275.00	357.50
Buildings and Safety Department Matters	08/05/13	MCW	Analysis and discussion with L. Rondeau and W. Hereford re: Tidemark IT	0.50	275.00	137.50
Buildings and Safety Department Matters	08/05/13	MCW	Analysis of Tidemark Aging AR reports, delinquent accounts	2.00	275.00	550.00
Buildings and Safety Department Matters	08/05/13	MCW	Request for financial documents from L. Rondeau, A. Anyanwu, and F. Njubigbo	0.90	275.00	247.50
Buildings and Safety Department Matters	08/06/13	CMG	Preparation for and participation in meeting with W. Hereford regarding BSEED A/R aging reports, current system capabilities/limitations	1.35	425.00	573.75
Buildings and Safety Department Matters	08/06/13	CMG	Meeting with M. Walsh regarding BSEED next steps, monthly budget to actual comparisons, etc.	0.30	425.00	127.50
Buildings and Safety Department Matters	08/06/13	MCW	Meeting w/ D. Bell re: L. Rondeau, resume review, FTE needs	1.00	275.00	275.00
Buildings and Safety Department Matters	08/06/13	MCW	Preparation for and participation in meeting w/ W. Hereford and C. Gannon re: AR	1.00	275.00	275.00
Buildings and Safety Department Matters	08/06/13	MCW	Analysis of department restructuring initiatives	1.50	275.00	412.50
Buildings and Safety Department Matters	08/06/13	MCW	Analysis of License and Permits SOP	1.00	275.00	275.00
Buildings and Safety Department Matters	08/06/13	MCW	Meeting w/ W. Hereford re: CM department initiatives	0.50	275.00	137.50
Buildings and Safety Department Matters	08/07/13	CMG	Meeting with M. Walsh regarding BSEED budget to actual	0.45	425.00	191.25
Buildings and Safety Department Matters	08/07/13	EAM	Discussion with W. Hereford re: fire escrow account and dangerous buildings AR	0.30	275.00	82.50
Buildings and Safety Department Matters	08/07/13	MCW	Analysis of BSEED financial documents: FY2013 Budget, FY2014 Budget, Budget preparation documents	1.40	275.00	385.00
Buildings and Safety Department Matters	08/07/13	MCW	Requested information from and corresponded with department officials re: Key Performance Indicators, and roles and responsibilities	0.90	275.00	247.50
Buildings and Safety Department Matters	08/07/13	MCW	Analyzed historical FTE data, budgeted v. actual	2.00	275.00	550.00
Buildings and Safety Department Matters	08/08/13	KJH	Meeting with M. Walsh (CM) regarding building fire escrow account to understand the purpose of the account and to develop analyses required to determine ability to unlock value in the account	0.80	425.00	340.00
Buildings and Safety Department Matters	08/08/13	CMG	Preparation for and participation in meeting with D. Bell and others regarding IT system issues, IT system RFPs, etc.	1.25	425.00	531.25
Buildings and Safety Department Matters	08/08/13	CMG	Preparation for and participation in meeting with P. Roberson, D. Bell, and others regarding A/R collection legal opportunities, etc.	1.10	425.00	467.50
Buildings and Safety Department Matters	08/08/13	EAM	Analysis of fire escrow account and dangerous buildings AR reconciliation plan	0.80	275.00	220.00
Buildings and Safety Department Matters	08/08/13	MCW	Meeting w/ IT Dept., D. Martin-Parker re: technological initiatives - Electronic Plan Review, Tidemark IT system upgrades	1.00	275.00	275.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	08/08/13	MCW	Meeting w/ Demolition division chief, D Patel re process flow mapping, Property Maintenance division's policies and procedures, and key performance metrics	1.20	275.00	330.00
Buildings and Safety Department Matters	08/08/13	MCW	Meeting w/ Law P. Roberson, K. Henderson, BSEED D. Bell, L. Rondeau, W. Hereford, and C. Gannon re: AR outstanding and collections	1.10	275.00	302.50
Buildings and Safety Department Matters	08/08/13	MCW	Meeting w/ A. Anyanwu re: succession planning, balance scorecard, employee reviews	1.50	275.00	412.50
Buildings and Safety Department Matters	08/08/13	MCW	Analysis of Plumbing and Property Maintenance reports, re: productivity, revenues, and collections F20	1.70	275.00	467.50
Buildings and Safety Department Matters	08/09/13	KJH	Meeting with M. Walsh and A. Harker regarding dangerous building fire escrow account, issues, next steps, and work plan	1.10	425.00	467.50
Buildings and Safety Department Matters	08/09/13	MCW	Meeting with K. Hand and A. Harker re: fire insurance escrow account, issues	1.10	275.00	302.50
Buildings and Safety Department Matters	08/12/13	MCW	Participated in meeting with A. Harker, L. Schneider, and G. Davis re: Fee Schedule reorganization and consolidation	1.00	275.00	275.00
Buildings and Safety Department Matters	08/12/13	MCW	Meeting with W. Hereford re: Accounts Receivable	0.50	275.00	137.50
Buildings and Safety Department Matters	08/12/13	MCW	Analysis of Sweep and Enforcement Process Flow Map	1.10	275.00	302.50
Buildings and Safety Department Matters	08/12/13	MCW	Meeting with W. Hereford re: Tidemark AR reports, aging detail, case types	0.30	275.00	82.50
Buildings and Safety Department Matters	08/12/13	MCW	Meeting with W. Hereford and F. Njubigbo re: Fire Insurance Escrow - process flow, accounting, account balance	0.80	275.00	220.00
Buildings and Safety Department Matters	08/12/13	MCW	Meeting with A. Anyanwu re: Employee accountability, performance reviews, balanced scorecards, and succession planning	1.00	275.00	275.00
Buildings and Safety Department Matters	08/12/13	MCW	Analysis of department filled and vacant positions, updated organizational chart	1.90	275.00	522.50
Buildings and Safety Department Matters	08/12/13	MCW	Analysis of Fire Insurance Escrow Account, EY provided account information	0.80	275.00	220.00
Buildings and Safety Department Matters	08/13/13	CMG	Review of updated org chart, key vacancies, etc.	0.25	425.00	106.25
Buildings and Safety Department Matters	08/13/13	GMK	Preparation and participation in meeting with EM office regarding BSEED AR reconciliation process and next steps	1.80	425.00	765.00
Buildings and Safety Department Matters	08/13/13	MCW	Analyzed A/R information and assisted in preparation of document re: Wayne County Invoices (vacant/abandoned properties, work performed)	2.00	275.00	550.00
Buildings and Safety Department Matters	08/13/13	MCW	Analysis of Delinquent Account, Information from Tidemark IT system, from FY2011-2012	2.90	275.00	797.50
Buildings and Safety Department Matters	08/13/13	MCW	Analysis of Delinquent Account, Information from Tidemark IT system, from FY2010-2011	2.00	275.00	550.00
Buildings and Safety Department Matters	08/13/13	MCW	Analysis of Delinquent Account, information from Tidemark IT system, from FY2008-2009	1.00	275.00	275.00
Buildings and Safety Department Matters	08/14/13	CMG		1.50	425.00	637.50
Buildings and Safety Department Matters	08/14/13	CMG	Review of Key Performance Indicators (KPIs) currently tracked by demolition, etc.	0.25	425.00	106.25
Buildings and Safety Department Matters	08/14/13	CMG	Review of BSEED A/R analysis (0.1). Meeting with M. Walsh regarding same, suggested edits to A/R analysis (0.15) and meeting with J. Bonsall regarding BSEED A/R findings (0.5)	0.75	425.00	318.75
Buildings and Safety Department Matters	08/14/13	MCW	Analyzed Wayne County A/R information for J. Addison, in preparation for meeting with Law, BSEED, and J. Bonsall	1.20	275.00	330.00
Buildings and Safety Department Matters	08/14/13	MCW	Meeting with Y. Williams re: Organizational Chart and vacancies	1.00	275.00	275.00
Buildings and Safety Department Matters	08/14/13	MCW	Meeting with L. Rondeau re: Wayne County A/R and Invoices	1.50	275.00	412.50
Buildings and Safety Department Matters	08/14/13	MCW	Analysis of department roles and responsibilities	1.30	275.00	357.50
Buildings and Safety Department Matters	08/14/13	MCW	Analysis of Delinquent Account, Information from Tidemark IT system, from FY2008-2009	2.20	275.00	605.00
Buildings and Safety Department Matters	08/15/13	KJH	Review of bank account statements and process flow map related to Fire Insurance Escrow	1.10	425.00	467.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	08/15/13	MCW	Analysis of department roles and responsibilities	2.20	275.00	605.00
Buildings and Safety Department Matters	08/15/13	MCW	Analysis of Standard Operating Procedures for Refrigeration (ULM), Boilers (ULP), Pressure Vessels (ULP)	1.30	275.00	357.50
Buildings and Safety Department Matters	08/15/13	MCW	Analysis of Standard Operating Procedures for Signs and Awnings (MRC) and Elevators (ULE)	2.80	275.00	770.00
Buildings and Safety Department Matters	08/15/13	MCW		0.90	275.00	247.50
Buildings and Safety Department Matters	08/16/13	MCW	Analysis of department roles and responsibilities	0.60	275.00	165.00
Buildings and Safety Department Matters	08/16/13	MCW	Analysis of department roles and responsibilities (resume review)	1.30	275.00	357.50
Buildings and Safety Department Matters	08/19/13	KJH	Meeting with M. Walsh regarding fire escrow account reconciliation status, work plan, and next steps	0.40	425.00	170.00
Buildings and Safety Department Matters	08/19/13	MCW	Meeting w/ K. Hand re: fire insurance escrow account reconciliation status	0.40	275.00	110.00
Buildings and Safety Department Matters	08/19/13	MCW	Meeting with W. Hereford and A. Anyanwu re: Fire Insurance Escrow, demolition, Grant funded demolition process and communication with PDD	2.00	275.00	550.00
Buildings and Safety Department Matters	08/19/13	MCW	Meeting with A. Anyanwu re: Budget to Actuals, Carry forwards, Encumbrance process	1.50	275.00	412.50
Buildings and Safety Department Matters	08/19/13	MCW	Meeting with L. Rondeau re: AR, department SOPs, and AR data extraction from Tidemark IT system	1.50	275.00	412.50
Buildings and Safety Department Matters	08/19/13	MCW	Meeting with Budget Director, B. Hartzell re: Budget to Actuals for BSEED	1.10	275.00	302.50
Buildings and Safety Department Matters	08/19/13	MCW	Analysis of Fire Insurance Escrow, FY2012-2013	2.00	275.00	550.00
Buildings and Safety Department Matters	08/19/13	MCW	Analysis of Aging AR Report, from Tidemark IT system	1.90	275.00	522.50
Buildings and Safety Department Matters	08/20/13	MCW	Analysis of AR, case type reconciliation	2.40	275.00	660.00
Buildings and Safety Department Matters	08/20/13	MCW	Request for financial documents from L. Rondeau, A. Anyanwu, and F. Njubigbo	0.80	275.00	220.00
Buildings and Safety Department Matters	08/20/13	MCW	Analysis of Aging AR Report, from Tidemark IT system	2.00	275.00	550.00
Buildings and Safety Department Matters	08/20/13	MCW	Analysis of AR, case type reconciliation with Delinquent Account report	1.90	275.00	522.50
Buildings and Safety Department Matters	08/20/13	MCW	Analysis of Standard Operating Procedures for Billing for Refrigeration (ULM), Boilers (ULP), Pressure Vessels (ULP), Signs and Awnings (MRC) and Elevators (ULE)	2.00	275.00	550.00
Buildings and Safety Department Matters	08/20/13	MCW	Updated Organizational Chart with Contact information	1.80	275.00	495.00
Buildings and Safety Department Matters	08/21/13	MCW	Analysis of CM COD department presentation related to Revenue Enhancement Initiatives in regard to accounts receivables and collections information	1.60	275.00	440.00
Buildings and Safety Department Matters	08/21/13	GMK	Review and comment on BSEED AR related to WC Dangerous Building/Demolition Charges memo	0.50	425.00	212.50
Buildings and Safety Department Matters	08/21/13	MCW	Analysis of Standard Operating Procedures for Cashiering (License and Permits)	1.90	275.00	522.50
Buildings and Safety Department Matters	08/21/13	MCW	Analysis of Standard Operating Procedures for Cashiering (Demolition)	2.00	275.00	550.00
Buildings and Safety Department Matters	08/21/13	MCW	Analysis of AR Aging report from March 2013	2.40	275.00	660.00
Buildings and Safety Department Matters	08/22/13	CMG	Preparation for and participation in meeting with D. Bell regarding BSEED restructuring activities, etc.	1.10	425.00	467.50
Buildings and Safety Department Matters	08/22/13	MCW	Analysis of Fire Insurance Escrow law and process flow	2.10	275.00	577.50
Buildings and Safety Department Matters	08/22/13	MCW	Created document to consolidate Delinquent Accounts, by case types	2.70	275.00	742.50
Buildings and Safety Department Matters	08/22/13	MCW	Prepared documents for and participated in weekly meeting with D. Bell, C. Gannon, re: BSEED restructuring Initiatives	2.00	275.00	550.00
Buildings and Safety Department Matters	08/22/13	MCW	Continued work on a document to consolidate Delinquent Accounts, by case types	2.50	275.00	687.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	08/23/13	MCW	Audit of Fire Insurance Escrow from Data Relationship Management Software with Tidemark IT system (Dangerous Buildings and Miscellaneous case types) FY 2011	1.20	275.00	330.00
Buildings and Safety Department Matters	08/23/13	MCW	Meeting with A. Anyanwu regarding Fire Insurance Escrow and demolition, coordination with Planning and Development Department and Neighborhood Stabilization Projects Funds	1.00	275.00	275.00
Buildings and Safety Department Matters	08/23/13	MCW	Meeting with F. Njubigbo regarding Dangerous Buildings/Fire Insurance Escrow case types and tracking within Tidemark	1.00	275.00	275.00
Buildings and Safety Department Matters	08/23/13	MCW	Meeting with L. Rondeau re: AR detail data extraction from Tidemark, case types and fees associated with each case type	1.00	275.00	275.00
Buildings and Safety Department Matters	08/23/13	MCW	Meeting with W. Hereford re: revisions to Delinquent account findings, reporting, and changes for Crystal Report (IT program that is used to write Tidemark reports)	0.90	275.00	247.50
Buildings and Safety Department Matters	08/24/13	MCW	Audit of Fire Insurance Escrow from Data Relationship Management Software with Tidemark IT system (Dangerous Buildings and Miscellaneous case types) FY 2012	2.50	275.00	687.50
Buildings and Safety Department Matters	08/24/13	MCW	Created AR Aging detail report, with "data dump"	1.70	275.00	467.50
Buildings and Safety Department Matters	08/26/13	MCW	Analysis of account receivables with duplicate entries (Use License Elevator, Use License Mechanical, Use License Plumbing case types) - per L. Jackson and W. Hereford	1.50	275.00	412.50
Buildings and Safety Department Matters	08/26/13	MCW	Began pursuit of deposit confirmation of [REDACTED] check from DPS pertaining to outstanding A/R	1.00	275.00	275.00
Buildings and Safety Department Matters	08/27/13	MCW	Analysis of Standard Operating Procedures (Construction)	2.00	275.00	550.00
Buildings and Safety Department Matters	08/27/13	MCW	Analysis within the AR Aging Report	2.50	275.00	687.50
Buildings and Safety Department Matters	08/27/13	MCW	Analyzed and provided comments on AR PPT	1.00	275.00	275.00
Buildings and Safety Department Matters	08/28/13	MCW	Analysis of monthly reporting document pertaining to activities including Inspector summaries in order to understand the overall productivity of the department for the month and establish a baseline for future reporting and metrics	2.30	275.00	632.50
Buildings and Safety Department Matters	08/28/13	MCW	Meeting with L. Jackson, L. Rondeau, and W. Hereford re: AP (3 processes), and AR (SOPs)	1.20	275.00	330.00
Buildings and Safety Department Matters	08/28/13	MCW	Analysis of yearly budget worksheets	1.80	275.00	495.00
Buildings and Safety Department Matters	08/29/13	MCW	Analyzed A/P process in order to comply with J. Bonsall's mandate of AP being recorded within 20 days	1.10	275.00	302.50
Buildings and Safety Department Matters	08/29/13	MCW	Meeting with Y. Williams re: Information requested from A. Anyanwu, department vacancies	1.20	275.00	330.00
Buildings and Safety Department Matters	08/29/13	MCW	Meeting with D. Bell re: Budget and headcount	0.50	275.00	137.50
Buildings and Safety Department Matters	08/29/13	MCW	Analysis within the AR Aging Report	2.30	275.00	632.50
Buildings and Safety Department Matters	08/29/13	MCW	Analysis of Standard Operating Procedure (Demolition)	0.70	275.00	192.50
Buildings and Safety Department Matters	08/30/13	MCW	Analysis within the AR Aging Report - Licenses and Permits, by Division	2.10	275.00	577.50
Buildings and Safety Department Matters	08/30/13	MCW	Analysis of AR Aging Report - Property Maintenance	1.50	275.00	412.50
Case Administration	07/18/13	CMM	Correspondence with counsel regarding filing and review of pleadings related to the bankruptcy filing and filing of first day documents, including declaration	2.10	495.00	1,039.50
Case Administration	07/18/13	CMM	Preparation and participation in TC with advisor team re: filing and next steps	1.50	495.00	742.50
Case Administration	07/24/13	KJH	Preparation of weekly update to hours billing, and average hourly rate analysis (0.6), including e-mail correspondence with J. Bonsall (EMO) (0.1)	0.70	425.00	297.50
Case Administration	07/24/13	KJH	Preparation of invoices and payment analysis (0.4), including e-mail correspondence with K. Dippel (CM) (0.2)	0.60	425.00	255.00
Case Administration	07/25/13	KJH	Preparation of invoices and payment analysis (0.5), including e-mail correspondence with J. Bonsall (EMO) (0.2)	0.70	425.00	297.50
Case Administration	07/25/13	KJH	Preparation of Invoice and fee detail	1.30	425.00	552.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Case Administration	07/25/13	KJH	Preparation of administrative tools, including invoicing protocol, task codes, and processes	0.80	425.00	340.00
Case Administration	08/07/13	KJH	Preparation of invoices and payment analysis	0.70	425.00	297.50
Case Administration	08/07/13	KJH	Preparation of invoice and fee detail	1.20	425.00	510.00
Case Administration	08/22/13	KJH	Preparation of invoice and fee detail	0.80	425.00	340.00
Case Administration	08/23/13	KJH	Preparation of invoice and fee detail	1.20	425.00	510.00
City Charter Matters	07/25/13	CMG		2.00	425.00	850.00
City Charter Matters	07/25/13	CMM		1.40	495.00	693.00
City Charter Matters	07/25/13	GMK	Preparation and participation in meeting with consultants regarding City Charter and possible engagement involvement	1.20	425.00	510.00
City Charter Matters	07/25/13	KJH		1.30	425.00	552.50
Coleman A. Young International Airport Matters	07/18/13	KJH	E-mail correspondence with J. Watt (Airport), J. Doak (Miller Buckfire), and J. McKenna (Miller Buckfire) regarding Airport site visit, opportunities, and grant restrictions	0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/18/13	DMB	Preparation for and participation in meeting with K. Wooten to discuss City Airport initiatives	1.10	275.00	302.50
Coleman A. Young International Airport Matters	07/18/13	KJH	Preparation for and participation in Airport meeting with K. Wooten	0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/19/13	KJH	Review of Airport information, financial statements for previous three years and capital expenditure summary	0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/22/13	DMB		1.80	275.00	495.00
Coleman A. Young International Airport Matters	07/22/13	KJH	Meeting with J. Watt (Airport), J. Doak (Miller Buckfire), and J. McKenna (Miller Buckfire) regarding Airport opportunities, strategies, and work plan	0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/22/13	KJH	E-mail correspondence regarding Airport and related grants	0.60	425.00	255.00
Coleman A. Young International Airport Matters	07/25/13	DMB	Participated in call with O. Stella from Detroit Economic Growth Corporation to discuss City of Detroit Airport venture	0.50	275.00	137.50
Coleman A. Young International Airport Matters	07/25/13	KJH	E-mail correspondence with S. Mays (EM Office), K. Wooten (EM Office), and J. Watt (Airport) regarding Airport bond proceeds and restrictions	0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/25/13	DMB	Met with S. Mays to discuss information request for City of Detroit Airport	1.40	275.00	385.00
Coleman A. Young International Airport Matters	07/25/13	DMB	Developed analysis template for City Airport EM request and coordinated with K. Wooten and J. Watt to ensure they complete request	2.60	275.00	715.00
Coleman A. Young International Airport Matters	07/25/13	KJH		0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/29/13	KJH	E-mail correspondence with S. Mays and K. Wooten regarding Airport grants and investments	0.50	425.00	212.50
Coleman A. Young International Airport Matters	07/31/13	KJH	E-mail correspondence with S. Mays and K. Wooten regarding Airport grants	0.50	425.00	212.50
Coleman A. Young International Airport Matters	08/01/13	KJH		2.30	425.00	977.50
Coleman A. Young International Airport Matters	08/01/13	KJH	E-mail correspondence with management and advisors regarding Airport capital improvements and related vendor issues	0.50	425.00	212.50
Coleman A. Young International Airport Matters	08/05/13	GMK	Communications with City regarding Airport revenue initiatives	0.30	425.00	127.50
Coleman A. Young International Airport Matters	08/07/13	KJH	Review of City Airport grant funding, investment, and reconstruction analysis	0.50	425.00	212.50
Coleman A. Young International Airport Matters	08/07/13	KJH	E-mail correspondence with S. Mays and Miller Buckfire regarding City Airport, development opportunities, grant restrictions, and due diligence	0.60	425.00	255.00
Coleman A. Young International Airport Matters	08/08/13	DMB		0.70	275.00	192.50
Coleman A. Young International Airport Matters	08/09/13	DMB	Submit request and coordinated with City Airport regarding information requested by interested party	0.60	275.00	165.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Coleman A. Young International Airport Matters	08/09/13	KJH	E-mail correspondence with J.Doak and S.Mays regarding Airport, redevelopment opportunities, and information requests	0.60	425.00	255.00
Coleman A. Young International Airport Matters	08/12/13	DMB	Organized and summarized all relevant City Airport information to provide to Miller Buckfire regarding prospective information request	2.60	275.00	715.00
Coleman A. Young International Airport Matters	08/12/13	DMB	Preparation for and participation in call with K. Hand to discuss ongoing activities with City Airport	0.20	275.00	55.00
Coleman A. Young International Airport Matters	08/12/13	KJH	Telephone conferences and e-mail correspondence with S.Mays, J.Doak, and DMB regarding Airport, financial analysis, due diligence requests, and redevelopment opportunities	0.80	425.00	340.00
Coleman A. Young International Airport Matters	08/12/13	KJH	Review of Airport related financial documents related to due diligence requests	0.50	425.00	212.50
Coleman A. Young International Airport Matters	08/13/13	KJH	E-mail correspondence with J.Watt (Airport), J.Doak (Miller Buckfire), and J.McKenna (Miller Buckfire) regarding Airport, including potential development opportunities, due diligence requests, capital requirements, and financial results	0.70	425.00	297.50
Coleman A. Young International Airport Matters	08/13/13	KJH	Preparation for and participation in Airport conference call with prospective developer, S.Mays, D.Sutton, and J.Doak regarding plans, NDA, and next steps	1.20	425.00	510.00
Coleman A. Young International Airport Matters	08/14/13	KJH	Meeting with J.Doak and K.Haggard regarding Airport, development opportunities, process, next steps, and information requests	0.50	425.00	212.50
Coleman A. Young International Airport Matters	08/15/13	KJH	E-mail correspondence with K.Wooten regarding Airport and information requests	0.30	425.00	127.50
Coleman A. Young International Airport Matters	08/16/13	DMB		0.90	275.00	247.50
Coleman A. Young International Airport Matters	08/16/13	KJH		0.60	425.00	255.00
Coleman A. Young International Airport Matters	08/16/13	KJH		0.70	425.00	297.50
Coleman A. Young International Airport Matters	08/22/13	KJH	Meeting with K.Wooten regarding City Airport, including leases, due diligence items, and strategic options	0.40	425.00	170.00
Coleman A. Young International Airport Matters	08/27/13	DMB	Met with Miller Buckfire and City of Detroit Airport representatives to discuss strategic alternatives available and other relevant processes	2.50	275.00	687.50
Coleman A. Young International Airport Matters	08/27/13	KJH	Review of Airport documents, including operating expense requirements, capital plan, and options summary	0.80	425.00	340.00
Coleman A. Young International Airport Matters	08/27/13	KJH	E-mail correspondence with J.Doak regarding Airport strategy meeting schedule and agenda	0.30	425.00	127.50
Coleman A. Young International Airport Matters	08/27/13	KJH	Preparation for and participation in Airport strategy meeting with J.Watt, J.Doak, J.McKenna, G.Brown, and K.Wooten	2.40	425.00	1,020.00
Coleman A. Young International Airport Matters	08/27/13	KJH	Participation in tour of Airport facilities	0.80	425.00	340.00
Coleman A. Young International Airport Matters	08/30/13	KJH		3.20	425.00	1,360.00
Coleman A. Young International Airport Matters	08/30/13	KJH		1.60	425.00	680.00
Debt and Balance Sheet Matters	07/18/13	KJH	Preparation of updated creditor communication summary, including e-mail correspondence	0.80	425.00	340.00
Debt and Balance Sheet Matters	07/18/13	KJH	Meeting with Purchasing regarding vendor management and communication	0.50	425.00	212.50
Debt and Balance Sheet Matters	07/19/13	CMM		1.00	495.00	495.00
Debt and Balance Sheet Matters	07/19/13	CMG	Coordination with E&Y regarding critical vendors (0.5), teleconference with DPD regarding critical vendors (0.5), teleconference with GSD regarding critical vendors (0.2) and teleconference with 360 regarding critical vendors (0.3)	1.50	425.00	637.50
Debt and Balance Sheet Matters	07/19/13	DMB	Provided responses/revised documents to Miller Buckfire regarding creditor requests	2.80	275.00	770.00
Debt and Balance Sheet Matters	07/19/13	GMK	Review, analysis, and comment on Creditor Plan headcount analysis	1.40	425.00	595.00

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	07/19/13	GMK	Various communications with MB regarding Creditor information request items	1.40	425.00	595.00
Debt and Balance Sheet Matters	07/22/13	DMB	Worked to fulfill creditor data requests regarding DDOT	2.20	275.00	605.00
Debt and Balance Sheet Matters	07/22/13	CMG	Due diligence conference call with Kramer Levin and bond holders of \$400 M in COPs, wrapped by FGIC	1.00	425.00	425.00
Debt and Balance Sheet Matters	07/22/13	CMM		1.00	495.00	495.00
Debt and Balance Sheet Matters	07/22/13	DMB	Coordinated with City departments to address creditor questions pertaining to data received	2.40	275.00	660.00
Debt and Balance Sheet Matters	07/22/13	EAM	Review of diligence request list and follow up on unfulfilled requests, follow up with departments on creditor diligence requests	1.10	275.00	302.50
Debt and Balance Sheet Matters	07/22/13	EAM	Update and organization of materials and entry into data room	1.80	275.00	495.00
Debt and Balance Sheet Matters	07/22/13	EAM		1.10	275.00	302.50
Debt and Balance Sheet Matters	07/22/13	EAM		0.40	275.00	110.00
Debt and Balance Sheet Matters	07/22/13	EAM		1.30	275.00	357.50
Debt and Balance Sheet Matters	07/22/13	EAM	Discussion with S. Sarna re: deferred capex and creditor plan referenced numbers	0.40	275.00	110.00
Debt and Balance Sheet Matters	07/22/13	EAM	Preparation of differed capex response and summary of future capex needs	1.10	275.00	302.50
Debt and Balance Sheet Matters	07/22/13	GMK	Preparation and participation in conference call with various creditors and their legal representatives regarding Creditor Plan document, information request items, operational restructuring initiatives	1.20	425.00	510.00
Debt and Balance Sheet Matters	07/22/13	KJH	Preparation for and participation in conference call with Kramer Levin regarding due diligence	1.30	425.00	552.50
Debt and Balance Sheet Matters	07/22/13	KJH	E-mail correspondence regarding vendor communication and payment plan	0.60	425.00	255.00
Debt and Balance Sheet Matters	07/23/13	CMG		2.00	425.00	850.00
Debt and Balance Sheet Matters	07/23/13	CMM	Preparation for and participation in meeting with DEGC, including follow up correspondence with EY	2.60	495.00	1,287.00
Debt and Balance Sheet Matters	07/23/13	DMB	Submit additional creditor requests for data room and worked to obtain outstanding requests	2.30	275.00	632.50
Debt and Balance Sheet Matters	07/23/13	DMB	Worked to fulfill creditor data requests	1.90	275.00	522.50
Debt and Balance Sheet Matters	07/23/13	EAM		1.80	275.00	495.00
Debt and Balance Sheet Matters	07/23/13	EAM		1.70	275.00	467.50
Debt and Balance Sheet Matters	07/23/13	EAM	Update to historical capital outlay analysis	1.60	275.00	440.00
Debt and Balance Sheet Matters	07/23/13	KJH	E-mail correspondence regarding due diligence documents and information requests	0.50	425.00	212.50
Debt and Balance Sheet Matters	07/24/13	DMB	Worked to obtain outstanding creditor requests, regarding the Public Lighting Department	1.20	275.00	330.00
Debt and Balance Sheet Matters	07/25/13	DMB	Worked to fulfill creditor data requests regarding the Detroit Police Department	0.70	275.00	192.50
Debt and Balance Sheet Matters	07/25/13	KJH	Preparation for and participation in meeting with Detroit Building Authority regarding outstanding projects, debt, payment process, and bond obligations	1.20	425.00	510.00
Debt and Balance Sheet Matters	07/25/13	EAM		1.40	275.00	385.00
Debt and Balance Sheet Matters	07/26/13	CMM	Correspondence with AlixPartners re: due diligence on behalf of Monolines and coordinate meeting	0.40	495.00	198.00
Debt and Balance Sheet Matters	07/26/13	DMB	Submit additional creditor requests for data room and worked to obtain outstanding requests	2.40	275.00	660.00
Debt and Balance Sheet Matters	07/26/13	KJH	E-mail correspondence regarding Creditor due diligence, including information requests and meeting schedule	0.50	425.00	212.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	07/29/13	DMB	Worked to fulfill creditor data requests regarding statements made in the Creditor Plan delivered on June 14, 2013	2.40	275.00	660.00
Debt and Balance Sheet Matters	07/29/13	CMM	Correspondence with K. Hermann re: due diligence meeting with AlixPartners and Moelis	0.30	495.00	148.50
Debt and Balance Sheet Matters	07/29/13	KJH	Preparation for meeting with AlixPartners regarding baseline plan, reinvestment, creditor proposal, and due diligence	0.80	425.00	340.00
Debt and Balance Sheet Matters	07/29/13	KJH		1.10	425.00	467.50
Debt and Balance Sheet Matters	07/30/13	CMG	Preparation for due diligence meetings with AlixPartners	1.90	425.00	807.50
Debt and Balance Sheet Matters	07/30/13	CMM	Preparation for due diligence session with AlixPartners and Moelis	0.90	495.00	445.50
Debt and Balance Sheet Matters	07/30/13	KJH	Preparation for due diligence meeting with AlixPartners	1.10	425.00	467.50
Debt and Balance Sheet Matters	07/31/13	CMG	Preparation for and participation in due diligence meetings with AlixPartners	5.00	425.00	2,125.00
Debt and Balance Sheet Matters	07/31/13	CMM	Preparation for and participation in due diligence meeting with AlixPartners and Moelis	2.50	495.00	1,237.50
Debt and Balance Sheet Matters	07/31/13	DMB	Obtained requested data from Wayne County and prepared for inclusion in data room	0.90	275.00	247.50
Debt and Balance Sheet Matters	07/31/13	EAM	Review of historical foreclosure information for creditor information request	0.40	275.00	110.00
Debt and Balance Sheet Matters	07/31/13	KJH	Preparation for and participation in meeting with AlixPartners regarding baseline plan, reinvestment, creditor proposal, and due diligence	2.10	425.00	892.50
Debt and Balance Sheet Matters	08/01/13	DMB	Analyzed and addressed outstanding creditor requests regarding Planning and Development Department	1.50	275.00	412.50
Debt and Balance Sheet Matters	08/01/13	DMB		0.20	275.00	55.00
Debt and Balance Sheet Matters	08/01/13	KJH		0.60	425.00	255.00
Debt and Balance Sheet Matters	08/02/13	CMM	Correspondence with AlixPartners re: follow up due diligence meetings and internal correspondence re: same	0.30	495.00	148.50
Debt and Balance Sheet Matters	08/02/13	CMM	Correspondence with Miller Buckfire re: timing of operational expenditures for cash planning purposes	0.30	495.00	148.50
Debt and Balance Sheet Matters	08/02/13	GMK	Various communications with AlixPartners regarding operational restructuring initiatives and future meetings	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/02/13	KJH	Meeting with B. Pickering and other E&Y staff regarding vendor management, accounts payables, and open issues	0.40	425.00	170.00
Debt and Balance Sheet Matters	08/03/13	CMM	Review and edit notes from 7/31/2013 due diligence meeting with AlixPartners and Moelis	0.40	495.00	198.00
Debt and Balance Sheet Matters	08/05/13	DMB	Submit additional creditor requests for data room; send requests out for different departments to obtain information requested by creditors (0.9) and worked to obtain outstanding requests (1.4)	2.30	275.00	632.50
Debt and Balance Sheet Matters	08/06/13	CMM		0.30	495.00	148.50
Debt and Balance Sheet Matters	08/06/13	CMM		0.40	495.00	198.00
Debt and Balance Sheet Matters	08/07/13	GMK	Preparation and participation in meeting with AlixPartners, Blackstone, Goldin, and E&Y regarding Public Light Department 10 year plan forecast assumptions and current issues	1.30	425.00	552.50
Debt and Balance Sheet Matters	08/07/13	CMM	Preparation for due diligence call with Moelis related to pensions	1.40	495.00	693.00
Debt and Balance Sheet Matters	08/07/13	CMM	Review information on departmental benchmarking for distribution to creditor advisors	0.30	495.00	148.50
Debt and Balance Sheet Matters	08/07/13	CMM	Review due diligence questions from Goldin & Assoc. related to pension; research and compile answers and distribute to K. Herman	0.70	495.00	346.50
Debt and Balance Sheet Matters	08/07/13	GMK	Preparation and participation in meeting with AlixPartners and Goldin regarding DDOT and Finance restructuring initiative summaries	2.50	425.00	1,062.50
Debt and Balance Sheet Matters	08/07/13	KJH	Meetings with C. Polk and S. Garret regarding vendor issues, open invoices, and payment process	0.40	425.00	170.00
Debt and Balance Sheet Matters	08/07/13	KJH	Preparation for operational due diligence meetings with AlixPartners	1.10	425.00	467.50
Debt and Balance Sheet Matters	08/07/13	KJH	E-mail correspondence with K. Herman regarding due diligence information requests, including benchmarking	1.00	425.00	425.00
Debt and Balance Sheet Matters	08/08/13	CMG	Preparation for and participation in creditor due diligence meetings with AlixPartners	6.50	425.00	2,762.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	08/08/13	GMK		2.90	425.00	1,232.50
Debt and Balance Sheet Matters	08/08/13	GMK	Preparation and participation in meeting with AlixPartners and Goldin on HR Dept. restructuring initiatives	1.40	425.00	595.00
Debt and Balance Sheet Matters	08/08/13	GMK	Preparation and participation in meeting with AlixPartners and Goldin on ITS Dept. restructuring initiatives	1.30	425.00	552.50
Debt and Balance Sheet Matters	08/08/13	KJH	Preparation for due diligence meeting with AlixPartners, including review of documents	1.30	425.00	552.50
Debt and Balance Sheet Matters	08/08/13	KJH	Meeting with AlixPartners regarding operational restructuring overlay to 10-year forecast and restructuring initiatives (ITS, Blight, Fire, and Recreation)	3.20	425.00	1,360.00
Debt and Balance Sheet Matters	08/08/13	MJH	Participate in meeting with AlixPartners to review department restructuring efforts including DWSD. Alix is advisor to insurers.	1.50	425.00	637.50
Debt and Balance Sheet Matters	08/08/13	TAE	Meeting with AlixPartners for due diligence on behalf of multiple bond insurance companies	2.70	425.00	1,147.50
Debt and Balance Sheet Matters	08/08/13	GMK		0.90	425.00	382.50
Debt and Balance Sheet Matters	08/08/13	CMG	Conference call with K. Herman regarding due diligence with creditor advisors, etc.	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/08/13	CMM		0.20	495.00	99.00
Debt and Balance Sheet Matters	08/08/13	DMB	Provided Miller Buckfire with a multitude of data per creditor requests	1.30	275.00	357.50
Debt and Balance Sheet Matters	08/08/13	EAM	Preparation of department benchmarking response for creditor request	2.60	275.00	715.00
Debt and Balance Sheet Matters	08/08/13	EAM	Review of creditor information request related to MPD	1.40	275.00	385.00
Debt and Balance Sheet Matters	08/09/13	KJH	Meeting with AlixPartners regarding operational restructuring overlay to 10-year forecast and restructuring initiatives (Airport, Municipal Parking, and Public Works)	2.40	425.00	1,020.00
Debt and Balance Sheet Matters	08/09/13	CMG	Preparation for and participation in creditor due diligence meetings with AlixPartners, financial advisor to multiple bond insurance companies	2.00	425.00	850.00
Debt and Balance Sheet Matters	08/09/13	TAE	Meeting with AlixPartners for due diligence on behalf of multiple bond insurance companies	1.60	425.00	680.00
Debt and Balance Sheet Matters	08/09/13	DMB	Provided Miller Buckfire with a multitude of data per creditor requests	1.40	275.00	385.00
Debt and Balance Sheet Matters	08/09/13	KJH	Review of documents and e-mail correspondence with Miller Buckfire regarding due diligence information requests, including benchmarking	1.20	425.00	510.00
Debt and Balance Sheet Matters	08/09/13	KJH	Preparation for due diligence meeting with AlixPartners, including review of documents	1.00	425.00	425.00
Debt and Balance Sheet Matters	08/13/13	CMG	Follow up with S. Mays regarding creditor restructuring plan, key CM initiatives, etc.	1.00	425.00	425.00
Debt and Balance Sheet Matters	08/13/13	GMK		1.20	425.00	510.00
Debt and Balance Sheet Matters	08/14/13	KJH	Meetings with GMK and CMG regarding DIP restructuring initiatives overlays, including requirements, structure, and process	0.80	425.00	340.00
Debt and Balance Sheet Matters	08/14/13	KJH		0.40	425.00	170.00
Debt and Balance Sheet Matters	08/15/13	CMG		5.50	425.00	2,337.50
Debt and Balance Sheet Matters	08/15/13	CMM	Correspondence with K. Herman re: follow up information and meeting requests from AlixPartners	0.30	495.00	148.50
Debt and Balance Sheet Matters	08/15/13	KJH	Review of DIP restructuring initiatives overlay scenarios	0.70	425.00	297.50
Debt and Balance Sheet Matters	08/15/13	KJH	Meetings with C. Polk and E&Y regarding open invoices, City approval, and payment timing	0.60	425.00	255.00
Debt and Balance Sheet Matters	08/16/13	CMG		1.05	425.00	446.25
Debt and Balance Sheet Matters	08/19/13	DMB	Analyzed and addressed outstanding creditor requests regarding DDOT	0.60	275.00	165.00
Debt and Balance Sheet Matters	08/19/13	CMG		1.50	425.00	637.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	08/19/13	GMK	Communications with CM, PB, and MB regarding various Creditor Information requests	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/19/13	KJH		1.00	425.00	425.00
Debt and Balance Sheet Matters	08/20/13	CMM		1.20	495.00	594.00
Debt and Balance Sheet Matters	08/20/13	GMK	Preparation and participation in conference call with restructuring advisors regarding cash flow forecast	1.40	425.00	595.00
Debt and Balance Sheet Matters	08/20/13	GMK		2.40	425.00	1,020.00
Debt and Balance Sheet Matters	08/20/13	KJH	Preparation for and participation in post-petition cash flow conference call	1.10	425.00	467.50
Debt and Balance Sheet Matters	08/21/13	CMM	Review updated cash forecast for DIP purposes and correspondence from J. Doak re: additional information needed	0.70	495.00	346.50
Debt and Balance Sheet Matters	08/21/13	GMK	Preparation and participation in conference call with restructuring advisors, EM office, City, and State regarding cash flow forecast	1.80	425.00	765.00
Debt and Balance Sheet Matters	08/21/13	GMK	Communications with CM and MB regarding various Creditor information requests	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/21/13	KJH	E-mail correspondence with City of Detroit leadership and advisors regarding due diligence requests and next steps	0.60	425.00	255.00
Debt and Balance Sheet Matters	08/21/13	KJH	Review and comments to supporting documents for post-petition cash flow	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/21/13	KJH	Preparation for and participation in post-petition cash flow conference call	0.60	425.00	255.00
Debt and Balance Sheet Matters	08/22/13	DMB	Analyzed and addressed outstanding creditor requests regarding the Detroit Police Department	1.10	275.00	302.50
Debt and Balance Sheet Matters	08/22/13	KJH	E-mail correspondence with J. Doak (Miller Buckfire), K. Herman (Miller Buckfire), G. Kushlner (CM), and C. Gannon (CM) regarding post-petition financing and scenarios	0.60	425.00	255.00
Debt and Balance Sheet Matters	08/22/13	CMM	Correspondence with Miller Buckfire and Jones Day re: meeting with all creditor constituents on labor topics	0.30	495.00	148.50
Debt and Balance Sheet Matters	08/22/13	GMK	Communications with CM and MB regarding various Creditor information requests; etc.	0.90	425.00	382.50
Debt and Balance Sheet Matters	08/23/13	GMK	Communications with CM and MB regarding various Creditor information requests	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/23/13	GMK	Communications with legal counsel regarding information request list and time-line	0.40	425.00	170.00
Debt and Balance Sheet Matters	08/23/13	KJH	E-mail correspondence with advisors regarding due diligence requests	0.40	425.00	170.00
Debt and Balance Sheet Matters	08/26/13	CMM		2.50	495.00	1,237.50
Debt and Balance Sheet Matters	08/26/13	KJH	E-mail correspondence with City of Detroit leadership and advisors regarding due diligence requests, discovery, depositions, and next steps	0.60	425.00	255.00
Debt and Balance Sheet Matters	08/27/13	DMB	Analyzed and addressed outstanding creditor requests regarding the Coleman A. Young International Airport	0.70	275.00	192.50
Debt and Balance Sheet Matters	08/27/13	DMB	Met with B. Palazzola to discuss grants information request from creditors	1.10	275.00	302.50
Debt and Balance Sheet Matters	08/27/13	GMK	Communications with CM, MB, & E&Y regarding various Creditor information requests	0.50	425.00	212.50
Debt and Balance Sheet Matters	08/28/13	DMB	Analyzed and addressed outstanding creditor requests regarding the Planning and Development Department	2.90	275.00	797.50
Debt and Balance Sheet Matters	08/28/13	DMB	Held discussions with several individuals from Jones Day and Conway MacKenzie to discuss creditor diligence request	1.50	275.00	412.50
Debt and Balance Sheet Matters	08/28/13	DMB	Corresponded with B. Palazzola to discuss grant request from creditors	0.30	275.00	82.50
Debt and Balance Sheet Matters	08/28/13	GMK	Preparation and participation in internal CM meeting regarding reinvestment/reorganization plan, cash flow model, and strategy/plan going forward	1.20	425.00	510.00
Debt and Balance Sheet Matters	08/28/13	GMK	Various communications with CM, MB, & E&Y regarding various Creditor information requests	0.90	425.00	382.50
Debt and Balance Sheet Matters	08/28/13	GMK	Various communications with MB and EM office regarding DIP model scenario assumptions	0.50	425.00	212.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	08/28/13	KJH		0.80	425.00	340.00
Debt and Balance Sheet Matters	08/29/13	DMB	Analyzed and addressed outstanding creditor requests regarding the Detroit Police Department	2.10	275.00	577.50
Debt and Balance Sheet Matters	08/29/13	KJH		1.40	425.00	595.00
Debt and Balance Sheet Matters	08/29/13	CMM	Attention to questions on alternative scenario for financial projections to support DIP financing discussions	0.50	495.00	247.50
Debt and Balance Sheet Matters	08/29/13	DMB	Met with B. Palazzola to discuss grants information request from creditors	1.30	275.00	357.50
Debt and Balance Sheet Matters	08/29/13	GMK	Various communications with CM, MB, PB, and PM regarding various Creditor information requests	1.20	425.00	510.00
Debt and Balance Sheet Matters	08/29/13	KJH		0.40	425.00	170.00
Debt and Balance Sheet Matters	08/30/13	DMB	Analyzed and addressed outstanding creditor requests regarding the Public Lighting Department	2.60	275.00	715.00
Debt and Balance Sheet Matters	08/30/13	CMM	Correspondence with Jones Day and Miller Buckfire re: due diligence meetings and materials to be provided	0.30	495.00	148.50
Debt and Balance Sheet Matters	08/30/13	DMB	Addressed AlixPartners diligence questions	1.00	275.00	275.00
Debt and Balance Sheet Matters	08/30/13	GMK	Various communications with CM, MB, and PM regarding various Creditor information requests	1.00	425.00	425.00
Debt and Balance Sheet Matters	08/30/13	GMK	Communications with E&Y regarding reinvestment/reorganization timing in cash flow forecast	0.70	425.00	297.50
Debt and Balance Sheet Matters	08/30/13	KJH		0.40	425.00	170.00
Debt and Balance Sheet Matters	08/30/13	KJH		0.80	425.00	340.00
Debt and Balance Sheet Matters	08/30/13	KJH	E-mail correspondence with J. Doak and K. Herman regarding creditor information requests, McKinsey Consulting reports, and Jones Lang LaSalle report	0.60	425.00	255.00
Department of Administrative Hearings	08/08/13	EAM	Meeting with A. Harker re: DAH follow up items, IT system, collections agency contract	1.20	275.00	330.00
Department of Administrative Hearings	08/08/13	GMK	Communications with City and EM office regarding status of DAH revenue initiatives	0.50	425.00	212.50
Department of Health and Wellness Promotion Matters	07/18/13	EAM	Vital Records IGA review	0.80	275.00	220.00
Department of Health and Wellness Promotion Matters	07/18/13	EAM	Development of Vital Records Implementation cost analysis	1.80	275.00	495.00
Department of Health and Wellness Promotion Matters	07/18/13	KJH	Preparation for and participation in Vital Records update meeting with K.Wooten	0.50	425.00	212.50
Department of Health and Wellness Promotion Matters	07/18/13	KJH	Review and comments to Vital Records draft IGA with Wayne County	1.00	425.00	425.00
Department of Health and Wellness Promotion Matters	07/19/13	EAM	Meeting with K. Wooten and D. Whiting re: Vital Records IGA changes	0.80	275.00	220.00
Department of Health and Wellness Promotion Matters	07/19/13	EAM	Vital Records meeting with K. Wooten, D. Whiting, V. Anthony, B. Sedlak re: IGA open items, changes to IGA	0.40	275.00	110.00
Department of Health and Wellness Promotion Matters	07/19/13	EAM	Cost analysis review with K. Wooten and C. West from Wayne County	1.60	275.00	440.00
Department of Health and Wellness Promotion Matters	07/19/13	EAM	Update to Vital Records implementation cost analysis	1.80	275.00	495.00
Department of Health and Wellness Promotion Matters	07/19/13	EAM	Cost analysis review with C. West	0.40	275.00	110.00
Department of Health and Wellness Promotion Matters	07/19/13	KJH	Preparation for and participation in Vital Records IGA review conference call	0.80	425.00	340.00
Department of Health and Wellness Promotion Matters	07/19/13	KJH	Review and comments to Vital Records draft IGA with Wayne County	1.50	425.00	637.50
Department of Health and Wellness Promotion Matters	07/19/13	KJH	E-mail correspondence regarding Vital Records draft IGA with Wayne County	0.50	425.00	212.50
Department of Health and Wellness Promotion Matters	07/29/13	KJH	E-mail correspondence with K.Wooten regarding Vital Records and related IGA with Wayne County	0.40	425.00	170.00
Department of Health and Wellness Promotion Matters	07/29/13	KJH	Review of draft Vital Records IGA with Wayne County	0.70	425.00	297.50
Department of Health and Wellness Promotion Matters	08/01/13	KJH	Preparation for and participation in meeting with G. Brown regarding Vital Records operations, restructuring activities, and next steps	0.80	425.00	340.00

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Health and Wellness Promotion Matters	08/02/13	EAM	Reviewed Vital Records Intergovernmental Agreement with Wayne County	1.80	275.00	495.00
Department of Health and Wellness Promotion Matters	08/21/13	KJH	Review of Vital Records transition plan and recent updates (0.4), e-mail correspondence with K.Wooten (0.1)	0.50	425.00	212.50
Department of Health and Wellness Promotion Matters	08/22/13	KJH	Meeting with K.Wooten regarding Vital Records transition plan, timing, constraints, and Intergovernmental Agreement	0.40	425.00	170.00
Department of Health and Wellness Promotion Matters	08/22/13	KJH	Review of Vital Records transition timeline and Wayne County Intergovernmental Agreement update (0.4), including e-mail correspondence with K.Wooten (EMO) (0.1)	0.50	425.00	212.50
Department of Health and Wellness Promotion Matters	08/29/13	CMM	Correspondence with B. Nowling re: articles on Vital Records and provide relevant information to assist with same	0.40	495.00	198.00
Department of Health and Wellness Promotion Matters	08/29/13	KJH	E-mail correspondence with EM staff regarding Vital Records and transition plan	0.60	425.00	255.00
Department of Public Works Matters	07/18/13	KJH	E-mail correspondence with S.Penn (EM Office), B.Jackson (Purchasing), H.Hughes (Purchasing) (0.3), Telephone conferences with B.Jackson (Purchasing) (0.2) regarding Solid Waste collection and Snow Removal RFP	0.50	425.00	212.50
Department of Public Works Matters	07/18/13	KJH	Meeting with D.Bryant regarding Solid Waste collection and Snow Removal RFP	0.50	425.00	212.50
Department of Public Works Matters	07/23/13	KJH	E-mail correspondence with R. Brundidge (DPW), B.Jackson (Purchasing), H.Hughes (Purchasing), and S.Penn (EMO) regarding Solid Waste refuse collection RFP	0.70	425.00	297.50
Department of Public Works Matters	07/23/13	KJH	Meetings with S.Penn and B.Jackson regarding Solid Waste refuse collection RFP	0.50	425.00	212.50
Department of Public Works Matters	07/23/13	KJH	Review and comments to draft Solid Waste refuse collection and snow removal RFP	0.70	425.00	297.50
Department of Public Works Matters	07/24/13	KJH	Preparation for and participation in Solid Waste refuse collection and snow removal RFP review meeting with G.Brown, S.Penn, R.Brundidge, A.DuPerry, and D.Bryant	0.60	425.00	255.00
Department of Public Works Matters	07/24/13	KJH	Preparation for and participation in Solid Waste refuse collection and snow removal RFP review meeting with R.Brundidge, A.DuPerry, B.Jackson, D.Bryant, and H.Hughes	1.70	425.00	722.50
Department of Public Works Matters	07/24/13	EAM	Preparation for and participation in Public Works meeting with G.Brown, K.Andrews, R.Brundidge, J.Abraham, and J.Prymak	0.80	275.00	220.00
Department of Public Works Matters	07/24/13	KJH	Review and comments to draft Solid Waste refuse collection and snow removal RFP	1.30	425.00	552.50
Department of Public Works Matters	07/24/13	KJH	Preparation for and participation in Public Works meeting with G.Brown, K.Andrews, R.Brundidge, J.Abraham, and J.Prymak	0.80	425.00	340.00
Department of Public Works Matters	07/24/13	KJH	E-mail correspondence regarding Solid Waste refuse collection and snow removal RFP	0.80	425.00	340.00
Department of Public Works Matters	07/25/13	KJH	Review and comments to draft Solid Waste refuse collection and snow removal RFP	0.50	425.00	212.50
Department of Public Works Matters	07/25/13	KJH	E-mail correspondence regarding Solid Waste refuse collection and snow removal RFP	0.60	425.00	255.00
Department of Public Works Matters	07/26/13	EAM	Update to Solid Waste cost analysis	2.50	275.00	687.50
Department of Public Works Matters	07/26/13	KJH	E-mail correspondence regarding Solid Waste refuse collection RFP	0.60	425.00	255.00
Department of Public Works Matters	07/26/13	KJH	Telephone conferences with B.Jackson and S.Penn regarding Solid Waste refuse collection RFP	0.40	425.00	170.00
Department of Public Works Matters	07/26/13	KJH	Review and comments to Solid Waste refuse collection RFP	0.70	425.00	297.50
Department of Public Works Matters	07/26/13	WPJ	Analyze and review of Solid Waste RFP	1.00	275.00	275.00
Department of Public Works Matters	07/29/13	EAM	Follow up regarding recycling data with R. Brundidge and J. Abraham for cost analysis	0.20	275.00	55.00
Department of Public Works Matters	07/29/13	EAM	Update to Solid Waste cost analysis	0.60	275.00	165.00
Department of Public Works Matters	07/30/13	KJH	E-mail correspondence with R.Brundidge, S.Penn, and Purchasing regarding Solid Waste collection RFP inquiries, responses, [REDACTED]	0.70	425.00	297.50
Department of Public Works Matters	07/30/13	KJH	Telephone conference and follow-up with [REDACTED]	0.50	425.00	212.50
Department of Public Works Matters	07/31/13	KJH	Telephone conferences and e-mail correspondence with B.Jackson regarding Solid Waste collection RFP, process, and prebid call	0.70	425.00	297.50
Department of Public Works Matters	08/01/13	KJH	E-mail correspondence with B.Jackson and others regarding Solid Waste collection RFP, process, and preparation	0.50	425.00	212.50
Department of Public Works Matters	08/02/13	EAM	Update to Solid Waste cost analysis	1.10	275.00	302.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Public Works Matters	08/02/13	KJH	Preparation for and participation in meeting with Purchasing, R.Brundidge, and T.Hoffman regarding Solid Waste collection RFP, including process, review team, and initial supplier interest conference call	1.20	425.00	510.00
Department of Public Works Matters	08/02/13	KJH	Meeting and follow-up with S.Penn regarding Solid Waste collection RFP process, review team, and next steps	0.40	425.00	170.00
Department of Public Works Matters	08/02/13	KJH	E-mail correspondence with S.Penn, R.Brundidge, and B.Jackson regarding Solid Waste collection RFP review team and next steps	0.40	425.00	170.00
Department of Public Works Matters	08/05/13	EAM	Analysis of Solid Waste RFP	0.30	275.00	82.50
Department of Public Works Matters	08/05/13	KJH	Preparation for and participation in Solid Waste collection RFP initial supplier interest conference call	0.90	425.00	382.50
Department of Public Works Matters	08/05/13	KJH	Organization of notes from Solid Waste collection RFP initial supplier interest conference call	0.60	425.00	255.00
Department of Public Works Matters	08/06/13	KJH	Meeting with M. Jamison (Finance) and J. Abraham (DPW) (0.5), e-mail correspondence with M. Jamison (Finance) and J.Abraham (DPW) (0.2), regarding Solid Waste billing	0.70	425.00	297.50
Department of Public Works Matters	08/06/13	EAM	Solid Waste tax-exempt and commercial inspection fee meeting with E. Crutchfield, L. Duncan and A. Harker	0.90	275.00	247.50
Department of Public Works Matters	08/07/13	CMM	TC with A. Dillon re: questions on waste hauling RFP and healthcare	0.30	495.00	148.50
Department of Public Works Matters	08/08/13	KJH	Telephone conferences with B.Jackson (Purchasing) and H.Hughes (Purchasing) regarding Solid Waste collection RFP	0.60	425.00	255.00
Department of Public Works Matters	08/12/13	KJH	E-mail correspondence with R.Brundidge (DPW), B.Jackson (Purchasing), H.Hughes (Purchasing), and S.Penn (EMO) regarding Solid Waste collection RFP questions and schedule	0.30	425.00	127.50
Department of Public Works Matters	08/13/13	KJH	E-mail correspondence with B.Jackson, R.Brundidge, and S.Penn regarding Solid Waste collection RFP, questions, responses, and review schedule	0.50	425.00	212.50
Department of Public Works Matters	08/15/13	KJH	██████████ including meeting with R.Brundidge	0.60	425.00	255.00
Department of Public Works Matters	08/15/13	KJH	Review and comments to Solid Waste collections RFP questions and draft responses	0.50	425.00	212.50
Department of Public Works Matters	08/16/13	KJH	Review and comments to Solid Waste collections RFP questions and draft responses	1.30	425.00	552.50
Department of Public Works Matters	08/16/13	KJH	Preparation for and participation in meeting with R.Brundidge and Purchasing regarding Solid Waste collection RFP questions and responses	3.10	425.00	1,317.50
Department of Public Works Matters	08/20/13	CJS	Review RFP, proposed contract and related documentation for waste disposal	1.50	425.00	637.50
Department of Public Works Matters	08/20/13	KJH	Meeting and follow-up with CJS regarding Public Works / Solid Waste background, strategy, and work plan	0.60	425.00	255.00
Department of Public Works Matters	08/21/13	KJH	E-mail correspondence with S.Penn regarding Solid Waste collection RFP, including mandatory pre-proposal conference and response review and evaluation	0.60	425.00	255.00
Department of Public Works Matters	08/22/13	CJS	Meet with E. Petrovski to for direction on next steps for solid waste work	1.00	425.00	425.00
Department of Public Works Matters	08/22/13	CJS	Attend Q&A session at Northwest Activities Center regarding solid waste RFP with bidding parties and DPW	1.50	425.00	637.50
Department of Public Works Matters	08/22/13	EAM	Preparation for and participation in DPWD department review and analysis update meeting with C. Sekely	1.80	275.00	495.00
Department of Public Works Matters	08/22/13	KJH	Preparation for and participation in Solid Waste collection RFP mandatory pre-proposal conference	2.80	425.00	1,190.00
Department of Public Works Matters	08/22/13	KJH	Meeting with S.Penn regarding Solid Waste collection RFP review and evaluation process	0.60	425.00	255.00
Department of Public Works Matters	08/23/13	CJS	Analyze data provided regarding Solid Waste equipment	1.00	425.00	425.00
Department of Public Works Matters	08/23/13	CJS	Prepare for site visits to DPW Southfield and Russell Ferry Yards	1.00	425.00	425.00
Department of Public Works Matters	08/23/13	KJH	Preparation for and participation in meeting with CJS regarding Solid Waste	0.30	425.00	127.50
Department of Public Works Matters	08/24/13	CJS	Visit both DPW facilities on Russell Street and Southfield Road to review solid waste equipment	2.00	425.00	850.00
Department of Public Works Matters	08/26/13	KJH	E-mail correspondence with J.Bonsall regarding Solid Waste collection RFP and internal cost analysis	0.50	425.00	212.50
Department of Public Works Matters	08/28/13	KJH	E-mail correspondence with A.DuPerry, B.Jackson, R.Brundidge, G.Brown, and CJS regarding Solid Waste collection RFP and internal cost analysis	0.60	425.00	255.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Public Works Matters	08/29/13	CJS	Meeting with R. Brundidge for Request For Quotation planning and cost comparison matters for outsourcing of Solid Waste [REDACTED]	1.00	425.00	425.00
Department of Public Works Matters	08/29/13	CJS	Prepare for meeting with R. Brundidge	2.00	425.00	850.00
Department of Public Works Matters	08/29/13	CJS	Phone call with E. Petrovski for direction on upcoming meeting with DPW	0.50	425.00	212.50
Department of Public Works Matters	08/29/13	CJS	Review and draft comments related to solid waste equipment included in RFP	0.50	425.00	212.50
Department of Public Works Matters	08/29/13	EAM	Discussion with C. Sekely re: solid waste cost analysis, waste management plan and property tax roll forward data set	0.40	275.00	110.00
Department of Public Works Matters	08/29/13	KJH	E-mail correspondence with R. Brundidge and J. Abraham regarding Solid Waste Internal cost analysis, next steps, and transition	0.40	425.00	170.00
Department of Public Works Matters	08/29/13	KJH	E-mail correspondence with CJS regarding Solid Waste collection RFP and Internal cost analysis	0.40	425.00	170.00
Department of Public Works Matters	08/29/13	KJH	Preparation for and participation in meeting with R. Brundidge regarding Public Works, Solid Waste, Solid Waste collection RFP, internal cost analysis, and next steps	1.60	425.00	680.00
Department of Public Works Matters	08/30/13	CJS	Analyze cost per ton data from DPW for 2012 fiscal year	2.50	425.00	1,062.50
Detroit Department of Transportation	07/18/13	GMK	Communications with EM office regarding DDOT RFP	0.10	425.00	42.50
Detroit Department of Transportation	07/22/13	GMK	Review and analysis of DDOT monthly operating metrics and communications with EM office regarding same	0.50	425.00	212.50
Detroit Department of Transportation	07/24/13	GMK	Preparation and participation in meeting with City and EM office regarding status of DDOT operations and restructuring initiatives	2.20	425.00	935.00
Detroit Department of Transportation	07/25/13	GMK	Preparation of memo for EM office regarding federal grants status and communications regarding same	2.60	425.00	1,105.00
Detroit Department of Transportation	07/31/13	GMK	Various communications with City regarding management transition plan and status of MV Transportation contract	0.40	425.00	170.00
Detroit Department of Transportation	08/05/13	GMK	Communications with legal counsel and vendor regarding bankruptcy impact on contract	0.30	425.00	127.50
Detroit Department of Transportation	08/08/13	GMK	Communications with DDOT regarding labor requirements and operational reports	0.30	425.00	127.50
Detroit Department of Transportation	08/09/13	GMK	Communications with DDOT regarding status of senior management transition plan and open information requests	0.30	425.00	127.50
Detroit Department of Transportation	08/13/13	GMK	Communications with City, EM office, and E&Y regarding DDOT operations metrics template and future meeting	0.30	425.00	127.50
Detroit Department of Transportation	08/15/13	GMK	Communications with Parsons Brinckerhoff (DDOT operational consultant) regarding previous operational reports on short and long-term efficiencies	0.20	425.00	85.00
Detroit Department of Transportation	08/15/13	GMK	Preparation and participation in meeting at DDOT regarding metric reporting, operational issues, and restructuring initiatives	1.80	425.00	765.00
Detroit Department of Transportation	08/19/13	GMK	Communications with City and EM office regarding historical metric reporting	0.40	425.00	170.00
Detroit Department of Transportation	08/21/13	GMK	Preparation and participation in meeting with EM office and CM regarding risk management and workers compensation work-stream and activities and DDOT management transition and issues	0.90	425.00	382.50
Detroit Department of Transportation	08/22/13	GMK	Review and analysis of DDOT financial information regarding outstanding bus leases payable amounts and communications with EM office regarding same	0.90	425.00	382.50
Detroit Department of Transportation	08/22/13	GMK	Communications with EM office regarding DDOT potential FTA audit fines, penalties, and interest	0.30	425.00	127.50
Detroit Department of Transportation	08/22/13	GMK	Communications with EM office regarding various PB operational reports	0.20	425.00	85.00
Detroit Department of Transportation	08/22/13	GMK	Communications with legal counsel regarding DDOT issues	0.30	425.00	127.50
Detroit Department of Transportation	08/26/13	GMK	Preparation of DDOT metric reporting template and communications with EM office, City, and CM regarding same	2.70	425.00	1,147.50
Detroit Department of Transportation	08/27/13	GMK	Communications with City regarding requested information	0.30	425.00	127.50
Detroit Department of Transportation	08/28/13	GMK	Communications with EM office regarding DDOT metric reporting and additional staffing requirements	0.30	425.00	127.50
Detroit Department of Transportation	08/29/13	GMK	Communications with PB regarding early bus termination lease amount.	0.40	425.00	170.00
Detroit Department of Transportation	08/30/13	GMK	Communications with EM office regarding DDOT metric template	0.50	425.00	212.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Fire Department Matters	07/18/13	KJH	Scheduling of Fire restructuring meetings with Fire Commissioner and staff, including discussions and related e-mail correspondence	0.50	425.00	212.50
Detroit Fire Department Matters	07/19/13	KJH	Preparation of Fire expense analysis	1.00	425.00	425.00
Detroit Fire Department Matters	07/19/13	KJH	Review of Fire documents and organization of Fire notes and files	1.60	425.00	680.00
Detroit Fire Department Matters	07/19/13	KJH	Review of EMS documents and organization of EMS notes and files	1.40	425.00	595.00
Detroit Fire Department Matters	07/23/13	KJH	Scheduling of Fire meetings, including discussions and related e-mail correspondence with Fire Commissioner and Staff	0.30	425.00	127.50
Detroit Fire Department Matters	07/23/13	KJH	Miscellaneous e-mail correspondence with D.Austin (Fire) (0.2) and telephone conferences with D.Austin (Fire) (0.3) regarding Fire restructuring	0.50	425.00	212.50
Detroit Fire Department Matters	07/23/13	KJH	E-mail correspondence regarding Fire expert RFP, responses, and review process	0.40	425.00	170.00
Detroit Fire Department Matters	07/23/13	KJH	Preparation for and participation in Fire expert RFP review meeting	1.30	425.00	552.50
Detroit Fire Department Matters	07/23/13	KJH	Preparation for and participation in Fire meeting with D.Austin, E.Jenkins, C.Dougherty, and J.James	1.50	425.00	637.50
Detroit Fire Department Matters	07/24/13	EAM	Meeting with E. Jenkins, J. James, C. Daugherty, D. Austin re: expert RFP responses, personnel changes and issues, EMS and Fire Fighting vehicles and needs, fire station plans and needs, false alarm fee status update	1.70	275.00	467.50
Detroit Fire Department Matters	07/24/13	EAM	Meeting with E. Jenkins, J. James, C. Daugherty, D. Austin re: EMS vehicles preventative maintenance needs and plan, status update on Fire Apparatus transfer to GSD	1.10	275.00	302.50
Detroit Fire Department Matters	07/24/13	KJH	Preparation for and participation in Fire fleet maintenance meeting with L.Satchel and B.Dick	0.50	425.00	212.50
Detroit Fire Department Matters	07/24/13	KJH	Preparation for and participation in Fire meeting with D.Austin, E.Jenkins, C.Dougherty, and J.James	2.80	425.00	1,190.00
Detroit Fire Department Matters	07/24/13	KJH	E-mail correspondence with Fire leadership regarding next steps	0.40	425.00	170.00
Detroit Fire Department Matters	07/24/13	KJH	Review of Fire documents from meeting with D.Austin, E.Jenkins, C.Dougherty, and J.James	0.50	425.00	212.50
Detroit Fire Department Matters	07/25/13	GMK	Communications with EM office and City regarding EMS report	0.30	425.00	127.50
Detroit Fire Department Matters	07/29/13	KJH		1.20	425.00	510.00
Detroit Fire Department Matters	07/31/13	EAM		2.40	275.00	660.00
Detroit Fire Department Matters	07/31/13	EAM		1.20	275.00	330.00
Detroit Fire Department Matters	07/31/13	KJH		1.90	425.00	807.50
Detroit Fire Department Matters	07/31/13	KJH		0.70	425.00	297.50
Detroit Fire Department Matters	08/01/13	EAM		1.70	275.00	467.50
Detroit Fire Department Matters	08/01/13	EAM		0.80	275.00	220.00
Detroit Fire Department Matters	08/01/13	KJH		1.60	425.00	680.00
Detroit Fire Department Matters	08/01/13	KJH		1.80	425.00	765.00
Detroit Fire Department Matters	08/02/13	KJH	Review of Fire Efficiency Study RFP, including e-mail correspondence with Purchasing representatives	1.20	425.00	510.00
Detroit Fire Department Matters	08/02/13	KJH	Review, assessment, and evaluation of Fire Efficiency Study RFP responses, including preparation of questions	1.80	425.00	765.00
Detroit Fire Department Matters	08/05/13	KJH	Review of Fire Efficiency Study RFP, including e-mail correspondence with Purchasing representatives	0.40	425.00	170.00
Detroit Fire Department Matters	08/05/13	KJH	Review, assessment, and evaluation of Fire Efficiency Study RFP responses, including preparation of questions	2.40	425.00	1,020.00
Detroit Fire Department Matters	08/06/13	EAM	Discussion with D. Brawley related to role at the Fire Department and history and issues currently occurring at the department	1.90	275.00	522.50
Detroit Fire Department Matters	08/06/13	EAM	Job requirement discussion with D. Brawley, E. Jenkins, D. Owens, D. Austin	2.10	275.00	577.50
Detroit Fire Department Matters	08/06/13	KJH	Meetings with D.Brawley regarding Fire, overview, and initial tasks	1.20	425.00	510.00
Detroit Fire Department Matters	08/06/13	KJH	Review of Fire Efficiency Study RFP	0.60	425.00	255.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Fire Department Matters	08/06/13	KJH	Review, assessment, and evaluation of Fire Efficiency Study RFP responses, including preparation of questions	2.60	425.00	1,105.00
Detroit Fire Department Matters	08/06/13	KJH	Meeting with E.Jenkins, C.Dougherty, J.James, and D.Bryant regarding Fire Efficiency Study RFP responses	3.80	425.00	1,615.00
Detroit Fire Department Matters	08/06/13	KJH	Meeting with D.Austin regarding Fire restructuring work plan and priorities	0.50	425.00	212.50
Detroit Fire Department Matters	08/06/13	KJH	Meeting with D.Owen regarding Fire restructuring, personnel, work plan, and next steps	0.40	425.00	170.00
Detroit Fire Department Matters	08/06/13	KJH	Meeting with E.Jenkins and D.Brawley regarding Fire restructuring initiatives, process flow mapping, contract analysis, and staffing	0.60	425.00	255.00
Detroit Fire Department Matters	08/07/13	KJH		0.70	425.00	297.50
Detroit Fire Department Matters	08/08/13	CMM		0.40	495.00	198.00
Detroit Fire Department Matters	08/08/13	EAM	Follow up discussions re: DRMS training module needs for D. Brawley	0.40	275.00	110.00
Detroit Fire Department Matters	08/08/13	EAM	Meeting with A. Harker re: department benchmarking needs, background and areas of focus	1.60	275.00	440.00
Detroit Fire Department Matters	08/09/13	KJH	Review of Fire benchmarking documents and analysis, including e-mail correspondence	0.80	425.00	340.00
Detroit Fire Department Matters	08/12/13	GMK	Communications with CM and City regarding Fire department recruitment initiative	0.30	425.00	127.50
Detroit Fire Department Matters	08/12/13	KJH	Preparation of Fire Department restructuring efforts to date, including e-mail correspondence with EM staff	0.70	425.00	297.50
Detroit Fire Department Matters	08/14/13	KJH		0.40	425.00	170.00
Detroit Fire Department Matters	08/14/13	KJH	Preparation for and participation in Fire meeting with B.Schrott and T.Scott regarding concept for new fire (and police) stations	1.50	425.00	637.50
Detroit Fire Department Matters	08/14/13	KJH	Preparation for and participation in Fire meeting with D.Austin, E.Jenkins, and J.Jackson regarding recruitment, preventative maintenance for EMS, RFP questions, and restructuring work plan	1.80	425.00	765.00
Detroit Fire Department Matters	08/14/13	KJH	Preparation for and participation in Fire meeting with D.Brawley, E.Jenkins, and J.Jackson regarding restructuring work plan, priorities, and impediments	1.40	425.00	595.00
Detroit Fire Department Matters	08/15/13	KJH		1.20	425.00	510.00
Detroit Fire Department Matters	08/15/13	KJH		0.80	425.00	340.00
Detroit Fire Department Matters	08/15/13	KJH		0.50	425.00	212.50
Detroit Fire Department Matters	08/15/13	KJH	Telephone conference with AMR Ambulance regarding public-private partnership opportunities, including follow-up with G.Brown	0.60	425.00	255.00
Detroit Fire Department Matters	08/15/13	KJH	Meeting with D.Austin regarding labor issues, efficiency study, and EM communication	1.60	425.00	680.00
Detroit Fire Department Matters	08/16/13	KJH	E-mail correspondence with Fire leadership regarding recruitment, strategy, and timeline	0.40	425.00	170.00
Detroit Fire Department Matters	08/16/13	KJH	Preparation for Fire expert conference calls including e-mail correspondence with E.Jenkins and D.Bryant, accumulation of questions, review of on-line material, and review of RFP responses	1.10	425.00	467.50
Detroit Fire Department Matters	08/18/13	CMM	Review and compilation of information related to department restructuring efforts for DPD and DFD for distribution to B. Nowling	0.60	495.00	297.00
Detroit Fire Department Matters	08/19/13	KJH	Preparation for and participation in Fire meeting with D.Austin, E.Jenkins, and J.Jackson regarding restructuring communication with EM	1.10	425.00	467.50
Detroit Fire Department Matters	08/19/13	KJH		1.20	425.00	510.00
Detroit Fire Department Matters	08/19/13	KJH		1.10	425.00	467.50
Detroit Fire Department Matters	08/19/13	KJH		1.00	425.00	425.00
Detroit Fire Department Matters	08/19/13	KJH	Preparation for and participation in Fire expert evaluation session with E.Jenkins, C.Dougherty, G.James, and D.Bryant	1.20	425.00	510.00

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Fire Department Matters	08/19/13	KJH	Meeting with J.Jackson regarding Fire personnel issues, options, and next steps	0.50	425.00	212.50
Detroit Fire Department Matters	08/20/13	CMM		0.20	495.00	99.00
Detroit Fire Department Matters	08/20/13	KJH		0.60	425.00	255.00
Detroit Fire Department Matters	08/21/13	GMK		0.40	425.00	170.00
Detroit Fire Department Matters	08/21/13	KJH	Preparation for and participation in meeting with AMR Ambulance and G.Brown regarding public-private partnership opportunities	2.00	425.00	850.00
Detroit Fire Department Matters	08/21/13	KJH	Review of Fire fleet detail, including e-mail correspondence with C.Dougherty	0.60	425.00	255.00
Detroit Fire Department Matters	08/21/13	KJH	E-mail correspondence with City of Detroit leadership and S.Woo regarding near-term RFPs	0.40	425.00	170.00
Detroit Fire Department Matters	08/22/13	CMM		1.00	495.00	495.00
Detroit Fire Department Matters	08/22/13	KJH		0.60	425.00	255.00
Detroit Fire Department Matters	08/27/13	CMM		0.20	495.00	99.00
Detroit Fire Department Matters	08/27/13	KJH		0.60	425.00	255.00
Detroit Fire Department Matters	08/27/13	KJH		0.30	425.00	127.50
Detroit Fire Department Matters	08/27/13	KJH		1.40	425.00	595.00
Detroit Fire Department Matters	08/27/13	KJH		0.30	425.00	127.50
Detroit Fire Department Matters	08/27/13	KJH	E-mail correspondence with D.Brawley regarding accomplishments and work plan	0.40	425.00	170.00
Detroit Fire Department Matters	08/28/13	CMM		0.30	495.00	148.50
Detroit Fire Department Matters	08/28/13	KJH		1.60	425.00	680.00
Detroit Fire Department Matters	08/28/13	KJH	Preparation for and participation in Fire meeting with D.Austin, E.Jenkins, and J.Jackson regarding restructuring, milestones, work plan, and next steps	1.40	425.00	595.00
Detroit Fire Department Matters	08/28/13	KJH	E-mail correspondence with D.Austin, E.Jenkins, and J.Jackson regarding restructuring, areas for additional focus, milestones, work plan, and next steps	0.70	425.00	297.50
Detroit Fire Department Matters	08/28/13	KJH	E-mail correspondence with DFFA regarding information requests	0.40	425.00	170.00
Detroit Fire Department Matters	08/29/13	KJH	E-mail correspondence with D.Brawley regarding update, information access, and impediments	0.70	425.00	297.50
Detroit Fire Department Matters	08/30/13	CMM		0.40	495.00	198.00
Detroit Fire Department Matters	08/30/13	KJH	E-mail correspondence with Fire leadership regarding DFFA information request	0.50	425.00	212.50
Detroit Police Department Matters	07/18/13	CMG	Conference call with J. Craig regarding DPD restructuring	2.50	425.00	1,062.50
Detroit Police Department Matters	07/18/13	CMG	Conference call with Bratton Group regarding Budgeting and Recruiting	1.25	425.00	531.25
Detroit Police Department Matters	07/18/13	CMG	Review of DPD communication operations, conference call regarding same, etc.	1.10	425.00	467.50
Detroit Police Department Matters	07/18/13	DMB	Preparation for and participation in call with Bratton group to discuss DPD budget	2.90	275.00	797.50
Detroit Police Department Matters	07/19/13	CMG	Coordination with Bratton Group on their invoices, etc.	0.50	425.00	212.50
Detroit Police Department Matters	07/19/13	CMG	Coordination with DPD and Jones Day regarding labor meeting, conference call with Chief to discuss reason for meeting, etc.	1.00	425.00	425.00
Detroit Police Department Matters	07/19/13	CMG		0.50	425.00	212.50
Detroit Police Department Matters	07/21/13	CMG	Conference call with T. Bettison regarding DPD Initiatives. Etc.	0.80	425.00	340.00
Detroit Police Department Matters	07/22/13	CMG	Correspondence with M. Goodrich from Bratton Group regarding DPD IT review and meeting scheduling for following week	0.25	425.00	106.25
Detroit Police Department Matters	07/22/13	CMG	Correspondence with D. Walker regarding meeting with Chief Craig and other scheduling issues	0.25	425.00	106.25

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	07/22/13	CMG	Conference call with S. Hayes regarding Livescan and other purchases related to MCOLE jail consolidation	0.30	425.00	127.50
Detroit Police Department Matters	07/23/13	CMG	Meeting with J. Craig and other DPD senior staff, Jones Day and E&Y	1.50	425.00	637.50
Detroit Police Department Matters	07/23/13	CMG	Conference call with KPMG regarding DPD restructuring status update	0.50	425.00	212.50
Detroit Police Department Matters	07/23/13	DMB	Participated in meeting at DPD HQ to discuss labor strategy	2.50	275.00	687.50
Detroit Police Department Matters	07/23/13	DMB	Outlined labor strategies for DPD	2.20	275.00	605.00
Detroit Police Department Matters	07/24/13	CMG	Conference calls and email correspondence with G. Tedder, DPD communications commander, etc. to discuss response times, obtain response time data, clarify response time questions, and forward relevant time data.	1.25	425.00	531.25
Detroit Police Department Matters	07/24/13	CMG	Participated in meeting with Chief Craig, Paul Romer and John Stewart from NYU to discuss restructuring activities at DPD	2.50	425.00	1,062.50
Detroit Police Department Matters	07/24/13	CMG	Drafted email to S. Hayes regarding information needs related to Livescan quote, jail management system, etc. for State	0.50	425.00	212.50
Detroit Police Department Matters	07/24/13	DMB	Collected and provided Bratton group (DPD consultants) with requested data	2.10	275.00	577.50
Detroit Police Department Matters	07/25/13	DMB	Met with M. Lockridge to discuss intervention/strategy regarding DPD Finance	1.00	275.00	275.00
Detroit Police Department Matters	07/26/13	CMG		1.10	425.00	467.50
Detroit Police Department Matters	07/26/13	CMG	Preparation for and participation in meeting with DPD AC's regarding facilities, fleet, PO equipment, etc.	1.50	425.00	637.50
Detroit Police Department Matters	07/26/13	CMG	Internal meetings to discuss operational restructuring issues, constraints, etc.	0.70	425.00	297.50
Detroit Police Department Matters	07/29/13	CMG	Conference call with S. Hayes regarding B. O'Droski finance role, IT issues, etc. (0.6). Email correspondence with S. Hays regarding IT issues (0.15)	0.75	425.00	318.75
Detroit Police Department Matters	07/29/13	CMG	Meeting with B. O'Droski to discuss DPD, key issues, her interim finance role, etc. Email correspondence with B. O'Droski to transfer pertinent DPD information	2.25	425.00	956.25
Detroit Police Department Matters	07/29/13	CMG		1.50	425.00	637.50
Detroit Police Department Matters	07/29/13	CMG	Meeting with M. Goodrich and S. Jo from Bratton Group regarding DPD IT, HR and grants issues and suggested next steps	2.00	425.00	850.00
Detroit Police Department Matters	07/29/13	DMB	Participated in restructuring initiatives meeting at DPD HQ	1.80	275.00	495.00
Detroit Police Department Matters	07/29/13	DMB	Participated in labor strategy and recruiting meeting at DPD HQ	2.10	275.00	577.50
Detroit Police Department Matters	07/29/13	DMB	Performed analysis of data obtained from DPD to provide to dedicated contractor	1.90	275.00	522.50
Detroit Police Department Matters	07/30/13	CMG	Correspondence and coordination of DPD labor meeting with Jones Day, recent arbitration rulings, etc. (0.4) and review of arbitration information (0.35)	0.75	425.00	318.75
Detroit Police Department Matters	07/30/13	CMG	Preparation for and participation in meeting with B. O'Droski to discuss DPD issues uncovered, next steps, key personnel, etc.	1.25	425.00	531.25
Detroit Police Department Matters	07/30/13	CMG	Review of Bratton Group preliminary report and recommended org chart changes	1.10	425.00	467.50
Detroit Police Department Matters	07/30/13	DMB	Performed data analysis on DPD FY 13-14 budget	1.50	275.00	412.50
Detroit Police Department Matters	07/30/13	DMB	Analyzed preliminary Bratton Group recommendations	0.90	275.00	247.50
Detroit Police Department Matters	07/31/13	CMG	Preparation for and participation in meeting with DPD, Jones Day, and E&Y	1.75	425.00	743.75
Detroit Police Department Matters	07/31/13	CMG	Coordination with EM staff and DPD finance regarding major chiefs conference, cell phone leases, etc.	1.25	425.00	531.25
Detroit Police Department Matters	07/31/13	DMB		1.00	275.00	275.00
Detroit Police Department Matters	07/31/13	DMB		0.70	275.00	192.50
Detroit Police Department Matters	08/01/13	CMG	Breakfast meeting with B. Wasserman regarding DPD restructuring, promotion process, project planning, next steps	1.25	425.00	531.25
Detroit Police Department Matters	08/01/13	CMG	Meeting with AC White regarding labor strategy, key restructuring issues, etc.	1.50	425.00	637.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	08/01/13	CMG	Preparation for and participation in meeting with Chief Craig regarding DPD restructuring, key labor issues, civilianization, etc.	2.00	425.00	850.00
Detroit Police Department Matters	08/01/13	CMM		0.30	495.00	148.50
Detroit Police Department Matters	08/01/13	DMB	Worked with F. Stanley to manipulate data in the Budget department's COD financial model, as it relates to DPD	0.80	275.00	220.00
Detroit Police Department Matters	08/01/13	DMB	Further manipulated budget data obtained for purposes of future DPD projections	1.30	275.00	357.50
Detroit Police Department Matters	08/01/13	DMB	Coordinated scheduling Labor Strategy standing meeting with DPD	0.30	275.00	82.50
Detroit Police Department Matters	08/01/13	DMB	Met with DPD to discuss ongoing restructuring activities	2.40	275.00	660.00
Detroit Police Department Matters	08/02/13	CMG	Follow up with DPD regarding historical DPD finance personnel and potential recruitment for return to DPD	0.25	425.00	106.25
Detroit Police Department Matters	08/02/13	CMG	Follow up conference call with S. Hayes regarding IT information for EM	0.25	425.00	106.25
Detroit Police Department Matters	08/02/13	CMG	Conference call and email correspondence with T. Bettison regarding DPD civilianization analysis	0.50	425.00	212.50
Detroit Police Department Matters	08/02/13	CMG	Follow up with B. Dick regarding DPD leases schedule, discussion of leases to reject, facility consolidation plans, etc.	0.50	425.00	212.50
Detroit Police Department Matters	08/02/13	CMG	Multiple conference calls with B. O'Droski regarding DPD finance, payroll, etc. issues that need to be addressed	1.50	425.00	637.50
Detroit Police Department Matters	08/02/13	CMG	Review of labor contract information for DPOA, DPLSA, etc.	2.00	425.00	850.00
Detroit Police Department Matters	08/02/13	CMM		0.20	495.00	99.00
Detroit Police Department Matters	08/05/13	CMG	Conference call with B. O'Droski related to Manhattan Institute invoice, open invoices, meeting with B. Hartzel regarding DPD budget issues, coordination of DPD budget issues, conference call with B. Jackson regarding purchasing issues related to DPD, preparation for call with DPD regarding next steps in DPD finance, drafted email to G. Tedder regarding MSP resource assistance, conference call with G. Tedder regarding MSP resources, etc.	2.25	425.00	956.25
Detroit Police Department Matters	08/05/13	CMG		0.50	425.00	212.50
Detroit Police Department Matters	08/05/13	CMG	Conference call with B. O'Droski related to finance, payroll, purchasing, labor capacity within finance, etc.	1.50	425.00	637.50
Detroit Police Department Matters	08/05/13	DMB		1.20	275.00	330.00
Detroit Police Department Matters	08/05/13	DMB	Met with Lt. Michael Chambers to review and analyze all grants provided to DPD	2.70	275.00	742.50
Detroit Police Department Matters	08/05/13	DMB	Began preparing analysis of grant appropriations and amounts outstanding	1.60	275.00	440.00
Detroit Police Department Matters	08/06/13	CMG	Conference call with T. Bettison regarding DPD civilianization	0.75	425.00	318.75
Detroit Police Department Matters	08/06/13	CMG	Conference call with B. O'Droski regarding DPD next steps, budget process, etc.	0.50	425.00	212.50
Detroit Police Department Matters	08/07/13	DMB	Developed analysis on civilian prioritization to determine which positions would take priority in being civilianized, as compared to others	2.00	275.00	550.00
Detroit Police Department Matters	08/07/13	CMG		2.00	425.00	850.00
Detroit Police Department Matters	08/07/13	CMG	Conference call with T. Bettison regarding civilianization template, recent updates to civilianization, next steps, etc.	0.45	425.00	191.25
Detroit Police Department Matters	08/07/13	CMG	Breakfast meeting with B. Bratton from Bratton Group to discuss DPD restructuring, current status of review, etc.	1.20	425.00	510.00
Detroit Police Department Matters	08/07/13	CMG	Preparation for and participation in labor strategy meeting with DPD personnel	1.50	425.00	637.50
Detroit Police Department Matters	08/07/13	CMG	Preparation for and participation in meeting with J. Craig regarding DPD restructuring next steps, civilianization, etc.	1.20	425.00	510.00
Detroit Police Department Matters	08/07/13	CMG	Conference call with S. Hayes regarding status of DPD JMS implementation, issues surrounding implementation, MSP Motorola system, etc.	0.50	425.00	212.50
Detroit Police Department Matters	08/07/13	CMG		0.20	425.00	85.00
Detroit Police Department Matters	08/07/13	DMB	Met with DPD to discuss labor strategy	1.50	275.00	412.50
Detroit Police Department Matters	08/07/13	DMB	Met with DPD to discuss ongoing restructuring activities	0.80	275.00	220.00
Detroit Police Department Matters	08/08/13	CMG	Correspondence with DPD, Jones Day, and others to coordinate Civilianization and Labor Strategy meetings for next week, etc.	1.10	425.00	467.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	08/08/13	DMB	Met with Fiscal at DPD to research grant allocations	2.90	275.00	797.50
Detroit Police Department Matters	08/08/13	DMB	Met with S. Hayes and B. (No Suggestions) to discuss IT strategy at DPD	0.90	275.00	247.50
Detroit Police Department Matters	08/08/13	DMB	Began to develop DPD grant description narrative to obtain understanding of grant requirements	2.50	275.00	687.50
Detroit Police Department Matters	08/08/13	DMB	Met with C. Wilson to discuss and obtain grant cost center reports from DRMS	0.70	275.00	192.50
Detroit Police Department Matters	08/09/13	CMG	Conference calls with B. O'Droski, S. Hayes, AC White, and others regarding DPD activities, current DPD finance, purchasing and other issues	1.25	425.00	531.25
Detroit Police Department Matters	08/12/13	CMG	Preparation for and participation in Civilianization meeting with DPD to evaluate each unit for opportunity to redeploy uniform personnel	2.25	425.00	956.25
Detroit Police Department Matters	08/12/13	CMG	Preparation for and participation in meeting with AC White, S. Zack, L. Satchel and Jones Day regarding DPD labor strategy, key issues and discipline issues	2.00	425.00	850.00
Detroit Police Department Matters	08/12/13	CMG		0.50	425.00	212.50
Detroit Police Department Matters	08/12/13	DMB	Continued to develop DPD grant description narrative to obtain understanding of grant requirements	2.80	275.00	770.00
Detroit Police Department Matters	08/12/13	DMB	Participated in labor strategy meeting at DPD HQ	2.10	275.00	577.50
Detroit Police Department Matters	08/13/13	CMG	Preparation for and participation in meeting with Public Safety Foundation to discuss DPD needs, potential sources for grants, potential assistance at DPD, current role at DPD, other foundation roles	2.25	425.00	956.25
Detroit Police Department Matters	08/13/13	CMG	Review of DPD proposed changes to DPD labor contracts from S. Zack, provided comments to S. Zack. Etc.	0.75	425.00	318.75
Detroit Police Department Matters	08/13/13	DMB	Met with C. Govan from the Detroit Public Safety Foundation to discuss alignment of our initiatives	1.20	275.00	330.00
Detroit Police Department Matters	08/14/13	CMG	Follow up with T. Bettison and S. Zach to obtain DPLSA and DPCOA compensation study performed by unions	0.75	425.00	318.75
Detroit Police Department Matters	08/14/13	CMG		0.25	425.00	106.25
Detroit Police Department Matters	08/14/13	CMG	Preparation for weekly DPD Chief Craig meeting to discuss prior week activities and next week items, key hurdles, etc.	0.90	425.00	382.50
Detroit Police Department Matters	08/15/13	CMG	Email correspondence and conference call with T. Bettison regarding compensation survey, and other restructuring related items	0.50	425.00	212.50
Detroit Police Department Matters	08/16/13	CMG	Meeting with B. O'Droski at DPSH to discuss DPD finance division restructurings, grants progress, potential staffing, etc.	1.20	425.00	510.00
Detroit Police Department Matters	08/16/13	CMG		1.30	425.00	552.50
Detroit Police Department Matters	08/16/13	CMG	Conference call with S. Hayes regarding recent announcements at DPD, recommended changes to staff, etc.	0.50	425.00	212.50
Detroit Police Department Matters	08/16/13	DMB		2.10	275.00	577.50
Detroit Police Department Matters	08/17/13	CMG	Conference calls with T. Bettison regarding DPD calls for service, senior leadership changes, precinct initiatives (0.8). Conference call with S. Hayes regarding IT initiatives, new DPD issues coming to light (0.7)	1.50	425.00	637.50
Detroit Police Department Matters	08/18/13	CMG	Internal conference calls to discuss status of DPD restructuring (0.5), drafted memo related DPD restructuring initiatives, activities (1.0) and participated in conference call with Chief Craig to discuss labor strategy, senior leadership selection process (0.5)	2.00	425.00	850.00
Detroit Police Department Matters	08/19/13	CMM	TC with E. Plawecki re: status of DPD activities	0.20	495.00	99.00
Detroit Police Department Matters	08/19/13	CMM		0.30	495.00	148.50
Detroit Police Department Matters	08/19/13	DMB	Prepared for and participated in meeting with C. Govan and K. Brown from the Detroit Public Safety Foundation to discuss administration and management of grants here at DPD	1.20	275.00	330.00
Detroit Police Department Matters	08/19/13	DMB	Preparation for and participation in meeting with B. O'Droski and C. Gannon to discuss current status of activities occurring at DPD	0.80	275.00	220.00
Detroit Police Department Matters	08/19/13	DMB	Met with Fiscal at DPD to obtain requested grant payable report	0.50	275.00	137.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	08/19/13	DMB	Developed grant administration/management template to utilize on a go forward basis in an effort to capture entire universe of grants available to DPD	2.80	275.00	770.00
Detroit Police Department Matters	08/20/13	DMB	Met with A. Hoskins to discuss her involvement in the grants process as it relates to DPD	1.20	275.00	330.00
Detroit Police Department Matters	08/20/13	DMB	Analyzed grant dollars received for current fiscal year	2.10	275.00	577.50
Detroit Police Department Matters	08/20/13	DMB	Examined documentation to determine population of grants in DPD. Recorded information in schedule	1.40	275.00	385.00
Detroit Police Department Matters	08/20/13	DMB	Participated in call with B. O'Droski to discuss result of grants meeting with Lt. Chambers and others from grant division at DPD	0.60	275.00	165.00
Detroit Police Department Matters	08/21/13	CMG	Conference calls with B. O'Droski, meetings with D. Benedettini regarding DPD grants	1.00	425.00	425.00
Detroit Police Department Matters	08/21/13	DMB	Analyzed information received by Karen Brown and Lt. Chambers regarding DPD grants	2.30	275.00	632.50
Detroit Police Department Matters	08/21/13	DMB	Continued to develop overall grants schedule for DPD based on information received to date	2.60	275.00	715.00
Detroit Police Department Matters	08/22/13	CMG	Conference calls with B. O'Droski regarding status update on finance and grant issues, etc.	0.50	425.00	212.50
Detroit Police Department Matters	08/22/13	CMG	Preparation for and participation in DPD meetings with JD to discuss labor strategy, new developments, etc.	2.50	425.00	1,062.50
Detroit Police Department Matters	08/22/13	DMB	Continued to develop overall grants schedule for DPD based on information received to date	2.40	275.00	660.00
Detroit Police Department Matters	08/22/13	DMB	Met with B. O'Droski to discuss preliminary DPD grants schedule	2.30	275.00	632.50
Detroit Police Department Matters	08/22/13	DMB	Prepared for and participated in Labor Strategy meeting at DPD with Jones Day, CM and required DPD individuals	1.10	275.00	302.50
Detroit Police Department Matters	08/27/13	CMG	Conference call with B. O'Droski regarding DPD critical expenditure needs (0.9) and email correspondence with Keyvn Orr regarding DPD critical expenditure needs (0.35)	1.25	425.00	531.25
Detroit Police Department Matters	08/27/13	CMM	Meeting with K. Orr to responsibilities related to police & fire	0.80	495.00	396.00
Detroit Police Department Matters	08/27/13	DSM		1.00	495.00	495.00
Detroit Police Department Matters	08/28/13	CMM		0.50	495.00	247.50
Detroit Police Department Matters	08/28/13	DMB	Met with B. O'Droski to discuss ongoing activities at DPD	1.00	275.00	275.00
Detroit Police Department Matters	08/28/13	DMB	Developed schedule which describes police headcount reconciliation	1.20	275.00	330.00
Detroit Police Department Matters	08/28/13	DSM	Conference call with CMM re: status, strategy	0.50	495.00	247.50
Detroit Police Department Matters	08/29/13	CMG	Conference call with B. O'Droski regarding DPD restructuring and finance issues	0.30	425.00	127.50
Detroit Police Department Matters	08/29/13	CMG	Conference call with B. Wasserman regarding Bratton work and additional items to consider. Etc.	0.50	425.00	212.50
Detroit Police Department Matters	08/29/13	DMB	Discussed outstanding issues at DPD with B. O'Droski and developed plan for next steps	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	07/18/13	MJH	Correspondence with N. Bateson (DWSD) and J. Doak (Miller Buckfire) regarding State Revolving Funds loan program	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	07/18/13	MJH	Review debt information with focus on SRF (State Revolving Funds) debt	1.60	425.00	680.00
Detroit Water and Sewerage Department Matters	07/18/13	WPJ	Read notes regarding Water Fund as it relates to the Comprehensive Annual Financial Report	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	07/18/13	MJH	Review of DWSD forecast materials	2.20	425.00	935.00
Detroit Water and Sewerage Department Matters	07/18/13	MJH	T/C with J. Doak of Miller Buckfire related to DWSD information	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	07/18/13	MJH	Correspondence to N. Bateson regarding weekly meetings	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	07/18/13	WPJ	Ratio and trend analysis of Sewer Fund CAFR income statement information	2.70	275.00	742.50
Detroit Water and Sewerage Department Matters	07/18/13	WPJ	Ratio and trend analysis of Water Fund CAFR income statement information	2.80	275.00	770.00
Detroit Water and Sewerage Department Matters	07/19/13	MJH	T/C with J. Doak of Miller Buckfire related to DWSD information	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	07/19/13	WPJ	Reconcile trial balance revenue information to Water Fund CAFRs, notes regarding discrepancies	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	07/19/13	WPJ	Reconcile trial balance expense information to Water Fund CAFRs, notes regarding discrepancies	1.60	275.00	440.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	07/19/13	WPJ	Receive and analysis of Water System audited trial balance expense information and notes associated with the same.	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	07/19/13	WPJ	Reconcile internally generated expense reports to trial balance detail, notes regarding discrepancies	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	07/19/13	WPJ	Receive and analysis of Water System audited trial balance revenue detail and adjustments information	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	07/22/13	MJH	Discussion with MB regarding forecast and meeting with DWSD	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	07/22/13	MJH	Participate in conference call with DWSD and other parties regarding critical vendors	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	07/22/13	MJH	Review of various financial information required to complete 10-year forecast process	2.40	425.00	1,020.00
Detroit Water and Sewerage Department Matters	07/22/13	WPJ	Prepare questions regarding received financial information for discussion with DWSD management	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	07/22/13	WPJ	Prepare document request list for DWSD 10-year business plan	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	07/22/13	WPJ	Review of materials for 7/23/13 call regarding DWSD SRF loans with Michigan Treasury	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	07/22/13	WPJ	Review of received materials and documents received from DWSD	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	07/23/13	MJH	Preparation for and participation in conference call related to DWSD State Revolving Fund loans	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	07/23/13	WPJ	Preparation and participation in conference call with MI Department of Treasury discussing State Revolving Fund loans	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	07/23/13	MJH	Review of financial information including Root Cause Report	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	07/23/13	WPJ	Review of financial documents received from EY	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	07/23/13	WPJ	Continuation of drafting questions for discussion for DWSD management	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	07/23/13	WPJ	Review of financial materials received from budget department related to DWSD	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	07/23/13	WPJ	Continuation of drafting document request list for DWSD for 10-year business plan analysis	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	07/23/13	WPJ	Read affidavit of Craig Hupp and complaint, both regarding litigation with DWSD and Macomb Intercept Drainage Complaint	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	07/24/13	MJH	Meeting with N. Bateson and B. Foster regarding information requests and various questions	2.30	425.00	977.50
Detroit Water and Sewerage Department Matters	07/24/13	WPJ	Preparation and participation in meeting with N. Bateson and Foster Group	3.10	275.00	852.50
Detroit Water and Sewerage Department Matters	07/24/13	MJH	Preparation for meeting with DWSD	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	07/24/13	WPJ	Draft email regarding follow-up from meeting with N. Bateson and Foster Group	0.40	275.00	110.00
Detroit Water and Sewerage Department Matters	07/24/13	WPJ	Analysis of historical Water and Sewer System rates	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	07/24/13	WPJ	Analysis of historical 5-year Water and Sewer System customer billings	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	07/24/13	WPJ	Read DWSD CIP executive summary update for July, 2013	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	07/24/13	WPJ	Analysis and compilation of DWSD financial committee meetings minutes from DWSD website	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	07/25/13	MJH	Review outstanding documents, prepare document request list subsequent to meeting	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	07/25/13	MJH	Review various financial documents provided by CFO	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	07/25/13	WPJ	Prepare questions regarding attrition analysis prepared by DWSD management	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	07/25/13	WPJ	Analysis and take notes regarding DWSD "Summary of Operating Statistics for FY 2012"; Financial Services, Asset Maintenance, Contracts and Grants Division	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	07/25/13	WPJ	Analysis and take notes regarding DWSD "Summary of Operating Statistics for FY 2012"; Wastewater and Water Supply Operations	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	07/25/13	WPJ	Received and analyzed attrition analysis from DWSD management	2.30	275.00	632.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	07/26/13	MJH	Participate in meeting with UHY, advisors to Oakland County	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	07/26/13	MJH	Review financial information provided by DWSD CFO	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	07/26/13	WPJ	Analyze documents regarding water supply and wastewater operations customer base and service area	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	07/26/13	WPJ	Read DWSD online document "Fact Sheet", take notes regarding the same	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	07/26/13	WPJ	Read documents received from DWSD management regarding City's year-end closing process	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	07/26/13	WPJ	Analyze information received from DWSD management regarding prepared 2013 yd. financial documents	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	07/26/13	WPJ	Analyze information received from Plant Moran regarding roll-up of Water System audited detailed financial documents into CAFR format and process	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	07/26/13	WPJ	Analyze information received from Plant Moran regarding roll-up of Sewer System audited detailed financial documents into CAFR format and process	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	07/29/13	MJH	Review various financial documents provided by CFO	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	07/29/13	MJH	Review various financial documents provided by CFO	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	07/29/13	CMM	Meeting with MJH re: interest in playing role in DWSD business plan development and filling management role	1.60	495.00	792.00
Detroit Water and Sewerage Department Matters	07/29/13	MJH	Discussion with G. Camo of Tucker Young regarding restructure process and CIP review	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	07/29/13	MJH	Meeting with CMM and re: interest in playing role in DWSD business plan development and filling management role	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	07/29/13	WPJ	Aggregating information into CM Google drive from information sent in email from N. Bateson	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	07/29/13	WPJ	Read RRO-2 Summary provided by Sam Smalley	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	07/29/13	WPJ	Read DWSD Project Proposal for RRO-2, "Rouge River Outflow Project"	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	07/29/13	WPJ	Analysis of allocated Water System statements received from Plante Moran	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	07/29/13	WPJ	Read RFP for RRO-2	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	07/29/13	WPJ	Analysis of allocated Sewer System financial statements received from Plante Moran	2.80	275.00	770.00
Detroit Water and Sewerage Department Matters	07/30/13	CMM	Meeting with MJH re: DWSD business plan and preparatory items for meeting with Bart	0.40	495.00	198.00
Detroit Water and Sewerage Department Matters	07/30/13	MJH	Review CIP documents in preparation of meeting with DWSD personnel related to CIP	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	07/30/13	MJH	Participate in discussion related to CIP, develop strategy for 10 year CIP plan	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	07/30/13	MJH	Review various financial documents provided by CFO	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	07/30/13	WPJ	Data consolidation of background docs, financial related docs, and informational documents for internal use	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	07/30/13	WPJ	Analysis of FAAR report labor expense, labor transfers and organization	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	07/30/13	WPJ	Read document pertaining to Capital Financing from DWSD	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	07/30/13	WPJ	Review of financial plan assumptions used in Foster Group forecasting of DWSD	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	07/30/13	WPJ	Read documents regarding Judge Cox's order regarding EPA lawsuit and synopsis of Synopsis of Federal Court Orders and Implications for Financial and Administrative Functions	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	07/30/13	WPJ	Preparation and participation in meeting with DWSD management and Foster Group	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	07/31/13	MJH	Review various financial documents provided by CFO	1.50	425.00	637.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	07/31/13	MJH	Review various financial documents provided by CFO	1.80	425.00	765.00
Detroit Water and Sewerage Department Matters	07/31/13	MJH	Draft list of questions for Miller Buckfire related to 10 year forecast process	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	07/31/13	MJH	Review Finance Committee notes and information binder	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	07/31/13	MJH	Review DWSD EMA report	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	07/31/13	WPJ	Analysis of DWSD Water & Sewer System debt schedules and related information prepared by Baird	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	07/31/13	WPJ	Analysis and review of EMA presentation to DWSD regarding labor/operational optimization	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	07/31/13	WPJ	Analysis of Foster Group feasibility study exhibit contained in DWSD 2011 Water System bond indenture	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	07/31/13	WPJ	Analysis and take notes regarding DWSD's Bond Ordinance documents	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	07/31/13	WPJ	Read and take notes regarding DWSD 2011 Water System bond indenture documents	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	07/31/13	WPJ	Read and take notes regarding DWSD 2012 Sewer System bond indenture documents	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	08/01/13	MJH	Participate in meeting with DWSD CFO, Bart Foster and Miller Buckfire to review 10 year forecast template and strategy	4.50	425.00	1,912.50
Detroit Water and Sewerage Department Matters	08/01/13	MJH	Review of various documents in preparation for meeting regarding 10 year forecast	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/01/13	WPJ	Analysis of DWSD's online document regarding rate calculations and examples	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	08/01/13	WPJ	Analysis of documents received from B. Foster regarding DWSD forecasts	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	08/01/13	WPJ	Reconcile documents received from DWSD and B. Foster to internally generated financial reports (FAAR reports)	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	08/01/13	WPJ	Preparation and participation in meeting with N. Bateson, Miller Buckfire team, and B. Foster regarding 10-year business plan	4.50	275.00	1,237.50
Detroit Water and Sewerage Department Matters	08/02/13	MJH	Review work plan	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/02/13	MJH	Review 10 year forecast received from meeting with DWSD personnel and Bart Foster	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/02/13	MJH	Review various financial documents provided by CFO	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	08/02/13	WPJ	Preparation and participation in Internal meeting discussing documents requested from meeting on 8/1/13	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	08/02/13	WPJ	Analysis of debt schedules received from Miller Buckfire	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	08/02/13	WPJ	Analysis of FY 14 budget document and water and sewer expense allocations	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	08/02/13	WPJ	Research related to DWSD customer base and population of the areas for volume projections related to 10-year business plan forecast	2.70	275.00	742.50
Detroit Water and Sewerage Department Matters	08/02/13	WPJ	Preparation and participation in meetings with Isaiah Dunlap & Internal Auditor (name unknown) to discuss Internally generated financial reports (FAAR reports) and information pertaining to historical operating expenses and general accounting and reporting information	3.80	275.00	1,045.00
Detroit Water and Sewerage Department Matters	08/03/13	CMM	Review information from ██████████ related to DWSD	0.40	495.00	198.00
Detroit Water and Sewerage Department Matters	08/05/13	WPJ	Analysis of DWSD presentation to Board of Water Commissioners regarding rate settlement agreements	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	08/05/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents. Preparation for meeting on 8/7/13 with N. Bateson and B. Foster	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/05/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents. Preparation for meeting on 8/7/13 with N. Bateson and B. Foster	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	08/05/13	MJH	Review population growth spreadsheet and SEMCOG website	1.50	425.00	637.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/05/13	WPJ	Pull all customer base data from cities and counties of water and sewer service of DWSD into population forecasting model for use in volume forecast	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	08/05/13	WPJ	Analyze data pulled from SEMCOG for each customer community for use in DWSD forecasting of volume information	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	08/05/13	WPJ	Build summary of forecasted population statistics and analysis of population forecast from SEMCOG data to be used in DWSD 10-year business plan	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	08/06/13	MIH	Complete work related to 10-year forecast model including review of file and supporting documents. Preparation for meeting on 8/7/13 with N. Bateson (DWSD) and B. Foster	1.90	425.00	807.50
Detroit Water and Sewerage Department Matters	08/06/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents. Preparation for meeting on 8/7/13 with N. Bateson (DWSD) and B. Foster	3.50	425.00	1,487.50
Detroit Water and Sewerage Department Matters	08/06/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents. Preparation for meeting on 8/7/13 with N. Bateson (DWSD) and B. Foster	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	08/06/13	MJH	Prepare document request list and questions for meeting with N. Bateson and B. Foster, submit same to N. Bateson	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	08/06/13	MJH	Review agenda for meeting with Counties related to potential DWSD Authority	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/06/13	WPJ	Analysis of DWSD historical Water System revenues and sales volume history	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	08/06/13	WPJ	Build common-size analysis of 5-year historical operating expense detail for Water System	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/06/13	WPJ	Build model template for Water System historical operating expense detail for DWSD forecasting model	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	08/06/13	WPJ	Preparation and participation in meeting with DWSD team, Foster Group, Miller Buckfire team	3.50	275.00	962.50
Detroit Water and Sewerage Department Matters	08/07/13	CMM	Attention to questions from M. Hausman (CM) related to the City's use of outside engineers for the capital expenditure plan and DWSD pension participants raised during preparation of 10-year business plan	0.30	495.00	148.50
Detroit Water and Sewerage Department Matters	08/07/13	MJH	Drafted email to CMM related to retention of outside firm to conduct independent CIP review for DWSD 10-Year Business Plan	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/07/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	08/07/13	MJH	Review draft Scope of Work document related to CIP review process and engagement	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/07/13	MJH	Participate in meeting with DWSD CFO, Bart Foster and Miller Buckfire to review 10 year forecast template and strategy	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	08/07/13	MJH	Participate in meeting with County representatives regarding DWSD restructuring process	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/07/13	MJH	Correspondence with N. Bateson regarding bond information requested by outside party	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/07/13	WPJ	Build model template for Water System historical detail adjustments template for forecasting model	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	08/07/13	WPJ	Build historical operating expenditure analysis for Water System grouping historical expense detail into shared descriptions for forecasting line items	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	08/07/13	WPJ	Build projection template for Water System non-labor expenses into forecasting model	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	08/07/13	WPJ	Received and analyzed historical Water System detailed operating expenses and inputted the data into the forecasting model	3.00	275.00	825.00
Detroit Water and Sewerage Department Matters	08/08/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.90	425.00	807.50
Detroit Water and Sewerage Department Matters	08/08/13	MJH	Review pension report received from E&Y to determine how DWSD allocation works	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	08/08/13	MJH	Review operating expense detail file and 2014/2015 revenue forecast files received from B. Foster	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	08/08/13	MJH	Correspondence with N. Bateson regarding CIP review and engagement process	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/08/13	MJH	Search for DWSD bench mark information in response to E. McLain request to respond to document request	0.60	425.00	255.00

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/08/13	WPJ	Preparation and participation in internal meeting discussing DWSD revenue requirement projection formatting and mechanics for use in 10-year business plan	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	08/08/13	WPJ	Build projection template for Water System labor expenses into forecasting model	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	08/08/13	WPJ	Build model template lease payment for Water System revenue requirement forecasting	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	08/08/13	WPJ	Build model template for Water System CIP financing forecast into 10-year business plan model	2.90	275.00	797.50
Detroit Water and Sewerage Department Matters	08/08/13	WPJ	Build template for new debt financing model associated with Water System CIP financing for forecasting model	3.30	275.00	907.50
Detroit Water and Sewerage Department Matters	08/09/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/09/13	MJH	Review draft of term sheet related to potential DWSD Authority	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/09/13	MJH	Correspondence with S. Mays regarding CIP review process and contract	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/09/13	WPJ	Preparation and participation in internal model discussing CIP forecasting and related debt schedules	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	08/09/13	WPJ	Build model template for Water System revenue projection build up	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	08/09/13	WPJ	Build model template for Water System revenue requirement forecasting	2.70	275.00	742.50
Detroit Water and Sewerage Department Matters	08/09/13	WPJ	Build template incorporating Water System currently issued debt service analysis from Miller Buckfire into forecasting model	3.10	275.00	852.50
Detroit Water and Sewerage Department Matters	08/10/13	MJH	Review of DWSD forecast model discussion of requirements for model, review of current structure and recommendation of required changes	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/10/13	WPJ	Analysis of Water System fund balance projections and calculations in Foster Group's feasibility study in bond statements	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	08/10/13	WPJ	Build model template for Water System fund balance detail forecast into DWSD forecasting model	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/11/13	WPJ	Email communications with NB and MB	0.20	275.00	55.00
Detroit Water and Sewerage Department Matters	08/11/13	WPJ	Build model template for fringe benefit projections for Water System	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/11/13	WPJ	Preparation and participation in internal discussions related to forecasting model and pension/fringe benefit information related to Water System	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	08/11/13	WPJ	Analysis of Foster Group fringe benefits calculations and Detroit's allocation of pension costs to the Water & Sewer Systems	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	08/12/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	08/12/13	MJH	Participate in DWSD Term Sheet discussion conference call	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	08/12/13	MJH	Meeting with DWSD personnel and outside engineering firms to discuss outline and timing of CIP review process	2.20	425.00	935.00
Detroit Water and Sewerage Department Matters	08/12/13	MJH	Begin drafting memo to S. Mays related to workplan for 10-year DWSD business plan at her request	1.60	425.00	680.00
Detroit Water and Sewerage Department Matters	08/12/13	MJH	Correspondence with K. Haggard of Miller Buckfire related to CIP review process	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/12/13	MJH	Draft email to S. Mays regarding CIP review process	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	08/12/13	WPJ	Build model template for Sewer System historical operating expense detail for DWSD forecasting model	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	08/12/13	WPJ	Build common-size analysis of 5-year historical operating expense detail for Sewer System	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	08/12/13	WPJ	Build model template for Sewer System historical detail adjustments template for forecasting model	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/12/13	WPJ	Analyzed historical Sewer System operating expense detail to be layered into projection model	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/12/13	WPJ	Build historical operating expenditure analysis for Sewer System grouping historical expense detail into shared descriptions for forecasting line items	1.70	275.00	467.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/12/13	WPJ	Build projection template for Sewer System non-labor expenses into forecasting model	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	08/13/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/13/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	08/13/13	MJH	Review information received from US Bank related to document request	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/13/13	MJH	Review draft term sheet received from Jones Day related to potential DWSD Authority	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	08/13/13	MJH	Correspondence from N. Bateson related to document requests	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/13/13	MJH	Finalize drafting memo to S. Mays related to workplan for 10-year DWSD business plan at her request. Forward same to S. Mays	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	08/13/13	WPJ	Build model template for Sewer System CIP financing forecast into 10-year business plan model	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	08/13/13	WPJ	Preparation and participation in meeting with DWSD management and Foster Group	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	08/13/13	WPJ	Build template Incorporating Sewer System currently issued debt service analysis from Miller Buckfire into forecasting model	2.70	275.00	742.50
Detroit Water and Sewerage Department Matters	08/13/13	WPJ	Build into model outstanding debt liens for Water & Sewer System to be used in coverage analysis	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	08/14/13	CMM	TC ██████████ to discuss near term activities related to DWSD, parking, land transfers and FAB	0.40	495.00	198.00
Detroit Water and Sewerage Department Matters	08/14/13	CMM	Meeting w/ MJH and WJP to discuss status of 10 year projections for DWSD and provide commentary and suggestions on open items	1.00	495.00	495.00
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Meeting with CMM and WPJ to review status of model	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Participate in weekly meeting with N. Bateson and B. Foster related to 10-year business plan open items and questions	3.50	425.00	1,487.50
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Review draft of timeline related to potential DWSD Authority	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Review minutes from CIP review meeting posted to data room	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/14/13	MJH	Review draft of timeline related to potential DWSD Authority	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	08/14/13	WPJ	Meeting w/ MJH and CMM to discuss status of 10 year projections for DWSD and provide commentary and suggestions on open items	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	08/14/13	WPJ	Build template for new debt financing model associated with Sewer System CIP financing for forecasting model	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	08/14/13	WPJ	Build adjustments and modifications to new and outstanding debt schedules for Water & Sewer Systems in DWSD forecast model	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	08/14/13	WPJ	Preparation and participation in meeting with N. Bateson, Foster Group, and Miller Buckfire	3.50	275.00	962.50
Detroit Water and Sewerage Department Matters	08/15/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	08/15/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	08/15/13	WPJ	Research water utility operating benchmarks	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	08/15/13	WPJ	Research water utility labor benchmarking	2.80	275.00	770.00
Detroit Water and Sewerage Department Matters	08/15/13	MJH	Correspondence with K. Haggard of Miller Buckfire regarding engineering firms contracted by DWSD for CIP review process	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/15/13	WPJ	Research feasibility of EMA 90 day assessment	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	08/15/13	WPJ	Research Water consumer consumption/conservation forecasts	2.80	275.00	770.00
Detroit Water and Sewerage Department Matters	08/16/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.50	425.00	637.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/16/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.60	425.00	680.00
Detroit Water and Sewerage Department Matters	08/16/13	WPJ	Analyze information pulled from First Research regarding water utilities	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	08/16/13	WPJ	Analyze information pulled from IBIS World regarding sewer utilities	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	08/16/13	WPJ	Analyze information pulled from First Research regarding sewer utilities	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	08/16/13	WPJ	Analyze information pulled from IBIS World regarding water utilities	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	08/16/13	MJH	Correspondence from K. Haggard at Miller Buckfire related to meeting with Counties	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/16/13	MJH	Correspondence to W. Wolfson re: Authority structure	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/16/13	WPJ	Read and pull information from Troy Statistics regarding water and sewer utilities	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	08/16/13	WPJ		1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	08/16/13	WPJ	Read Sewer System revised January 2013 CIP update and take notes regarding the same	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	08/18/13	MJH	Review 10-year forecast model including forecast assumption with WPJ	2.30	425.00	977.50
Detroit Water and Sewerage Department Matters	08/18/13	MJH	Review presentation by Director on 2012 EMA report related to Optimization	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	08/18/13	MJH	Preparation of follow-up document request list and questions identified in review meeting	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	08/18/13	MJH	Communications with N. Bateson regarding Optimization and work plan	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/18/13	WPJ	Notes regarding financial information provided by Foster Group	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	08/18/13	WPJ	Preparation and participation in internal discussions related to forecasting DWSD attrition plan	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	08/18/13	WPJ	Read Water System revised January 2013 CIP update	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	08/18/13	WPJ	Draft Initial Water and Sewer System labor costs model forecasting template and internal discussions regarding the same	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Discussion with Miller Buckfire related to Authority structure and retail rate differential	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Discussion with N. Bateson re: meeting schedule, outstanding items, other matters	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Communications with B. Foster related to requested documents	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Communications with V. Kanelis related to CIP review process to get update on engagement process	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Draft communication to S. McCormick related to CDM report on water volumes	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Review financial information related to financial forecast	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Review revised 2013 FAAR report related to operating expense detail file	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Draft email of WPJ regarding questions for N. Bateson	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Review operating expense detail file received from B. Foster, email same regarding error in report	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	08/19/13	MJH	Communications with B. Foster and WPJ related to operating file and questions	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/19/13	WPJ	Analyze information sent by Bart Foster (Foster Group) regarding POC payments and revenue/volume estimates developed for FY 14-15	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	08/19/13	WPJ	Preparation and participation in meeting with N. Bateson regarding labor and operations optimization	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	08/19/13	WPJ	Analyze CDM report regarding forecast of consumer water consumption/conservation in next 20 years	1.40	275.00	385.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/19/13	WPJ	Spreading to-be org chart into excel for DWSD optimization process for Internal use at DWSD to assist NB with finalizing labor optimization plan - AT DWSD	4.60	275.00	1,265.00
Detroit Water and Sewerage Department Matters	08/20/13	MJH	Work on 10-year forecast model including review of updated model received from WPJ and potential questions for B. Foster	2.40	425.00	1,020.00
Detroit Water and Sewerage Department Matters	08/20/13	MJH	Review RMA and other benchmarking statistics	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/20/13	MJH	Review potential DWSD Authority term sheet prior to call with monolines	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/20/13	MJH	Preparation for and participation in conference call with monolines related to Term Sheet	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	08/20/13	MJH	Review various documents for conference call with Bart Foster related to 10-year business plan model	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	08/20/13	MJH	Participate in conference call with WPJ and Bart Foster to review current 10-year business plan model assumptions and outstanding items	2.20	425.00	935.00
Detroit Water and Sewerage Department Matters	08/20/13	WPJ	Spread verified 6/30/13 Water & Sewer System reserve fund balances into DWSD forecasting model	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	08/20/13	WPJ	Spread Water & Sewer System POC payments into DWSD forecasting model	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/20/13	WPJ	Spread new revenue forecasting for FY 13-14 and 14-15 for water and sewer into forecasting model	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	08/20/13	WPJ	Preparation and participation in internal discussions with pertaining to DWSD model and forecasting methodology	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	08/20/13	WPJ	Preparation and participation in conference call with Foster Group regarding DWSD 10-year forecast, model assumptions, and mechanics	3.10	275.00	852.50
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Preparation for meeting with N. Bateson (DWSD) to discuss status of optimization progress (0.2). Participation in meeting with N. Bateson (DWSD) discussing status and of optimization process (0.8). Participation in meeting with N. Bateson (DWSD) and S. Ali (DWSD) to discuss and develop assumptions relating to DWSD line item "renewals and replacements" (1.0)	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	08/21/13	MJH	Review proposed timeline document related to potential DWSD Authority	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/21/13	MJH	Correspondence with S. Mays regarding CIP review process and contract	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/21/13	MJH	Review break-down of FY 13 & FY 14 Contract Services expense to understand detail of expense category	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	08/21/13	MJH	Review benefit information received from E&Y for projected benefit cost in 10-year forecast	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	08/21/13	MJH	Review 2014 budget document received from DWSD	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	08/21/13	MJH	Participate in weekly meeting with N. Bateson related to 10-year business plan	3.50	425.00	1,487.50
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Roll up to-be organization in excel by fund information for NB	0.20	275.00	55.00
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Input FY 2014-15 Sewer System Budget detail into forecasting model	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Build model template for consolidated Water & Sewer System revenue requirement analysis	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Rolling up 2014-2015 Sewer System object level budget received from DWSD into forecasting format and grouping consistent with historical detail	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Preparation for meeting with NB and Bart Forster and Miller Buckfire	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Input FY 2014-15 Water System Budget detail into forecasting model	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	08/21/13	WPJ	Rolling up 2014-2015 Water System object level budget received from DWSD into forecasting format and grouping consistent with historical detail	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/22/13	MJH	Review 10-year forecast model, discuss same with WPJ	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	08/22/13	MJH	Review revised proposed timeline document related to DWSD Authority	0.30	425.00	127.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/22/13	MJH	Review Barclay's article related to DWSD debt	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	08/22/13	MJH	Review benchmarking information including from Master Plan	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	08/22/13	MJH	Participation in conference call with County representatives to provide update on call with monolines	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	08/22/13	MJH	Preparation for and participation in meeting with DWSD, Miller Buckfire and EMA to discuss optimization plan prepared by EMA	1.80	425.00	765.00
Detroit Water and Sewerage Department Matters	08/22/13	WPJ	Build model template for consolidated Water & Sewer System CIP funding analysis	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	08/22/13	WPJ	Preparation and participation in conference call with Miller Buckfire to discuss DWSD forecasting model and how to incorporate the two analyses	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	08/22/13	WPJ	Analysis of "financial plan" developed in master plan for Sewer System	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	08/22/13	WPJ	Build analysis for Water System non-operating and miscellaneous revenues and expenses for DWSD Management review and forecasting model	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	08/22/13	WPJ	Preparation and participation in meeting with EMA consultants (labor and operational optimization consultants), S. McCormick, B. Wolfson and Miller Buckfire	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	08/23/13	WPJ	Build analysis for Sewer System non-operating and miscellaneous revenues and expenses for DWSD Management review and forecasting model	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	08/23/13	WPJ	Analysis and notes regarding EMA Competitive Assessment, GAP analysis, and outsourcing costs	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	08/23/13	WPJ	Comparison analysis of historical and budgeted clearing/transfers account for DWSD 10-year forecast and DWSD management review and verification	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/23/13	WPJ	Analysis and research related to fringe benefit forecasting under DWSD "new authority" model	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	08/23/13	WPJ	Build template for attrition analysis related to labor optimization plan to be developed by DWSD for use in labor forecasting	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	08/25/13	WPJ	Read EMA Competitive Assessment and Gap Analysis	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	08/26/13	WPJ	Verify with Foster Group Water & Sewer System budget information roll-up calculations	0.40	275.00	110.00
Detroit Water and Sewerage Department Matters	08/26/13	WPJ	Read and take notes regarding recommendations from EMA to DWSD received from Brian Hurdling of EMA	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/26/13	WPJ	Research related to utilities expense related to water and sewer utilities; rate expectations, usage, DTE research	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	08/26/13	WPJ	Cash flow savings analysis of information received from EMA regarding utilities and chemical usage and labor optimization savings	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	08/26/13	WPJ	Research and investigation of makeup of purchased services operating expense for Water and Sewer System	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	08/27/13	WPJ	Coordinate meetings with DWSD regarding further explanation of contractual services and clearing/transfers	0.30	275.00	82.50
Detroit Water and Sewerage Department Matters	08/27/13	WPJ	Model clearing account information into 10-year DWSD forecast for Sewer System analysis	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/27/13	WPJ	Model clearing account information into 10-year DWSD forecast for Water System analysis	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	08/27/13	WPJ	Analysis of clearing account breakout provided by DWSD, notes and communications regarding the same	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	08/27/13	WPJ	Analysis of DWSD breakdown of contractual services for Water System and communications with DWSD regarding analysis	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	08/27/13	WPJ	Analysis of DWSD breakdown of contractual services for Sewer System and communications with DWSD regarding analysis	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Preparation and participation in meeting with N. Bateson (DWSD) to discuss water volume assumptions as it relates to Flint, MI, Biosolids Dryer Facility's effect on Sewer System cost structure, status of DWSD attrition schedule and status of EMA's revised operational assessment	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Communications with Foster Group and N. Bateson regarding CM analysis of miscellaneous revenue/expense detail	0.20	275.00	55.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Communications with Foster Group and N. Bateson regarding expectations of unbudgeted capital expenditures	0.30	275.00	82.50
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Participation in meeting with N. Bateson and M. Williams	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Analysis of Water System historically budgeted transfers and clearings	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Analysis of Sewer System historical capitalized labor and operating expenses	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Analysis of Water System historical capitalized labor and operating expenses	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	08/28/13	WPJ	Analysis of Sewer System historically budgeted transfers and clearings	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Communications to DWSD management regarding depreciation information and retail billing and collection efforts	0.40	275.00	110.00
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Internal discussion related to Water Wholesale revenue, progress of managements labor plan, and other various items	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Read Fitch's bond rating and methodology for water and sewer utilities	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Continued research on utility and chemical forecasted costs as it relates to 10-year business plan forecast for DWSD	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Verification of DWSD debt service calculations	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Continued analysis of contractual services for Water and Sewer System	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Receive and analyze biosolids dryer facility operational savings provided by PMA	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/29/13	WPJ	Analysis of historical Water and Sewer System budgeted transfers and expenses	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	08/30/13	MJH	Review of letter received from [REDACTED]	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	08/30/13	MJH	Review 10-year forecast model with WPJ including review of major assumptions and outstanding information to prepare model for 9/4 meeting	1.80	425.00	765.00
Detroit Water and Sewerage Department Matters	08/30/13	MJH	Continue review 10-year forecast model with WPJ including review of major assumptions and outstanding information to prepare model for 9/4 meeting	2.30	425.00	977.50
Detroit Water and Sewerage Department Matters	08/30/13	MJH	Prepare list of follow-up work streams	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	08/30/13	WPJ	Continued analysis of Water and Sewer System historical budget detail (transfer allocation)	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	08/30/13	WPJ	Internal discussions regarding DWSD forecasting model assumptions and mechanics	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	08/30/13	WPJ	Received and reviewed first draft of independent DWSD CIP review report provided by OHM	2.60	275.00	715.00
Eligibility Issues and Litigation Matters	08/29/13	CMM	[REDACTED]	0.40	495.00	198.00
Emergency Manager and Michigan Statute Matters	08/02/13	EAM	Development of EM weekly update correspondence	0.80	275.00	220.00
Finance Department Matters	07/18/13	CMG	Meeting with CFO and finance staff regarding grants management, PCG personnel, recommendations, next steps	1.00	425.00	425.00
Finance Department Matters	07/18/13	GMK	Communications with EM office regarding revenue initiatives	0.40	425.00	170.00
Finance Department Matters	07/19/13	CMG	Meeting with P. Aquart regarding HR initiatives, transition plan, etc.	1.00	425.00	425.00
Finance Department Matters	07/19/13	DMB	Preparation for and participation in meeting with [REDACTED] discuss their Phase II implementation process and other ongoing activities	1.30	275.00	357.50
Finance Department Matters	07/19/13	GMK	Communications with City regarding Level IV Assessor position	0.40	425.00	170.00
Finance Department Matters	07/19/13	GMK	Communications with EM office regarding CityTax Software funding	0.20	425.00	85.00
Finance Department Matters	07/19/13	GMK	Communications with City and EM office regarding various Finance Dept. restructuring initiatives and next steps	0.50	425.00	212.50
Finance Department Matters	07/19/13	MJH	[REDACTED]	1.50	425.00	637.50
Finance Department Matters	07/22/13	GMK	Communications with EM office and City regarding status of CityTax contract	0.30	425.00	127.50
Finance Department Matters	07/22/13	MJH	Review Risk Information to respond to document request list	1.20	425.00	510.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	07/23/13	DMB	Met with T. Stoudemire and D. Carrington to discuss restructuring Initiatives within Income Tax division	0.80	275.00	220.00
Finance Department Matters	07/23/13	DMB	Assessed restructuring initiatives for Income Tax division	1.10	275.00	302.50
Finance Department Matters	07/23/13	GMK	Review and analysis of revenue initiatives and communications with City and EM office regarding same	2.80	425.00	1,190.00
Finance Department Matters	07/23/13	GMK	Preparation and participation in meeting with City and CM to discuss Income Tax restructuring Initiatives	0.90	425.00	382.50
Finance Department Matters	07/23/13	GMK	Various communications with CM and City regarding [REDACTED] request list	0.40	425.00	170.00
Finance Department Matters	07/23/13	GMK	Communications with EM office and City regarding status of CityTax contract	0.20	425.00	85.00
Finance Department Matters	07/23/13	MJH	Review Risk Information to respond to document request list	1.50	425.00	637.50
Finance Department Matters	07/24/13	GMK	Communications with City regarding Risk Mgmt. & WC Division headcount levels and trends	0.40	425.00	170.00
Finance Department Matters	07/24/13	GMK	Communications with Plante Moran regarding status of operational work in Assessors Office and Treasury	0.20	425.00	85.00
Finance Department Matters	07/24/13	MJH	Review Risk information to respond to document request list	1.20	425.00	510.00
Finance Department Matters	07/24/13	TAE	Discussion and review of 36D restructuring budget and proposed Initiative funding	2.50	425.00	1,062.50
Finance Department Matters	07/25/13	MJH	[REDACTED]	1.50	425.00	637.50
Finance Department Matters	07/25/13	GMK	Communications with [REDACTED] City, and EM office regarding labor resource assistance	0.30	425.00	127.50
Finance Department Matters	07/25/13	GMK	Communications with City, EM office, and CM regarding critical vendor communications and AP processing	0.40	425.00	170.00
Finance Department Matters	07/25/13	GMK	Preparation and participation in meeting with EM office and City regarding various HR and Finance restructuring initiatives, [REDACTED]	0.80	425.00	340.00
Finance Department Matters	07/26/13	GMK	Communications with Plante Moran regarding status of operational work in Assessors Office and Treasury including next steps	0.30	425.00	127.50
Finance Department Matters	07/26/13	MJH	T/C with [REDACTED] re: documents provided and follow-up meeting with department	0.50	425.00	212.50
Finance Department Matters	07/29/13	GMK	Preparation and participation in meeting with Income Tax Division regarding temporary staff work-stream and next steps	1.20	425.00	510.00
Finance Department Matters	07/30/13	DMB	Developed agenda items and discussion topics for upcoming Income Tax division meeting	0.60	275.00	165.00
Finance Department Matters	07/30/13	DMB	Met with Income Tax division to discuss restructuring strategy in standing meeting	1.00	275.00	275.00
Finance Department Matters	07/30/13	DMB	Analyzed issues surrounding Income Tax divisions and developed potential solutions	0.80	275.00	220.00
Finance Department Matters	07/30/13	DMB	Developed agenda items and discussion topics for upcoming Property Tax meeting	0.50	275.00	137.50
Finance Department Matters	07/30/13	GMK	Communications with City regarding current finance and accounting organization chart	0.30	425.00	127.50
Finance Department Matters	07/30/13	GMK	Communications with the Income Tax Division regarding CityTax implementation team	0.50	425.00	212.50
Finance Department Matters	07/30/13	KJH	Meeting with M.Jamison regarding revenue initiatives and collections process	0.60	425.00	255.00
Finance Department Matters	07/31/13	DMB	Met with Plante Moran to discuss restructuring strategy in standing meeting (Assessing & Treasury)	1.10	275.00	302.50
Finance Department Matters	07/31/13	DMB	Met with contractor to discuss ongoing activities in Income Tax division	0.50	275.00	137.50
Finance Department Matters	07/31/13	DMB	Strategized on next steps regarding Property Tax HR Issues	1.20	275.00	330.00
Finance Department Matters	07/31/13	DMB	[REDACTED]	0.60	275.00	165.00
Finance Department Matters	07/31/13	DMB	Performed analysis of Purchasing RFPs for delinquent collections	1.40	275.00	385.00
Finance Department Matters	07/31/13	GMK	Preparation and participation in meeting with City regarding revenue initiatives	1.20	425.00	510.00
Finance Department Matters	07/31/13	GMK	Various communications regarding status of [REDACTED]	0.30	425.00	127.50
Finance Department Matters	07/31/13	GMK	Various communications with City regarding status of CityTax contract and implementation team	0.80	425.00	340.00
Finance Department Matters	08/01/13	GMK	Communications with City regarding revenue restructuring Initiatives	0.30	425.00	127.50
Finance Department Matters	08/01/13	GMK	Various communications with City regarding status of CityTax contract and implementation team	0.80	425.00	340.00

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	08/01/13	GMK	Preparation and participation in meeting with CM to discuss background of revenue initiatives, revenue initiative related work-streams, and tasks to be performed including timeline	1.50	425.00	637.50
Finance Department Matters	08/01/13	GMK	Participation in meeting with CM regarding income Tax division exception process observations and potential solutions	0.90	425.00	382.50
Finance Department Matters	08/01/13	KJH	Preparation for and participation in meeting with A.Harker regarding revenue cycle, including background, revenue initiatives, information available, next steps, and priorities	1.20	425.00	510.00
Finance Department Matters	08/01/13	MCW	Meeting w/ Purchasing, H. Hughes, and GSD, B. Dick re: Fleet Maintenance 1 RFP	1.90	275.00	522.50
Finance Department Matters	08/01/13	MJH	Email correspondence to D. Settles related to meeting with [REDACTED]	0.30	425.00	127.50
Finance Department Matters	08/02/13	CMG	[REDACTED]	0.50	425.00	212.50
Finance Department Matters	08/02/13	GMK	Preparation and participation in meeting with EM Office regarding Assessors Office restructuring initiatives, next steps, and [REDACTED]	1.20	425.00	510.00
Finance Department Matters	08/02/13	GMK	Preparation and participation in meeting with City regarding revenue initiative priorities and next steps	1.40	425.00	595.00
Finance Department Matters	08/02/13	GMK	Preparation and participation in meeting with HR and EM office regarding staffing requirements in Creditor Plan and next steps for on-boarding process	1.30	425.00	552.50
Finance Department Matters	08/02/13	KJH	Preparation for and participation in Revenue Cycle meeting with M.Jamison, A.Harker, and GMK regarding department initiatives, priorities, processes, next steps, and management	1.80	425.00	765.00
Finance Department Matters	08/02/13	KJH	Preparation of information and e-mail correspondence with A.Harker regarding Revenue Cycle	0.70	425.00	297.50
Finance Department Matters	08/05/13	GMK	Preparation of revenue initiatives summary including prioritization of initiatives and communications with City and CM regarding same	2.90	425.00	1,232.50
Finance Department Matters	08/05/13	GMK	Communication with City and CM regarding various self-insurance program and other outstanding questions	0.20	425.00	85.00
Finance Department Matters	08/05/13	KJH	Meeting with A.Harker regarding Revenue Cycle initiatives and related information provided	1.10	425.00	467.50
Finance Department Matters	08/06/13	CMM	TC with GMK to discuss finance department operational improvements	0.40	495.00	198.00
Finance Department Matters	08/06/13	DMB	Met with T. Stoudermeire and D. Carrington to discuss restructuring initiatives within Income Tax division	1.10	275.00	302.50
Finance Department Matters	08/06/13	DMB	Met with Plante Moran to discuss HR issues surrounding Treasury and Assessing divisions	1.20	275.00	330.00
Finance Department Matters	08/06/13	GMK	Preparation and participation in meeting with the City regarding income tax collection RFP, cross-training employees, and status of City Tax contract	1.40	425.00	595.00
Finance Department Matters	08/06/13	GMK	Communications with City regarding status of City Tax contract	0.40	425.00	170.00
Finance Department Matters	08/06/13	GMK	Communications with EM Office and City regarding high priority revenue initiatives including open information request items	0.50	425.00	212.50
Finance Department Matters	08/07/13	CMG	Internal status update meeting with K. Hand (CM) and G. Kushner (CM) (0.2) and internal correspondence regarding department reviews (0.3)	0.50	425.00	212.50
Finance Department Matters	08/07/13	CMG	Review of HR staffing priority list	0.75	425.00	318.75
Finance Department Matters	08/07/13	CMG	Preparation for and participation in meeting with D. Bryant and H. Hughs regarding GSD RFPs.	1.10	425.00	467.50
Finance Department Matters	08/07/13	CMM	Review and analysis of high priority revenue enhancement initiatives	0.20	495.00	99.00
Finance Department Matters	08/07/13	DMB	Met with Plante Moran to discuss restructuring strategy in standing meeting (Assessing & Treasury)	0.90	275.00	247.50
Finance Department Matters	08/07/13	DMB	Updated work stream priority assessment schedule	0.80	275.00	220.00
Finance Department Matters	08/07/13	GMK	Preparation and participation in meeting with EM Office and E&Y regarding Finance Dept. restructuring initiatives and next steps	1.70	425.00	722.50
Finance Department Matters	08/07/13	GMK	Preparation and participation in meeting with PM regarding Assessor Office and Treasury restructuring initiatives and next steps	1.30	425.00	552.50
Finance Department Matters	08/07/13	GMK	[REDACTED]	0.30	425.00	127.50
Finance Department Matters	08/07/13	GMK	Communication with EM Office regarding revenue initiatives	0.20	425.00	85.00
Finance Department Matters	08/07/13	GMK	Communications with EM office regarding PLD and Finance labor requirements	0.50	425.00	212.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	08/08/13	CMG	Preparation for and participation in meeting with B. Hartzel and F. Stanley regarding DPD need for budget and other finance assistance	1.00	425.00	425.00
Finance Department Matters	08/08/13	GMK	Preparation and participation in meeting with City and E&Y regarding FY 2014 Budget mechanics	0.90	425.00	382.50
Finance Department Matters	08/08/13	GMK		1.20	425.00	510.00
Finance Department Matters	08/08/13	GMK	Communications with City regarding income tax restructuring initiatives, non-filer letter, non-filer results to-date, and audit exceptions	0.70	425.00	297.50
Finance Department Matters	08/09/13	CMG		1.50	425.00	637.50
Finance Department Matters	08/09/13	CMG	Preparation for and participation in HR meeting to discuss HR dept. labor requirements, [REDACTED]	1.00	425.00	425.00
Finance Department Matters	08/09/13	GMK	Communications with EM office regarding [REDACTED] work stream	0.30	425.00	127.50
Finance Department Matters	08/09/13	GMK	Communications with City regarding CityTax contract status and terms & conditions	0.50	425.00	212.50
Finance Department Matters	08/09/13	GMK	Communications with City regarding Finance Dept. policies and procedures	0.30	425.00	127.50
Finance Department Matters	08/09/13	MJH	Review information received from [REDACTED] provide same to J. Bonsall	0.50	425.00	212.50
Finance Department Matters	08/12/13	JAA	Analysis of City of Detroit Proposal for Creditors Executive Summary dated July 14, 2013	1.20	345.00	414.00
Finance Department Matters	08/12/13	CMG	Conference call and email correspondence with Purchasing regarding current org chart, personnel issues, etc.	0.50	425.00	212.50
Finance Department Matters	08/12/13	GMK	Communications with CM and EM office regarding [REDACTED] work-stream	0.30	425.00	127.50
Finance Department Matters	08/12/13	GMK	Review and analysis of income tax audit exception daily report	0.20	425.00	85.00
Finance Department Matters	08/12/13	JAA	Analysis of 45-day plan document	0.80	345.00	276.00
Finance Department Matters	08/13/13	GMK	Communications with J. Bonsall and J. Addison (CM) regarding processes to be included in authority matrix (0.4). Communications with J. Bonsall regarding previous work performed on authority matrix (0.2), communications with J. Bonsall regarding disbursement approval process (0.2)	0.80	425.00	340.00
Finance Department Matters	08/13/13	DMB	Analyzed comments provided by Plante Moran to CityTax contract to prepare for meeting with Income Tax division	1.60	275.00	440.00
Finance Department Matters	08/13/13	DMB	Analyzed and commented on RFP responses for collection agency in City's income tax division	1.70	275.00	467.50
Finance Department Matters	08/13/13	DMB	Met with T. Stoudemire and D. Carrington to discuss restructuring initiatives within Income Tax division	0.90	275.00	247.50
Finance Department Matters	08/13/13	DMB	Analyzed and commented on CityTax responses to Plante Moran's suggested changes to contract	2.50	275.00	687.50
Finance Department Matters	08/13/13	GMK	Preparation and participation in Income Tax meeting regarding CityTax, collections RFP, contractor work-streams, go-forward restructuring work-plan, and process flow mapping	0.70	425.00	297.50
Finance Department Matters	08/13/13	GMK	Communications with City regarding City credit card policy and policy holders	0.30	425.00	127.50
Finance Department Matters	08/13/13	JAA	Analysis of Finance department budget	1.50	345.00	517.50
Finance Department Matters	08/13/13	JAA	Discussion w/ W. Hereford (CM Contractor) re: BSEED A/R aging, review current status of recommendations	0.90	345.00	310.50
Finance Department Matters	08/13/13	JAA	Participate in weekly cash meeting w/ E&Y and Finance Dept.	0.50	345.00	172.50
Finance Department Matters	08/13/13	JAA	Create summary of A/R and summary write-up for J. Bonsall meeting	1.30	345.00	448.50
Finance Department Matters	08/13/13	JAA	Participate in meeting w/ J. Bonsall re: priority A/R reconciliations	0.50	345.00	172.50
Finance Department Matters	08/13/13	JAA	Research of comparable cities for Delegation of Authority for contracts and invoice approvals	0.70	345.00	241.50
Finance Department Matters	08/13/13	JAA	Meeting w/ M. Jamison re: finance directives specific to delegation of authority levels	0.30	345.00	103.50
Finance Department Matters	08/13/13	MJH		0.60	425.00	255.00
Finance Department Matters	08/13/13	MJH		0.80	425.00	340.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	08/13/13	MJH	Correspondence with ██████████ regarding meeting and information	0.30	425.00	127.50
Finance Department Matters	08/13/13	MJH	Review list of Insurances received from D. Settles In Risk Management	0.60	425.00	255.00
Finance Department Matters	08/14/13	DMB	Prepared for and participated in meeting with Plante Moran to discuss ongoing activities in Assessor's Office and Treasury	2.10	275.00	577.50
Finance Department Matters	08/14/13	DMB	Met with Income Tax division to address comments on City Tax contract	1.10	275.00	302.50
Finance Department Matters	08/14/13	GMK	Review and comment on draft City Tax contract including communications with City regarding same	1.50	425.00	637.50
Finance Department Matters	08/14/13	JAA	Participate in meeting w/ M. McMurray re: contract authority guidelines	0.30	345.00	103.50
Finance Department Matters	08/14/13	JAA	██████████	1.30	345.00	448.50
Finance Department Matters	08/14/13	JAA	Analysis of City Tax contract open items and follow-up re: same	0.50	345.00	172.50
Finance Department Matters	08/14/13	JAA	██████████	0.70	345.00	241.50
Finance Department Matters	08/14/13	JAA	Discussion of Finance Directives w/ M. Jamison	0.20	345.00	69.00
Finance Department Matters	08/15/13	CMG	Pre meeting with Purchasing Dept. regarding GS Fleet Maintenance RFP vendor conference call. ██████████	1.00	425.00	425.00
Finance Department Matters	08/15/13	DMB	Analyzed and commented on City Tax statement of work and maintenance agreement	2.10	275.00	577.50
Finance Department Matters	08/15/13	JAA	Analysis of City Charter re: contract and invoice authorizations	0.50	345.00	172.50
Finance Department Matters	08/15/13	JAA	Analysis of finance directive table of contents and directives re: contracts	2.70	345.00	931.50
Finance Department Matters	08/15/13	JAA	Create template of Delegation of Authority Matrix for Finance functions	0.70	345.00	241.50
Finance Department Matters	08/15/13	JAA	Discussion and review of City Ordinances re: contract and invoice approval w/ A. Harker	0.60	345.00	207.00
Finance Department Matters	08/15/13	JAA	Preparation and participation in meeting w/ J. Bonsall ██████████	0.80	345.00	276.00
Finance Department Matters	08/15/13	MJH	Correspondence to ██████████ regarding meeting with J. Bonsall	0.30	425.00	127.50
Finance Department Matters	08/16/13	DMB	Preparation for and participation in meeting with JAA to discuss ongoing initiatives in the Income Tax division	0.80	275.00	220.00
Finance Department Matters	08/16/13	GMK	Review, comment, and communications regarding audit exception clearance rates	0.30	425.00	127.50
Finance Department Matters	08/16/13	GMK	Communications with City regarding status of City Tax contract	0.20	425.00	85.00
Finance Department Matters	08/16/13	GMK	Review and analysis of City of Detroit receivables handbook	1.50	425.00	637.50
Finance Department Matters	08/16/13	JAA	Analysis of City of Detroit Receivables Handbook	0.80	345.00	276.00
Finance Department Matters	08/16/13	JAA	Review reports from J. Anderson re: city workflow and redundancy including correspondence re: same	0.90	345.00	310.50
Finance Department Matters	08/16/13	JAA	Discussion of Finance Directives w/ M. Jamison	0.50	345.00	172.50
Finance Department Matters	08/16/13	JAA	██████████	0.50	345.00	172.50
Finance Department Matters	08/19/13	GMK	Preparation and participation in meeting with City and EM office regarding FY 2014 Budget reporting and tracking process	1.30	425.00	552.50
Finance Department Matters	08/19/13	GMK	Communications with EM office regarding workers compensation issues	0.20	425.00	85.00
Finance Department Matters	08/19/13	KJH	Meeting and e-mail correspondence with JAA and A. Harker regarding payment kiosks and web-based payment portals	0.50	425.00	212.50
Finance Department Matters	08/19/13	MJH	██████████	1.50	425.00	637.50
Finance Department Matters	08/19/13	MJH	Review 2013 insurance programs, provide same to ██████████	0.40	425.00	170.00
Finance Department Matters	08/20/13	DMB	Met with T. Stoudemire to discuss restructuring initiatives within Income Tax division	0.80	275.00	220.00
Finance Department Matters	08/20/13	GMK	Preparation and participation in Income Tax meeting regarding City Tax, collections RFP, contractor work-streams, go-forward restructuring work-plan; and process flow mapping	1.20	425.00	510.00
Finance Department Matters	08/20/13	JAA	Attend weekly cash meeting and follow-up on open items w/ DPD	0.90	345.00	310.50
Finance Department Matters	08/20/13	JAA	██████████	0.60	345.00	207.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	08/20/13	JAA		0.80	345.00	276.00
Finance Department Matters	08/20/13	JAA		0.70	345.00	241.50
Finance Department Matters	08/20/13	JAA	Participate in meeting w/ J. Anderson and A. DuPerry (Purchasing) re: purchasing authority levels	0.50	345.00	172.50
Finance Department Matters	08/21/13	DMB	Prepared for and participated in meeting with Plante Moran to discuss ongoing activities in Assessor's Office and Treasury	1.40	275.00	385.00
Finance Department Matters	08/21/13	DMB	Preparation for and participation in meeting with GMK to discuss items discovered during prior meeting and identified next steps	0.50	275.00	137.50
Finance Department Matters	08/21/13	DMB	Analyzed 2011 Non-filer letter to be sent out to individual non-filers per request from T. Stoudemire in Income Tax	1.20	275.00	330.00
Finance Department Matters	08/21/13	GMK	Various communications with CM and PM regarding Assessor Office and Treasury work-streams including priorities and next steps	0.50	425.00	212.50
Finance Department Matters	08/21/13	GMK	Communications with Income Tax division regarding non-filer template letter	0.30	425.00	127.50
Finance Department Matters	08/21/13	GMK	Communication with City and CM regarding authorities matrix	0.30	425.00	127.50
Finance Department Matters	08/21/13	JAA	Preparation and participate in weekly income tax meeting w/ T. Stoudemire	0.70	345.00	241.50
Finance Department Matters	08/21/13	JAA	Analysis of income tax process flow charts	0.80	345.00	276.00
Finance Department Matters	08/21/13	JAA	Benchmarking of comparable cities re: Income tax department metrics	1.00	345.00	345.00
Finance Department Matters	08/21/13	TAE	Worked with 36D Finance director to finalize and prioritize critical vendor status	0.70	425.00	297.50
Finance Department Matters	08/22/13	CMM		1.50	495.00	742.50
Finance Department Matters	08/22/13	GMK	Various communications with City departments regarding information required for preparation of authorities matrix	0.40	425.00	170.00
Finance Department Matters	08/22/13	GMK	Communications with EM office regarding workers compensation operational reports from various previous and current consultants	0.20	425.00	85.00
Finance Department Matters	08/22/13	GMK	Various communications with EM office and City regarding status of non-filer program and audit exception clearance project	0.50	425.00	212.50
Finance Department Matters	08/22/13	JAA	Email correspondence to setup meetings w/ Human Resources, Treasury and Law re: delegation of authority matrix	0.50	345.00	172.50
Finance Department Matters	08/23/13	GMK	Preparation and participation in meeting with EM office and City Tax regarding status of City Tax contract and possible service offerings	1.70	425.00	722.50
Finance Department Matters	08/23/13	JAA	Meeting w/ T. Hutchinson re: accounts payable approvals	0.60	345.00	207.00
Finance Department Matters	08/23/13	JAA	Meeting w/ L. Duncan re: disbursement approvals	1.20	345.00	414.00
Finance Department Matters	08/23/13	JAA	Edits to Delegation of Authority Matrix	1.70	345.00	586.50
Finance Department Matters	08/23/13	TAE	Budget review with B. Monk	1.20	425.00	510.00
Finance Department Matters	08/26/13	GMK	Communications with EM office regarding non-filer letter	0.30	425.00	127.50
Finance Department Matters	08/26/13	JAA	Correspondence w/ G. Oxendine (Human Resources) re: meeting for authority levels	0.20	345.00	69.00
Finance Department Matters	08/26/13	JAA	Analysis of human resource policies for authority to hire employees	1.60	345.00	552.00
Finance Department Matters	08/27/13	DMB	Met with T. Stoudemire and D. Carrington to discuss restructuring initiatives within Income Tax division	0.50	275.00	137.50
Finance Department Matters	08/27/13	GMK	Preparation and participation in weekly income tax meeting regarding restructuring initiatives, City Tax Contract, contractor performance, audit exception processing, and non-filer project	0.80	425.00	340.00
Finance Department Matters	08/27/13	GMK	Communications with City regarding credit card policy and requested information	0.20	425.00	85.00
Finance Department Matters	08/27/13	GMK	Various communications with E&Y and City regarding critical vendors for various City departments (excluding PLD)	0.40	425.00	170.00
Finance Department Matters	08/27/13	GMK	Communications with City regarding recent contract approvals and approval process going forward	0.70	425.00	297.50
Finance Department Matters	08/27/13	GMK	Communications with City regarding current vacant funded/unfunded positions	0.30	425.00	127.50
Finance Department Matters	08/27/13	JAA	Preparation and participate in meeting w/ E. Keelean (Law Dept.) re: authority levels for legal settlements	1.00	345.00	345.00
Finance Department Matters	08/27/13	JAA	Preparation and participate in meeting w/ G. Oxendine (Human Resources) re: authority levels for hiring employees	0.70	345.00	241.50
Finance Department Matters	08/27/13	JAA	Preparation and participate in weekly income tax meeting w/ T. Stoudemire	1.00	345.00	345.00
Finance Department Matters	08/27/13	MCW	Meeting with Budget Director, B. Hartzell re: Budget to Actuals for BSEED (Adopted v Actuals)	1.00	275.00	275.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	08/28/13	DMB	Prepared for and participated in meeting with Plante Moran to discuss ongoing activities in Assessor's Office and Treasury	1.10	275.00	302.50
Finance Department Matters	08/28/13	GMK	Communications with City and EM office regarding City Tax meeting and proposed agenda items	0.20	425.00	85.00
Finance Department Matters	08/28/13	JAA	Discussion w/ Finance Dept. re: authority levels for disbursements	0.50	345.00	172.50
Finance Department Matters	08/28/13	JAA	Analysis of City ordinance re: bad debt	1.30	345.00	448.50
Finance Department Matters	08/28/13	JAA	Analysis of City ordinance re: disposition re: city assets	0.90	345.00	310.50
Finance Department Matters	08/29/13	DMB	Met with several relevant participants to discuss and finalize City Tax contract	2.20	275.00	605.00
Finance Department Matters	08/29/13	DMB	Met with T. Stoudemire to examine changes made to City Tax contract	0.60	275.00	165.00
Finance Department Matters	08/29/13	GMK	Preparation and participation in meeting with EM office, City, and City Tax regarding City Tax contract and implementation next steps	2.60	425.00	1,105.00
Finance Department Matters	08/29/13	GMK		0.30	425.00	127.50
Finance Department Matters	08/29/13	GMK	Communications with Budget regarding various funded & unfunded positions	0.50	425.00	212.50
Finance Department Matters	08/29/13	GMK	Review and comment on City Tax contract and various communications with EM office and City regarding same	1.60	425.00	680.00
Finance Department Matters	08/29/13	KJH	Meetings and e-mail correspondence with J. Bonsall and E&Y regarding accounts payable, process, disbursements, and open invoices	1.30	425.00	552.50
Finance Department Matters	08/30/13	GMK	Review and analysis of various monthly Financial Stability Agreement reports	0.70	425.00	297.50
Finance Department Matters	08/30/13	MJH	Correspondence to D. Settles regarding outstanding items on document request list received from Risk International	0.40	425.00	170.00
Finance Department Matters	08/30/13	DMB	Performed revisions to City Tax contract for Income Tax division	2.70	275.00	742.50
Finance Department Matters	08/30/13	DMB	Preparation for and participation in meeting with T. Stoudemire to discuss Income Tax Task Force	1.00	275.00	275.00
Finance Department Matters	08/30/13	GMK	Communications with EM office and City regarding City Tax contract.	0.40	425.00	170.00
Finance Department Matters	08/30/13	GMK		0.30	425.00	127.50
Finance Department Matters	08/30/13	JAA	Meeting w/ T. Stoudemire re: Income Tax Task Force	0.50	345.00	172.50
Finance Department Matters	08/30/13	JAA	Edits to Delegation of Authority Matrix	0.90	345.00	310.50
Finance Department Matters	08/30/13	JAA	Analysis of City of Detroit Income Tax Ordinance	1.30	345.00	448.50
General Services Department Matters	07/19/13	CMM	Meeting with DTE, G. Brown and J. Bonsall regarding potential assistance to be provided in fleet management and internal controls	1.80	495.00	891.00
General Services Department Matters	07/23/13	CMG	Meeting with G. Brown, K. Andrews and GSD personnel to discuss restructuring of GSD including status of RFPs, DTE assistance in Fleet	1.10	425.00	467.50
General Services Department Matters	07/24/13	TAE	Prepared for GSD restructuring meeting by updating task list and status sheet for discussion (0.3), attended meeting with B. Dick (GSD Director) and G. Brown (COO) to discuss key restructuring initiatives and status for General services division (1.1) and discussed next step activities with B. Dick following meeting (0.1)	1.50	425.00	637.50
General Services Department Matters	07/24/13	CMG	Preparation for and participation in GSD meeting with K. Andrews, G. Brown, B. Dick and others to discuss key issues, key restructuring initiatives, etc. within department and transition department from K. Andrews to G. Brown	2.25	425.00	956.25
General Services Department Matters	07/24/13	CMG	Review of GSD RFP drafts, conference calls regarding RFP drafts	1.00	425.00	425.00
General Services Department Matters	07/24/13	EAM	Discussion with B. Dick, L. Sachel re: GSD takeover of Fire Apparatus and current issues	0.50	275.00	137.50
General Services Department Matters	07/24/13	MCW	GSD Analysis of current practices and strategies and Capital Ex. Budget	1.90	275.00	522.50
General Services Department Matters	07/24/13	MCW	Meeting with GSD, B. Dick re: current employee roster, department status, and RFP process	1.00	275.00	275.00
General Services Department Matters	07/24/13	MCW	GSD Analysis of current practices and strategies and Capital Ex. Budget	1.90	275.00	522.50
General Services Department Matters	07/24/13	MCW	Analysis of GSD meeting material, requests for more information on Capital Improvements - B. Dick	0.70	275.00	192.50
General Services Department Matters	07/25/13	TAE		3.50	425.00	1,487.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Services Department Matters	07/25/13	CMG	Meeting with GSD and DTE at Russel Ferry garage to perform walk through of facilities, to discuss best practices, key performance indicators and privatization evaluation	2.75	425.00	1,168.75
General Services Department Matters	07/25/13	MCW	Analysis of GSD meeting material, requests for more information on Capital Improvements - L. Wilks	0.60	275.00	165.00
General Services Department Matters	07/25/13	MCW	Analysis of GSD Capital Improvements (proposed Capital Budget)	1.70	275.00	467.50
General Services Department Matters	07/25/13	MCW	Analysis of GSD Restructuring Initiatives	0.80	275.00	220.00
General Services Department Matters	07/25/13	TAE		2.10	425.00	892.50
General Services Department Matters	07/26/13	CMG	Drafted GSD status update for G. Brown related to RFPs, benchmarking, DTE facility tours, etc. Follow up meeting with G. Brown to discuss key items and follow up on RFP review	1.25	425.00	531.25
General Services Department Matters	07/26/13	EAM	Analysis of GSD Restructuring Initiatives and Projection Model w/ M. Walsh and L. Schneider	1.80	275.00	495.00
General Services Department Matters	07/26/13	MCW	Analysis of GSD Restructuring Initiatives and Projection Model w/ E. Petrovski and L. Schneider	1.80	275.00	495.00
General Services Department Matters	07/26/13	MCW	Analysis of current GSD practices and strategies	1.00	275.00	275.00
General Services Department Matters	07/26/13	MCW	Analysis of GSD meeting material, prepared for Tuesday, July 30th meeting with 36D, DBA, Limbach, G. Brown	0.80	275.00	220.00
General Services Department Matters	07/29/13	CMG	Follow up with DTE related to GSD facility review, coordination of DPD fleet review, review of updated GSD schedules, conference call with B. Dick regarding GSD RFP's	1.80	425.00	765.00
General Services Department Matters	07/30/13	CMG	Conference call with B. Dick regarding 36D issues, payment to G43 and others, etc. Meeting with J. Bonsall regarding same	0.80	425.00	340.00
General Services Department Matters	07/31/13	TAE	Review latest revision of request for proposals for fleet maintenance	1.00	425.00	425.00
General Services Department Matters	08/01/13	EAM	Discussion with B. Dick re: GSD RFPs status update	0.60	275.00	165.00
General Services Department Matters	08/01/13	MCW	Meeting with Purchasing re: Fleet Maintenance 1 RFP with COD staff and CST	1.00	275.00	275.00
General Services Department Matters	08/01/13	MCW	Analyzed Fleet Maintenance 1 RFP	0.50	275.00	137.50
General Services Department Matters	08/01/13	MCW	Analysis of Herman Kieffer RFP Draft	1.00	275.00	275.00
General Services Department Matters	08/02/13	CMG	Follow up with GSD and Purchasing regarding Fleet 1 RFP, necessary approvals, etc. Reviewed draft RFP	1.25	425.00	531.25
General Services Department Matters	08/02/13	MCW	Analysis of Facility 10 year Capital Expenditure Plan	1.80	275.00	495.00
General Services Department Matters	08/05/13	CMG	Preparation for and participation in meeting with J. Bonsall and T. Hoffman regarding G4S (security service) security related to outstanding balance and new contract	0.50	425.00	212.50
General Services Department Matters	08/05/13	CMG		1.00	425.00	425.00
General Services Department Matters	08/05/13	CMG		1.25	425.00	531.25
General Services Department Matters	08/05/13	MCW		1.00	275.00	275.00
General Services Department Matters	08/05/13	MCW	Analysis of Fleet Maintenance 1 RFP	1.00	275.00	275.00
General Services Department Matters	08/05/13	TAE		1.10	425.00	467.50
General Services Department Matters	08/05/13	TAE	Developing Improved fleet maintenance plan and operating metrics with assist from DTE fleet management team	1.10	425.00	467.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Services Department Matters	08/06/13	MCW	Analysis of GSD/36D contract regarding Limbach (provider of comprehensive facility services consisting of mechanical construction, full HVAC and service and maintenance) to determine scope of work and to understand how budget decreases have negatively affected their ability to render services within the contract	1.10	275.00	302.50
General Services Department Matters	08/06/13	CMG	Preparation for and participation in meeting with B. Dick and G. Brown related to GSD restructuring RFPs, staffing augmentation, G4S contract issue with 36D	1.50	425.00	637.50
General Services Department Matters	08/06/13	MCW	Participated in weekly meeting w/ GSD B. Dick re: Ideal FTE, 36D maintenance	1.20	275.00	330.00
General Services Department Matters	08/06/13	TAE	Worked on developing operational restructuring strategy and key initiatives with GSD Director	1.30	425.00	552.50
General Services Department Matters	08/06/13	TAE	Developed operational restructuring strategy and key initiatives with GSD Director	1.30	425.00	552.50
General Services Department Matters	08/08/13	TAE	Met with Building maintenance supervisor for 36D team to develop and prioritize capital improvement plan and budget	0.80	425.00	340.00
General Services Department Matters	08/09/13	CMG	Conference calls and emails between GSD, Purchasing, Jones Day, etc. regarding Fleet Maintenance RFP, etc.	1.00	425.00	425.00
General Services Department Matters	08/12/13	CMG	Follow up correspondence on CIP assumptions in 10 year creditor plan	0.25	425.00	106.25
General Services Department Matters	08/12/13	CMG	Coordination between Purchasing, GSD, and Jones Day regarding union notification letters related to RFPs, RFP timing, etc.	1.85	425.00	786.25
General Services Department Matters	08/12/13	TAE		1.10	425.00	467.50
General Services Department Matters	08/12/13	TAE	Prioritization of 36D building improvement requirements. Followed up with building management services for implementation of plan improvements	0.80	425.00	340.00
General Services Department Matters	08/12/13	TAE	Developed operational restructuring strategy and key initiatives with GSD Director	1.00	425.00	425.00
General Services Department Matters	08/14/13	CMG	Preparation for meeting with B. Dick regarding GSD personnel necessary to increase service delivery, key vacancies. Conference call with B. Dick concerning GSD issues, next steps, limited internal finance capabilities	0.85	425.00	361.25
General Services Department Matters	08/14/13	CMG	Review of B. Dick email on COD hiring process - new vs. old, conference call with B. Dick regarding same. Etc.	0.25	425.00	106.25
General Services Department Matters	08/15/13	MCW	Meeting w/ Purchasing, H. Hughes, D. Bryant, CST Fleet Services and GSD, B. Dick re: Fleet Maintenance 1 RFP Vendor conference call	1.00	275.00	275.00
General Services Department Matters	08/15/13	TAE	Reviewed and commented on various request for proposals for potential alternatives and outsourcing of activities	0.90	425.00	382.50
General Services Department Matters	08/20/13	CMG	Review of parties contacted for Fleet 1, suggested additions, researched select additions, etc.	0.50	425.00	212.50
General Services Department Matters	08/20/13	TAE		1.10	425.00	467.50
General Services Department Matters	08/21/13	CMG	Preparation for and participation in conference call with Purchasing, GSD, and others regarding RFPs	1.10	425.00	467.50
General Services Department Matters	08/21/13	MCW		1.40	275.00	385.00
General Services Department Matters	08/22/13	TAE	Followed up on completion of 36D court capital improvement initiatives	0.60	425.00	255.00
General Services Department Matters	08/23/13	MCW	Analysis of Fleet Maintenance RFP	2.30	275.00	632.50
General Services Department Matters	08/23/13	TAE	Researched potential contractors for outsourced facilities custodial services in support of RFP	1.00	425.00	425.00
General Services Department Matters	08/26/13	MCW	Analysis of Fleet Maintenance RFP comments and vendor questions	1.70	275.00	467.50
General Services Department Matters	08/26/13	MCW	Meeting with J. White (CST) re: preparation for vendor site visit	1.20	275.00	330.00
General Services Department Matters	08/27/13	MCW		1.40	275.00	385.00

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Services Department Matters	08/27/13	MCW	Analysis of Budget v. Ideal staffing	0.60	275.00	165.00
General Services Department Matters	08/28/13	MCW	GSD Fleet 1 RFP vendor site visits (5 garage site visits) with G. Steffes (GSD), H. Hughes (Purchasing), Jon White (CST)	4.00	275.00	1,100.00
General Services Department Matters	08/30/13	MCW	Preparation for and participation in meeting re: RFPs for solid waste, fleet maintenance, and full service fleet leasing impact	2.00	275.00	550.00
General Operational Matters	7/18/2013	CMM	Review updated status report to the Emergency Manager office of recently completed activities, upcoming activities, decisions needed and constraints faced	0.50	495.00	247.50
General Operational Matters	07/18/13	EAM	Correspondence with restructuring advisors regarding bankruptcy filing update and next steps	0.40	275.00	110.00
General Operational Matters	07/18/13	MCW	Analysis of City of Detroit, Comprehensive Annual Financial Report	1.30	275.00	357.50
General Operational Matters	07/18/13	CMG	Meeting with EM staff regarding restructuring activities, next steps	1.00	425.00	425.00
General Operational Matters	07/18/13	CMG	Meeting with EM regarding grants management	0.50	425.00	212.50
General Operational Matters	07/18/13	CMG	Preparation for and participation in staff planning meeting with K. Andrews and J. Martin	1.00	425.00	425.00
General Operational Matters	7/18/2013	CMM	Meeting with G. Brown and J. Bonsall re: communications protocol and status updates	1.00	495.00	495.00
General Operational Matters	07/18/13	GMK	Preparation and participation in conference call with restructuring advisors regarding bankruptcy filing update and next steps	1.10	425.00	467.50
General Operational Matters	07/18/13	GMK	Preparation and participation in meeting with EM office and CM regarding CM operational restructuring next steps	1.50	425.00	637.50
General Operational Matters	07/18/13	GMK	Coordination of CM and contractor labor resources with priority operational and restructuring work-streams and next steps	0.80	425.00	340.00
General Operational Matters	07/18/13	KJH	Preparation for and participation in restructuring update and planning meeting with G. Brown and J. Bonsall	1.20	425.00	510.00
General Operational Matters	07/18/13	KJH	Preparation for and participation in meeting with Impact regarding staffing, work plan, and next steps	1.80	425.00	765.00
General Operational Matters	07/18/13	KJH	Review of petition and other pleadings	1.70	425.00	722.50
General Operational Matters	07/18/13	KJH	Preparation for and participation in Restructuring Team update conference call	0.80	425.00	340.00
General Operational Matters	07/18/13	MCW	Analysis of COD Proposal for Creditors Report	1.00	275.00	275.00
General Operational Matters	07/18/13	MCW	Analysis of COD Proposal for Creditor Report	1.10	275.00	302.50
General Operational Matters	07/18/13	TAE	Research, read and gain understanding of City of Detroit Chapter 9 filing for determination of required operating restructuring activities and initiatives	1.10	425.00	467.50
General Operational Matters	07/18/13	WPI	Participation in post-announcement conference call	0.90	275.00	247.50
General Operational Matters	07/19/13	CMG	Preparation for and participation in meeting with G. Brown and J. Bonsall regarding restructuring assistance	1.25	425.00	531.25
General Operational Matters	07/19/13	DMB	Preparation for and participation in internal CM meeting to discuss headcount analysis for J. Bonsall	1.60	275.00	440.00
General Operational Matters	07/19/13	MCW	Analysis of COD Proposal for Creditors Report regarding restructuring proposals and ten-year projection	2.00	275.00	550.00
General Operational Matters	07/19/13	MCW	Analysis of City of Detroit CAFR	1.50	275.00	412.50
General Operational Matters	07/19/13	MCW	Analysis of COD Proposal for Creditors Report re: key objectives for restructuring and rehabilitation, realization of value of assets	1.35	275.00	371.25
General Operational Matters	07/19/13	TAE	Attention to and gain understanding of City of Detroit operational restructuring and financial plan 2013 in order to develop and support restructuring activities and initiatives	2.10	425.00	892.50
General Operational Matters	07/19/13	TAE	Research, read and gain understanding of bankruptcy processes and procedures as related to effect on on-going operational restructuring initiatives and activities	2.30	425.00	977.50
General Operational Matters	07/20/13	CMM	TC with VEC re: various departmental planning items and strategies	1.00	495.00	495.00
General Operational Matters	07/22/13	CMG	Participated in Work In Progress conference call to review major legal and other activities occurring at the City	1.00	425.00	425.00
General Operational Matters	07/22/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	2.50	275.00	687.50
General Operational Matters	07/22/13	EAM	Preparation for and participation in CM meeting regarding case administration, project management, priorities and work plan	2.60	275.00	715.00
General Operational Matters	07/22/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	2.20	425.00	935.00
General Operational Matters	07/22/13	KJH	Preparation for and participation in CM team meeting regarding case administration, project and communication management, priorities, and work plan	2.60	425.00	1,105.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	07/22/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	2.50	275.00	687.50
GeneralOperational Matters	07/22/13	WPJ	Participate in CM team meeting to discuss and coordinate operational activities	3.00	275.00	825.00
GeneralOperational Matters	07/22/13	CMG	Department restructuring initiatives meeting. Discussion topics included case administration, contractor management, etc. Discussed DPD, 36D, PDD and BSEED restructuring initiatives.	2.25	425.00	956.25
GeneralOperational Matters	07/22/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	495.00	495.00
GeneralOperational Matters	07/22/13	CMM	Internal team meeting to discuss operations plans	2.50	495.00	1,237.50
GeneralOperational Matters	07/22/13	CMM	Internal meeting re: on-boarding of operations resources	0.30	495.00	148.50
GeneralOperational Matters	07/22/13	CMM	Prep for weekly advisor meeting and operations meeting	0.40	495.00	198.00
GeneralOperational Matters	07/22/13	GMK	Coordination of CM labor resources with priority operational and restructuring work-streams and next steps	0.70	425.00	297.50
GeneralOperational Matters	07/22/13	KJH	Review and comments to work-in-process report	0.60	425.00	255.00
GeneralOperational Matters	07/22/13	KJH	Preparation for and participation in Work-in-Process conference call	0.80	425.00	340.00
GeneralOperational Matters	07/22/13	KJH	Preparation for Restructuring Group and operational restructuring meetings	0.60	425.00	255.00
GeneralOperational Matters	07/22/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	3.00	425.00	1,275.00
GeneralOperational Matters	07/22/13	TAE	CM Team meeting to discuss and develop restructuring strategies and initiatives	3.00	425.00	1,275.00
GeneralOperational Matters	07/23/13	KJH	Preparation for and participation in Restructuring Group update meeting	1.00	425.00	425.00
GeneralOperational Matters	07/23/13	KJH	Preparation for and participation in Operational Restructuring Group update meeting	1.40	425.00	595.00
GeneralOperational Matters	07/23/13	CMG	Participation in restructuring advisors meeting with J. Bonsall and G. Brown regarding restructuring initiatives city-wide. Meeting with J. Bonsall and G. Brown regarding operational restructuring initiatives city-wide.	2.25	425.00	956.25
GeneralOperational Matters	07/23/13	CMM	Weekly advisor meeting to discuss operational updates	1.00	495.00	495.00
GeneralOperational Matters	07/23/13	CMM	Weekly ops meeting with J. Bonsall and G. Brown	1.50	495.00	742.50
GeneralOperational Matters	07/23/13	CMM	Internal meeting re: contractor resources to assign to departments	0.40	495.00	198.00
GeneralOperational Matters	07/23/13	GMK	Preparation and participation in meeting with EM Office and restructuring advisor team regarding update on significant operational restructuring items and next steps	1.10	425.00	467.50
GeneralOperational Matters	07/23/13	GMK	Preparation and participation in meeting with EM office regarding CM next steps and operational restructuring labor resources	1.70	425.00	722.50
GeneralOperational Matters	07/24/13	CMG	Internal correspondence and updates on progress on key department initiatives, meeting with K. Andrews to discuss transition	2.30	425.00	977.50
GeneralOperational Matters	07/24/13	CMM	Prepare updates to operational update summary	0.50	495.00	247.50
GeneralOperational Matters	07/24/13	CMM	Review operational restructuring plans for 10 year projections to set priorities on departments	0.90	495.00	445.50
GeneralOperational Matters	07/24/13	GMK	Communications with EM Office regarding historical FAB meetings and process	0.40	425.00	170.00
GeneralOperational Matters	07/24/13	TAE	Meet and interview with [REDACTED] to develop and define role and activity in restructuring of 36 D court	0.50	425.00	212.50
GeneralOperational Matters	07/25/13	CMG	Internal meetings to discuss operational restructuring issues, key constraints, etc.	0.50	425.00	212.50
GeneralOperational Matters	07/25/13	GMK	Preparation of weekly operational restructuring update email and communications with EM office regarding same	1.30	425.00	552.50
GeneralOperational Matters	07/26/13	CMM	TC with C. Christoff (Bloomberg) to respond to questions on operations	0.50	495.00	247.50
GeneralOperational Matters	07/26/13	DMB	Developed analysis to assist in allocation of time spent on various strategies	2.70	275.00	742.50
GeneralOperational Matters	07/26/13	GMK	Communications with City regarding go-forward invoice reporting and required detail	0.50	425.00	212.50
GeneralOperational Matters	07/29/13	CMM	CM team call to coordinate department activities for week and discuss key issues in departments	0.50	495.00	247.50
GeneralOperational Matters	07/29/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.20	275.00	330.00
GeneralOperational Matters	07/29/13	KJH	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	425.00	425.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	07/29/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	275.00	275.00
GeneralOperational Matters	07/29/13	MJH	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	425.00	340.00
GeneralOperational Matters	07/29/13	CMG	Preparation for and participation in weekly internal meeting to discuss weekly activities	1.25	425.00	531.25
GeneralOperational Matters	07/29/13	CMG	Participation in weekly WIP call with Jones Day, E&Y, EM staff	1.00	425.00	425.00
GeneralOperational Matters	07/29/13	CMM	Participate in weekly WIP call with advisors and K. Orr	1.00	495.00	495.00
GeneralOperational Matters	07/29/13	EAM	Restructuring staffing on boarding	1.20	275.00	330.00
GeneralOperational Matters	07/29/13	EAM	Preparation for and participation in CM meeting regarding project management update, priorities and work plan for the week	0.90	275.00	247.50
GeneralOperational Matters	07/29/13	GMK	Preparation of CM next steps summary and internal communications regarding same	1.30	425.00	552.50
GeneralOperational Matters	07/29/13	GMK	Preparation and participation in meeting with additional CM labor resources to discuss background of engagement, work-streams and tasks to be performed including timeline	2.80	425.00	1,190.00
GeneralOperational Matters	07/29/13	KJH	Meeting with Impact regarding staffing requirements, timing, and next steps	1.30	425.00	552.50
GeneralOperational Matters	07/29/13	KJH	Review and comments to work-in-process report	0.50	425.00	212.50
GeneralOperational Matters	07/29/13	KJH	Preparation for and participation in Work-in-Process conference call	0.80	425.00	340.00
GeneralOperational Matters	07/30/13	DMB	Met with contractor to discuss accountability model	0.70	275.00	192.50
GeneralOperational Matters	07/30/13	CMG	Edited CM Work Stream Priorities file for EM office meeting, conference calls with various COD personnel to obtain updates on key action items	1.25	425.00	531.25
GeneralOperational Matters	07/30/13	CMM	Preparation for and participation in weekly update meeting with City and advisors to discuss operational updates	1.10	495.00	544.50
GeneralOperational Matters	07/30/13	CMM	Meeting with J. Bonsall and G. Brown re: operational updates	0.80	495.00	396.00
GeneralOperational Matters	07/30/13	CMM	Meetings with J. Bonsall, S. Penn and S. Mays re: operational work stream prioritization	1.00	495.00	495.00
GeneralOperational Matters	07/30/13	CMM	Develop presentation document for meeting with K. Orr and staff members re: operational work stream prioritization, department visions and key discussion points	2.80	495.00	1,386.00
GeneralOperational Matters	07/30/13	DMB	Revisited and discussed 10 year plan with new contractor	1.80	275.00	495.00
GeneralOperational Matters	07/30/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	275.00	302.50
GeneralOperational Matters	07/30/13	EAM	Restructuring staffing on boarding; project background discussion with A. Harker	0.90	275.00	247.50
GeneralOperational Matters	07/30/13	EAM	Restructuring staffing on boarding; project background discussion with D. Rivers	0.70	275.00	192.50
GeneralOperational Matters	07/30/13	GMK	Preparation and participation in meeting with restructuring advisors, City, and EM office regarding restructuring work-streams	0.80	425.00	340.00
GeneralOperational Matters	07/30/13	GMK	Preparation and participation in meeting with City and EM office regarding CM work-streams, next steps, constraints	0.90	425.00	382.50
GeneralOperational Matters	07/30/13	GMK	Preparation of operational work-stream summary for EM office	2.60	425.00	1,105.00
GeneralOperational Matters	07/30/13	GMK	Preparation and participation in meeting with additional CM labor resources to discuss background of engagement, work-streams and tasks to be performed including timeline	2.00	425.00	850.00
GeneralOperational Matters	07/30/13	KJH	Preparation for and participation in Restructuring Group update meeting	1.20	425.00	510.00
GeneralOperational Matters	07/30/13	KJH	Preparation for and participation in Operational Restructuring Group update meeting	1.00	425.00	425.00
GeneralOperational Matters	07/30/13	KJH	Preparation for operational restructuring meeting with EM Staff, including preparation of talking points and materials	1.50	425.00	637.50
GeneralOperational Matters	07/30/13	TAE	Internal advisors meeting to discuss and prioritize restructuring tasks and activities	2.00	425.00	850.00
GeneralOperational Matters	07/31/13	CMG	Preparation for and participation in meeting with EM staff to discuss CM operational restructuring activities and key priorities	3.00	425.00	1,275.00
GeneralOperational Matters	07/31/13	DMB	Developed schedule to depict CM standing weekly meeting cadence per request of J. Bonsall	2.10	275.00	577.50
GeneralOperational Matters	07/31/13	KJH	Preparation for and participation in meeting with EM and EM Staff regarding operational and restructuring initiatives, near-term tasks, and priorities	2.80	425.00	1,190.00
GeneralOperational Matters	07/31/13	CMG	Meeting with S. Mays regarding PDD and DPD findings, provided recommendations on next steps	0.70	425.00	297.50
GeneralOperational Matters	07/31/13	CMM	Updates to operations matrix for update meeting with EM staff	0.40	495.00	198.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	07/31/13	CMM	Meeting with EM and staff to review operations work streams, priorities and key upcoming activities/decisions	3.00	495.00	1,485.00
GeneralOperational Matters	07/31/13	DMB	Developed analysis which contained long-term visions for City departments	1.60	275.00	440.00
GeneralOperational Matters	07/31/13	EAM	Update to work stream analysis	3.40	275.00	935.00
GeneralOperational Matters	07/31/13	EAM	Update and process next steps discussion with W. Hereford	1.60	275.00	440.00
GeneralOperational Matters	07/31/13	GMK	Preparation and participation in meeting with AllxPartners and Moelis regarding Creditor Plan and operational restructuring Initiatives	2.40	425.00	1,020.00
GeneralOperational Matters	07/31/13	GMK	Preparation and participation in meeting with EM office regarding operational work-stream summary; department responsibilities, next steps, and deliverables	3.30	425.00	1,402.50
GeneralOperational Matters	07/31/13	KJH	Preparation of operational and departmental restructuring initiatives and priorities summary for EM staff	1.80	425.00	765.00
GeneralOperational Matters	07/31/13	TAE	Worked on putting together detailed prioritized technology plan with cost and rational for return on investment	2.00	425.00	850.00
GeneralOperational Matters	08/01/13	CMG	Review and edits to weekly standing meeting schedule for J. Bonsall	0.50	425.00	212.50
GeneralOperational Matters	08/01/13	CMG	Developed additional restructuring initiative information requests for J. Bonsall and G. Brown	1.25	425.00	531.25
GeneralOperational Matters	08/01/13	DMB	Continued to develop schedule to depict CM standing weekly meeting cadence per request of J. Bonsall	2.10	275.00	577.50
GeneralOperational Matters	08/01/13	DMB	Continued to develop schedule to depict CM standing weekly meeting cadence per request of J. Bonsall	1.10	275.00	302.50
GeneralOperational Matters	08/01/13	GMK	Preparation and participation in meeting with EM office regarding DBOT and PLD restructuring initiatives	1.50	425.00	637.50
GeneralOperational Matters	08/01/13	GMK	Preparation and participation in meeting with additional CM labor resources to discuss background of engagement, work-streams and tasks to be performed including timeline	2.00	425.00	850.00
GeneralOperational Matters	08/01/13	TAE	Meeting with CM colleagues to discuss initiatives and work streams for operational restructuring of various departments	1.70	425.00	722.50
GeneralOperational Matters	08/02/13	CMM	Review updated operational work stream document	0.40	495.00	198.00
GeneralOperational Matters	08/02/13	EAM	Discussion with J. Wood re: weekly time entries	0.30	275.00	82.50
GeneralOperational Matters	08/02/13	GMK	Preparation and participation in meeting with additional CM labor resources to discuss background of engagement, work-streams and tasks to be performed including timeline	1.50	425.00	637.50
GeneralOperational Matters	08/02/13	GMK	Preparation of updated CM priority work-stream summary and communications with City and EM office regarding same	0.70	425.00	297.50
GeneralOperational Matters	08/02/13	KJH	Preparation of weekly operations update for EM and staff	0.50	425.00	212.50
GeneralOperational Matters	08/05/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.30	425.00	552.50
GeneralOperational Matters	08/05/13	CMG	Preparation for and participation in CM regarding project management update, priorities and work plan for the week, etc.	1.00	425.00	425.00
GeneralOperational Matters	08/05/13	CMG	Preparation for and participation in Advisor WIP call related to bankruptcy planning, etc.	1.00	425.00	425.00
GeneralOperational Matters	08/05/13	CMM	Review updated WIP report	0.40	495.00	198.00
GeneralOperational Matters	08/05/13	CMM	Participate in weekly WIP status meeting with COD and advisors	1.00	495.00	495.00
GeneralOperational Matters	08/05/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	495.00	495.00
GeneralOperational Matters	08/05/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	275.00	275.00
GeneralOperational Matters	08/05/13	DMB	Participated in WIP meeting with all advisors	0.90	275.00	247.50
GeneralOperational Matters	08/05/13	EAM	Preparation for and participation in CM meeting regarding project management update, priorities and work plan for the week	0.90	275.00	247.50
GeneralOperational Matters	08/05/13	EAM	Discussion with W. Hereford and D. Rivers re: time entry organization and e-mail use	0.40	275.00	110.00
GeneralOperational Matters	08/05/13	GMK	Communications with restructuring advisors regarding reinvestment expenditures	0.30	425.00	127.50
GeneralOperational Matters	08/05/13	GMK	Preparation and participation in restructuring advisor weekly update call regarding restructuring initiatives, bankruptcy issues, significant financial and operating issues	1.20	425.00	510.00
GeneralOperational Matters	08/05/13	KJH	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	425.00	467.50
GeneralOperational Matters	08/05/13	KJH	Review and comments to work-in-process report	0.50	425.00	212.50
GeneralOperational Matters	08/05/13	KJH	Preparation for and participation in Work-in-Process conference call	1.00	425.00	425.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	08/05/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	275.00	275.00
GeneralOperational Matters	08/05/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
GeneralOperational Matters	08/05/13	TAE	Internal advisors meeting to discuss and prioritize restructuring tasks and activities	1.00	425.00	425.00
GeneralOperational Matters	08/05/13	WPJ	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.90	275.00	247.50
GeneralOperational Matters	08/06/13	CMM	Join aborted weekly advisor call that was initiated by the Emergency Manager's office to get an update on activities from Restructuring Advisors and for this particular call, it was ended shortly after it started due to absences from personnel in the Emergency Manager's office	0.20	495.00	99.00
GeneralOperational Matters	08/06/13	CMG	Preparation for and participation in meeting with G. Brown and J. Bonsall to discuss city department restructuring initiatives and priorities	2.00	425.00	850.00
GeneralOperational Matters	08/06/13	DMB	Assisted contractors with facilitation of time entry per bankruptcy standards	1.40	275.00	385.00
GeneralOperational Matters	08/06/13	DMB	Analyzed contractor time entry to ensure efficiencies	0.90	275.00	247.50
GeneralOperational Matters	08/06/13	GMK	Preparation and participation in meeting with EM office regarding CM work-streams, priorities, and updates	1.40	425.00	595.00
GeneralOperational Matters	08/06/13	GMK	Communications with CM and restructuring advisors regarding future due diligence sessions	0.30	425.00	127.50
GeneralOperational Matters	08/07/13	CMM	Correspondence with S. Mays re: follow up meetings to discuss restructuring initiatives by department and prioritization of same	0.50	495.00	247.50
GeneralOperational Matters	08/07/13	DMB	Assisted contractors with facilitation of time entry per bankruptcy standards	1.90	275.00	522.50
GeneralOperational Matters	08/07/13	MCW	Meeting with H. Ramaswamy re: financial reporting, DRMS system, department financial request	2.10	275.00	577.50
GeneralOperational Matters	08/07/13	MCW	Analysis of City Council Review, Restructuring Recommendations	2.70	275.00	742.50
GeneralOperational Matters	08/07/13	MJH	Correspondence from Miller Buckfire related to providing information requested and required for data room	0.40	425.00	170.00
GeneralOperational Matters	08/07/13	TAE	Update of initiative progress and reporting	1.00	425.00	425.00
GeneralOperational Matters	08/08/13	EAM	Contract discussion with E. Lee and S. Sarna	0.30	275.00	82.50
GeneralOperational Matters	08/08/13	EAM	Department update meeting with G. Brown	1.20	275.00	330.00
GeneralOperational Matters	08/08/13	KJH	Preparation for and participation in operational restructuring review meeting with G. Brown and EMP	1.30	425.00	552.50
GeneralOperational Matters	08/08/13	KJH	Research and e-mail correspondence with S. Mays and D. Sutton regarding potential federal assistance	0.80	425.00	340.00
GeneralOperational Matters	08/08/13	MCW	Analysis of COD City Charter	2.40	275.00	660.00
GeneralOperational Matters	08/09/13	GMK	Preparation of weekly operational restructuring update email and communications with EM office regarding same	0.50	425.00	212.50
GeneralOperational Matters	08/09/13	GMK	Communications with EM office regarding CM staffing	0.20	425.00	85.00
GeneralOperational Matters	08/09/13	KJH	Review and comments to weekly update, including e-mail correspondence	0.50	425.00	212.50
GeneralOperational Matters	08/09/13	KJH	Meeting with E&Y regarding professional services contract, terms, and outstanding fees	0.40	425.00	170.00
GeneralOperational Matters	08/09/13	MCW	Analysis of: A Review of the Detroit City Charter - Provisions which Impeded Efficient Operations	2.40	275.00	660.00
GeneralOperational Matters	08/09/13	MCW	Analysis of Redundancy in City Government, highlighting the Detroit City Charter	2.60	275.00	715.00
GeneralOperational Matters	08/09/13	MCW	Analysis of City of Detroit Operational Restructuring Summary	1.00	275.00	275.00
GeneralOperational Matters	08/09/13	MCW	Updated Labor Detail Schedule for priority hearing	1.00	275.00	275.00
GeneralOperational Matters	08/09/13	MCW	Analysis of report: Proposal for Program Management Director Role	0.90	275.00	247.50
GeneralOperational Matters	08/12/13	CMG	Preparation for and participation in internal CM meeting to discuss weekly agenda, next steps, etc.	1.25	425.00	531.25
GeneralOperational Matters	08/12/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.30	425.00	552.50
GeneralOperational Matters	08/12/13	CMG	Participation in WIP call with Jones Day, Miller Buckfire, E&Y, etc.	1.00	425.00	425.00
GeneralOperational Matters	08/12/13	CMM	Review updated WIP report	0.40	495.00	198.00
GeneralOperational Matters	08/12/13	CMM	Participate in weekly WIP status meeting with COD and advisors	0.80	495.00	396.00
GeneralOperational Matters	08/12/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	495.00	495.00
GeneralOperational Matters	08/12/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	275.00	275.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	08/12/13	DMB	Participated in WIP call with other advisors	0.60	275.00	165.00
GeneralOperational Matters	08/12/13	DMB	Onboarded new Impact staffing contractors and facilitated introductions with them to their respective departments	1.10	275.00	302.50
GeneralOperational Matters	08/12/13	DMB	Participated in call with contractor to discuss necessary administrative items	0.30	275.00	82.50
GeneralOperational Matters	08/12/13	GMK	Preparation and participation in restructuring advisor weekly update call regarding restructuring initiatives, bankruptcy issues, significant financial and operating issues	1.20	425.00	510.00
GeneralOperational Matters	08/12/13	GMK	Preparation and participation in meeting with additional CM labor resources to discuss background of engagement, work-streams and tasks to be performed including timeline	3.30	425.00	1,402.50
GeneralOperational Matters	08/12/13	GMK	Review and analysis of EM Office work-streams and department work plan	0.40	425.00	170.00
GeneralOperational Matters	08/12/13	JAA	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	345.00	345.00
GeneralOperational Matters	08/12/13	KJH	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	425.00	467.50
GeneralOperational Matters	08/12/13	KJH	Review and comments to work-in-process report	0.50	425.00	212.50
GeneralOperational Matters	08/12/13	KJH	Preparation for and participation in Work-in-Process conference call	1.00	425.00	425.00
GeneralOperational Matters	08/12/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	275.00	302.50
GeneralOperational Matters	08/12/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
GeneralOperational Matters	08/12/13	TAE	CM Team meeting to discuss and develop restructuring strategies and initiatives	1.50	425.00	637.50
GeneralOperational Matters	08/12/13	TAE	Read, reviewed, and followed up on Due diligence notes from AlixPartners review	0.80	425.00	340.00
GeneralOperational Matters	08/13/13	CMG	Review and revisions to 10 year restructuring plan based on E&Y and MB feedback on cash balances, financing, etc.	6.00	425.00	2,550.00
GeneralOperational Matters	08/13/13	CMM	Planning for weekly operations meeting with J. Bonsall and G. Brown	0.70	495.00	346.50
GeneralOperational Matters	08/13/13	CMM	Participation in weekly operations meeting with J. Bonsall and G. Brown	1.50	495.00	742.50
GeneralOperational Matters	08/13/13	GMK	Preparation and participation in meeting with EM office regarding CM work-streams, priorities, updates	1.80	425.00	765.00
GeneralOperational Matters	08/13/13	KJH	Preparation for and participation in conference call with J. Bonsall and G. Brown regarding operational restructuring issues, goals, work plan, and priorities	1.60	425.00	680.00
GeneralOperational Matters	08/13/13	TAE	Read and review relevant news articles and restructuring developments	0.60	425.00	255.00
GeneralOperational Matters	08/14/13	CMG	Coordination of onboarding of additional resources through subcontractor, negotiation of rate, etc.	1.00	425.00	425.00
GeneralOperational Matters	08/14/13	CMG	Meeting with E&Y to discuss critical vendor list for departments, process steps, etc. Contacted DPD, BSEED, PDD departments to discuss critical vendor list and need for updating of lists	1.25	425.00	531.25
GeneralOperational Matters	08/14/13	CMG	Internal coordination of departmental restructuring activities	1.50	425.00	637.50
GeneralOperational Matters	08/14/13	CMM	Meeting to discuss modifications to timing of capital expenditures and considerations re: same	0.90	495.00	445.50
GeneralOperational Matters	08/14/13	GMK	Various internal communications regarding engagement labor requirements and responsibilities	0.60	425.00	255.00
GeneralOperational Matters	08/14/13	KJH	E-mail correspondence with EM staff regarding CM work stream, deliverables, and meeting schedule	0.60	425.00	255.00
GeneralOperational Matters	08/14/13	TAE	Update of initiative progress and reporting	1.00	425.00	425.00
GeneralOperational Matters	08/15/13	DMB	Coordinated time entry protocol with all contractors necessary for BK purposes	1.10	275.00	302.50
GeneralOperational Matters	08/15/13	CMM	Meeting with DSM and VEC to discuss operational initiatives, pension activities and strategies to address operational hurdles (only one professional charged time)	2.40	495.00	1,188.00
GeneralOperational Matters	08/15/13	MJH	Review AlixPartners document request list received from Miller Buckfire	0.40	425.00	170.00
GeneralOperational Matters	08/16/13	KJH	Telephone conference with C. Sekley regarding project, including Fire, Public Works, and Solid Waste restructuring	0.40	425.00	170.00
GeneralOperational Matters	08/16/13	KJH	Review of restructuring documents, including EM Orders	0.60	425.00	255.00
GeneralOperational Matters	08/16/13	KJH	Review and comments to weekly update, including e-mail correspondence	0.40	425.00	170.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	08/16/13	TAE	Reviewed and evaluated 'on boarding' Candidates bios and resumes for inclusion into restructuring initiatives	0.40	425.00	170.00
GeneralOperational Matters	08/19/13	DMB	Analyzed contractor time entries to ensure appropriate and complete	1.10	275.00	302.50
GeneralOperational Matters	08/19/13	DMB	Handled administrative items as it relates to contractor time entry, including several clarification meetings (1.30), analysis of contractor time entry, submit approval to Impact staffing for several contractor time entry (0.9), developed schedule to track contractor hours (0.7)	2.90	275.00	797.50
GeneralOperational Matters	08/19/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	495.00	495.00
GeneralOperational Matters	08/19/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	275.00	220.00
GeneralOperational Matters	08/19/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.20	425.00	510.00
GeneralOperational Matters	08/19/13	JAA	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.50	345.00	172.50
GeneralOperational Matters	08/19/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.40	275.00	385.00
GeneralOperational Matters	08/19/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
GeneralOperational Matters	08/19/13	TAE	CM Team meeting to discuss and develop restructuring strategies and initiatives	1.10	425.00	467.50
GeneralOperational Matters	08/19/13	WPI	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	275.00	275.00
GeneralOperational Matters	08/19/13	CMG	Preparation for and participation in internal departmental restructuring meetings, etc.	1.10	425.00	467.50
GeneralOperational Matters	08/19/13	CMG	Participation in weekly WIP Advisors conference call, etc.	0.75	425.00	318.75
GeneralOperational Matters	08/19/13	CMG	Developed restructuring progress report for KO	0.50	425.00	212.50
GeneralOperational Matters	08/19/13	CMG	Reviewed Work Stream Prioritization report and provided comments	0.50	425.00	212.50
GeneralOperational Matters	08/19/13	CMM	Review updated WIP report	0.40	495.00	198.00
GeneralOperational Matters	08/19/13	CMM	Participate in weekly WIP status meeting with COD and advisors	0.70	495.00	346.50
GeneralOperational Matters	08/19/13	CMM	Prepare information for A. Dillon related to request for operational work streams and short term activities	1.30	495.00	643.50
GeneralOperational Matters	08/19/13	DAR	Initial staff introductions, administrative issues, work place logistics and information access	1.50	345.00	517.50
GeneralOperational Matters	08/19/13	DAR	Work place logistics and information access meetings	0.50	345.00	172.50
GeneralOperational Matters	08/19/13	GMK	Preparation and participation in restructuring advisor weekly update call regarding restructuring initiatives, bankruptcy issues, and significant financial and operating issues	1.10	425.00	467.50
GeneralOperational Matters	08/19/13	KJH	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	425.00	467.50
GeneralOperational Matters	08/19/13	KJH	Review and comments to work-in-process report	0.40	425.00	170.00
GeneralOperational Matters	08/19/13	KJH	Preparation for and participation in Work-in-Process conference call	0.50	425.00	212.50
GeneralOperational Matters	08/20/13	DMB	Handled administrative items as it relates to contractor time entry, including several clarification meetings (1.10), analysis of contractor time entry, submit approval to Impact staffing for several contractor time entry (1.20), reconciliation of contractor hours to invoice (0.6)	2.90	275.00	797.50
GeneralOperational Matters	08/20/13	CMG	Preparation for and participation in meeting with G. Brown and J. Bonsall regarding operational restructuring initiatives by department and next steps	1.00	425.00	425.00
GeneralOperational Matters	08/20/13	CMG	Preparation for and participation in all advisors conference call/meeting to discuss cash forecast, DIP, etc.	1.50	425.00	637.50
GeneralOperational Matters	08/20/13	CMG	Drafted report related to DIP budget, restructuring initiatives	2.50	425.00	1,062.50
GeneralOperational Matters	08/20/13	CMG	Reviewed and edited restructuring initiatives report for KO	1.00	425.00	425.00
GeneralOperational Matters	08/20/13	CMM	Updates to weekly work stream document to plan for weekly operations meeting with J. Bonsall and G. Brown	0.60	495.00	297.00
GeneralOperational Matters	08/20/13	CMM	Participation in weekly operations meeting with J. Bonsall and G. Brown	1.00	495.00	495.00
GeneralOperational Matters	08/20/13	DAR	Work place logistics and information access meetings	0.40	345.00	138.00
GeneralOperational Matters	08/20/13	DMB	Preparation for and participation in meeting with TAE to discuss contractor time at 36th District Court in an effort to reconcile invoice	0.70	275.00	192.50
GeneralOperational Matters	08/20/13	DMB	On boarded new Impact staffing contractor and new Conway MacKenzie team members	1.50	275.00	412.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	08/20/13	GMK	Review and comment on work-stream prioritization and time-line communications document	0.60	425.00	255.00
GeneralOperational Matters	08/20/13	GMK	Preparation and participation in meeting with EM office regarding CM work-streams, priorities, and updates	1.30	425.00	552.50
GeneralOperational Matters	08/20/13	GMK	Preparation and participation in meeting with additional CM labor resources to discuss background of engagement, work-streams and tasks to be performed including timeline	0.70	425.00	297.50
GeneralOperational Matters	08/20/13	KJH	Meeting with CMM regarding communication plan with EM and EM Staff	0.40	425.00	170.00
GeneralOperational Matters	08/20/13	KJH	Preparation for and participation in meeting with J.Bonsall and G.Brown regarding operational restructuring issues, goals, work plan, and priorities	1.70	425.00	722.50
GeneralOperational Matters	08/20/13	TAE	Update of initiative progress and reporting	0.70	425.00	297.50
GeneralOperational Matters	08/21/13	CMG	Development of CM work streams deliverable	3.00	425.00	1,275.00
GeneralOperational Matters	08/21/13	CMG	Meeting with EY to discuss furlough days. Email correspondence with B. Easley from JD regarding furlough days	0.50	425.00	212.50
GeneralOperational Matters	08/21/13	CMG	Preparation for and participation in advisors DIP call, etc.	1.50	425.00	637.50
GeneralOperational Matters	08/21/13	CMM	Prepare updates to operational work stream status document for distribution to EM's office	0.90	495.00	445.50
GeneralOperational Matters	08/21/13	DMB	Call with D. Brawley to discuss administrative items	0.30	275.00	82.50
GeneralOperational Matters	08/21/13	GMK	Preparation of updated work stream prioritization document and communications with CM regarding same	2.60	425.00	1,105.00
GeneralOperational Matters	08/21/13	KJH	Preparation of updates to CM operational restructuring work stream, deliverables, and prioritization	2.60	425.00	1,105.00
GeneralOperational Matters	08/21/13	KJH	Meeting with CMM and GMK regarding operational restructuring work-stream, updates, and prioritization	0.60	425.00	255.00
GeneralOperational Matters	08/21/13	KJH	E-mail correspondence regarding CM operational restructuring work-stream, updates, and prioritization	0.40	425.00	170.00
GeneralOperational Matters	08/21/13	MJH	Review Project Tracking document received from E. Palazzola	0.30	425.00	127.50
GeneralOperational Matters	08/21/13	MJH	Correspondence to E. Palazzola related to provide requested information from earlier meeting	0.40	425.00	170.00
GeneralOperational Matters	08/22/13	CMG	Meeting with EM staff to discuss CM work streams, etc.	2.30	425.00	977.50
GeneralOperational Matters	08/22/13	CMG	Development of CM work streams deliverable	2.50	425.00	1,062.50
GeneralOperational Matters	08/22/13	CMG	Developed restructuring RFP overview for Jones Day, KO, etc.	1.50	425.00	637.50
GeneralOperational Matters	08/22/13	CMG	Conference call with S. Woo from Jones Day regarding restructuring RFPs	0.50	425.00	212.50
GeneralOperational Matters	08/22/13	CMM	Finalize updated operational work streams doc for meeting with EM staff	1.70	495.00	841.50
GeneralOperational Matters	08/22/13	CMM	Meeting with EM staff to discuss updated operational work streams	1.40	495.00	693.00
GeneralOperational Matters	08/22/13	CMM	Meeting with S. Penn re: operational restructuring activities and communication strategies	0.70	495.00	346.50
GeneralOperational Matters	08/22/13	DMB	Held discussion with contractor regarding operational items	0.40	275.00	110.00
GeneralOperational Matters	08/22/13	GMK	Preparation and participation in meeting with EM office regarding operational work-stream summary, department responsibilities, next steps, and deliverables	2.20	425.00	935.00
GeneralOperational Matters	08/22/13	GMK	Preparation of communications with EM office and State regarding significant operational restructuring activities	0.80	425.00	340.00
GeneralOperational Matters	08/22/13	KJH	Preparation of updates to CM work stream and priorities	1.00	425.00	425.00
GeneralOperational Matters	08/22/13	KJH	Preparation for and participation in meeting with EM staff regarding CM work stream and priorities	2.20	425.00	935.00
GeneralOperational Matters	08/22/13	MJH	Review and provide comments to status document for meeting with EM team	0.80	425.00	340.00
GeneralOperational Matters	08/22/13	MJH	Preparation for and participation in meeting with EM team, G. Brown and J. Bonsall to review CM work streams and deliverables	1.50	425.00	637.50
GeneralOperational Matters	08/23/13	CMG	Developed restructuring summary for KO, internal meetings regarding same, etc.	7.00	425.00	2,975.00
GeneralOperational Matters	08/23/13	CMM	Meeting with S.Mays re: operational restructuring activities and communication strategies	0.70	495.00	346.50
GeneralOperational Matters	08/23/13	CMM	Develop comprehensive list of restructuring milestones by department through September 30, 2014 for EM office	4.70	495.00	2,326.50
GeneralOperational Matters	08/23/13	GMK	Preparation of Key Milestones by Department summary and communications with CM and EM office regarding same	3.80	425.00	1,615.00
GeneralOperational Matters	08/23/13	KJH	Meeting with LMP regarding contractor administration, including invoicing, approval, and payment schedule	0.30	425.00	127.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	08/23/13	KJH	Preparation of milestones and timeline of restructuring initiatives for Fire, Municipal Parking, and Solid Waste	1.40	425.00	595.00
GeneralOperational Matters	08/25/13	DSM	Reviewed pleading related to objection to Eligibility and begin preparing strategies related to Conway MacKenzie involvement in trial	3.00	495.00	1,485.00
GeneralOperational Matters	08/26/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	495.00	495.00
GeneralOperational Matters	08/26/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	425.00	467.50
GeneralOperational Matters	08/26/13	JAA	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.50	345.00	172.50
GeneralOperational Matters	08/26/13	KJH	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	425.00	425.00
GeneralOperational Matters	08/26/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.20	275.00	330.00
GeneralOperational Matters	08/26/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
GeneralOperational Matters	08/26/13	WPJ	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	275.00	275.00
GeneralOperational Matters	08/26/13	CMG	Conference call with G. Kushner. Email correspondence regarding department restructuring Initiatives. Etc.	1.00	425.00	425.00
GeneralOperational Matters	08/26/13	CMM	Review updated WIP report	0.50	495.00	247.50
GeneralOperational Matters	08/26/13	CMM	Participate in weekly WIP status meeting with COD and advisors	0.60	495.00	297.00
GeneralOperational Matters	08/26/13	CMM	Review work streams doc for key activities of week to prepare for weekly CM team call	0.50	495.00	247.50
GeneralOperational Matters	08/26/13	GMK	Preparation and participation in restructuring advisor weekly update call regarding restructuring Initiatives, bankruptcy issues, and significant financial and operating issues	1.10	425.00	467.50
GeneralOperational Matters	08/26/13	KJH	Review and comments to work-in-process report	0.30	425.00	127.50
GeneralOperational Matters	08/26/13	KJH	Preparation for and participation in Work-In-Process conference call	0.80	425.00	340.00
GeneralOperational Matters	08/26/13	KJH	Preparation for restructuring strategy meeting with City leadership, Jones Day, Miller Buckfire, and E&Y, including meetings and telephone conferences with CMM and GMK	4.10	425.00	1,742.50
GeneralOperational Matters	08/27/13	DSM	Strategy meeting with K. Orr, S. Penn, S. Mays (EM Office), Jones Day, Ernst & Young, Miller Buckfire, Greg Tedder and C. Moore (CM) related to communication protocol and reinvestment initiatives; follow up with CMM	4.00	495.00	1,980.00
GeneralOperational Matters	08/27/13	CMM	Meeting with K. Orr and restructuring advisors from Jones Day, Miller Buckfire and EY to discuss various case issues and strategies	4.50	495.00	2,227.50
GeneralOperational Matters	08/27/13	CMM	Misc. G&A - Meeting with DSM to review operations update materials and prepare for meeting with K. Orr	1.50	495.00	742.50
GeneralOperational Matters	08/27/13	CMM	TC with KJH and GMK to direct additional work product deliverables from meeting with K. Orr	0.50	495.00	247.50
GeneralOperational Matters	08/27/13	DMB	Examined contractor time and submit approval to Impact staffing	2.80	275.00	770.00
GeneralOperational Matters	08/27/13	DMB	Met with CM contractors to discuss protocol surrounding their time entry	0.80	275.00	220.00
GeneralOperational Matters	08/27/13	DMB	Worked with Individuals from Impact Staffing regarding Invoices received	2.30	275.00	632.50
GeneralOperational Matters	08/27/13	DSM	Meeting with CMM re: status of operational restructuring initiatives, related matters; conference call with CMM re: status, strategy	1.50	495.00	742.50
GeneralOperational Matters	08/27/13	GMK	Preparation and participation in meeting with EM office regarding CM work-streams, priorities, updates	1.10	425.00	467.50
GeneralOperational Matters	08/27/13	KJH	Preparation for and participation in update and strategy conference call with CMM and GMK	0.60	425.00	255.00
GeneralOperational Matters	08/28/13	CJS	Attend CM conference call for direction on how DPW and MPD matters relate to case updates and strategies	0.50	425.00	212.50
GeneralOperational Matters	08/28/13	CMG	Email correspondence on restructuring initiatives throughout day between both internal CM personnel, COD personnel and HUD. Etc.	1.00	425.00	425.00
GeneralOperational Matters	08/28/13	CMM	TC with CM team to discuss highlights of strategy meeting and direct near term action items	0.80	495.00	396.00
GeneralOperational Matters	08/28/13	DMB	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.90	275.00	247.50
GeneralOperational Matters	08/28/13	DMB	Examined contractor time and discussed with Impact	0.40	275.00	110.00
GeneralOperational Matters	08/28/13	KJH	Preparation for and participation in update and strategy conference call with CMM and GMK	0.70	425.00	297.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
GeneralOperational Matters	08/28/13	MCW	Preparation for and participation in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	275.00	302.50
GeneralOperational Matters	08/29/13	GMK	Review and analysis of Operational Milestone Matrix and communications with CM regarding same	0.80	425.00	340.00
GeneralOperational Matters	08/29/13	KJH	E-mail correspondence with B.Nowling regarding media coverage, communication plan, and delivery of talking points	0.40	425.00	170.00
GeneralOperational Matters	08/30/13	CMG	Email correspondence regarding department restructuring initiatives	1.20	425.00	510.00
GeneralOperational Matters	08/30/13	CMM	TC with VEC and DSM to provide update on strategies regarding operational improvements	0.70	495.00	346.50
GeneralOperational Matters	08/30/13	KJH	Review of July 2013 reports to State Treasurer as required under Financial Stability Agreement	0.80	425.00	340.00
GeneralOperational Matters	08/31/13	CMG	Review of emails related to operational restructuring initiatives and 10 year plan (0.3), internal email correspondence regarding restructuring initiatives (0.2)	0.50	425.00	212.50
Human Resources Matters	07/18/13	EAM	Discussion with B. Harzell re: White Book	0.30	275.00	82.50
Human Resources Matters	07/18/13	EAM	White Book review and delivery to J. Bonsall	0.70	275.00	192.50
Human Resources Matters	07/18/13	EAM	Preparation of department headcount detailed analysis for J. Bonsall	1.90	275.00	522.50
Human Resources Matters	07/18/13	GMK		1.10	425.00	467.50
Human Resources Matters	07/18/13	KJH	Preparation for and participation in staffing meeting with G.Brown and J.Anderson	1.00	425.00	425.00
Human Resources Matters	07/18/13	KJH	Meeting with M.Jamison regarding staffing	0.50	425.00	212.50
Human Resources Matters	07/19/13	GMK		1.30	425.00	552.50
Human Resources Matters	07/19/13	GMK	Preparation and participation in meeting with City regarding HR Director transition plan and HR restructuring initiatives	1.20	425.00	510.00
Human Resources Matters	07/22/13	CMG	Correspondence with S. Penn regarding HR director meeting / introduction	0.10	425.00	42.50
Human Resources Matters	07/22/13	GMK		1.80	425.00	765.00
Human Resources Matters	07/22/13	KJH	Meeting with GMK regarding restructuring initiative staffing	0.50	425.00	212.50
Human Resources Matters	07/22/13	TAE		0.60	425.00	255.00
Human Resources Matters	07/23/13	GMK		2.20	425.00	935.00
Human Resources Matters	07/23/13	GMK	Communications with EM office regarding accrued vacation policy	0.40	425.00	170.00
Human Resources Matters	07/23/13	KJH	Review of initial staffing plan and resumes of candidates	1.30	425.00	552.50
Human Resources Matters	07/24/13	GMK		1.80	425.00	765.00
Human Resources Matters	07/24/13	KJH	Review of prospective candidate resumes and staffing plan	0.80	425.00	340.00
Human Resources Matters	07/24/13	TAE	Worked on hiring of resources to assist in restructuring of 36D court	1.10	425.00	467.50
Human Resources Matters	07/25/13	GMK		1.60	425.00	680.00
Human Resources Matters	07/25/13	CMG	Participation in meeting with new HR director J. Tyler to discuss key issues at COD, COD labor resources necessary to improve operations at departments	1.25	425.00	531.25
Human Resources Matters	07/25/13	CMM	Preparation for and participation in meeting with J. Tyler re: HR initiatives, review of information distributed by GMK relative to same	1.20	495.00	594.00
Human Resources Matters	07/25/13	CMM		0.50	495.00	247.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Human Resources Matters	07/25/13	GMK	Preparation and participation in meeting with new HR Director regarding CM engagement	0.70	425.00	297.50
Human Resources Matters	07/25/13	GMK		2.10	425.00	892.50
Human Resources Matters	07/25/13	KJH	Review of prospective candidate resumes and staffing plan	1.20	425.00	510.00
Human Resources Matters	07/26/13	GMK		1.50	425.00	637.50
Human Resources Matters	07/26/13	CMG	Weekly meeting with HR regarding Priority hires, next steps, discipline process, etc.	1.00	425.00	425.00
Human Resources Matters	07/26/13	CMM		0.20	495.00	99.00
Human Resources Matters	07/26/13	GMK		1.20	425.00	510.00
Human Resources Matters	07/26/13	GMK	Communications with HR regarding Creditor Plan headcount requirements	1.20	425.00	510.00
Human Resources Matters	07/26/13	KJH	E-mail correspondence regarding contractors, including start schedule, locations, and equipment	0.80	425.00	340.00
Human Resources Matters	07/26/13	TAE	Worked on hiring of resources to assist in restructuring of 36D court	1.20	425.00	510.00
Human Resources Matters	07/29/13	GMK	Preparation and participation in meeting with City and EM office regarding staffing requirements in Creditor Plan and next steps for on-boarding process	1.80	425.00	765.00
Human Resources Matters	07/29/13	GMK		0.20	425.00	85.00
Human Resources Matters	07/29/13	GMK		1.70	425.00	722.50
Human Resources Matters	07/29/13	GMK		0.80	425.00	340.00
Human Resources Matters	07/29/13	GMK		0.70	425.00	297.50
Human Resources Matters	07/30/13	KJH	Telephone conferences and e-mail correspondence regarding staffing, contractors, and on-boarding	1.20	425.00	510.00
Human Resources Matters	07/31/13	GMK	Communications with City and EM office regarding HR restructuring initiatives, recruitment process, and on-boarding process	0.50	425.00	212.50
Human Resources Matters	08/01/13	GMK	Various communications with City regarding HR restructuring initiatives and CM proposed work-stream	0.60	425.00	255.00
Human Resources Matters	08/02/13	CMG		1.10	425.00	467.50
Human Resources Matters	08/02/13	CMG		1.10	425.00	467.50
Human Resources Matters	08/02/13	GMK		0.80	425.00	340.00
Human Resources Matters	08/02/13	KJH		0.50	425.00	212.50
Human Resources Matters	08/05/13	GMK	Preparation of labor requirements summary by department including prioritization of resources and communications with City and CM regarding same	2.80	425.00	1,190.00
Human Resources Matters	08/05/13	CMM	Review updated labor requirements summary by department	0.30	495.00	148.50
Human Resources Matters	08/05/13	EAM	Update to HR needs assessment	1.40	275.00	385.00
Human Resources Matters	08/05/13	KJH	Meeting with G. Brown regarding HR issues, including absenteeism, policies, and potential next steps	0.60	425.00	255.00
Human Resources Matters	08/06/13	GMK	Preparation of labor requirements summary by department including prioritization of resources and communications with City and CM regarding same	2.20	425.00	935.00
Human Resources Matters	08/06/13	EAM	Update to HR needs assessment	2.20	275.00	605.00
Human Resources Matters	08/06/13	GMK		1.30	425.00	552.50
Human Resources Matters	08/06/13	GMK	Communications with EM office regarding certain labor requirements	0.30	425.00	127.50
Human Resources Matters	08/07/13	KJH		0.70	425.00	297.50

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Human Resources Matters	08/07/13	GMK	Communications with City regarding labor requirements and skill-sets required	0.30	425.00	127.50
Human Resources Matters	08/07/13	MCW	Analyzed COD FTE Information and created summary worksheet	1.90	275.00	522.50
Human Resources Matters	08/09/13	GMK	Preparation of labor requirements summary by department including prioritization of resources and communications with City and CM regarding same	2.50	425.00	1,062.50
Human Resources Matters	08/09/13	CMG		1.00	425.00	425.00
Human Resources Matters	08/09/13	DMB	Updated Labor Requirements schedule for DPD, per request by EM	2.80	275.00	770.00
Human Resources Matters	08/09/13	GMK		1.30	425.00	552.50
Human Resources Matters	08/09/13	GMK	Preparation and participation in meeting with City regarding HR restructuring initiatives, next steps, and HR recruitment process labor requirements	1.40	425.00	595.00
Human Resources Matters	08/09/13	GMK		1.50	425.00	637.50
Human Resources Matters	08/09/13	KJH		1.00	425.00	425.00
Human Resources Matters	08/09/13	KJH	Review and comments to master HR requirements summary	1.00	425.00	425.00
Human Resources Matters	08/12/13	CMG	Updated key labor hires by department (0.6) and followed-up with departments regarding key vacancies (0.5)	1.10	425.00	467.50
Human Resources Matters	08/12/13	CMM	Review and analysis of updated labor requirements summary	0.20	495.00	99.00
Human Resources Matters	08/12/13	GMK	Various communications with City regarding labor requirements summary	0.80	425.00	340.00
Human Resources Matters	08/12/13	GMK	Preparation/update of labor requirements summary and communications with CM regarding same	1.80	425.00	765.00
Human Resources Matters	08/12/13	TAE	Meet and interview with Tom Wentzel to develop and define role and activity in restructuring of 36 D court	0.50	425.00	212.50
Human Resources Matters	08/14/13	CMG	Review of COD headcount trends (0.1), meeting with E&Y to discuss (0.2) and conference call with DPD HR to verify last month headcount and understand discrepancies (0.2)	0.50	425.00	212.50
Human Resources Matters	08/14/13	GMK	Review and analysis of monthly headcount by department information	0.50	425.00	212.50
Human Resources Matters	08/15/13	CMG		1.50	425.00	637.50
Human Resources Matters	08/15/13	CMM	Correspondence with S. Mays re: processing of FAQs from employees	0.20	495.00	99.00
Human Resources Matters	08/15/13	GMK	Preparation of priority labor requirements summary and communications with City and CM regarding same	0.90	425.00	382.50
Human Resources Matters	08/15/13	KJH		0.80	425.00	340.00
Human Resources Matters	08/15/13	TAE		0.60	425.00	255.00
Human Resources Matters	08/16/13	CMG		1.00	425.00	425.00
Human Resources Matters	08/16/13	CMG	Preparation for and participation in meeting with J. Taylor and G. Oxendine regarding HR department capacity expansion, new hires throughout City	0.90	425.00	382.50
Human Resources Matters	08/16/13	CMG		1.00	425.00	425.00
Human Resources Matters	08/16/13	CMG	Meeting with E&Y to discuss cash flow forecast partitions, etc.	0.50	425.00	212.50
Human Resources Matters	08/16/13	CMG		0.30	425.00	127.50
Human Resources Matters	08/16/13	CMG		0.50	425.00	212.50
Human Resources Matters	08/16/13	GMK		1.20	425.00	510.00
Human Resources Matters	08/16/13	GMK	Preparation and participation in meeting with City regarding human resource restructuring initiatives, labor resource priority plan, and on-boarding/recruitment process	1.30	425.00	552.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Human Resources Matters	08/16/13	GMK		1.00	425.00	425.00
Human Resources Matters	08/16/13	GMK	Review and analysis of HR attrition reports	0.70	425.00	297.50
Human Resources Matters	08/16/13	GMK	Preparation of labor requirements priority summary and communications with CM regarding same	1.30	425.00	552.50
Human Resources Matters	08/16/13	KJH		1.00	425.00	425.00
Human Resources Matters	08/16/13	KJH		1.80	425.00	765.00
Human Resources Matters	08/19/13	CMG		0.50	425.00	212.50
Human Resources Matters	08/19/13	CMG	Developed critical HR labor requirements report for S. Penn	2.50	425.00	1,062.50
Human Resources Matters	08/19/13	GMK	Communications with City regarding ADP and Workbrain projects	0.40	425.00	170.00
Human Resources Matters	08/19/13	GMK		0.70	425.00	297.50
Human Resources Matters	08/20/13	CMG	Preparation for and participation in meeting with J. Tyler and G. Oxendine from HR regarding Priority A. labor hires, necessary approvals	0.75	425.00	318.75
Human Resources Matters	08/20/13	CMG	Participation in weekly update with C. Garber regarding HR department findings, next steps, etc.	0.50	425.00	212.50
Human Resources Matters	08/20/13	CMG		0.50	425.00	212.50
Human Resources Matters	08/20/13	GMK	Preparation and participation in meeting with HR regarding current recruitment process and efforts including related issues	0.70	425.00	297.50
Human Resources Matters	08/20/13	GMK	Review and analysis of monthly headcount by department information	0.40	425.00	170.00
Human Resources Matters	08/20/13	TAE		0.30	425.00	127.50
Human Resources Matters	08/21/13	GMK	Communications with HR regarding status of consultant contract	0.30	425.00	127.50
Human Resources Matters	08/21/13	GMK	Communications with HR and Income Tax division regarding temporary and permanent staffing requirements	0.20	425.00	85.00
Human Resources Matters	08/21/13	KJH		0.60	425.00	255.00
Human Resources Matters	08/21/13	MJH	Participate in meeting with GMK and E. Palazzola related to workers compensation and status of other work streams	1.30	425.00	552.50
Human Resources Matters	08/22/13	GMK	Communications with City regarding HR consultant engagement	0.20	425.00	85.00
Human Resources Matters	08/23/13	CMG		1.10	425.00	467.50
Human Resources Matters	08/23/13	GMK		1.10	425.00	467.50
Human Resources Matters	08/23/13	KJH		0.80	425.00	340.00
Human Resources Matters	08/26/13	GMK		1.30	425.00	552.50
Human Resources Matters	08/26/13	GMK		0.20	425.00	85.00
Human Resources Matters	08/26/13	GMK	Preparation of HR priority labor requirements summary and related supporting analysis including communications with CM, City, and EM office regarding same	3.80	425.00	1,615.00
Human Resources Matters	08/26/13	KJH		0.70	425.00	297.50
Human Resources Matters	08/27/13	GMK	Communications with HR regarding current recruitment process and efforts including terms and conditions within current temporary staffing contracts	0.80	425.00	340.00
Human Resources Matters	08/27/13	KJH		0.50	425.00	212.50
Human Resources Matters	08/28/13	GMK	Various communications with City regarding priority labor requirements and vacant funded/unfunded positions	0.50	425.00	212.50
Human Resources Matters	08/28/13	KJH		0.50	425.00	212.50
Human Resources Matters	08/29/13	GMK	Communications with EM office and City regarding account code classification for HR consultant cost	0.20	425.00	85.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Human Resources Matters	08/29/13	GMK	Communications with City, CM, and E&Y regarding Labor Relations meeting	0.20	425.00	85.00
Human Resources Matters	08/30/13	CMM	Review and comment on proposed employee communications	0.40	495.00	198.00
Human Resources Matters	08/30/13	CMM	Review and analysis of updated proposed priority labor requirements	0.40	495.00	198.00
Human Resources Matters	08/30/13	GMK	Preparation and participation in meeting with City regarding priority labor requirements and communications with EM office regarding same	0.90	425.00	382.50
Human Resources Matters	08/30/13	GMK	Preparation of priority labor requirements summary	0.50	425.00	212.50
Human Resources Matters	08/30/13	GMK	Communications with CM regarding civil service rules and City Charter provisions regarding various recruitment processes and requirements	0.50	425.00	212.50
Information Technology Services Matters	07/24/13	GMK	Preparation and participation in meeting with City and EM office regarding status of ITS operations and restructuring Initiatives	0.70	425.00	297.50
Information Technology Services Matters	07/24/13	GMK	Review and comment on draft ITS presentation	1.30	425.00	552.50
Information Technology Services Matters	07/26/13	TAE	Worked on development of Information Technology restructuring and improvement initiatives plan. Developing proposal and priorities for use of funds to support improved operations through use and upgrade of technology	3.70	425.00	1,572.50
Information Technology Services Matters	07/29/13	TAE	Worked on development of Information Technology restructuring and improvement initiatives plan. Developing proposal and priorities for use of funds to support improved operations through use and upgrade of technology	3.20	425.00	1,360.00
Information Technology Services Matters	07/30/13	GMK	Communications with ITS regarding Workbrain	0.30	425.00	127.50
Information Technology Services Matters	07/31/13	GMK	Preparation and participation in meeting with City and Plante Moran regarding ITS restructuring initiatives and possible Budget IT application solution	1.20	425.00	510.00
Information Technology Services Matters	07/31/13	KJH	Preparation for and participation in Information Technology meeting with Management and Plante Moran regarding governance, optimization strategy, projects, and discussion document	1.20	425.00	510.00
Information Technology Services Matters	07/31/13	KJH	Review and comments to IT optimization strategy discussion document	0.40	425.00	170.00
Information Technology Services Matters	08/02/13	KJH	E-mail correspondence with C.Dodd regarding IT strategy meeting materials and meeting confirmation	0.40	425.00	170.00
Information Technology Services Matters	08/02/13	TAE	Put together detailed prioritized technology plan with cost and rationale for return on investment	4.10	425.00	1,742.50
Information Technology Services Matters	08/05/13	TAE	Worked on developing quote packages and procedures for new technology hardware	1.30	425.00	552.50
Information Technology Services Matters	08/07/13	GMK	Preparation and participation in meeting with City and PM regarding ITS restructuring initiatives and next steps	1.40	425.00	595.00
Information Technology Services Matters	08/08/13	TAE	Worked with Director of MIS deputy to develop implementation plan for purchasing and installation of new technology items hardware and software	1.60	425.00	680.00
Information Technology Services Matters	08/12/13	CMM	TC with G. Malhotra re: planning for IT meeting	0.30	495.00	148.50
Information Technology Services Matters	08/12/13	GMK	Review and comment on ITS Proposed IT Optimization Strategy	0.30	425.00	127.50
Information Technology Services Matters	08/12/13	TAE	Prep for and participate in review of technological priorities and proposal for overall technology plan for 36D	2.10	425.00	892.50
Information Technology Services Matters	08/13/13	GMK	Preparation and participation in meeting with City and EM office regarding ITS proposed governance structure, ITS organizational structure, and future IT projects	2.80	425.00	1,190.00
Information Technology Services Matters	08/14/13	KJH	Meeting with GMK regarding IT work plan and results from meeting with J.Bonsall	0.50	425.00	212.50
Information Technology Services Matters	08/14/13	KJH	Preparation for and participation in weekly IT meeting regarding governance, needs assessment, [REDACTED] projects, and priorities with T.Sims and Plante Moran	1.20	425.00	510.00
Information Technology Services Matters	08/16/13	GMK	Communications with ITS and PM regarding status of ITS presentation changes including comments regarding recommended changes	0.40	425.00	170.00
Information Technology Services Matters	08/16/13	TAE	Worked on pushing through proposals and quotes to initiated purchase orders of key technology upgrade items	1.10	425.00	467.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Information Technology Services Matters	08/20/13	GMK	Review and analysis of Proposed ITS Optimization Strategy presentation and communications with PM and City regarding same	0.80	425.00	340.00
Information Technology Services Matters	08/21/13	TAE	Updated and followed up on technology plan tasks to be completed	1.20	425.00	510.00
Information Technology Services Matters	08/22/13	GMK	Review and comment on ERP IT Needs Assessment	0.70	425.00	297.50
Information Technology Services Matters	08/22/13	TAE	Worked on Implementation and research of technology upgrade and implementation plans. Cash Kiosk, document scanning, e-ticketing, etc.	1.60	425.00	680.00
Information Technology Services Matters	08/23/13	CMM	Review and analysis of IT needs assessment produced by Plante Moran	0.50	495.00	247.50
Information Technology Services Matters	08/23/13	TAE	Updated and followed up on technology plan tasks to be completed	1.40	425.00	595.00
Inspector General Matters	07/18/13	EAM	Correspondence with restructuring advisors re: IG and AG roles and contact information	0.20	275.00	55.00
Law Department Matters	07/19/13	DMB	Preparation for and participation in meeting with Law Department to observe City Law demonstration	1.70	275.00	467.50
Law Department Matters	07/19/13	DMB	Preparation for and participation in restructuring status update meeting with Law Department to discuss next steps	1.10	275.00	302.50
Law Department Matters	07/19/13	MJH	Review Legal Edge information	0.30	425.00	127.50
Law Department Matters	07/19/13	MJH	Participation in meeting with Law Department for demonstration of new software	1.20	425.00	510.00
Law Department Matters	07/19/13	MJH	Preparation for and participation in meeting with Law department and IT representatives regarding update in restructure process and new system	1.50	425.00	637.50
Law Department Matters	07/23/13	CMM	Correspondence with S. Penn re: analysis of law department	0.30	495.00	148.50
Law Department Matters	07/23/13	GMK	Communications with CM and City regarding status of restructuring initiatives	0.40	425.00	170.00
Law Department Matters	07/24/13	DMB	Participated in meeting with Law Department to observe demonstration for City Law system	2.20	275.00	605.00
Law Department Matters	07/24/13	DMB	Coordinated upcoming meeting with P. Roberson	0.50	275.00	137.50
Law Department Matters	07/24/13	GMK	Review and preparation of question listing related to LegalEdge letter	2.10	425.00	892.50
Law Department Matters	07/30/13	DMB	Met with Law department to discuss restructuring strategy	1.30	275.00	357.50
Law Department Matters	07/30/13	GMK	Preparation and participation in meeting with City regarding Law restructuring initiative summary, introduction to new Director, and significant issues	1.90	425.00	807.50
Law Department Matters	07/30/13	MJH	Participate in meeting with Law Dept. to review restructure plan with Portia R.	1.20	425.00	510.00
Law Department Matters	08/02/13	MJH	Various email correspondence related to meeting with BSEED	0.60	425.00	255.00
Law Department Matters	08/07/13	MJH	Review Impact resumes that are potential candidates in Law Dept.	0.60	425.00	255.00
Law Department Matters	08/07/13	MJH	Draft email to P. Roberson related to contractor to assist Law Dept. with required tasks	0.30	425.00	127.50
Law Department Matters	08/08/13	MJH	Preparation for and participation in meeting with Law department and IT representatives regarding update in restructure process and new system	1.40	425.00	595.00
Law Department Matters	08/09/13	DMB	Analyzed data and prepared agenda for upcoming meeting	1.30	275.00	357.50
Law Department Matters	08/09/13	DMB	Participated in Law meeting to discuss restructuring items	1.20	275.00	330.00
Law Department Matters	08/09/13	MJH	Participate in meeting related to Law Department restructure with emphasis on CityLaw program	1.20	425.00	510.00
Law Department Matters	08/13/13	MJH	Review correspondence from T. Sims regarding CityLaw questions	0.40	425.00	170.00
Law Department Matters	08/16/13	MJH	Review letter from [REDACTED] to the City. G. Brown provided copy of the letter and requested CM contact [REDACTED] potential assistance	0.30	425.00	127.50
Law Department Matters	08/16/13	GMK	Preparation and participation in meeting with EM office regarding status of restructuring initiatives and next steps	0.80	425.00	340.00
Law Department Matters	08/16/13	MJH	Meeting with J. Bonsall related to restructure process	0.50	425.00	212.50
Law Department Matters	08/20/13	MJH	Review document received from T. Simms related to City Law	0.40	425.00	170.00
Law Department Matters	08/21/13	DMB	Prepared for and participated in meeting with individuals from Law Dept. to discuss restructuring next steps and current status of City Law contract	1.10	275.00	302.50
Law Department Matters	08/21/13	MJH	Participate in meeting related to Law Department restructure with emphasis on City Law program	1.20	425.00	510.00
Law Department Matters	08/30/13	MJH	Correspondence to E. Keelean regarding [REDACTED]	0.50	425.00	212.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Mayor's Office Matters	08/05/13	DMB	Discussed analysis prepared for Media Services/CCSD and identified further analysis required	0.50	275.00	137.50
Mayor's Office Matters	08/05/13	EAM	Review of Mayor's Office personnel background and salary information	0.70	275.00	192.50
Mayor's Office Matters	08/06/13	DMB	Began developing model for Media Services/CCSD to identify FY14 budget by function, potential cost savings achieved by outsourcing and switching to PSC vs. FTE	2.60	275.00	715.00
Mayor's Office Matters	08/07/13	DMB	Met with B. Warfield in Media Services to discuss current pay of employees/contractors and strategic direction of department	0.50	275.00	137.50
Mayor's Office Matters	08/09/13	DMB	Continued to develop model for Media Services/CCSD	1.10	275.00	302.50
Mayor's Office Matters	08/13/13	DMB	Continued to develop model for Media Services/CCSD and instructed L. Schneider on how she can assist	1.30	275.00	357.50
Mayor's Office Matters	08/13/13	DMB	Met with F. Stanley to discuss Media Services model	1.90	275.00	522.50
Municipal Parking Department Matters	07/18/13	MCW	Consolidated Garage financial data into income statement for FY2009	1.80	275.00	495.00
Municipal Parking Department Matters	07/18/13	MCW	Consolidated Garage financial data into income statement for FY2010	1.70	275.00	467.50
Municipal Parking Department Matters	07/18/13	MCW	Consolidated Garage financial data into income statement for FY2011	1.40	275.00	385.00
Municipal Parking Department Matters	07/18/13	MCW	Consolidated Garage financial data into income statement for FY2012	1.20	275.00	330.00
Municipal Parking Department Matters	07/22/13	KJH	E-mail correspondence with S. DeBerry (MPD) and K. Herman (Miller Buckfire) regarding Municipal Parking information requests	0.40	425.00	170.00
Municipal Parking Department Matters	07/22/13	EAM	Correspondence with S. Dewberry re: parking RFPs, personal service contracts, sales, leases, etc. in last three years, legal hold ups	0.60	275.00	165.00
Municipal Parking Department Matters	07/22/13	KJH	Preparation for and participation in Municipal Parking meeting with S. DeBerry, G. Brown and K. Andrews	0.70	425.00	297.50
Municipal Parking Department Matters	07/22/13	KJH	Preparation for and participation in Municipal Parking conference call	0.40	425.00	170.00
Municipal Parking Department Matters	07/22/13	KJH	Scheduling of Municipal Parking meetings, including discussions and related e-mail correspondence	0.40	425.00	170.00
Municipal Parking Department Matters	07/24/13	EAM	Working meeting with G. Mann, L. Harris to reconcile FY12 APS monthly financials	1.80	275.00	495.00
Municipal Parking Department Matters	07/24/13	EAM	Meeting with G. Mann re: parking finance department personnel issues	1.60	275.00	440.00
Municipal Parking Department Matters	07/24/13	EAM	Analysis and comparison of CAFR, Randy Lane provided and monthly FY12 parking garage financials	1.60	275.00	440.00
Municipal Parking Department Matters	07/25/13	DMB	Manipulated data in Municipal Parking file to form more comprehensive chart	2.40	275.00	660.00
Municipal Parking Department Matters	07/25/13	EAM	Historical parking financial analysis	1.70	275.00	467.50
Municipal Parking Department Matters	07/25/13	EAM	Olympia parking term lease review, correspondence re: relationship and term lease agreement	1.80	275.00	495.00
Municipal Parking Department Matters	07/25/13	EAM	Discussion with K. Herman re: parking Olympia agreement and relationship	0.50	275.00	137.50
Municipal Parking Department Matters	07/25/13	KJH	E-mail correspondence regarding Municipal Parking information requests, strategy, and next steps	0.70	425.00	297.50
Municipal Parking Department Matters	07/25/13	KJH	Review and analysis of Municipal Parking financial data	0.60	425.00	255.00
Municipal Parking Department Matters	07/25/13	KJH	Preparation for and participation in conference call with [REDACTED] regarding Municipal Parking [REDACTED]	0.50	425.00	212.50
Municipal Parking Department Matters	07/25/13	KJH	Review and analysis of Municipal Parking violations revenue	0.40	425.00	170.00
Municipal Parking Department Matters	07/25/13	KJH	Review and analysis of Municipal Parking parking systems revenue	0.50	425.00	212.50
Municipal Parking Department Matters	07/26/13	EAM	Discussion with G. Mann re: parking financials, Randy Lane (financial consultant) work product and further involvement of the firm	1.20	275.00	330.00
Municipal Parking Department Matters	07/26/13	KJH	E-mail correspondence regarding Municipal Parking information requests, strategy, and next steps	0.60	425.00	255.00
Municipal Parking Department Matters	07/26/13	KJH	E-mail correspondence regarding JLA lease	0.50	425.00	212.50
Municipal Parking Department Matters	07/29/13	EAM	Correspondence review re: Olympia contract and term sheet	1.10	275.00	302.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Municipal Parking Department Matters	07/29/13	EAM	Review of [REDACTED] parking plan and information request related to Olympia agreement	1.20	275.00	330.00
Municipal Parking Department Matters	07/29/13	EAM	Review of Randy Lane parking financial backup information	1.20	275.00	330.00
Municipal Parking Department Matters	07/30/13	EAM	Monthly parking garage financial analysis	2.60	275.00	715.00
Municipal Parking Department Matters	07/30/13	EAM	Teleconference with G. Mann of parking to discuss financial and operational issues	1.60	275.00	440.00
Municipal Parking Department Matters	07/30/13	EAM	Follow up with B. Blake re: monthly parking garage financial analysis reconciliation issues	0.30	275.00	82.50
Municipal Parking Department Matters	07/30/13	KJH	E-mail correspondence and meetings with S. Mays, [REDACTED] regarding Municipal Parking Information requests, strategy, and next steps	0.80	425.00	340.00
Municipal Parking Department Matters	07/31/13	EAM	Review e-mail correspondence with G. Mann (Parking) regarding Randy Lane (parking consultant) financial materials prepared for 2012 Detroit Comprehensive Annual Financial Report (CAFR)	0.60	275.00	165.00
Municipal Parking Department Matters	07/31/13	EAM	Review of Auditor General reports related to MPD; [REDACTED]	0.80	275.00	220.00
Municipal Parking Department Matters	07/31/13	KJH	E-mail correspondence with [REDACTED] regarding Municipal Parking, JLA lease, and related negotiations	0.50	425.00	212.50
Municipal Parking Department Matters	08/01/13	EAM	Joe Louis Arena financial analysis review and discussion with [REDACTED] re: financials included in parking division	1.20	275.00	330.00
Municipal Parking Department Matters	08/01/13	EAM	Discussion with S. Mays re: MPD contractor and information flow from MPD	0.20	275.00	55.00
Municipal Parking Department Matters	08/01/13	EAM	Follow up with G. Mann re: B. Blake and follow up on monthly reconciliation	0.20	275.00	55.00
Municipal Parking Department Matters	08/01/13	KJH	Preparation for and participation in meeting with G. Brown regarding Municipal Parking operations, restructuring activities, and next steps	1.00	425.00	425.00
Municipal Parking Department Matters	08/01/13	KJH	E-mail correspondence with [REDACTED] and others regarding Municipal Parking information requests, strategy, and next steps	0.50	425.00	212.50
Municipal Parking Department Matters	08/02/13	KJH	E-mail correspondence with S. Mays (EMO), [REDACTED] regarding Municipal Parking Information requests, strategy, and next steps	0.30	425.00	127.50
Municipal Parking Department Matters	08/02/13	KJH	E-mail correspondence with S. Mays (EM Office) [REDACTED] regarding JLA lease	0.30	425.00	127.50
Municipal Parking Department Matters	08/02/13	EAM	Follow up with M. Jamison and C. Johnson re: [REDACTED]	0.40	275.00	110.00
Municipal Parking Department Matters	08/02/13	EAM	Correspondence with G. Mann re: JLA financials	0.60	275.00	165.00
Municipal Parking Department Matters	08/02/13	EAM	Discussion with G. Brown re: MPD status update and meeting with S. Dewberry	0.40	275.00	110.00
Municipal Parking Department Matters	08/05/13	EAM	Assessment of parking presentation prepared by J. Anderson	1.10	275.00	302.50
Municipal Parking Department Matters	08/05/13	EAM	Evaluation of JLA parking financial information	1.60	275.00	440.00
Municipal Parking Department Matters	08/05/13	EAM	Analysis of MPD headcount detailed position needs and provision to HR	0.80	275.00	220.00
Municipal Parking Department Matters	08/05/13	EAM	Preparation and participation in conference call with J. Tyler re: MPD headcount needs and requests made by S. Dewberry; follow up with S. Dewberry re: HR meeting	1.30	275.00	357.50
Municipal Parking Department Matters	08/05/13	EAM	E-mail correspondence with S. Dewberry re: HR meeting	0.20	275.00	55.00
Municipal Parking Department Matters	08/05/13	KJH	Preparation for and participation in conference call with J. Tyler regarding Municipal Parking, department requests to fill positions, and required corrective actions	0.50	425.00	212.50
Municipal Parking Department Matters	08/06/13	EAM	Preparation for and participation in parking restructuring plan meeting with [REDACTED]	0.70	275.00	192.50
Municipal Parking Department Matters	08/06/13	EAM	Follow up on parking HR and preparation correspondence with S. Dewberry regarding HR	1.20	275.00	330.00
Municipal Parking Department Matters	08/06/13	KJH	Preparation for and participation in Municipal Parking conference call [REDACTED]	1.00	425.00	425.00

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Municipal Parking Department Matters	08/07/13	EAM	Preparation for and participation in HR Parking meeting with S. Dewberry, G. Mann, M. Holmes K. Hand to discuss HR needs for department, sick and leave time protocol, HR rules and regulations and next steps for hiring	3.20	275.00	880.00
Municipal Parking Department Matters	08/07/13	EAM	[REDACTED]	2.60	275.00	715.00
Municipal Parking Department Matters	08/07/13	EAM	Meeting with G. Brown, K. Hand, [REDACTED] re: contract and critical vendor status	0.30	275.00	82.50
Municipal Parking Department Matters	08/07/13	EAM	Meeting with S. Dewberry, G. Brown, A. DuPerry re: parking towing and abandon vehicle lot personal service contracts and strategy and current vacancies to fill	2.20	275.00	605.00
Municipal Parking Department Matters	08/07/13	KJH	Preparation for and participation in Municipal Parking meeting with S. DeBerry, G. Mann, and HR representatives regarding current staff, corrective measures, process for filling open positions, changes to organization chart, and options	3.40	425.00	1,445.00
Municipal Parking Department Matters	08/07/13	KJH	Preparation for and participation in Municipal Parking meeting with G. Brown [REDACTED] regarding suggestions for department improvements	0.80	425.00	340.00
Municipal Parking Department Matters	08/08/13	EAM	[REDACTED]	0.20	275.00	55.00
Municipal Parking Department Matters	08/08/13	KJH	Preparation of Municipal Parking restructuring Initiative summary, including metrics, project management, action items, process improvements, and policy changes	1.20	425.00	510.00
Municipal Parking Department Matters	08/08/13	CMM	TC with [REDACTED] re: initiatives related to parking department	0.30	495.00	148.50
Municipal Parking Department Matters	08/08/13	EAM	Discussion with G. Mann re: parking follow up items	0.90	275.00	247.50
Municipal Parking Department Matters	08/09/13	KJH	Preparation of Municipal Parking restructuring Initiative summary, including metrics, project management, action items, process improvements, and policy changes	0.80	425.00	340.00
Municipal Parking Department Matters	08/19/13	KJH	Meeting with K. Herman regarding Municipal Parking, including information requests, review of documents, strategy, work plan, and next steps	0.50	425.00	212.50
Municipal Parking Department Matters	08/20/13	CJS	Review and discuss status of MPD analyses with E. McLain for direction on next steps	1.50	425.00	637.50
Municipal Parking Department Matters	08/20/13	EAM	Update to Municipal Parking financial analysis comparison	0.70	275.00	192.50
Municipal Parking Department Matters	08/20/13	EAM	E-mail correspondence with C. Sekely re: Municipal Parking reports and presentations	0.80	275.00	220.00
Municipal Parking Department Matters	08/20/13	KJH	Meeting and follow-up with CJS regarding Municipal Parking background, strategy, and work plan	0.70	425.00	297.50
Municipal Parking Department Matters	08/20/13	KJH	Meeting with G. Brown regarding Municipal Parking, including personnel strategy and next steps	0.60	425.00	255.00
Municipal Parking Department Matters	08/21/13	CJS	[REDACTED]	1.50	425.00	637.50
Municipal Parking Department Matters	08/21/13	CJS	Review financial data of parking garages and meters	2.00	425.00	850.00
Municipal Parking Department Matters	08/21/13	CJS	Review work plans and improvement initiative documents to prepare for meetings with MPD	1.50	425.00	637.50
Municipal Parking Department Matters	08/21/13	KJH	E-mail correspondence regarding Municipal Parking, including recommendations [REDACTED]	0.50	425.00	212.50
Municipal Parking Department Matters	08/22/13	CJS	Meet with E. Petrovski (CM) regarding direction and next steps for Auto Parking Systems, an operating divisions of MPD	1.50	425.00	637.50
Municipal Parking Department Matters	08/22/13	CJS	Meet with E. Petrovski (CM) for direction on next steps regarding Parking Violations Bureau, an operating divisions of MPD	1.00	425.00	425.00
Municipal Parking Department Matters	08/22/13	EAM	Parking department and analysis update meeting with C. Sekely	1.60	275.00	440.00
Municipal Parking Department Matters	08/22/13	KJH	Meeting with S. DeBerry regarding Municipal Parking, including personnel changes and organization chart	0.50	425.00	212.50
Municipal Parking Department Matters	08/23/13	CJS	Meet with K. Hand for direction on game plan for next week regarding MPD and DPW initiatives	0.50	425.00	212.50
Municipal Parking Department Matters	08/23/13	KJH	Preparation for and participation in meeting with CJS regarding Municipal Parking	0.50	425.00	212.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Municipal Parking Department Matters	08/26/13	KJH	E-mail correspondence with S.DeBerry regarding restructuring, additional resources, next steps, and introduction of CIS	0.60	425.00	255.00
Municipal Parking Department Matters	08/26/13	KJH	Meetings and e-mail correspondence with [REDACTED] regarding Municipal Parking strategy and next steps	0.60	425.00	255.00
Municipal Parking Department Matters	08/26/13	KJH	Review and analysis of Municipal Parking revenue within Parking Violations and Automotive Systems	1.20	425.00	510.00
Municipal Parking Department Matters	08/27/13	KJH	E-mail correspondence with S.DeBerry regarding meeting schedule and operations review	0.40	425.00	170.00
Municipal Parking Department Matters	08/28/13	CIS	Prepare for meeting with Dr. Dewberry at MPD	2.00	425.00	850.00
Municipal Parking Department Matters	08/28/13	CIS	Meet with K. Hand for direction to prepare for meeting at MPD	0.50	425.00	212.50
Municipal Parking Department Matters	08/28/13	CIS	Meeting with Dr.DeBerry, K. Hand and others at MPD regarding on-going issues and restructuring plans	2.00	425.00	850.00
Municipal Parking Department Matters	08/28/13	KJH	E-mail correspondence with G.Brown regarding Municipal Parking strategy, [REDACTED]	0.40	425.00	170.00
Municipal Parking Department Matters	08/28/13	KJH	Research of parking available within the City of Detroit and parking violation enforcement in surrounding communities	0.50	425.00	212.50
Municipal Parking Department Matters	08/28/13	KJH	Preparation for and participation in Municipal Parking meeting with S.DeBerry, K.Hutchings, and CIS regarding restructuring, personnel, organization chart, contracts, financial statements, and account reconciliations	1.80	425.00	765.00
Municipal Parking Department Matters	08/28/13	KJH	E-mail correspondence with [REDACTED] regarding Municipal Parking strategy and EM Office contact	0.30	425.00	127.50
Municipal Parking Department Matters	08/29/13	KJH	E-mail correspondence with [REDACTED] regarding Municipal Parking, including financials, next steps, work plan, and process	0.60	425.00	255.00
Municipal Parking Department Matters	08/29/13	KJH	Review of Municipal Parking organization chart and requested personnel changes	1.20	425.00	510.00
Municipal Parking Department Matters	08/29/13	KJH	Review of Municipal Parking statistics and operating reports for Parking Violations Bureau	1.10	425.00	467.50
Other Asset Analysis and Recovery / Disposition Matters	07/25/13	CMM	TC with G. Tedder re: [REDACTED]	0.20	495.00	99.00
Other Asset Analysis and Recovery / Disposition Matters	08/06/13	CMM	Correspondence with Jones Day and Miller Buckfire re: asset evaluation for potential monetization	0.30	495.00	148.50
Other Asset Analysis and Recovery / Disposition Matters	08/15/13	KJH	E-mail correspondence with T.Hoffmann and City management regarding [REDACTED]	0.50	425.00	212.50
Other Asset Analysis and Recovery / Disposition Matters	08/29/13	CMM	Meeting with [REDACTED] re: potential interest in City assets and correspondence with J. Doak re: same	0.80	495.00	396.00
Other Asset Analysis and Recovery / Disposition Matters	08/30/13	CMM	Review indication of interest from [REDACTED] and distribute to Miller Buckfire	0.30	495.00	148.50
Pension Matters	7/18/2013	CMM	Correspondence with G. Malhotra and E. Miller re: communications re: annuity savings plan and pension plans	0.60	495.00	297.00
Pension Matters	07/18/13	GMK	[REDACTED]	0.30	425.00	127.50
Pension Matters	07/19/13	CMM	Compilation of information related to pensions for [REDACTED]	0.70	495.00	346.50
Pension Matters	07/19/13	CMM	Correspondence with E. Miller, Esq. [REDACTED]	1.70	495.00	841.50
Pension Matters	07/19/13	CMM	TC with James Heath re: IG & AG investigation of pensions	0.40	495.00	198.00
Pension Matters	07/20/13	CMM	Misc. email correspondence re: Milliman reports, due diligence call with Dexia and considerations re: annuity plan for departing employees	0.40	495.00	198.00
Pension Matters	07/22/13	CMM	TC w/ E. Miller, Esq. re: pension items	0.40	495.00	198.00
Pension Matters	07/22/13	CMM	TC with IG office re: meeting on pension investigation	0.20	495.00	99.00
Pension Matters	07/22/13	CMM	Preparation for and participation in meeting with Ken Wilson on [REDACTED]	1.50	495.00	742.50
Pension Matters	07/22/13	CMM	Preparation for and participation in TC with pension task force	1.50	495.00	742.50
Pension Matters	07/23/13	CMM	TC with E. Miller, Esq. re: pension items	0.50	495.00	247.50
Pension Matters	07/23/13	CMM	Correspondence with S. Mays re: pension advisors	0.30	495.00	148.50
Pension Matters	07/23/13	CMM	Review and analysis of summary of [REDACTED] from S. Griffin, Esq.	0.40	495.00	198.00
Pension Matters	07/24/13	CMM	Preparation for and participation in weekly TC with pension task force	1.60	495.00	792.00
Pension Matters	07/24/13	CMM	Discussion with D. Jerneycic re: stratification of monthly pension payments and complete information re: same	0.50	495.00	247.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	07/24/13	CMM	Preparation for and participation in meeting with AG & IG re: pension investigation	1.80	495.00	891.00
Pension Matters	07/24/13	CMM	Research information on annuity savings fund and 13th checks for pension investigation	1.30	495.00	643.50
Pension Matters	07/24/13	DMB	Analyzed historical data to develop perspective on certain strategy	2.20	275.00	605.00
Pension Matters	07/25/13	CMM	TC with K. Sachs, Esq. re: Information gathering on DC plans and review email correspondence re same	0.30	495.00	148.50
Pension Matters	07/25/13	CMM	Meeting with C. Williams re: pension investigation	0.40	495.00	198.00
Pension Matters	07/25/13	CMM	Preparation of list of potential investigative items for pension and distribute draft of same to AG & IG	2.60	495.00	1,287.00
Pension Matters	07/25/13	CMM	[REDACTED]	0.60	495.00	297.00
Pension Matters	07/25/13	CMM	Correspondence with H. Lennox, Esq. [REDACTED]	0.30	495.00	148.50
Pension Matters	07/26/13	CMM	Meeting with T. Frank re: pension activities to accomplish	0.80	495.00	396.00
Pension Matters	07/26/13	CMM	Review information from 2009 DPCOA 312 arbitration for relevance to pension investigation	2.80	495.00	1,386.00
Pension Matters	07/26/13	CMM	TC with K. Wilson, Esq. re: meeting [REDACTED]	0.20	495.00	99.00
Pension Matters	07/26/13	CMM	Coordination of meeting with AG, IG and K. Wilson	0.10	495.00	49.50
Pension Matters	07/26/13	CMM	TC with E. Miller, Esq. re: pension items	0.50	495.00	247.50
Pension Matters	07/26/13	CMM	Review and analysis of letters from Milliman re: plan asset depletion and salaries to support annuity fund balances	0.90	495.00	445.50
Pension Matters	07/26/13	CMM	Misc. correspondence with H. Lennox, Esq. and E. Miller, Esq. re: City contact for pension correspondence	0.30	495.00	148.50
Pension Matters	07/29/13	CMM	TC with B. Robins (Greenhill) re: pension questions and next steps on discussions	0.50	495.00	247.50
Pension Matters	07/29/13	CMM	Compilation and distribution of information for pension meeting with AG, IG, counsel and K. Wilson, Esq.	0.40	495.00	198.00
Pension Matters	07/29/13	CMM	Preparation for and participation in meeting with K. Wilson, Esq. re: [REDACTED]	3.60	495.00	1,782.00
Pension Matters	07/29/13	CMM	TC with E. Miller, Esq. re: summary of K. Wilson, Esq. meeting	0.50	495.00	247.50
Pension Matters	07/30/13	CMM	TC with K. Sachs, Esq. re: follow up from meeting with K. Wilson, Esq. and pension data room access for AG & IG, communication with AG & IG re: same	0.70	495.00	346.50
Pension Matters	07/30/13	CMM	Meeting with C. Williams re: findings from initial samples tested for pension data	0.40	495.00	198.00
Pension Matters	07/30/13	CMM	TC with K. Orr, H. Lennox and G. Malhotra re: [REDACTED]	0.50	495.00	247.50
Pension Matters	07/30/13	CMM	Correspondence with Milliman re: pension scenarios being run	0.30	495.00	148.50
Pension Matters	07/31/13	CMM	Preparation for and participation in weekly pension task force call	1.50	495.00	742.50
Pension Matters	07/31/13	CMM	Preparation for and participation in meeting with AG & IG offices re: pension investigation	1.70	495.00	841.50
Pension Matters	07/31/13	CMM	TC with B. Robins re: update on pension board meetings and next steps, review correspondence from R. Gordon, Esq. re: same	0.40	495.00	198.00
Pension Matters	08/01/13	CMM	Preparation for and participation in meeting with advisors and K. Orr to discuss [REDACTED]	4.20	495.00	2,079.00
Pension Matters	08/02/13	CMM	Prepare draft responses to questions on pensions from employees	0.40	495.00	198.00
Pension Matters	08/02/13	CMM	TC with Saul Green, Esq. re: [REDACTED]	0.30	495.00	148.50
Pension Matters	08/02/13	CMM	Provide update on pension for weekly EM update	0.30	495.00	148.50
Pension Matters	08/03/13	CMM	Review and analysis of information from Milliman to address potential time period for depletion of plan assets under multiple scenarios	0.60	495.00	297.00
Pension Matters	08/03/13	CMM	Review information from Auditor General's office re: pension investigation and correspondence with Jones Day re: same	0.50	495.00	247.50
Pension Matters	08/05/13	CMM	Correspondence with Auditor General's office re: information received from pension systems and distribution of matrices related to pension benefits	0.50	495.00	247.50
Pension Matters	08/05/13	CMM	Receipt of pension information from Auditor General's office and facilitation of loading onto Miller Canfield extranet	0.40	495.00	198.00
Pension Matters	08/05/13	CMM	Correspondence with Greenhill re: pension meeting on 8/19 and coordination and communication with pension task force re: same	0.50	495.00	247.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	08/06/13	EAM		0.60	275.00	165.00
Pension Matters	08/06/13	CMM	TC with K. Sachs, Esq. re: [REDACTED]	0.30	495.00	148.50
Pension Matters	08/07/13	CMM	Correspondence with G. Bowen re: 8/19 meeting with pensions	0.10	495.00	49.50
Pension Matters	08/08/13	CMM	Correspondence with Jones Day re: info on certificates of participation; compile and distribute information related to same	0.50	495.00	247.50
Pension Matters	08/12/13	CMM	Compilation of information to assist with AG & IG pension investigation	0.30	495.00	148.50
Pension Matters	08/12/13	CMM	Planning for meeting with pension systems on 8/19, including pre-meeting with task force	0.40	495.00	198.00
Pension Matters	08/13/13	CMM	Preparation for and participation in meeting with T. Frank to discuss background on key pension issues and identify tasks to be performed for actuarial analysis and investigation	1.30	495.00	643.50
Pension Matters	08/13/13	CMM	Communication with Auditor General's office re: status of draft report for investigation	0.30	495.00	148.50
Pension Matters	08/14/13	CMM	Meeting with C. Williams (Auditor General Office) to review sample ledger of annuity savings account transactions	0.40	495.00	198.00
Pension Matters	08/14/13	CMM	Preparation for and participation in weekly TC with pension task force	1.30	495.00	643.50
Pension Matters	08/14/13	CMM	Meeting with Auditor General's office to review findings from investigation and discuss next steps; instruct DMB and TF re: tasks to complete	1.60	495.00	792.00
Pension Matters	08/14/13	CMM	TC with S. Mays re: pension investigation activities	0.30	495.00	148.50
Pension Matters	08/14/13	CMM	TC with E. Miller re: summary of pension task force call and preparation for meeting with pension systems	0.40	495.00	198.00
Pension Matters	08/14/13	CMM	TC with B. Robins (Greenhill) re: planning for meeting with pension systems	0.30	495.00	148.50
Pension Matters	08/14/13	DMB	Participated in Pension meeting with AG to discuss investigation	1.60	275.00	440.00
Pension Matters	08/15/13	CMM	TC with E. Miller, Esq., S. Griffin, Esq. and B. Fasley, Esq. re: [REDACTED]	0.90	495.00	445.50
Pension Matters	08/15/13	CMM	Edit work plan for investigation activities to occur in relation to pension systems	0.80	495.00	396.00
Pension Matters	08/15/13	CMM	Provide information to H. Lennox, Esq. [REDACTED]	0.30	495.00	148.50
Pension Matters	08/15/13	CMM	review and analysis of questions from Milliman for Gabriel Roeder related to valuation model replication and correspondence with E. Miller, Esq. and B. Robins re: same	0.60	495.00	297.00
Pension Matters	08/15/13	DMB	Met with T. Frank to discuss work plan for Pension investigation	0.90	275.00	247.50
Pension Matters	08/15/13	DMB	Met with T. Frank and AG office to coordinate preliminary efforts regarding Pension investigation	2.20	275.00	605.00
Pension Matters	08/15/13	DMB	Drafted next steps for Pension investigation	1.20	275.00	330.00
Pension Matters	08/16/13	CMM	TC with B. Robins and B. Gordon, Esq. re: plan for meeting with pension systems	0.50	495.00	247.50
Pension Matters	08/16/13	CMM	TC with E. Miller, Esq. re: planning for meeting with pension systems	0.20	495.00	99.00
Pension Matters	08/16/13	CMM	Correspondence with D. Benedettini re: pension investigation activities	0.30	495.00	148.50
Pension Matters	08/16/13	DMB	Amended Pension investigation chart, which details priority level tasks	1.70	275.00	467.50
Pension Matters	08/16/13	DMB	Met with T. Frank to discuss work plan for Pension investigation	1.10	275.00	302.50
Pension Matters	08/17/13	DAR	Internal communications regarding pension review assignment; review and analysis of background documents and work plan	2.40	345.00	828.00
Pension Matters	08/19/13	CMM	Meeting with counsel, financial advisor and actuary for pension systems [REDACTED]	3.80	495.00	1,881.00
Pension Matters	08/19/13	CMM	Pre-meeting with pension task force (S. Mays, E. Miller, Esq., S. Green, Esq., G. Bowen, K. Warren, H. Lennox, Esq. and G. Malhotra) to prepare for meeting with pension systems	2.50	495.00	1,237.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	08/19/13	DAR	Preparation for and participation in meetings with AG office regarding sample testing observations, pension background, work plan, sample testing efforts, preliminary observations, report and data in work papers	2.70	345.00	931.50
Pension Matters	08/19/13	DAR	Analyze and examine GRS and PFRS pension plan documents and reports, analyze GRS and PFRS plan websites and related annual reports and meeting minutes, correspondence, draft of Initial 60-day Report according to Emergency Manager Order 8, and other relevant documents	1.90	345.00	655.50
Pension Matters	08/19/13	DAR	Analyze and examine various correspondence, AG draft of Initial 60-day Report according to Emergency Manager Order 8, and other supporting AG work papers	1.70	345.00	586.50
Pension Matters	08/20/13	CMM	Review and analysis of write up from S. Griffin, Esq. re: [REDACTED]	0.50	495.00	247.50
Pension Matters	08/20/13	CMM	Review draft of AG & IG report on benefits	1.50	495.00	742.50
Pension Matters	08/20/13	CMM	Draft correspondence for S. Mays and E. Miller, Esq. re: pension investigation items to undertake and considerations on coordinating with AG & IG offices	0.70	495.00	346.50
Pension Matters	08/20/13	DAR	Assist with AG's investigative examination and analysis; supervise and assist with data management issues; continued examination of draft Initial 60-day Report	4.30	345.00	1,483.50
Pension Matters	08/20/13	DAR	Update meeting with C. Moore regarding investigation work plan including status update and initial observations	0.90	345.00	310.50
Pension Matters	08/20/13	DAR	Analyze and examine various documents and information provided to AG's office related to pension investigation; examine actuarial reports	5.10	345.00	1,759.50
Pension Matters	08/21/13	CMM	Correspondence with IG and AG offices re: participation in pension task force call	0.30	495.00	148.50
Pension Matters	08/21/13	CMM	Meeting with DAR and T. Frank re: pension investigation work plan and considerations for upcoming activities in case	1.00	495.00	495.00
Pension Matters	08/21/13	CMM	Preparation for weekly pension task force call	0.40	495.00	198.00
Pension Matters	08/21/13	CMM	Participation in weekly pension task force call, including extension of call with AG and IG office participation	2.00	495.00	990.00
Pension Matters	08/21/13	CMM	Prepare and distribute summary of pension task force call for S. Mays	0.60	495.00	297.00
Pension Matters	08/21/13	CMM	Review of background documents from K. Wilson re: [REDACTED]	1.60	495.00	792.00
Pension Matters	08/21/13	CMM	[REDACTED] and direct DAR and T. Frank on items to consider	0.70	495.00	346.50
Pension Matters	08/21/13	CMM	TC with E. Miller, Esq. re: Milliman info needed for actuarial valuation	0.40	495.00	198.00
Pension Matters	08/21/13	DAR	Prepare for and participate in meeting with CMM and T. Frank re: pension investigation work plan and considerations for upcoming activities in case	1.10	345.00	379.50
Pension Matters	08/21/13	DAR	Preparation for and participation in weekly task force call regarding pension investigation issue	1.50	345.00	517.50
Pension Matters	08/21/13	DAR	Preparation for and participation in meetings with AG's office regarding investigation issues	2.10	345.00	724.50
Pension Matters	08/21/13	DAR	Continue to examine and analyze pension plan documents and reports; commence preparation of document and information request; research issues related to 13th check and defined contribution (annuity) plans; research interaction between various pension plan and funds; assist AG's office with sample testing details	5.80	345.00	2,001.00
Pension Matters	08/21/13	DAR	Meetings regarding investigative work plan and investigation issues	0.50	345.00	172.50
Pension Matters	08/22/13	CMM	TC with E. Miller, Esq. and B. Gordon, Esq. re: Milliman requests of Gabriel Roeder	0.30	495.00	148.50
Pension Matters	08/22/13	CMM	Correspondence with EM office re: AG/IG report on benefits	0.20	495.00	99.00
Pension Matters	08/22/13	DAR	Preparation for and participation in meetings with AG's office to discuss regarding pension investigation	3.10	345.00	1,069.50
Pension Matters	08/22/13	DAR	Preparation of document and information request lists; related examination of document produced to date	2.40	345.00	828.00
Pension Matters	08/22/13	DAR	Examine amendments to common provisions of the General Retirement System; prepare recap on pension structure	3.70	345.00	1,276.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	08/23/13	CMM	Meeting with E. Miller and G. Malhotra (phone) to discuss various scenarios for pension funding	1.90	495.00	940.50
Pension Matters	08/23/13	CMM	Review requests for production and interrogatories related to pension for eligibility trial	1.30	495.00	643.50
Pension Matters	08/23/13	CMM	[REDACTED]	0.30	495.00	148.50
Pension Matters	08/23/13	CMM	TC with G. Bowen (Milliman) re: status of scenarios for projection modeling	0.30	495.00	148.50
Pension Matters	08/23/13	DAR	Preparation of document and information request lists associated with investigative examination and analysis of City of Detroit Pension funds	2.10	345.00	724.50
Pension Matters	08/23/13	DAR	Analyze and examine list of participate disbursements from both annuity and pension plans as provided to AG's office; analyze and examine actuarial reports	4.20	345.00	1,449.00
Pension Matters	08/23/13	DAR	Prepare for and participation in meetings to analyze draft of information request list	0.70	345.00	241.50
Pension Matters	08/23/13	DAR	Research and analysis amendments to common provisions of the General Retirement System	1.20	345.00	414.00
Pension Matters	08/23/13	DAR	Analyze and examine draft of document request related to eligibility trial; analyze and examine draft of first set of interrogatories related to eligibility trial; provide comments and input	1.70	345.00	586.50
Pension Matters	08/26/13	CMM	[REDACTED]	1.10	495.00	544.50
Pension Matters	08/26/13	CMM	Review and analysis of materials compiled by DAR related to 13th checks and ASF, including board resolutions authorizing distributions and amounts	1.10	495.00	544.50
Pension Matters	08/26/13	DAR	Preparation of various pension related analysis; review annuity reports; [REDACTED]	1.50	345.00	517.50
Pension Matters	08/26/13	DAR	Prepare for and participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.90	345.00	310.50
Pension Matters	08/26/13	DAR	Preparation of various analysis related documentation of 13th checks and other related interest distributions; review related board minutes; review related documents produced to Miller Canfield	2.70	345.00	931.50
Pension Matters	08/26/13	DAR	Analyze and examine Pension documents produced to CM and Miller Canfield; review related index of Pension documents for relevant documents; analyses pension mapping documents	2.80	345.00	966.00
Pension Matters	08/26/13	DAR	Prepare for and participation on calls with Jones Day regarding pension related documents and issues	1.90	345.00	655.50
Pension Matters	08/27/13	DAR	Analyze and examine Pension documents produced to CM and Miller Canfield (1.3), review related index of Pension documents for relevant documents (0.4) and analyses of pension mapping documents (0.7)	2.40	345.00	828.00
Pension Matters	08/27/13	CMM	Review and analysis of information on 13th checks and ASF from DAR	0.40	495.00	198.00
Pension Matters	08/27/13	CMM	Review information from S. Griffin, Esq. re: [REDACTED]	0.40	495.00	198.00
Pension Matters	08/27/13	DAR	Prepare for and participation on conference call with Jones Day regarding [REDACTED]	1.50	345.00	517.50
Pension Matters	08/27/13	DAR	Prepare files and data for Jones Day to assist with document request project	2.60	345.00	897.00
Pension Matters	08/27/13	DAR	Analyze and examine various documents related to historical 13th check and annuity saving fund activity	2.30	345.00	793.50
Pension Matters	08/27/13	DAR	Supplement document request with templates and other schedules	1.20	345.00	414.00
Pension Matters	08/28/13	CMM	TCs to R. Gordon, Esq., B. Robins and C. Bullock, Esq. to follow up on requests from Milliman for Gabriel Roeder	0.40	495.00	198.00
Pension Matters	08/28/13	CMM	Preparation for weekly pension task force call	0.30	495.00	148.50
Pension Matters	08/28/13	CMM	Review and analysis of proposed information request list related to ASF and 13th checks, including analysis template	0.50	495.00	247.50
Pension Matters	08/28/13	CMM	Participate in weekly pension task force call	0.90	495.00	445.50
Pension Matters	08/28/13	CMM	Correspondence with M. Reil re: [REDACTED]	0.30	495.00	148.50

Exhibit 2

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	08/28/13	CMM		0.30	495.00	148.50
Pension Matters	08/28/13	DAR	Prepare for and participate on calls with C. Moore regarding pension related issues	1.90	345.00	655.50
Pension Matters	08/28/13	DAR	Prepare for and participate on calls with pension task force regarding pension related issues	2.80	345.00	966.00
Pension Matters	08/28/13	DAR	Update and supplement document request and related information template; related discussions with counsel regarding comments and observations	2.50	345.00	862.50
Pension Matters	08/28/13	DAR	Review pension board minutes related to approval of pension distributions back to 1995	2.80	345.00	966.00
Pension Matters	08/29/13	CMM	TC with B. Robins re: status of responses to Milliman questions	0.30	495.00	148.50
Pension Matters	08/29/13	CMM	Compilation and review of information provided by [REDACTED] re: past pension practices	1.20	495.00	594.00
Pension Matters	08/29/13	CMM	TC with S. Griffin, Esq. and M. Reil, Esq. with DAR to discuss pension information request information for ASF and 13th checks	1.00	495.00	495.00
Pension Matters	08/29/13	CMM		0.30	495.00	148.50
Pension Matters	08/29/13	CMM	Prepare and send summary of 8/28 pension call to S. Mays	0.30	495.00	148.50
Pension Matters	08/29/13	CMM	Correspondence with G. Bowen re: alternatives for replication and correspondence with S. Mays and E. Miller re: same	0.50	495.00	247.50
Pension Matters	08/29/13	CMM	Preparation for and participation in meeting with [REDACTED]	1.20	495.00	594.00
Pension Matters	08/29/13	CMM	TC with C. Bullock, Esq. re: availability of Gabriel Roeder to answer questions from Milliman on valuation	0.50	495.00	247.50
Pension Matters	08/29/13	DAR	Prepare for and participate on calls with C. Moore regarding pension related issues	1.20	345.00	414.00
Pension Matters	08/29/13	DAR		0.80	345.00	276.00
Pension Matters	08/29/13	DAR	Prepare for and participate on calls with C. Moore and Jones Day regarding pension related issues	2.70	345.00	931.50
Pension Matters	08/29/13	DAR	Analyze and examine Pension documents produced to CM and Miller Canfield; review related index of Pension documents for relevant documents; analyses pension mapping documents	2.50	345.00	862.50
Pension Matters	08/29/13	DAR	Analyze and examine various pension reports, minutes and other documents produced to date	2.10	345.00	724.50
Pension Matters	08/30/13	CMM	Edit template for analysis of annuity savings fund and 13th checks	0.60	495.00	297.00
Pension Matters	08/30/13	CMM	Research regarding existing 457 plan and correspondence with Jones Day re: same	0.70	495.00	346.50
Pension Matters	08/30/13	CMM	TC with E. Miller, Esq. re: misc. pension items	0.50	495.00	247.50
Pension Matters	08/30/13	CMM	TC with S. Griffin, Esq. and M. Reil, Esq. re: information requests of pension systems	0.50	495.00	247.50
Pension Matters	08/30/13	DAR	Prepare for and participate on calls with C. Moore regarding pension related issues	1.20	345.00	414.00
Pension Matters	08/30/13	DAR	Prepare for and participate on calls with C. Moore and Jones Day regarding pension related issues	2.10	345.00	724.50
Pension Matters	08/30/13	DAR		1.10	345.00	379.50
Pension Matters	08/30/13	DAR	Update information and documentation templates and requests	2.70	345.00	931.50
Pension Matters	08/30/13	DAR	Analyze and examine various pension reports, minutes and other documents produced to date	2.80	345.00	966.00
Planning and Development Department Matters	07/18/13	CMG	Meeting with PDD and Cloudburst regarding assessment/restructuring of PDD	2.00	425.00	850.00
Planning and Development Department Matters	07/18/13	CMG	Conference call with HUD regarding PDD	1.15	425.00	488.75
Planning and Development Department Matters	07/22/13	CMG	Conference call / correspondence with S. Mays regarding foundation funding for Interim management services at PDD	0.50	425.00	212.50
Planning and Development Department Matters	07/22/13	CMG	Conference call / other correspondence with S. Sachs from Cloudburst and other individuals related to PDD restructuring / review	1.25	425.00	531.25
Planning and Development Department Matters	07/22/13	CMG		0.10	425.00	42.50
Planning and Development Department Matters	07/23/13	CMG	Conference call with S. Sachs from Cloudburst regarding PDD restructuring review and process (1.0). Conference call with R. Anderson regarding PDD restructuring initiatives (0.65)	1.65	425.00	701.25

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Planning and Development Department Matters	07/24/13	CMG	Preparation for and participation in meeting with PDD development division to discuss division overview, key management issues, project status and budget	1.75	425.00	743.75
Planning and Development Department Matters	07/24/13	CMG	Review of Section 108 loan information and impact on CDBG dollars for PDD	0.75	425.00	318.75
Planning and Development Department Matters	07/25/13	CMG	Preparation for and participation in PDD meeting to discuss Housing Services division, key issues within division and grant conditions	2.25	425.00	956.25
Planning and Development Department Matters	07/30/13	CMG	Review of Corporate Facts proposal for PDD interim management assistance (0.25). Correspondence with S. Mays regarding Corporate Facts proposal (0.2) and meeting with S. Mays regarding Corporate Facts proposal (0.8)	1.25	425.00	531.25
Planning and Development Department Matters	07/30/13	CMG	Preparation for and participation in meeting with NSS division to discuss their activities, key issues with City Council, issues with sub recipients	1.75	425.00	743.75
Planning and Development Department Matters	07/31/13	CMG	Preparation for and participation in conference call with HUD regarding need for additional TA and Interim management assistance at PDD	1.00	425.00	425.00
Planning and Development Department Matters	07/31/13	CMG	Meeting with L. Schneider regarding PDD meeting updates	0.50	425.00	212.50
Planning and Development Department Matters	08/01/13	CMG	Meeting with Cloudburst to discuss their PDD activities, next steps in data gathering, TA assistance, planning for assessment, etc.	1.50	425.00	637.50
Planning and Development Department Matters	08/05/13	CMG	Review of PDD departmental/division level information	0.50	425.00	212.50
Planning and Development Department Matters	08/06/13	CMG	Preparation for and participation in meeting with J. Marusch regarding Real Estate div.	1.20	425.00	510.00
Planning and Development Department Matters	08/06/13	CMG	Preparation for and participation in meeting with R. Anderson regarding PDD business assessment, next steps, etc.	1.40	425.00	595.00
Planning and Development Department Matters	08/06/13	CMG	Review of PDD department material provided by department	1.50	425.00	637.50
Planning and Development Department Matters	08/07/13	CMG	Meeting with L. Schneider regarding PDD annual action plan review and analysis	0.30	425.00	127.50
Planning and Development Department Matters	08/07/13	CMG	Meeting with R. Anderson and conference call with R. Anderson regarding PDD annual action plan	0.30	425.00	127.50
Planning and Development Department Matters	08/07/13	CMG	Review of PDD annual action plan	0.50	425.00	212.50
Planning and Development Department Matters	08/12/13	CMG	Preparation for and participation in meeting with PDD Planning division R. Barron to discuss division, key issues, etc.	1.50	425.00	637.50
Planning and Development Department Matters	08/13/13	CMG	Correspondence with B. Nowling regarding PDD transition to DEGC, comments on recent articles, etc.	0.25	425.00	106.25
Planning and Development Department Matters	08/13/13	CMG	Preparation for and participation in working meeting with R. Anderson at PDD to discuss recent division meetings, next steps, etc.	1.50	425.00	637.50
Planning and Development Department Matters	08/13/13	MCW	Meeting with Cloudburst, L. Schneider re: Project plans	1.00	275.00	275.00
Planning and Development Department Matters	08/14/13	CMG	Review of PDD data gathering templates prepared by Cloudburst for assessment process, comments on templates, etc.	0.75	425.00	318.75
Planning and Development Department Matters	08/14/13	CMG	Preparation for and Participation in meeting with R. Anderson and Cloudburst related to PDD restructuring activities. Etc.	1.20	425.00	510.00
Planning and Development Department Matters	08/14/13	CMG	Review of 13/14 annual action plan, meeting with L. Schneider regarding need for summary analysis for City Council, etc.	1.10	425.00	467.50
Planning and Development Department Matters	08/15/13	CMG	Meeting with L. Schneider regarding PDD restructuring, coordination of onboarding M. Scherer for PDD restructuring, conference call with R. Anderson regarding PDD restructuring	1.20	425.00	510.00
Planning and Development Department Matters	08/15/13	CMG	Meeting with S. Mays regarding annual action plan, summary schedules for action plan, city council likely concerns, etc.	0.80	425.00	340.00
Planning and Development Department Matters	08/15/13	MCW	Analysis of PDD Dashboard	1.00	275.00	275.00
Planning and Development Department Matters	08/16/13	CMG	Conference call with M. Winters regarding Housing issues. Conference call with R. Anderson regarding PDD restructuring. Email correspondence with S. Mays regarding PDD	0.50	425.00	212.50
Planning and Development Department Matters	08/19/13	CMG	Meeting with M. Scherer regarding PDD restructuring review, activities, status, etc.	1.50	425.00	637.50
Planning and Development Department Matters	08/19/13	CMG	Email correspondence and conference calls with M. Winters regarding PDD Home status, PDD restructuring, etc.	1.20	425.00	510.00

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Planning and Development Department Matters	08/20/13	CMG	Preparation for and participation in meeting with Cloudburst regarding PDD next steps	1.10	425.00	467.50
Planning and Development Department Matters	08/20/13	CMG	Preparation for and participation in meeting with M. Scherer regarding PDD restructuring	1.00	425.00	425.00
Planning and Development Department Matters	08/21/13	CMG	Drafted email to S. Mays regarding DPD IT update	0.20	425.00	85.00
Planning and Development Department Matters	08/21/13	CMG	Preparation for and participation in PDD HUD Home conference call	1.20	425.00	510.00
Planning and Development Department Matters	08/21/13	MCW	Meeting with Managers/Cloudburst re: PDD Assessment approach	1.90	275.00	522.50
Planning and Development Department Matters	08/22/13	CMG	Preparation for and participation in conference call with HUD regarding PDD restructuring, need for more aggressive assistance, etc.	1.20	425.00	510.00
Planning and Development Department Matters	08/23/13	CMG	Meeting with R. Anderson and M. Scherer regarding PDD vacancies and surge needs, etc.	1.00	425.00	425.00
Planning and Development Department Matters	08/28/13	CMG	Preparation for and participation in conference call with HUD regarding PDD restructuring and surge needs, preparation for and participation in internal COD conference call to preplan for HUD call and follow up discussion on next steps	1.80	425.00	765.00
Planning and Development Department Matters	08/29/13	CMG	Conference call with M. Scherer. Email correspondence regarding PDD	0.50	425.00	212.50
Planning and Development Department Matters	08/30/13	CMG	Conference call with M. Scherer and S. Mays regarding PDD restructuring	0.75	425.00	318.75
Planning and Development Department Matters	08/31/13	CMG	Conference call with M. Scherer regarding PDD restructuring. Review of department materials. Review of HUD surge request	1.20	425.00	510.00
Projections and Modeling Matters	07/18/13	DMB	Developed headcount analysis for J. Bonsall	3.00	275.00	825.00
Projections and Modeling Matters	07/18/13	EAM	Update to historical capex spending analysis	1.60	275.00	440.00
Projections and Modeling Matters	07/23/13	EAM	Update to Municipal Parking portion of Enterprise Fund 10 year plan analysis	1.30	275.00	357.50
Projections and Modeling Matters	07/23/13	EAM	Update to BSEED portion of Enterprise Fund 10 year plan analysis	1.10	275.00	302.50
Projections and Modeling Matters	07/23/13	EAM	Update to Solid Waste portion of Enterprise Fund 10 year plan analysis	1.20	275.00	330.00
Projections and Modeling Matters	07/23/13	EAM	Update to summary tabs of Enterprise Fund 10 year plan analysis	1.90	275.00	522.50
Projections and Modeling Matters	07/24/13	TAE	Worked on development of capital expenditure needs and plans for improvement to 36 D court facility and operations	1.50	425.00	637.50
Projections and Modeling Matters	07/30/13	EAM	Preparation of restructuring implementation summary	1.10	275.00	302.50
Projections and Modeling Matters	08/13/13	CMM	Meeting with E&Y and Jim Doak with GMK and CMG to review updated cash forecast through June 2015, discuss underlying assumptions, prioritization of reinvestment and restructuring initiatives and identify scenarios to be modeled for reinvestment and restructuring	1.70	495.00	841.50
Projections and Modeling Matters	08/13/13	GMK	Preparation of restructuring/reinvestment cash flow projection model including internal communications regarding assumptions	2.10	425.00	892.50
Projections and Modeling Matters	08/14/13	CMM	Review and analysis of updated financial projection showing capital expenditures and operating initiatives	1.00	495.00	495.00
Projections and Modeling Matters	08/14/13	DMB		2.20	275.00	605.00
Projections and Modeling Matters	08/14/13	DMB		2.90	275.00	797.50
Projections and Modeling Matters	08/14/13	DMB	Developed summary tabs to reflect consolidated amounts in Monthly Restructuring Summary	1.70	275.00	467.50
Projections and Modeling Matters	08/14/13	GMK	Preparation of various reinvestment/reorganization monthly cash flow projections models and communications with CM and E&Y regarding same	6.60	425.00	2,805.00
Projections and Modeling Matters	08/15/13	DMB		2.70	275.00	742.50
Projections and Modeling Matters	08/15/13	GMK	Preparation of various reinvestment/reorganization monthly cash flow projections models and communications with CM and E&Y regarding same	7.10	425.00	3,017.50
Projections and Modeling Matters	08/19/13	CMM	Review and provide comments on document to support updated financial projection related to adjustments to reinvestment expenses	0.40	495.00	198.00
Projections and Modeling Matters	08/19/13	GMK	Preparation of updated reinvestment/reorganization summary and communications with CM and City regarding same	4.60	425.00	1,955.00
Projections and Modeling Matters	08/20/13	CMM	Finalize document supporting adjustments to reinvestment expenses for updated financial projections	0.30	495.00	148.50

Exhibit 2

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Projections and Modeling Matters	08/20/13	CMM	Review and analysis of updated financial projections for use in DIP discussions	0.50	495.00	247.50
Projections and Modeling Matters	08/23/13	CMM	TC with attorneys from Jones Day to discuss questions on reinvestment projections	1.40	495.00	693.00
Projections and Modeling Matters	08/27/13	GMK	Preparation of revised reinvestment/reorganization cash flow model and communications with restructuring advisors regarding same	2.30	425.00	977.50
Public Lighting Department Matters	07/18/13	GMK	Preparation and participation in meeting with EM office regarding PLD restructuring activities and next steps	1.30	425.00	552.50
Public Lighting Department Matters	07/18/13	GMK		1.30	425.00	552.50
Public Lighting Department Matters	07/18/13	GMK		3.10	425.00	1,317.50
Public Lighting Department Matters	07/18/13	GMK	Communications with MB regarding status of PLA financing	0.20	425.00	85.00
Public Lighting Department Matters	07/19/13	GMK	Participation in meeting with City and EM office regarding current PLD operational issues and next step activities	1.60	425.00	680.00
Public Lighting Department Matters	07/22/13	GMK	Communications with EM office and City regarding PLD critical vendors and future meeting schedule	0.30	425.00	127.50
Public Lighting Department Matters	07/22/13	GMK	Review and comment on draft PLD RFP	2.20	425.00	935.00
Public Lighting Department Matters	07/22/13	GMK	Review and comment on draft PLD Energy Delivery Services Agreement and communications with City and legal counsel regarding same	2.00	425.00	850.00
Public Lighting Department Matters	07/24/13	GMK	Preparation and participation in meeting with City and EM office regarding status of PLD restructuring initiatives and next steps	1.40	425.00	595.00
Public Lighting Department Matters	07/26/13	CMM	Preparation of email summary of fleet meeting and focus areas with DTE, ensuring action items to be discussed were included	0.30	495.00	148.50
Public Lighting Department Matters	07/29/13	GMK	Participation in meeting with EM office regarding PLD RFP and related strategy	0.50	425.00	212.50
Public Lighting Department Matters	07/30/13	GMK	Preparation and participation in meeting with City and DTE regarding M1 project, grid transition, and operations assistance	2.10	425.00	892.50
Public Lighting Department Matters	07/31/13	GMK	Various communications with City and E&Y regarding PLD Creditor Plan assumptions, restructuring initiatives, and next steps	0.50	425.00	212.50
Public Lighting Department Matters	07/31/13	GMK	Communications with City regarding M1 financial impact to PLD	0.20	425.00	85.00
Public Lighting Department Matters	07/31/13	GMK	Various communications/meetings with City regarding PLD operational issues and next steps	0.80	425.00	340.00
Public Lighting Department Matters	08/01/13	GMK	Preparation and participation in meeting with City regarding PLD operational issues	1.30	425.00	552.50
Public Lighting Department Matters	08/01/13	GMK	Various communications with City and legal counsel regarding status of PLD RFP	0.40	425.00	170.00
Public Lighting Department Matters	08/05/13	GMK	Preparation and participation in conference call regarding PLD RFP and including discussion on next steps	1.40	425.00	595.00
Public Lighting Department Matters	08/05/13	GMK	Various communications with City and restructuring advisors regarding PLD outstanding receivables	0.40	425.00	170.00
Public Lighting Department Matters	08/06/13	GMK	Review and comment on draft PLD RFP	2.00	425.00	850.00
Public Lighting Department Matters	08/06/13	GMK	Various communications with City and EM office regarding PLD restructuring initiative next steps	0.60	425.00	255.00
Public Lighting Department Matters	08/06/13	GMK	Communications with City and E&Y regarding outstanding PLD receivables	0.20	425.00	85.00
Public Lighting Department Matters	08/07/13	GMK	Review and comment on draft PLD RFP	1.50	425.00	637.50
Public Lighting Department Matters	08/08/13	GMK	Communications with City and EM regarding PLD RFP and various operational issues	0.70	425.00	297.50
Public Lighting Department Matters	08/09/13	GMK		0.40	425.00	170.00
Public Lighting Department Matters	08/12/13	GMK	Review and comment on PLD RFP and communications with City and EM office regarding same	0.50	425.00	212.50
Public Lighting Department Matters	08/13/13	CMM		0.30	495.00	148.50
Public Lighting Department Matters	08/13/13	GMK	Review and comment on PLD RFP and communications with City and EM office regarding same	0.70	425.00	297.50
Public Lighting Department Matters	08/14/13	GMK		1.40	425.00	595.00
Public Lighting Department Matters	08/15/13	GMK	Communications with EM office and legal counsel regarding status of DTE Transition Services Agreement and discussions with DTE	0.30	425.00	127.50
Public Lighting Department Matters	08/15/13	GMK	Communications with City regarding past-due PLD receivables	0.20	425.00	85.00
Public Lighting Department Matters	08/16/13	GMK	Various communications with City and EM office regarding status of PLA financing and PLD outstanding receivables	0.40	425.00	170.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - July Postpetition & August 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Public Lighting Department Matters	08/19/13	GMK		0.30	425.00	127.50
Public Lighting Department Matters	08/19/13	GMK	Communications with City regarding department issues, restructuring initiatives, and next steps	0.80	425.00	340.00
Public Lighting Department Matters	08/20/13	GMK		0.70	425.00	297.50
Public Lighting Department Matters	08/20/13	GMK	Communications with Treasury regarding PLD outstanding receivables and documentation	0.30	425.00	127.50
Public Lighting Department Matters	08/21/13	GMK	Preparation and participation in conference call with City, legal counsel, and PLD RFP interested parties regarding RFP process and time-line	0.70	425.00	297.50
Public Lighting Department Matters	08/21/13	GMK	Various communications with City and EM office regarding PLD critical vendors including contract terms, historical and future payment terms, and nature of critical status	0.90	425.00	382.50
Public Lighting Department Matters	08/21/13	GMK		0.40	425.00	170.00
Public Lighting Department Matters	08/22/13	CMM		0.60	495.00	297.00
Public Lighting Department Matters	08/22/13	GMK	Preparation and participation in meeting with City and EM office regarding PLD outstanding receivables, E&Y invoice audit, and collection strategy	2.00	425.00	850.00
Public Lighting Department Matters	08/22/13	GMK	Preparation and participation in meeting with State and EM office regarding status of PLA financing	0.80	425.00	340.00
Public Lighting Department Matters	08/23/13	GMK	Communications with City and EM office regarding operational issues	0.20	425.00	85.00
Public Lighting Department Matters	08/23/13	GMK	Communications with EM office and legal counsel regarding status of DTE Transition Services Agreement and discussions with DTE	0.30	425.00	127.50
Public Lighting Department Matters	08/27/13	GMK	Review, analysis, and comment on PLD RFP questions and communications with City regarding same	2.40	425.00	1,020.00
Public Lighting Department Matters	08/27/13	GMK	Communications with City regarding PLD critical vendors	0.30	425.00	127.50
Public Lighting Department Matters	08/28/13	GMK	Communications with City and EM office regarding proposed responses to RFP respondent questions	0.40	425.00	170.00
Public Lighting Department Matters	08/29/13	GMK	Preparation and participation in meeting with City and PLD RFP respondents regarding RFP questions and process	1.40	425.00	595.00
Public Lighting Department Matters	08/29/13	GMK		0.90	425.00	382.50
Public Lighting Department Matters	08/30/13	GMK		0.20	425.00	85.00
Public Lighting Department Matters	08/30/13	GMK	Communications with City regarding RFP respondent communications and facilities visit	0.60	425.00	255.00
Recreation Department Matters	07/22/13	KJH	Preparation for and participation in Recreation meeting	0.50	425.00	212.50
Recreation Department Matters	07/22/13	KJH	Review of Recreation documents and budgets	0.70	425.00	297.50
Recreation Department Matters	08/08/13	FAM		0.10	275.00	27.50
Recreation Department Matters	08/30/13	KJH	Research regarding Recreation and community groups providing assistance including e-mail correspondence with CMM	0.50	425.00	212.50
				2,735.20		\$ 1,008,765.50

EXHIBIT B

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013 (per attached detail):*

Fees:

Case Administration (609001)	\$	101,237.50
Court Hearings (609003)	\$	112,137.50
Automatic Stay Matters (609005)	\$	122,885.00
Water and Sewer Matters (609006)	\$	15,355.00
City Assets, Services & Revitalization (609007)	\$	53,252.50
COP/Swap – Other Issues/Matters (609009)	\$	229,635.00
Labor & Employment Matters (609011)	\$	72,415.00
Pension Matters (609012)	\$	57,475.00
OPEB Matters (609013)	\$	14,220.00
Debt and Financing Issues (609015)	\$	12,110.00
Emergency Manager & Michigan Statutes (609016)	\$	40,150.00
Litigation (609017)	\$	48,090.00
Contract Issues (609022)	\$	72,775.00
Non-Working Travel (609023)	\$	24,203.75
Postpetition/Exit Financing (609024)	\$	16,980.00
Eligibility Issues and Litigation (609028)	\$	<u>36,975.00</u>

Total Fees before Discount	\$	1,029,896.25
Less 10% Discount	\$	(102,989.63)
Total Fees July 18-31, 2013	\$	926,906.62

Less 15% Quarterly Holdback	\$	(139,035.99)
Total Fees Due Less Holdback	\$	787,870.63

*Amounts shown are net of deductions totaling \$316,800.39 for discretionary write-offs taken after internal review and other reductions.

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183 IN YOUR PAYMENT

IN ACCOUNT WITH

JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609001

Invoice: 32620279

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Case Administration

USD 101,237.50

TOTAL

USD 101,237.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609001/32620279 IN YOUR PAYMENT

JONES DAY

258183-609001

Case Administration

Page 2
October 2, 2013
Invoice: 32620279

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	3.10	1,000.00	3,100.00
J B ELLMAN	17.10	825.00	14,107.50
D G HEIMAN	7.70	975.00	7,507.50
H LENNOX	32.80	900.00	29,520.00
ASSOCIATE			
D J MERRETT	10.40	525.00	5,460.00
L E NELSON	2.30	575.00	1,322.50
J L SEIDMAN	21.90	400.00	8,760.00
T A WILSON	29.00	600.00	17,400.00
O S ZELTNER	27.80	300.00	8,340.00
PARALEGAL			
D M HIRTZEL	20.80	275.00	5,720.00
TOTAL	172.90	USD	101,237.50

Summary of Services

During the time period July 18, 2013 through July 30, 2013, the work performed by Jones Day relating to Case Administration included the following:

- (1) Finalized the papers needed in connection with the commencement of the City's chapter 9 filing, including various filing forms, a creditor list and motions for initial relief from the Bankruptcy Court;
- (2) Addressed various administrative matters essential to the smooth transition of the City into chapter 9;
- (3) Evaluated issues relating to the formation of an official committee of retired employees;
- (4) Maintained a detailed work in process report (the "WIP Report") tracking the workstreams for all restructuring work to help coordinate the efforts of the City and its various professionals; and
- (5) Led weekly meetings with the City's professionals and the Emergency Manager to review the WIP Report and promote coordination and efficiency among the City and its professionals.

JONES DAY

258183-609001

Page 3
October 2, 2013
Invoice: 32620279

Case Administration

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	B S BENNETT Telephone conference with Wilson regarding E&Y declaration.	0.20	1,000.00	200.00
07/18/13	B S BENNETT Telephone conference with Malhotra (Ernst & Young) regarding declaration for filing package.	0.20	1,000.00	200.00
07/18/13	B S BENNETT Telephone conference with Heiman regarding status of numerous pending matters.	0.20	1,000.00	200.00
07/18/13	B S BENNETT Analysis of E&Y declaration for filing package.	0.80	1,000.00	800.00
07/18/13	B S BENNETT Telephone conference with Heiman regarding case filing and related matters.	0.20	1,000.00	200.00
07/18/13	J B ELLMAN Review and comment on memo regarding treatment of pre-petition claims (.40); review creditor list and related issues (.30); communicate with Lennox regarding filing issues (.30); review and provide input of filing package and issues (.50); review revised call center script (.40).	1.90	825.00	1,567.50
07/18/13	D G HEIMAN Conference with Orr regarding status of filing and litigation.	0.50	975.00	487.50
07/18/13	D G HEIMAN Telephone conferences with Orr, et al. regarding Chapter 9 filing (.20); conference with Lennox regarding same (.30).	0.50	975.00	487.50
07/18/13	D G HEIMAN Telephone conferences with Orr, Buckfire, Bennett and Lennox regarding post-petition steps and planning.	1.50	975.00	1,462.50
07/18/13	D M HIRTZEL Plan and prepare for electronic filing of Chapter 9 case and other motions (3.20); review exhibits to same and motions to ensure requirements are met, including size of file to be electronically filed (3.30); break down of large files in connection with list of creditors to meet electronic filing requirements (2.20); complete first day filing (2.80); assist in creation of binders containing case law or pleadings filed (2.00).	13.50	275.00	3,712.50
07/18/13	H LENNOX Conferences with Heiman, Miller, Cullen, Wilson, others regarding filing issues and filing (4.70); add up call with restructuring team (.70); review governor's authorization letter (.20).	5.60	900.00	5,040.00
07/18/13	H LENNOX Update call with Heiman regarding Chapter 9 filing.	0.50	900.00	450.00
07/18/13	H LENNOX Review and revise first day pleadings.	4.30	900.00	3,870.00
07/18/13	H LENNOX Review and revise communications regarding filing (.20); telephone conferences with Mays (City), Bonsall (City), Orr, Tedder (State), Moss, Brader (State) regarding same (.90).	1.10	900.00	990.00
07/18/13	D J MERRETT Revise top 20 list (1.00); communicate with Ellman regarding same (.20); communicate with Wilson, Green (Miller Canfield), LaPlante (Miller Canfield) regarding same (.20); revise emergency manager signature pages (.80); review creditor list (1.80); communicate with Lennox regarding same (.20); communicate with Panagiotakis (Ernst & Young) regarding same (.20); assignment to Zeltner regarding first-day motion review (.20); communicate with Seidman regarding service of first-day papers (.30); communicate with Lennox regarding signatures to first-day papers (.20); communicate with Zeltner, Seidman, regarding same (.30); conference with Panagiotakis, Forrest, Less (all Ernst & Young) regarding creditor list (.50); communicate with E&Y regarding modifications to creditor list (.50); communicate with Hirtzel regarding filing procedures (.50).	7.00	525.00	3,675.00

JONES DAY

258183-609001

Page 4

October 2, 2013

Case Administration

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	D J MERRETT Communicate with Paque (KCC) regarding case hotline and website.	0.30	525.00	157.50
07/18/13	J L SEIDMAN Finalize petition and prepare for and oversee filing of same (.50); review, revise and finalize case commencement motion (1.70); motion to appoint KCC (1.40); motion to appoint retiree committee (.60); organize same with exhibits for final Lennox review (.40); prepare for and oversee filing of same (.70); various communications with Hirtzel and Yakovich regarding creation of hearing binders (.70).	6.00	400.00	2,400.00
07/18/13	T A WILSON Review and revise motion to appoint KCC as claims and noticing agent (.80); communicate with Seidman regarding same (.20).	1.00	600.00	600.00
07/18/13	T A WILSON Communicate with Green (Miller Canfield) regarding signature pages for first day papers (.50); prepare chapter 9 petition for filing (.30); communicate with Orr, Heiman, Lennox, Seidman, Hirtzel regarding same (.20).	1.00	600.00	600.00
07/18/13	T A WILSON Review and revise case commencement motion and related exhibits (1.00); communicate with Seidman regarding same (.20); various communications with Lennox, Ellman, Seidman, Zeltner, Hirtzel regarding filing of first day papers (1.70); communicate with Paque (KCC), Estrada (KCC), Lennox regarding service issues related to first day filings (.50).	3.40	600.00	2,040.00
07/18/13	T A WILSON Review and revise motion to appoint retiree committee (.50); communicate with Seidman, Hirtzel regarding filing of same (.20).	0.70	600.00	420.00
07/18/13	O S ZELTNER Prepare first day pleadings and papers for filing by shepardizing and cite-checking cases, proofreading and other miscellaneous edits (11.10); assist with filing of same (2.60); various meetings and telephone calls regarding first day motions with Lennox, Wilson, Seidman and others (1.00).	14.70	300.00	4,410.00
07/19/13	J B ELLMAN Review issues relating to the filing and transition in to chapter 9 (.40); communicate with Paque (KCC) regarding call center script and planning (.20); review employee memo regarding chapter 9 filing (.20); communicate with Seidman regarding case management issues (.30); communicate with Lennox regarding case management plans (.20); conference with Mays regarding filing issues and communications (.10).	1.40	825.00	1,155.00
07/19/13	D M HIRTZEL Plan and prepare for electronic filing of motions in Chapter 9 case (1.70); review exhibits and pleadings regarding same to ensure requirements are met (1.60).	3.30	275.00	907.50
07/19/13	H LENNOX Multiple communications with Wilson, Green (Miller Canfield), Nowling (City) regarding creditor list (.50); status meetings with Heiman (.50); conference with team regarding next steps (.80).	1.80	900.00	1,620.00
07/19/13	D J MERRETT Communicate with Lee (Ernst & Young) and Wilson regarding creditor list (.50); review communications from E&Y and KCC regarding same (.20).	0.70	525.00	367.50
07/19/13	L E NELSON Review and comment on multiple documents prior to uploading to data room (1.00); update log of creditor communications (.30).	1.30	575.00	747.50
07/19/13	J L SEIDMAN Various communications with Wilson regarding list of creditors pursuant to section 924 and need to redact same (.30); various communications with Lennox, Ellman, Wilson, Merrett and Zeltner regarding initial motions and related issues (.70).	1.00	400.00	400.00

JONES DAY

258183-609001

Page 5

October 2, 2013

Case Administration

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/19/13	T A WILSON	1.00	600.00	600.00
	Review and revise motion for expedited hearing (.60); communicate with Seidman, Estrada (KCC) regarding same (.20); communicate with internal and external Detroit teams regarding filed motions (.20).			
07/19/13	T A WILSON	3.00	600.00	1,800.00
	Various communications with Nowling (City), Hoffmann, Moss, Lennox, Lee (Ernst & Young), Jerneycic (Ernst & Young), Paque (KCC), Seidman, Merrett, Zeltner regarding potential amendment of section 924 list of creditors (2.60); review same (.40).			
07/19/13	O S ZELTNER	2.90	300.00	870.00
	Final edits for remaining first day motions (2.10); draft notice of filing of retiree committee motion (.80).			
07/20/13	J B ELLMAN	3.00	825.00	2,475.00
	Review incoming correspondence regarding chapter 9 issues and developments (.30); review creditor list issues (.20); communicate with Wilson regarding WIP issues (.10); review and comment on analysis of Constitutional issues regarding the filing and PA 436 (.30); review information to update WIP report (.40); communicate with Hoffmann regarding vendor issues and status (.10); revise WIP report (1.60).			
07/20/13	H LENNOX	0.80	900.00	720.00
	Communications with Heiman, Bennett regarding progress of tasks and next steps.			
07/21/13	H LENNOX	1.00	900.00	900.00
	Telephone conference with Heiman, Bennett regarding case management issues, committees, hearing issues and case planning (.50); review and revise WIP report (.30); update call with Heiman (.20).			
07/21/13	T A WILSON	4.50	600.00	2,700.00
	Update work in process report, including format updates for Chapter 9 setting (4.00); communicate with Ellman, Lennox, working group regarding same (.50).			
07/21/13	O S ZELTNER	0.60	300.00	180.00
	Research past opinions by Judge Rhodes.			
07/22/13	B S BENNETT	0.60	1,000.00	600.00
	Telephone conference with working group regarding status of all matters and public comments.			
07/22/13	J B ELLMAN	1.40	825.00	1,155.00
	Comment on updated WIP report (.30); review objections to initial motions (.40); communicate with Lennox regarding same (.20); review initial Court orders (.30); review correspondence regarding initial creditor list and information (.20).			
07/22/13	D G HEIMAN	0.50	975.00	487.50
	Respond to miscellaneous bankruptcy inquiries from City.			
07/22/13	D G HEIMAN	1.00	975.00	975.00
	Review Judge's ruling on expedited hearing, status conferences, etc. (.50); conferences with Lennox, Bennett and Hertzberg (Pepper Hamilton) regarding same (.50).			
07/22/13	D M HIRTZEL	0.50	275.00	137.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review x3.			
07/22/13	H LENNOX	1.60	900.00	1,440.00
	Participate in weekly WIP call with City and advisors to coordinate tasks (.80); call with key advisors, Orr regarding communications issues (.50); telephone conference with Rogers, Syncora local counsel regarding case management motion (.30).			
07/22/13	D J MERRETT	1.50	525.00	787.50
	Communicate with Ellman, Wilson regarding top 20 creditor list (.20); communicate with Seidman regarding same (.10); revise top 20 list (.50); conference with Wilson, Zeltner regarding expedited hearing procedures and response deadlines (.20); review local rules in connection with same (.30); communicate with Zeltner regarding same (.20).			

JONES DAY

258183-609001

Page 6

October 2, 2013

Case Administration

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	J L SEIDMAN	1.40	400.00	560.00
	Communicate with Papanos at DDA regarding contact information for DDA loan payable (.20); draft and revise amended top 20 list to reflect correct DDA contact information (.50); draft and revise notice of filing amended top 20 list (.60); communicate with Wilson regarding same (.10).			
07/22/13	T A WILSON	2.80	600.00	1,680.00
	Communicate with Lennox, Seidman, Dick regarding response to objection to ex parte scheduling motion (.70); communicate with Lennox, Seidman, Hirtzel regarding notices of appearance for Jones Day (.40); review proposed scheduling order entered by bankruptcy court (.20); communicate with Lennox, Ellman, Estrada (KCC), Pastor (KCC) regarding service of scheduling order entered by Court (.60); communicate with Merrett, Seidman regarding necessary amendment to Top 20 unsecured creditor list (.20); communicate with Zeltner regarding obtaining opinions issued by Judge Rhodes (.20); review amended Top 20 list and communicate with Seidman regarding same (.20); communicate with Zeltner, Rosenblum regarding objection deadlines and motion practice under local bankruptcy rules (.30).			
07/23/13	B S BENNETT	0.40	1,000.00	400.00
	Analysis of order regarding revised agenda for status conference, mediation order.			
07/23/13	D M HIRTZEL	0.50	275.00	137.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review x3.			
07/23/13	H LENNOX	0.40	900.00	360.00
	Review and revise motion to exceed page limits (.20); telephone confrence with Wilson regarding same (.20).			
07/23/13	T A WILSON	0.60	600.00	360.00
	Communicate with Lee (Ernst & Young) regarding revisions to section 924 list (.20); communicate with Lennox, McDermott (US Trustee), Forrest (Ernst & Young) regarding summary of claims by federal government agency creditors (.40).			
07/24/13	J B ELLMAN	0.80	825.00	660.00
	Review additional objections to initial motions (.50); draft comments regarding same (.30).			
07/24/13	D G HEIMAN	1.00	975.00	975.00
	Meetings with Cullen and Lennox regarding next steps.			
07/24/13	D M HIRTZEL	0.30	275.00	82.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
07/24/13	H LENNOX	0.90	900.00	810.00
	Meeting with UST's office, Green, LaPlante (Miller Canfield) regarding retiree committee motion.			
07/24/13	D J MERRETT	0.30	525.00	157.50
	Communicate with Ellman regarding KCC services agreement (.20); communicate with Mays (City), regarding same (.10).			
07/25/13	B S BENNETT	0.30	1,000.00	300.00
	Telephone conference with Buckfire regarding asset appraisal, mediation proposal by court, Assured proposal for talks.			
07/25/13	J B ELLMAN	2.50	825.00	2,062.50
	Review and respond to voluminous chapter 9-related correspondence (.60); communicate with E&Y regarding 924/925 list (.10); review Judge Rhodes opinions (.40); communicate with Lennox regarding chapter 9 and professional issues (.20); review materials for weekly email blast (.40); communicate with JD team regarding same (.40); draft same (.40).			
07/25/13	D M HIRTZEL	0.30	275.00	82.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			

JONES DAY

258183-609001

Page 7

October 2, 2013

Case Administration

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/25/13	H LENNOX	2.90	900.00	2,610.00
	Telephone conferences with Mays (City), Seidman regarding inquiries regarding retiree committee (.30); Telephone conference with Levine (AFSCME) regarding retiree committee motion (.40); review and revise WIP report (1.50); conferences with Wilson regarding revised creditor lists (.20); review and revise notice of same (.10); conferences with Heiman regarding task coordination among professionals (.40).			
07/25/13	L E NELSON	1.00	575.00	575.00
	Update creditor communications log and summaries to reflect additional meetings (.80); communicate with Lennox regarding same (.10); communicate with Ball regarding same (.10).			
07/25/13	J L SEIDMAN	1.30	400.00	520.00
	Draft and revise notice of filing amended section 924 list of creditors and amended list of creditors, including pursuant to Wilson comments (1.10); draft and revise notice of filing amended Top 20 List (.20).			
07/25/13	T A WILSON	1.40	600.00	840.00
	Review and revise notice of amended top 20 creditor list (.20); communicate with Seidman, Lennox regarding same (.20); communicate with Seidman, Lennox, Ellman regarding filing of top 20 and section 924/925 lists (.50); review and revise notice of amended section 924 list (.20); communicate with Seidman, Lennox, Nowling (City), Mays (City), Penn (City), regarding same (.30).			
07/26/13	J B ELLMAN	1.70	825.00	1,402.50
	Review court stay orders (.20); communicate with Wilson regarding same (.10); revise and finalize weekly memo (.50); communicate with Lennox, Mays and others regarding same (.50); communicate with Wilson, E&Y regarding 924/925 list (.40).			
07/26/13	D M HIRTZEL	0.30	275.00	82.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
07/26/13	H LENNOX	0.90	900.00	810.00
	Call with Heiman regarding open items and retiree committee (.20); conferences with Miller and Orr regarding same (.20); evaluate retiree committee issues (.20); review and revise WIP report (.10); telephone conference with Penn (.20).			
07/26/13	T A WILSON	0.30	600.00	180.00
	Communicate with Seidman regarding research related to retiree committee costs.			
07/27/13	J B ELLMAN	0.50	825.00	412.50
	Review and respond to issues relating to the motion to appoint a retiree committee (.30); communicate with Lennox regarding same (.20).			
07/27/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Lennox regarding retirees schedule and retiree committee.			
07/27/13	H LENNOX	1.80	900.00	1,620.00
	Telephone conferences with Heiman, Herman (Miller Buckfire) regarding upcoming meetings (.30); telephone conference with Cecotti and Levine regarding retiree committee request (.50); communication with client regarding same (.60); review retiree committee motion and proposed UST language regarding proposed order (.20); review and revise WIP report (.20).			
07/27/13	T A WILSON	2.00	600.00	1,200.00
	Revise work in process report (1.70); communicate with Lennox, various JD personnel regarding same (.30).			
07/28/13	J L SEIDMAN	1.90	400.00	760.00
	Research (Bloomberg; Westlaw) regarding committee compensation in chapter 9 cases.			
07/28/13	T A WILSON	0.40	600.00	240.00
	Revise work in process report (.20); communicate with external and internal teams regarding same (.20).			

JONES DAY

258183-609001

Page 8

October 2, 2013

Case Administration

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/29/13	J B ELLMAN Review updated WIP Report (.20); attend and participate in weekly WIP call (1.00); conference with Heiman, Lennox, Miller, Wilson regarding retiree committee motion, objections, issues and approaches (.70); review voluminous incoming case correspondence (.50).	2.40	825.00	1,980.00
07/29/13	D G HEIMAN Conference call with Lennox, Miller, Wilson and Ellman regarding retiree committee.	0.70	975.00	682.50
07/29/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.30	275.00	82.50
07/29/13	H LENNOX Participate in weekly WIP call with client and advisors (1.00); review and revise UST language regarding proposed order and communications with Wilson, Ellman, Orr, Ginniarakis (Office of U.S. Trustee) regarding same (1.00); conferences with Heiman, Miller regarding retiree committee issues (.80); participate in weekly communications call (.50).	3.30	900.00	2,970.00
07/29/13	D J MERRETT Communicate with Mays (City) regarding KCC application.	0.10	525.00	52.50
07/29/13	J L SEIDMAN Research (Westlaw; Bloomberg) regarding committee compensation in chapter 9 (1.70); review and analyze case law and pleadings regarding same (2.90); draft, review and revise memorandum to Lennox regarding same, including pursuant to Wilson comments (2.40).	7.00	400.00	2,800.00
07/29/13	T A WILSON Participate in weekly work in process call with City personnel and professionals.	1.00	600.00	600.00
07/29/13	T A WILSON Communicate with Zeltner regarding research related to limitation of retiree committee costs (.10); participate in call with Heiman, Lennox, Ellman, Miller regarding open issues related to formation of retiree committee and approach to treatment of pensions and benefits (.70); review memoranda regarding the payment of official committee costs in chapter 9 (.30); communicate with Seidman, Lennox regarding same (.40); communicate with Lennox regarding timing of committee appointment and entry of order for relief (.10); limited research regarding same (.20); review revised retiree committee order and communicate with Lennox regarding same (.20); revise retiree committee order (.20).	2.20	600.00	1,320.00
07/29/13	T A WILSON Communicate with Seidman regarding filing of amended Top 20 creditor list.	0.20	600.00	120.00
07/29/13	O S ZELTNER Research (2.80) and draft (1.60) e-mail memo regarding rejection of executory contracts for Lennox.	4.40	300.00	1,320.00
07/29/13	O S ZELTNER Research (3.40) and draft (1.80) memo to Wilson regarding payment of committee administrative expenses in chapter 9.	5.20	300.00	1,560.00
07/30/13	B S BENNETT Analysis of court order regarding procedures for motions.	0.20	1,000.00	200.00
07/30/13	J B ELLMAN Review and comment on proposed edits to retiree committee order (.40); communicate with Heiman, Orr, Lennox regarding same (.20); review and edit union proposed language (.20); respond to noticing inquiries (.10).	0.90	825.00	742.50
07/30/13	D G HEIMAN Conference with Lennox regarding non-prejudice statement and related issues on retiree committee.	0.50	975.00	487.50
07/30/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.30	275.00	82.50

JONES DAY

258183-609001

Page 9

Case Administration

October 2, 2013

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/30/13	H LENNOX	3.00	900.00	2,700.00
	Revise retiree committee order per comments received (.50); telephone conference with Giannirakis regarding same (.20); calls with Levine (Lowenstein Sandler), Ceccotti (Cohen Weiss), Giannirakis (Office of U.S. Trustee) regarding retiree committee issues (1.10); review retiree association pleadings regarding same (.40); telephone conference with Moore (Conway MacKenzie), Orr, Malhotra (Ernst & Young) regarding committee expenses (.50); telephone conference with Penn (City), regarding Clark Hill issues (.30).			
07/30/13	J L SEIDMAN	2.60	400.00	1,040.00
	Draft memorandum to Lennox regarding retiree committees in chapter 9 cases (.20); conduct follow-up research (Bloomberg) regarding same and draft follow-up memorandum to Lennox regarding same (.60); various communications with Lennox and research regarding authority for proposition that unions cannot bind retirees (.50); review Court's proposed motion procedures (.20); review proposed case management order in preparation for court hearings and draft memorandum to Lennox, Ellman and Wilson regarding potential additional/different motion procedures (.90); prepare signature page for amended section 924 list of creditors (.10) and communicate with Mays (City) regarding signatures pages for same and for amended Top 20 List (.10).			
07/30/13	T A WILSON	0.20	600.00	120.00
	Review proposed motion procedures issues by bankruptcy court and related correspondence.			
07/30/13	T A WILSON	0.40	600.00	240.00
	Review proposed language for inclusion in retiree committee order and communicate with Lennox regarding same (.10); review retiree associations objection to motion to appoint retiree committee (.30).			
07/31/13	J B ELLMAN	0.60	825.00	495.00
	Review and comment on updated retiree committee order (.20); communicate with Lennox regarding same (.10); review and respond to case correspondence (.30).			
07/31/13	D G HEIMAN	1.00	975.00	975.00
	Review Pension System objection to Retiree Committee (.60); conference with Lennox regarding same (.40).			
07/31/13	D M HIRTZEL	1.50	275.00	412.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review (.30); prepare for and electronically file amended list of top 20 unsecured claims and arrange for service of same with KCC (.50); revise draft notice of appearance per Lennox's comments (.30); communicate with Lennox regarding same (.10); electronically file same via court's ECF system (.30).			
07/31/13	H LENNOX	2.90	900.00	2,610.00
	Review revised reservation of rights language regarding retiree committee and comment (.50); telephone conferences with Levine (Lowenstein Sandler), Ceccotti (Cohen Weiss), Giannirakis (Office of U.S. Trustee), JD team regarding same (.80); review and revise notice of revised order (.20); review and revise WIP report (.30); review and analyze proposed motion practice and comments on same (.80); review pension fund objection to retiree committee motion (.30).			
07/31/13	D J MERRETT	0.50	525.00	262.50
	Communicate with Lennox, Seidman regarding KCC services agreement (.20); communicate with Mays (City) regarding same (.30).			
07/31/13	J L SEIDMAN	0.70	400.00	280.00
	Conference with Wilson regarding Court's proposed eligibility timeline and proposed motion procedures (.10); conference with Zeltner regarding local rule regarding affidavits (.10); communicate with Mays (City), Merrett regarding executed KCC agreement (.10); draft and revise notice of filing revised proposed order granting retiree committee motion (.20); finalize notice of filing amended list of creditors pursuant to section 924 (.20).			
07/31/13	T A WILSON	0.10	600.00	60.00
	Review notice of appearance for Jones Day attorneys.			

JONES DAY

258183-609001

Page 10

October 2, 2013

Case Administration

Invoice: 32620279

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/31/13	T A WILSON Review revised language for retiree committee order and communicate with Lennox regarding same (.10); communicate with Lennox, Seidman regarding notice of filing of revised retiree committee order (.30); review and revise same (.30); review pension systems' objection to motion to appoint retiree committee (.40).	1.10	600.00	660.00
07/31/13	T A WILSON Various communications with Mays (City), Nowling (City), Penn (City), Lee (Ernst & Young), Lennox, Hirtzel regarding amended section 924 list of creditors and further necessary adjustments to same.	1.70	600.00	1,020.00
TOTAL		172.90	USD	101,237.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609001

Invoice: 32620279E

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

DISBURSEMENTS & CHARGES

Court Costs	30.00	
Document Reproduction Charges	1,094.00	
General Communication Charges	33.72	
Long Distance	44.25	
Travel - Air Fare	1,244.38	
Travel - Food and Beverage Expenses	32.60	
Travel - Hotel Charges	1,668.96	
Travel - Other Costs	238.27	
Travel - Taxi Charges	200.12	
United Parcel Service Charges	87.06	
		4,673.36 **
TOTAL	USD	4,673.36

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609001/32620279 IN YOUR PAYMENT

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 32.60

JONES DAY

258183-609001

Page 2
October 2, 2013
Invoice: 32620279E

Case Administration

DISBURSEMENT DETAIL

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
07/31/13	T HOFFMANN Airfare Detroit, MI. Supplier Meetings. 19-Jul-2013	CHI	812.92
07/31/13	T HOFFMANN Airfare Detroit, MI. Supplier meeting. 21-Jul-2013	CHI	431.46
	Air Fare Subtotal		1,244.38
07/31/13	H LENNOX Internet Connection - In room 24-Jul-2013	NYC	7.95
07/31/13	H LENNOX Communication charges Telephone Tax State 24-Jul-2013	NYC	0.48
07/31/13	T HOFFMANN Internet Connection Detroit, MI. Supplier Meetings. 23-Jul-2013	CHI	15.90
07/31/13	T HOFFMANN Communication charges Detroit, MI. Supplier Meetings. 23-Jul-2013	CHI	0.96
07/31/13	T HOFFMANN Internet Connection Detroit, MI. Supplier Meetings. 23-Jul-2013	CHI	7.95
07/31/13	T HOFFMANN Communication charges Detroit, MI. Supplier Meetings. 23-Jul-2013	CHI	0.48
	Communication charges Subtotal		33.72
07/23/13	S YOUNG Court costs - CLERK, US BANKRUPTCY COURT SEARCH OF RECORDS OF THE COURT (PER NAME OR ITEM)	ZFI	30.00
	Court costs Subtotal		30.00
07/18/13	WAS ACCOUNTING Duplication through 07/18/2013	WAS	186.50
07/25/13	CHI ACCOUNTING Duplication charges through 07/25/2013	CHI	53.40
07/25/13	WAS ACCOUNTING Duplication charges through 07/25/2013	WAS	199.90
07/25/13	CLE ACCOUNTING Duplication charges through 07/25/2013	CLE	608.20
07/25/13	WAS ACCOUNTING Duplication charges through 07/25/2013	WAS	24.60
07/31/13	CHI ACCOUNTING Duplication charges through 07/31/2013	CHI	21.40
	Duplication charges Subtotal		1,094.00
07/31/13	H LENNOX Food and beverage expenses dinner During return travel from Detroit to Cleveland after 7/24 hearing. 24-Jul-2013	NYC	7.60
07/31/13	T HOFFMANN Food and beverage expenses other Detroit, MI. Supplier Meetings. 23-Jul-2013	CHI	25.00
	Food and beverage expenses Subtotal		32.60
07/31/13	H LENNOX Hotel charges Overnight 23-Jul-2013 to 24-Jul-2013 1 nights	NYC	342.70

JONES DAY

258183-609001

Page 3
October 2, 2013
Invoice: 32620279E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
07/31/13	T HOFFMANN Hotel charges Detroit, MI. Supplier Meetings. 18-Jul-2013 to 19-Jul-2013 1 nights	CHI	292.10
07/31/13	T HOFFMANN Hotel charges Detroit, MI. Supplier Meetings. 21-Jul-2013 to 23-Jul-2013 2 nights	CHI	508.02
07/31/13	T HOFFMANN Hotel charges Detroit, MI. Supplier Meetings. 23-Jul-2013 to 25-Jul-2013 2 nights	CHI	526.14
	Hotel charges Subtotal		1,668.96
07/18/13	NYC ACCOUNTING Long distance charges through 07/18/2013	NYC	11.25
07/18/13	WAS ACCOUNTING Long distance charges through 07/18/2013	WAS	3.75
07/25/13	CLE ACCOUNTING Long distance charges through 07/25/2013	CLE	7.95
07/31/13	CLE ACCOUNTING Long distance charges through 07/31/2013	CLE	19.80
07/31/13	H LENNOX Long distance charges 19-Jul-2013	NYC	1.50
	Long distance charges Subtotal		44.25
07/31/13	H LENNOX Mileage expenses From office to Detroit re: 7/24 hearing. 23-Jul-2013 189.00 Miles @ Rate .565	NYC	106.79
07/31/13	H LENNOX Mileage expenses From Detroit to Cleveland after 7/24 hearing. 24-Jul-2013 169.00 Miles @ Rate .565	NYC	95.48
	Mileage expenses Subtotal		202.27
07/31/13	H LENNOX Parking expenses Overnight 24-Jul-2013, regarding travel to Detroit	NYC	25.00
	Parking expenses Subtotal		25.00
07/31/13	T HOFFMANN Taxi fare Detroit, MI. Supplier Meetings. 21-Jul-2013	CHI	68.00
07/31/13	T HOFFMANN Taxi fare Detroit, MI. Supplier Meetings. 21-Jul-2013	CHI	42.06
07/31/13	T HOFFMANN Taxi fare Detroit, MI. Supplier Meetings. 25-Jul-2013	CHI	45.00
07/31/13	T HOFFMANN Taxi fare Detroit, MI. Supplier Meetings. 28-Jul-2013	CHI	45.06
	Taxi Fare Subtotal		200.12
07/31/13	H LENNOX Toll charges Ohio Turnpike during travel from Detroit. 24-Jul-2013	NYC	6.25
07/31/13	H LENNOX Toll charges Ohio Turnpike during travel to Detroit. 23-Jul-2013	NYC	4.75
	Toll charges Subtotal		11.00
07/24/13	B ROSENBLUM United Parcel Service: Susan T. Brown , U.S. Bank National Association, 1Z10445E019023 57	NYC	10.37
07/24/13	B ROSENBLUM United Parcel Service: Edwin Smith, Bingham McCutchen, 1Z10445E0190504377	NYC	7.29

JONES DAY

258183-609001

Page 4
October 2, 2013
Invoice: 32620279E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
07/24/13	B ROSENBLUM United Parcel Service: Ryan Bennett James S, Kirkland & Ellis LLP, 1Z10445E0190535398	NYC	11.32
07/24/13	B ROSENBLUM United Parcel Service: William P. Smith, McDermott Will & Emery, 1Z10445E0191906584	NYC	11.32
07/24/13	B ROSENBLUM United Parcel Service: Lary Stromfeld, Cadwalader, Wickersham & Taft LLP, 1Z10445E01952765	NYC	7.29
07/24/13	B ROSENBLUM United Parcel Service: Corporation Counsel, City of Detroit Law Dept., 1Z10445E01995929	NYC	10.37
07/24/13	B ROSENBLUM United Parcel Service: Claude LeBlanc, Syncora Capital Assurance Inc., 1Z10445E01960749	NYC	7.29
07/31/13	H LENNOX United Parcel Services Charges, Stephen LaPlante, Miller Canfield, 1Z10445EA295494474	NYC	21.81
	United Parcel Service charges Subtotal		87.06
TOTAL		USD	4,673.36

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609003

Invoice: 32620289

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Court Hearings

USD 112,137.50

TOTAL

USD 112,137.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609003/32620289 IN YOUR PAYMENT

JONES DAY

258183-609003

Court Hearings

Page 2
October 2, 2013
Invoice: 32620289

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	7.00	1,000.00	7,000.00
T F CULLEN JR	28.80	950.00	27,360.00
D G HEIMAN	25.70	975.00	25,057.50
H LENNOX	30.50	900.00	27,450.00
G M SHUMAKER	10.40	825.00	8,580.00
ASSOCIATE			
A J DICK	8.00	475.00	3,800.00
D T MOSS	5.30	600.00	3,180.00
J L SEIDMAN	13.60	400.00	5,440.00
PARALEGAL			
D M HIRTZEL	5.30	275.00	1,457.50
B J YAKOVICH	12.50	225.00	2,812.50
TOTAL	147.10	USD	112,137.50

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Court Hearings included the following:

- (1) Prepared materials for the initial court hearing in the City's chapter 9 case on July 24, 2013 and status conferences on July 30, 2013 and August 2, 2013, including notes, argument outlines and demonstrative exhibits;
- (2) Researched legal issues for matters scheduled for hearing or status conference; and
- (3) Prepared for, attended and participated in the Court's first day hearing on July 24, 2013 and status conference on automatic stay matters on July 30, 2013.

JONES DAY

258183-609003

Page 3

October 2, 2013

Court Hearings

Invoice: 32620289

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	B J YAKOVICH Review/analyze filed motions and declarations for purposes of preparing court and hearing binders (2.50); download case law cited in motions for same using Westlaw (2.00); revise indices and assemble binders (5.30); conferences (several) with Seidman regarding same and service issues (1.00).	10.80	225.00	2,430.00
07/19/13	B S BENNETT Analysis of proposed outline for first day of presentation.	0.20	1,000.00	200.00
07/19/13	B S BENNETT Prepare for first day argument.	0.80	1,000.00	800.00
07/19/13	T F CULLEN JR Draft procedures and analyze issues for July 24 hearing.	4.50	950.00	4,275.00
07/19/13	D G HEIMAN Prepare first-day hearing outline (.80); conferences with Bennett and Lennox regarding same (.70).	1.50	975.00	1,462.50
07/19/13	D M HIRTZEL Assistance to B. Yakovich in creation of binders containing case law cited in eligibility brief and stay motions (2.70); research various state statutes and obtain same in preparation for case binders to be used at first day hearing (2.60).	5.30	275.00	1,457.50
07/19/13	H LENNOX Review and comment on first day hearing outline (.20); review motion for expedited hearing (.20); telephone conference with Seidman regarding same (.20); telephone conferences with Green, LaPlante (Miller Canfield) regarding same (.40).	1.00	900.00	900.00
07/19/13	J L SEIDMAN Draft and revise hearing summaries for initial motions for requested initial hearing (2.00); oversee creation of binders for first day hearing and comment on same (.50).	2.50	400.00	1,000.00
07/19/13	J L SEIDMAN Review, revise, finalize and file motion for an expedited hearing.	0.80	400.00	320.00
07/19/13	B J YAKOVICH Review and update hearing binders with additional filings (1.40); conferences with Lennox and Seidman regarding same (.30).	1.70	225.00	382.50
07/20/13	D G HEIMAN Conference with Lennox and Bennett regarding first-day hearing presentations.	0.50	975.00	487.50
07/21/13	D G HEIMAN Conference with Bennett and Lennox regarding first-day hearing presentations.	0.50	975.00	487.50
07/21/13	H LENNOX Review papers for first day hearing to prepare for same.	1.20	900.00	1,080.00
07/21/13	J L SEIDMAN Draft, review and revise hearing summaries of case commencement motion, case management motion, motion to appoint KCC, motion to confirm stay and motion to extend stay for requested initial hearing (2.60); communicate with Lennox regarding same (.20).	2.80	400.00	1,120.00
07/22/13	B S BENNETT Prepare memoranda to Lennox and Wilson regarding jurisdiction argument.	0.20	1,000.00	200.00
07/22/13	B S BENNETT Analysis of order regarding conduct of hearings.	0.20	1,000.00	200.00

JONES DAY

258183-609003

Page 4

October 2, 2013

Court Hearings

Invoice: 32620289

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	B S BENNETT Telephone conference with Heiman, Lennox, Cullen regarding court orders (.20); and prepare for hearings set for July 24, August 2 (.30).	0.50	1,000.00	500.00
07/22/13	B S BENNETT Analysis of order regarding scheduling.	0.30	1,000.00	300.00
07/22/13	T F CULLEN JR Preparation for Detroit bankruptcy hearing, including analysis of papers and arguments (6.00); consultation with team regarding same, including exclusive jurisdiction, stay extension scheduling (1.00); review of filed objections and all issues raised (3.00).	10.00	950.00	9,500.00
07/22/13	A J DICK Research (1.90) and draft (2.60) argument on exclusive bankruptcy jurisdiction.	4.50	475.00	2,137.50
07/22/13	D G HEIMAN Prepare for first-day hearing (1.00); review first-day declarations (Orr, Malhotra (Ernst & Young) and Moore (Conway MacKenzie)) for same (1.00).	2.00	975.00	1,950.00
07/22/13	H LENNOX Review pension fund objection to hearing (.10); communications with team regarding response to same (.30); review court's scheduling order (.20); communication with Green (MC) regarding same (.10); communications with JD team regarding same (1.00); review documents and case law and prepare for 7/24 hearing (7.40).	9.10	900.00	8,190.00
07/22/13	J L SEIDMAN Revise hearing agenda (.20); review court order regarding initial hearings/status conference (.10) and communicate with Wilson regarding same (.10); begin to draft reply in support of motion for expedited hearing (.50); communicate with Zeltner (.10) and conduct research (.80) regarding same.	1.80	400.00	720.00
07/22/13	J L SEIDMAN Communications with Yakovich and Wysocki (MC) regarding court's order and hearing preparations.	0.60	400.00	240.00
07/22/13	G M SHUMAKER Telephone conference with Cullen, B. Bennett, Heiman and Lennox regarding planning for upcoming hearing before Judge Rhodes and strategy in connection with same.	1.00	825.00	825.00
07/23/13	B S BENNETT Conference with Heiman, H. Lennox, Cullen regarding preparation for hearing on automatic stay and jurisdiction issues.	0.50	1,000.00	500.00
07/23/13	B S BENNETT Prepare memorandum to Heiman, Lennox regarding new agenda for status conference.	0.10	1,000.00	100.00
07/23/13	T F CULLEN JR Preparation for Detroit bankruptcy hearing, including analysis of papers and arguments (5.00); consultation with team regarding same, including exclusive jurisdiction, stay extension scheduling (1.00).	6.00	950.00	5,700.00
07/23/13	T F CULLEN JR Preparation for Detroit bankruptcy hearing, including analysis of papers and arguments and development of litigation strategy (3.80); consultation with Heiman, Lennox, Shumaker regarding same (1.50).	5.30	950.00	5,035.00
07/23/13	A J DICK Review/analyze bankruptcy and state court jurisdiction in Chapter 9.	3.50	475.00	1,662.50
07/23/13	D G HEIMAN Meeting with Lennox, Cullen, Moss and Bennett regarding first-day hearings and open issues.	1.50	975.00	1,462.50
07/23/13	D G HEIMAN Prepare for hearing on 7/24 (4.00); conferences with Cullen and Lennox regarding same (1.00).	5.00	975.00	4,875.00

JONES DAY

258183-609003

Page 5

October 2, 2013

Court Hearings

Invoice: 32620289

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/23/13	H LENNOX	3.70	900.00	3,330.00
	Revise remarks for 7/24 hearing (1.80) and review case law (1.20) in preparation of same; conferences with JD team, Miller Canfield regarding 7/24 hearing preparations (.70).			
07/23/13	D T MOSS	4.50	600.00	2,700.00
	Review objections to automatic stay (1.00); draft and revise demonstrative of outstanding case summaries and issues related to each with Dick for automatic stay application and relief requested (1.50); communicate with Shumaker, Cullen and Lennox regarding automatic stay demonstrative (.30); edit and revise demonstrative based on comments from Shumaker, Cullen, and Lennox (.20); communicate with local counsel regarding delivery of demonstrative and other logistical issues (.20); review caselaw related to automatic stay in anticipation of hearing (.50); review transcripts from Aquilina hearings regarding stay issues (.80).			
07/23/13	G M SHUMAKER	2.80	825.00	2,310.00
	Telephone conference with Orr, Cullen, Lennox and Moss regarding planning for upcoming hearing before Judge Rhodes (.80); communicate with Dick and Moss regarding assembling litigation chart for same (1.00); draft email to hearing team setting forth position on discovery for Motion to Assume Forbearance Agreement (1.00).			
07/23/13	G M SHUMAKER	1.50	825.00	1,237.50
	Various communications with Cullen, Heiman and Lennox regarding preparations for First Day hearing before Judge Rhodes.			
07/24/13	B S BENNETT	1.00	1,000.00	1,000.00
	Appear at hearing on decision on automatic stay and extension motions.			
07/24/13	B S BENNETT	1.50	1,000.00	1,500.00
	Prepare for hearings on automatic stay and extension.			
07/24/13	T F CULLEN JR	3.00	950.00	2,850.00
	Prepare for (.40) and participate in (2.60) Detroit bankruptcy hearing (partial attendance).			
07/24/13	D G HEIMAN	1.50	975.00	1,462.50
	Prepare for first-day hearing.			
07/24/13	D G HEIMAN	4.50	975.00	4,387.50
	Attend first-day court hearing.			
07/24/13	H LENNOX	5.20	900.00	4,680.00
	Prepare for and participate in first hearing (4.50); telephone conferences with Ellman, Wilson regarding outcome of same (.70).			
07/25/13	B S BENNETT	0.50	1,000.00	500.00
	Telephone conference with Heiman and Lennox regarding planning for August 2 hearing and related matters.			
07/25/13	D G HEIMAN	0.70	975.00	682.50
	Conferences with Bennett and Lennox regarding preparation for 8/2/13 hearing.			
07/25/13	H LENNOX	0.60	900.00	540.00
	Conference with Heiman, Bennett regarding 8/2 hearing and status conference.			
07/26/13	H LENNOX	0.70	900.00	630.00
	Review documents and prepare for 8/2 hearing/status conference (.40); conferences with Heiman, Bennett regarding same (.30).			
07/27/13	G M SHUMAKER	2.00	825.00	1,650.00
	Review Motion to Assume Forbearance Agreement and related documents to prepare to handle initial status conference on same motion.			

JONES DAY

258183-609003

Page 6

October 2, 2013

Court Hearings

Invoice: 32620289

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/28/13	G M SHUMAKER	1.50	825.00	1,237.50
	Review/analyze Syncora's motion for limited discovery in connection with Assumption Motion and related documents, develop possible discovery schedule and otherwise prepare for upcoming status conference regarding same.			
07/29/13	D G HEIMAN	0.50	975.00	487.50
	Telephone conference with Orr regarding status conference issues.			
07/29/13	D G HEIMAN	1.50	975.00	1,462.50
	Prepare for status conference.			
07/29/13	D G HEIMAN	1.30	975.00	1,267.50
	Conference call with Lennox and Bennett to review all pending issues in preparation for status conference.			
07/29/13	H LENNOX	2.00	900.00	1,800.00
	Call with Heiman, Bennett regarding topics for Status Conference (1.50); follow-ups with Heiman, Malhotra (Ernst & Young) (.50).			
07/30/13	B S BENNETT	1.20	1,000.00	1,200.00
	Prepare for hearing on 8/2.			
07/30/13	D G HEIMAN	0.50	975.00	487.50
	Review memorandum regarding collective bargaining agreements in preparation for status conference.			
07/30/13	D G HEIMAN	1.70	975.00	1,657.50
	Prepare for 8/2 status conference (.60); review status of creditor negotiations for same (.70); review Judge Rhodes' timelines (.40).			
07/30/13	H LENNOX	3.20	900.00	2,880.00
	Prepare for and attend status conference regarding emergency lift stay motion (1.30); review case law to prepare for 8/2 hearing (1.60); review CBA status to prepare for 8/2 status conference (.30).			
07/30/13	J L SEIDMAN	1.20	400.00	480.00
	Draft and revise hearing summaries for August 2 hearing (1.10); draft memorandum to Lennox regarding upcoming hearing (.10).			
07/30/13	J L SEIDMAN	2.30	400.00	920.00
	Draft, review and revise summary chart of all meetings with creditors constituencies between June 14, 2013 and present.			
07/30/13	G M SHUMAKER	0.80	825.00	660.00
	Review Assumption Motion and otherwise prepare for upcoming hearing before Judge Rhodes.			
07/30/13	G M SHUMAKER	0.30	825.00	247.50
	Telephone conference with Hertzberg (Pepper Hamilton) regarding strategy for upcoming status conference before Judge Rhodes.			
07/31/13	D G HEIMAN	2.50	975.00	2,437.50
	Prepare for status conference (.50); review creditor meeting log, CBAs, case management, fee examiner and mediator documents in preparation for 8/2/13 hearing (2.00).			
07/31/13	H LENNOX	3.80	900.00	3,420.00
	Review documents and case law to prepare for 8/2 hearing (2.80); review and comment on proposed orders for status conference and communications with Heiman regarding same (1.00).			
07/31/13	D T MOSS	0.80	600.00	480.00
	Review notices of appearance filed by Schuette (.30); edit and revise Heiman's statement for court hearing regarding same (.20); communicate with Heifetz and Cullen regarding the same (.30).			

JONES DAY

258183-609003

Page 7
October 2, 2013
Invoice: 32620289

Court Hearings

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/31/13	J L SEIDMAN Communicate (telephone and email) with KCC regarding Gershbein presence at August 2 hearing (.20); draft, review and revise summary chart of creditor communications in preparation for hearings pursuant to Heiman comments (1.40).	1.60	400.00	640.00
07/31/13	G M SHUMAKER Telephone conference with Hertzberg (Pepper Hamilton) regarding status conference issues.	0.50	825.00	412.50
TOTAL		147.10	USD	112,137.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609005

Invoice: 32620290

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Automatic Stay Matters

USD 122,885.00

TOTAL

USD 122,885.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609005/32620290 IN YOUR PAYMENT

JONES DAY

258183-609005

Page 2
October 2, 2013
Invoice: 32620290

Automatic Stay Matters

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B B ERENS	7.40	850.00	6,290.00
D G HEIMAN	5.50	975.00	5,362.50
H LENNOX	23.40	900.00	21,060.00
G M SHUMAKER	4.70	825.00	3,877.50
ASSOCIATE			
A J DICK	3.20	475.00	1,520.00
C J DIPOMPEO	5.00	475.00	2,375.00
T HOFFMANN	9.80	650.00	6,370.00
D J MERRETT	8.30	525.00	4,357.50
D T MOSS	7.50	600.00	4,500.00
J L SEIDMAN	33.90	400.00	13,560.00
J M TILLER	7.50	600.00	4,500.00
T A WILSON	45.90	600.00	27,540.00
S C WOO	18.30	375.00	6,862.50
O S ZELTNER	46.10	300.00	13,830.00
PARALEGAL			
D M HIRTZEL	3.20	275.00	880.00
TOTAL	229.70	USD	122,885.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Automatic Stay Matters included the following:

- (1) Finalized motions to confirm the application of the automatic stay and to extend the automatic stay under sections 362 and 922 of the Bankruptcy Code (the "Stay Motions");
- (2) Evaluated objections to the Stay Motions, researched related issues and prepared a reply to these objections;
- (3) Prepared notices of pendency in pending litigation involving the City and addressed issues related thereto, and assisted the City in other activities to enforce the protections afforded by the automatic stay;
- (4) Prepared a motion for relief from the stay to allow property tax appeals to go forward and conducted supporting research;
- (5) Prepared a motion to enforce the automatic stay and conducted supporting research; and
- (6) Researched other issues relating to the automatic stay, including (a) the application of the stay to various parties and proceedings and (b) the applicability of certain exception to the automatic stay in section 362(b) of the Bankruptcy Code.

JONES DAY

258183-609005

Page 3

Automatic Stay Matters

October 2, 2013

Invoice: 32620290

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	D G HEIMAN Review draft of confirmation of stay motion (.30); conference with Lennox regarding same (.20).	0.50	975.00	487.50
07/18/13	D J MERRETT Draft and revise motion to extend automatic stay.	1.20	525.00	630.00
07/18/13	T A WILSON Communicate with Lennox, Merrett regarding discrete motions to enforce and extend the automatic stay.	0.40	600.00	240.00
07/18/13	O S ZELTNER Draft notices of pendency.	0.80	300.00	240.00
07/19/13	D G HEIMAN Review automatic stay brief (.50); attend team conference calls regarding same (1.50).	2.00	975.00	1,950.00
07/19/13	D M HIRTZEL Upload proposed orders regarding extend and confirm stay motions.	0.40	275.00	110.00
07/19/13	H LENNOX Review and revise automatic stay motions (1.30); communications with Heiman, Wilson, Green (Miller Canfield), litigation team regarding same (1.00); review and revise Syncora notice of pendency (.10); respond to Woo inquiry regarding 312 arbitrations (.10); review and respond to Keelean (City) questions regarding automatic stay and draft form notice of pendency (.30).	2.80	900.00	2,520.00
07/19/13	H LENNOX Telephone conferences with Green (Miller Canfield) regarding notices of pendency in pension cases.	0.20	900.00	180.00
07/19/13	D J MERRETT Draft and revise motion to extend stay to state entities and non-officer employees (4.40); communicate with Ellman regarding same (.20); draft and revise motion to confirm existence and effect of automatic stay (2.40); communicate with Wilson regarding same (.10).	7.10	525.00	3,727.50
07/19/13	J L SEIDMAN Review, revise, and finalize motions to confirm and extend automatic stay.	2.40	400.00	960.00
07/19/13	G M SHUMAKER Review/revise drafts of Motion to Extend Automatic Stay and Motion Confirming Application of Automatic Stay and other bankruptcy filings (2.20); communicate with Lennox, Stewart and Cullen regarding same (.50).	2.70	825.00	2,227.50
07/19/13	T A WILSON Review and revise motion to confirm the application of the automatic stay (.90); communicate with Lennox, Merrett regarding same (.20); review and revise motion to extend the scope of the automatic stay (2.90); communicate with Lennox, Merrett, Heiman, Stewart, Shumaker, Jerneycic (Ernst & Young), Moore (Conway MacKenzie) regarding same (.60); review recent filings in state court pension lawsuits in connection with same (.50); communicate with Hirtzel, Estrada (KCC) regarding filing and service of stay motions (.20); communicate with Easley, Woo, Lennox regarding application of automatic stay to Act 312 actions (.20).	5.50	600.00	3,300.00
07/19/13	S C WOO Research application of automatic stay to arbitrations.	0.50	375.00	187.50
07/21/13	H LENNOX Communications with Keelean (City) regarding employee indemnities and stay issues.	0.20	900.00	180.00
07/21/13	S C WOO Research case law regarding whether arbitrations and administrative proceedings are automatically stayed by bankruptcy petition.	2.00	375.00	750.00

JONES DAY

258183-609005

Page 4
October 2, 2013
Invoice: 32620290

Automatic Stay Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	D G HEIMAN	1.50	975.00	1,462.50
	Attend conference call with team regarding response to Michigan lawsuits and position on automatic stay.			
07/22/13	H LENNOX	0.80	900.00	720.00
	Telephone conferences with Flancher regarding stay extension motion (.40); communications with litigation team regarding Judge Aqualina further rulings (.40).			
07/22/13	D T MOSS	5.00	600.00	3,000.00
	Communicate with Brader (State) and JD team regarding strategy related to addressing stay of state court lawsuits (1.50); communicate with Heifetz, Dick, DiPompeo and others regarding draft pleadings in response to stay objections, constitutional issues related to bankruptcy court analyzing state law and other issues (1.50); review automatic stay motions and memos prepared by Dick and DiPompeo (2.00).			
07/22/13	J L SEIDMAN	7.50	400.00	3,000.00
	Research regarding whether property tax appeals/actions against City/Assessor are stayed (1.70); draft and revise memorandum to Lennox and Ellman regarding same (.30); research (Westlaw) regarding section 362 automatic stay for purposes of reply in support of stay motions (3.20); review and analyze case law regarding same (2.20); communicate with Wilson regarding same (.10).			
07/22/13	T A WILSON	6.40	600.00	3,840.00
	Review outline of defenses to constitutional challenges to chapter 9 filing in anticipation of objections to motion to extend stay (.30); communicate with Lennox regarding same (.10); participate in conference call with internal JD team regarding upcoming hearing on motions to confirm and extend stay (1.00); communicate with Seidman regarding research regarding application of stay to actions that do not name debtor (.30); review objection to stay extension and stay confirmation motions filed by AFSCME (.40); communicate with Lennox, Seidman, Zeltner regarding same (.50); draft reply in support of stay extension and stay confirmation motion (2.50); research regarding same (1.00); communicate with Dick regarding same (.30).			
07/22/13	S C WOO	4.50	375.00	1,687.50
	Research case law regarding whether arbitrations and administrative proceedings are automatically stayed by bankruptcy petition (2.20); draft notice to arbitrator regarding automatic stay of pending arbitration (2.10); communicate with Easley regarding same (.20).			
07/22/13	O S ZELTNER	8.90	300.00	2,670.00
	Research automatic stay issues related to officers and non-debtor employees (4.30); meet with Wilson and Seidman regarding same (.20); draft e-mails to Lennox and Wilson regarding same (4.40).			
07/23/13	A J DICK	1.00	475.00	475.00
	Draft/revise list of state-court actions in violation of automatic stay.			
07/23/13	A J DICK	2.20	475.00	1,045.00
	Draft/revise chart of pending litigation involving Detroit, EM for automatic stay purposes.			
07/23/13	C J DIPOMPEO	3.80	475.00	1,805.00
	Research for Lennox regarding power of bankruptcy court to enjoin state court proceedings for initial hearing on scope of automatic stay (3.00); draft exhibit regarding pending litigation for same (.80).			
07/23/13	D G HEIMAN	1.00	975.00	975.00
	Review draft reply regarding automative stay issues (.30); conference with Wilson and Lennox regarding same (.70).			
07/23/13	D M HIRTZEL	2.20	275.00	605.00
	Search other cases via PACER for motions to extend the stay, download same and distribute to O. Zeltner (1.00); prepare for and electronically file motion to file reply in support of stay motions in excess of page limit (.40); submit online proposed order granting same (.20); prepare for and electronically file reply in support of stay motions (.40); arrange for service of both pleadings to be served by KCC (.20).			

JONES DAY

258183-609005

Page 5

October 2, 2013

Automatic Stay Matters

Invoice: 32620290

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/23/13	T HOFFMANN	1.80	650.00	1,170.00
	Review issues relating to the application of the automatic stay to certain labor disputes (1.20); communicate with Lennox, Wilson and Zeltner regarding related analysis (.60).			
07/23/13	H LENNOX	6.40	900.00	5,760.00
	Telephone conference with Erens, Keelean (City) regarding stay issues (.30); telephone conferences with Ball regarding Syncora language request and review same (.50); review and revise response to AFSCME objection (2.00); telephone conferences with Wilson, Bennett regarding same (.90); review research and cases regarding same (1.50); review objections to and concurrence in stay motions (1.20).			
07/23/13	D T MOSS	1.50	600.00	900.00
	Review draft response to objections to stay motions (1.00); communicate with Heifetz, Lennox and others regarding response to automatic stay objections (.50).			
07/23/13	J L SEIDMAN	11.20	400.00	4,480.00
	Draft memorandum to Wilson regarding section 362 automatic stay for purposes of reply in support of stay motions (1.40); research regarding AFSCME's abstention argument and review and analyze case law cited regarding same (1.30); draft insert rebutting abstention argument for reply in support of stay motions (.80); cite check and keycite case law cited in reply in support of stay motions (1.50); review and analyze case law provided by Zeltner regarding procedure for requesting extension of stay (1.20); communicate with Wilson regarding same (.10); communications with Wilson regarding local rule imposing 5 page limit on replies (.20); draft and revise ex parte motion to authorize City to file reply in excess of page limit and proposed order granting same (1.10); review Syncora objection to stay motions (.40) and draft summary of same for Lennox (.70); review Flowers objection to stay motion (.30) and draft summary of same for Lennox (.30); review and analyze case law cited in Syncora objection (.90); communicate with Wilson regarding same (.10) and draft memorandum to Wilson regarding same (.90).			
07/23/13	G M SHUMAKER	0.70	825.00	577.50
	Review/comment on Reply Brief in Support of Stay Motion (.50) and communicate with Wilson regarding same (.20).			
07/23/13	T A WILSON	14.90	600.00	8,940.00
	Draft reply in support of stay confirmation motion and stay extension motion (4.30); research regarding same (1.50); communicate with Lennox, Seidman, Zeltner regarding same (.80); revise reply in support of stay motions in light of Lennox, Shumaker, Heiman, Bennett edits (1.50); communicate with Lennox, Shumaker, Heiman, Bennett regarding same (.70); communicate with Bernbrock (Kirkland), Lennox regarding proposed changes to orders granting stay extension and confirmation motions (.30); review and revise draft letter notifying parties of the application of the automatic stay to labor arbitration proceedings (.40); communicate with Woo, Lennox regarding same (.20); review local rules regarding length of reply briefs (.20); communicate with Green (Miller Canfield), Seidman, Lennox regarding same (.20); communicate with Seidman, Lennox regarding motion to exceed page limit for reply briefs (.30); review and revise same (.40); communicate with Woo, Moss, Zeltner regarding application of automatic stay to NLRB unfair labor practice cases (.40); attend to filing of reply in support of stay motions and motion to exceed page limit (.20); communicate with Hirtzel, KCC regarding same (.20); review Syncora objection to stay motions (.40); communicate with Lennox, Bennett, Zeltner regarding same (.50); review caselaw and transcript cited in Syncora objection (.90); revise summary of AFSCME and Syncora objections, including potential responses to Syncora objection (.90); communicate with Zeltner regarding summary of Collins and Aikman transcript cited in Syncora objection (.40); review Flowers objection to stay motions (.10); communicate with Lennox regarding same (.10).			
07/23/13	S C WOO	4.00	375.00	1,500.00
	Research application of automatic stay provision to enforcement of arbitration awards (1.50); draft notice to union regarding same (.50); research application of automatic stay provision to administrative agency charges (1.50); correspondence with Hoffmann and Wilson regarding same (.50).			

JONES DAY

258183-609005

Page 6

October 2, 2013

Automatic Stay Matters

Invoice: 32620290

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/23/13	O S ZELTNER	9.60	300.00	2,880.00
	Research (2.70) and draft memo (.90) regarding automatic stay application to NLRB proceedings; research cases for reply to objections to motion to extend automatic stay (2.20); research application of section 922 in chapter 9 context for Lennox (2.90); draft summary of same (.90).			
07/24/13	B B ERENS	1.30	850.00	1,105.00
	Meet with legal department regarding stay issues relevant to tax appeals and vendor issues.			
07/24/13	D M HIRTZEL	0.20	275.00	55.00
	Prepare for and submit online proposed orders granting motion to extend stay and confirm stay.			
07/24/13	T HOFFMANN	2.80	650.00	1,820.00
	Review and analyze automatic stay issues and related documents, including related orders (1.70); participate in meeting with City legal team and Erens regarding automatic stay and related issues (1.10).			
07/24/13	H LENNOX	0.30	900.00	270.00
	Conference with Satchel (City) regarding stay issues for labor litigation.			
07/24/13	J L SEIDMAN	0.80	400.00	320.00
	Review case cited in Syncora objection and communicate with Wilson regarding same in response to Lennox question (.20); prepare proposed orders granting stay motions (.30) and communicate with Hirtzel regarding uploading same (.10); draft notice of pendency for property tax appeals/actions (.20).			
07/24/13	T A WILSON	3.80	600.00	2,280.00
	Review case law cited in Syncora objection (1.50); communicate with Lennox regarding same (.20); communicate with Woo, Ellman regarding application of automatic stay to labor proceedings (.50); research related to same (1.00); review objections to stay motions filed by unions and pension systems (.30); communicate with Erens, Lennox, Hoffmann regarding state court order requiring administrative closing of stayed matter (.10); communicate with Seidman regarding submission of orders granting stay motions to bankruptcy court (.10); review same (.10).			
07/24/13	S C WOO	6.70	375.00	2,512.50
	Research application of automatic stay provision to MERC and NLRB charges (5.20); communicate with Wilson regarding same (.30); communicate with Easley regarding same (.20); draft summary of research (1.00).			
07/25/13	B B ERENS	2.00	850.00	1,700.00
	E-mails to and from Lennox regarding stay issues on tax appeals and related proceedings (1.00); call with EM regarding the same (.30); telephone calls with Hoffmann regarding the same and upcoming motion (.70).			
07/25/13	H LENNOX	4.00	900.00	3,600.00
	Telephone conferences with Erens, Francher, Green (Miller Canfield), Nowling (City), Penn (City) regarding various automatic stay issues with tax appeals and other government and union matters (1.90); review inquiry from police/fire unions regarding further stay extension and modifications and telephone conferences with Wilson, Patek regarding same (.90); conference with Erens, Easley, Wilson regarding stay issues involving labor matters (.60); telephone conference with Patek (Erman Teicher) regarding same (.10); review orders entered by court on confirmation and stay extension motions (.20); telephone conference with Moss regarding other PA 436 cases against Governor and tax appeal issues (.30).			
07/25/13	D T MOSS	0.50	600.00	300.00
	Communicate with Lennox and Brader (State) regarding stay application to tax appeals and other administrative cases.			
07/25/13	J L SEIDMAN	5.40	400.00	2,160.00
	Communications with Wilson, Lennox, Ellman and court regarding proposed orders granting stay motions (.50); research (Westlaw) for motion to enforce stay and review and analyze case law regarding same (4.90).			

JONES DAY

258183-609005

Page 7
October 2, 2013
Invoice: 32620290

Automatic Stay Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/25/13	J M TILLER	6.00	600.00	3,600.00
	Communicate with Hoffmann and Erens regarding automatic stay issues as they relate to administrative tax appeals (.20); research previous court opinions regarding same (3.80); communicate with Zeltner regarding research (.20); analyze section 904 issues as they relate to same (.90); review and analyze Zeltner's research regarding the tax appeal process (.80); communicate with Hoffmann regarding issues involving 36th District Court (.10).			
07/25/13	T A WILSON	2.80	600.00	1,680.00
	Communicate with Lennox, Keelean (City), Mays (City) regarding request from public safety unions to extend stay to members (1.00); review orders granting stay extension and stay confirmation motions (.10); communicate with Lennox, Ellman, Seidman regarding same (.20); communicate with Keelean (City) regarding stay orders (.10); limited research regarding application of automatic stay to FOIA requests (.50); communicate with Keelean (City) regarding same (.10); communicate with Zeltner, Hoffmann regarding motion to lift stay to allow tax assessment appeals to proceed (.40); communicate with Moss, Ellman regarding status of various lawsuits pending against the City (.30); review Zeltner memorandum regarding application of automatic stay to tax assessment appeal process (.10).			
07/25/13	O S ZELTNER	8.00	300.00	2,400.00
	Research (6.80) and draft e-mail (1.20) regarding possible motion for relief from stay regarding property tax appeals process.			
07/26/13	C J DIPOMPEO	0.20	475.00	95.00
	Communicate with Shumaker, Stewart, Lennox and others regarding the effect of the automatic stay on pending litigation.			
07/26/13	T HOFFMANN	1.50	650.00	975.00
	Review and analyze issues and materials relating to property tax assessment appeals (1.20); communicate with Wilson and Zeltner regarding potential motion to waive stay with respect to property tax appeals (.30).			
07/26/13	H LENNOX	1.40	900.00	1,260.00
	Multiple communications with Shumaker, Ball, Rosenblum regarding effect of stay on various Syncora matters.			
07/26/13	G M SHUMAKER	0.50	825.00	412.50
	Review/comment on Notice of Pendency of Bankruptcy for GSR v Orr (.30); communicate with Moss and Lennox regarding same (.20).			
07/26/13	T A WILSON	4.00	600.00	2,400.00
	Various communications with Zeltner, Hoffmann regarding motion to lift the automatic stay to allow tax assessment appeal process to go forward (1.20); communicate with Mays regarding public safety unions request to extend automatic stay (.30); communicate with Yun (City), other City attorneys, Hoffmann, Zeltner regarding tax assessment appeal process (.80); communicate with Green, Van Couvering (Miller Canfield) regarding tax assessment appeal process (.70); review and revise motion to lift automatic stay to allow tax assessment appeal process to go forward (1.00).			
07/26/13	O S ZELTNER	8.00	300.00	2,400.00
	Research in support of (5.10) and draft (2.60) motion to modify stay regarding property tax appeals; conference calls with City attorneys, Wilson, and Hoffmann regarding same (.30).			
07/27/13	H LENNOX	0.20	900.00	180.00
	Review notice of stay for filing in GRS case.			
07/27/13	T A WILSON	0.20	600.00	120.00
	Communicate with Zeltner regarding motion to lift stay to allow tax assessment appeals to continue.			
07/27/13	O S ZELTNER	8.40	300.00	2,520.00
	Research in support of (4.60) and draft (3.80) motion to modify stay regarding property tax appeals.			

JONES DAY

258183-609005

Page 8

October 2, 2013

Automatic Stay Matters

Invoice: 32620290

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/28/13	B B ERENS Review and revise motions regarding tax appeals (1.50); telephone calls with Hoffmann regarding the same (.50); e-mails to city regarding the same (.50).	2.50	850.00	2,125.00
07/28/13	D G HEIMAN Review Notice of Pendency regarding Syncora lawsuit (.20); conference with team regarding same (.30).	0.50	975.00	487.50
07/28/13	T HOFFMANN Draft and revise motion seeking expedited hearing for motion to waive application of automatic stay to real property tax appeals.	2.20	650.00	1,430.00
07/28/13	D T MOSS Edit and revise Notice of Automatic Stay for filing in Syncora and pension cases.	0.50	600.00	300.00
07/28/13	G M SHUMAKER Communicate with Moss and Lennox regarding possibility of filing Notice of Pendency in Syncora lawsuit (.30); review/comment on Notice of Pendency for Syncora's lawsuit in New York Supreme Court (.30); communicate with Ball and Rosenblum regarding same (.20).	0.80	825.00	660.00
07/29/13	C J DIPOMPEO Research regarding application of automatic stay to litigation involving third parties.	1.00	475.00	475.00
07/29/13	B B ERENS Address tax motion with Hoffmann regarding lifting of stay regarding the same (.50); e-mails to and from State of Michigan regarding status of stay issues to litigation (.50).	1.00	850.00	850.00
07/29/13	D M HIRTZEL Communicate with Rosenblum regarding filing of notice of bankruptcy in NY Supreme Court in Syncora litigation (.20); communicate with D. Jacobson regarding logistics of electronic filing of same (.20).	0.40	275.00	110.00
07/29/13	T HOFFMANN Review and analyze motion seeking waiver of stay to allow real property tax appeals to continue (.60) and related caselaw and documents (.50).	1.10	650.00	715.00
07/29/13	H LENNOX Review and revise motion to lift automatic stay regarding property tax assessment process (.80); review and revise motion to expedite same (.30); telephone conferences with Wilson, Hoffmann, Heiman regarding same (.70); telephone conferences with Blasses, Hertzberg (Pepper Hamilton) regarding same (.40).	2.20	900.00	1,980.00
07/29/13	J L SEIDMAN Review and analyze Sixth circuit and Michigan case law regarding the automatic stay for motion to enforce the stay (2.60); begin to draft motion to enforce the stay (.50).	3.10	400.00	1,240.00
07/29/13	J M TILLER Communicate with Hoffmann regarding automatic stay issues as they relate to administrative tax appeals (.10); review comments to our motion regarding same and analyze same (.50); review documents filed in state court to determine whether they violate the automatic stay (.80); communicate with Hoffmann regarding same (.10).	1.50	600.00	900.00
07/29/13	T A WILSON Communicate with Mays (City), Lennox regarding request for indemnity from public safety employees (.40); communicate with Zeltner, Hoffmann, Lennox regarding motion to lift stay to allow property tax appeal process to continue (.60); review basic primer on automatic stay distributed to City (.10); review memorandum on City obligations to 36th District Court (.10); review Lennox comments to motion to lift stay to allow assessment appeal process to continue (.10); communicate with Zeltner regarding same (.40); communicate with Green (Miller Canfield), Swanson (Miller Canfield), Lennox, Hoffmann regarding requests for stipulations to lift the automatic stay (.70); limited research with respect to same (.20).	2.60	600.00	1,560.00
07/30/13	B B ERENS Calls with Flancher and others regarding status of tax stay issues (.30); review materials regarding proposed tax motion regarding stay relief (.30).	0.60	850.00	510.00

JONES DAY

258183-609005

Page 9

October 2, 2013

Automatic Stay Matters

Invoice: 32620290

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/30/13	H LENNOX	3.70	900.00	3,330.00
	Review pleadings for emergency lift stay (.40); telephone conferences with Green (Miller Canfield) regarding status conference regarding same (.50); review requests for other lift stay issues with tax appeals and communications with Green (Miller Canfield), Erens, Segatti, Brassler regarding same (.80); telephone conference with Patek (Erman), Zucker regarding stay extension request for uniformed forces (.30); conferences with Orr, Wilson regarding same (.30); review and revise motion to lift the stay for tax assessment appeals (.90); telephone conferences with Wilson, Zeltner, Hoffmann, Green regarding same (.50).			
07/30/13	J L SEIDMAN	2.50	400.00	1,000.00
	Research (including Westlaw) regarding applicability of section 362(b)(9)(D) in chapter 9 in response to motion for relief from stay to pursue property tax appeals (1.30); draft and revise memorandum to Lennox regarding same (1.20).			
07/30/13	T A WILSON	3.70	600.00	2,220.00
	Communicate with Zeltner regarding motion to lift automatic stay to allow tax assessment appeal process to continue (.40); review and revise same (.70); communicate with Zeltner regarding suggested changes to motion to lift stay (.60); review motion to lift stay filed by Michigan Property Tax Relief (.10); communicate with Zeltner, Lennox, Hoffmann regarding same (.30); research regarding application of section 362(b) in chapter 9 (.30); communicate with Seidman, Lennox regarding same (.30); review Seidman memorandum regarding same (.10); communicate with Lennox, Mays (City), Patek (Erman), Keelean (City) regarding public safety union request to extend automatic stay (.60); communicate with Yun (City), Zeltner regarding issues related to tax assessment lift stay motion (.30).			
07/31/13	T HOFFMANN	0.40	650.00	260.00
	Communicate with Keelean (City) regarding declaration for motion seeking waiver of stay with respect to real property tax appeals.			
07/31/13	H LENNOX	1.20	900.00	1,080.00
	Communications with Blases, Bredow regarding additional stay stipulations to file appeals and review and revise same (.50); review revised motion to lift stay for tax appeals and communications with Green (Miller Canfield), Wilson, Zeltner regarding same (.50); telephone conference with counsel for Michigan trial attorneys regarding stay issues (.20).			
07/31/13	J L SEIDMAN	1.00	400.00	400.00
	Draft and revise motion to enforce automatic stay.			
07/31/13	T A WILSON	1.60	600.00	960.00
	Communicate with Green (Miller Canfield), Lennox, Zeltner regarding filing requirements related to motion to lift stay (.20); communicate with Zeltner regarding edits to motion to lift stay to allow tax assessment appeals to continue (.40); communicate with Zeltner regarding affidavit in support of motion to lift stay to allow tax assessment appeal process to continue (.40); communicate with Lennox, Hoffmann, Zeltner, Keelean (City) regarding identity of affiant (.30); review and revise affidavit in support of lift stay motion (.30).			
07/31/13	S C WOO	0.60	375.00	225.00
	Research applicability of automatic stay to processing of grievances.			
07/31/13	O S ZELTNER	2.40	300.00	720.00
	Draft Keelean (City) affidavit for property tax/stay motion.			
TOTAL		229.70	USD	122,885.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609006

Invoice: 32620291

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Water and Sewer Matters

USD 15,355.00

TOTAL

USD 15,355.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609006/32620291 IN YOUR PAYMENT

JONES DAY

258183-609006

Water and Sewer Matters

Page 2
October 2, 2013
Invoice: 32620291

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
H LENNOX	2.40	900.00	2,160.00
B L SEDLAK	3.80	775.00	2,945.00
ASSOCIATE			
MJ AUSTIN	5.00	400.00	2,000.00
K M BALTES	4.50	450.00	2,025.00
A S EISENBERG	16.60	375.00	6,225.00
TOTAL	32.30	USD	15,355.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Water and Sewer Matters included the following:

- (1) Evaluated potential refinancing and restructuring alternatives for Detroit Water and Sewerage Department ("DWSD") in coordination with the City's investment bankers;
- (2) Evaluated DWSD bonds and related insurance policies and analyzed issues relating to the potential impact of the City's restructuring on the DWSD bond insurers; and
- (3) Prepared a memorandum regarding the structure of, and issues related to, authority-based water and sewer systems.

JONES DAY

258183-609006

Page 3
October 2, 2013
Invoice: 32620291

Water and Sewer Matters

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	M J AUSTIN Research (2.10) and draft memo (.90) on water and sewer assets and EM's ability regarding same.	3.00	400.00	1,200.00
07/18/13	K M BALTES Draft memorandum regarding the structure of and legislation for authority-based water and sewer systems.	4.50	450.00	2,025.00
07/18/13	A S EISENBERG Research regarding insurer rights after changes to underlying bond documents in bankruptcy regarding DWSD.	2.00	375.00	750.00
07/18/13	H LENNOX Review Jeffco precedent for DWSD transaction.	0.50	900.00	450.00
07/18/13	B L SEDLAK Communicate with Lennox regarding outstanding DWSD issues (.30); analyze charter, constitution and PA 460 with respect to proposed Root Cause transaction (1.50).	1.80	775.00	1,395.00
07/19/13	M J AUSTIN Research (.70) and draft (1.30) memo on water and sewer assets and EM's rights and powers regarding same.	2.00	400.00	800.00
07/19/13	A S EISENBERG Research insurer rights after changes to underlying bond documents in bankruptcy regarding DWSD.	1.80	375.00	675.00
07/19/13	H LENNOX Communications with Sedlak, Doak (Miller Buckfire), Austin regarding DWSD transaction.	0.90	900.00	810.00
07/21/13	H LENNOX Review sample insurance policies.	0.30	900.00	270.00
07/22/13	A S EISENBERG Draft memo [REDACTED]	5.80	375.00	2,175.00
07/22/13	H LENNOX [REDACTED] (.20); telephone conferences with Doak (Miller Buckfire), Bokesos regarding meetings (.30).	0.50	900.00	450.00
07/22/13	B L SEDLAK Review/analyze DWSD memo regarding bond restructuring issues (.50); prepare DWSD timelines (.50); review State Revolving Fund loan program information and restrictions on transfer (.30); review information on restriction on transfer on other governmental entities (.70).	2.00	775.00	1,550.00
07/23/13	A S EISENBERG Draft chart analyzing insurer reimbursement rights under both the sales orders and the insurance policies.	7.00	375.00	2,625.00
07/29/13	H LENNOX Communications [REDACTED]	0.20	900.00	180.00
TOTAL		32.30	USD	15,355.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609007

Invoice: 32620293

Keyvyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

City Assets, Services and Revitalization

USD 53,885.00

TOTAL

USD 53,885.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609007/32620293 IN YOUR PAYMENT

JONES DAY

258183-609007

Page 2
October 2, 2013
Invoice: 32620293


City Assets, Services and Revitalization

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J C BEH	12.90	775.00	9,997.50
S C KOPPEL	3.20	875.00	2,800.00
B L SEDLAK	22.20	775.00	17,205.00
ASSOCIATE			
M J AUSTIN	27.70	400.00	11,080.00
D S BIRNBAUM	1.10	575.00	632.50
T HOFFMANN	11.00	650.00	7,150.00
D T MOSS	4.50	600.00	2,700.00
D PEREZ	5.80	400.00	2,320.00
TOTAL	88.40	USD	53,885.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to City Assets, Services and Revitalization included the following:

- (1) Analyzed the City's valuable assets and the potential alternatives or opportunities for improvement or value realization of these assets, working in conjunction with the City's financial advisors;
- (2) Engaged in due diligence and discussions related to the City's lease of the Windsor Tunnel to the tunnel operator (American Roads LLC) and evaluated related opportunities and the potential impact of the tunnel operator's chapter 11 bankruptcy filing;
- (3) Assisted in financing issues relating to the new Public Lighting Authority, including preparation of a Trust Agreement for utility revenues as approved by Emergency Manager Order No. 14;
- (4) Evaluated issues relating to the City's effort to privatize certain lighting and transmission activities, prepared related documentation to assist in implementing this initiative and participated in discussions with third parties to pursue this initiative and to address related regulatory issues;
- (5) 
- (6) Evaluated issues relating to the Detroit Institute of Art and other City assets; and
- (7) Evaluated issues relating to the City's pursuit of opportunities to outsource certain City services, including solid waste collection and other general service functions, and prepared documents for same.

JONES DAY

258183-609007

Page 3

October 2, 2013

City Assets, Services and Revitalization

Invoice: 32620293

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	M J AUSTIN Attend conference call on City's comments to RFP for Public Lighting Department manager (.50); review and revise RFP for Public Lighting Department manager based on conference call (.50).	1.00	400.00	400.00
07/18/13	J C BEH Conference call with Taylor (City), other City representatives regarding Energy Delivery Services Agreement (.60); revise draft agreement in response to City comments (1.20); review additional comments via email (.40).	2.20	775.00	1,705.00
07/18/13	D S BIRNBAUM Correspond with G. Kushiner (Conway MacKenzie) regarding general services RFPs.	0.20	575.00	115.00
07/18/13	B L SEDLAK Prepare for and meeting with City regarding Public Lighting Department transition by reviewing Public Lighting Department structure and scope and related agreements (.70); participate in call with City regarding Energy Delivery Service Agreement and RFP for Public Lighting Department (.50); conference with Mays (City) regarding Interlocal Agreement (.30); conference with Liscombe (Allen Law Group) and Massaron (Miller Canfield) regarding Trust Agreement and Public Lighting Authority structure (1.30)	2.80	775.00	2,170.00
07/19/13	B L SEDLAK Prepare for and participate in conference with Penn (City) regarding Intergovernmental Agreement with respect to transfer of record functions to County (1.00); communicate with Liscombe (Allen Law Group) and Massaron (Miller Canfield) regarding Trust Agreement for Public Lighting Authority (.80).	1.80	775.00	1,395.00
07/20/13	B L SEDLAK Conference with Mays (City) regarding Emergency Manager Order regarding Trust (.30); correspond with Mays (City) regarding Detroit - Windsor Tunnel (.50).	0.80	775.00	620.00
07/22/13	M J AUSTIN Communicate with Sedlak and Beh regarding revisions to Public Lighting Department RFP.	0.30	400.00	120.00
07/22/13	J C BEH Review Jackson (City) comments on draft DTE Agreement to take over lighting grid (.90); calls to Jackson (City) (.20); confer with City Law Department on draft Agreement (.40).	1.50	775.00	1,162.50
07/22/13	D T MOSS Communicate with Sedlak regarding Vital Records Intergovernmental Agreement (.30); review and edit Intergovernmental Agreement (.70).	1.00	600.00	600.00
07/22/13	D PEREZ Review and analyze cases relating to charitable trust issues cited in response memorandum to Detroit Institute of Arts.	2.20	400.00	880.00
07/22/13	D PEREZ Participate in meeting with Alvarez regarding response memorandum to Detroit Institute of Arts and Detroit bankruptcy.	0.20	400.00	80.00
07/22/13	B L SEDLAK [REDACTED] review hardest hit funds information (.50); conference with City regarding Public Lighting Authority RFP (.50); review revised Public Lighting Authority RFP (.50); review revised records Intergovernmental Agreement (.30).	2.50	775.00	1,937.50

JONES DAY

258183-609007

Page 4
October 2, 2013
Invoice: 32620293

City Assets, Services and Revitalization

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/23/13	M J AUSTIN	6.50	400.00	2,600.00
	[REDACTED]; communicate with Sedlak and Taylor (City) regarding Public Lighting Authority trust agreement and interlocal agreement (.50); communicate with Penn (City) regarding vital records agreement and process for authorization (.50); review and revise vital records agreement (.50).			
07/23/13	J C BEH	1.00	775.00	775.00
	Review and implement Jackson (City) comments on draft DTE Agreement (.60); calls with Penn (City) and Taylor on open issues related to draft Energy Delivery Services Agreement (.40).			
07/23/13	S C KOPPEL	0.40	875.00	350.00
	[REDACTED]			
07/23/13	D T MOSS	2.00	600.00	1,200.00
	Analyze vital records Intergovernmental Agreement for PA 436 compliance and issues (.80); communicate with Lennox and Sedlak regarding the same (.20); communicate with Austin, Sedlak, Penn (City), and Mays (City) regarding PA 436 requirements associated with vital records agreement and steps needed to comply with PA 436 (1.00).			
07/23/13	D T MOSS	1.50	600.00	900.00
	[REDACTED]			
07/23/13	D PEREZ	0.50	400.00	200.00
	Review and analyze issues relating to Detroit bankruptcy and Detroit Institute of Arts' collection.			
07/23/13	B L SEDLAK	4.00	775.00	3,100.00
	[REDACTED] conference with Penn (City) regarding Interlocal Agreement (.30); review Ameripark correspondence and conference with Penn (City) regarding same (.70); conference with Massaron (Miller Canfield) regarding open issues (.50); conference regarding SRF loan program (.50); conference with Penn (City) regarding SRF Intergovernmental Agreement (.50); review revised vital records Intergovernmental Agreement (.50) and conference with Penn (City) regarding same (.30).			
07/24/13	M J AUSTIN	2.30	400.00	920.00
	[REDACTED] review Hantz Woodlands Agreement (.50); review vital statistics transfer agreement (.80).			
07/24/13	J C BEH	2.50	775.00	1,937.50
	Revise draft Energy Delivery Services Agreement to incorporate Jackson (City) comments (1.80); review revised redline for DTE (.20); attention to Michigan Public Service Corporation proceeding for transitional tariff (.20); review docket sheet, order establishing prehearing conference (.10); review Michigan Public Service Corporation procedural rules to determine time period for intervention (.20).			
07/24/13	D S BIRNBAUM	0.50	575.00	287.50
	Continue preparation of solid waste RFP and communications to unions regarding same.			
07/24/13	B L SEDLAK	3.00	775.00	2,325.00
	[REDACTED] review Michigan Public Service Corporation order and effect on Public Lighting Department transaction (.50); conference with Mays (City) regarding hardest hit funds preservation (.50).			
07/25/13	M J AUSTIN	5.00	400.00	2,000.00
	Communicate with Koppel, Mays (City) regarding Joe Louis Arena and Hantz Woodlands agreement (1.50); review and revise transfer agreement for Hantz Woodlands (1.60); communicate with Sedlak and Doak (Miller Buckfire) regarding parking initiatives (.70); review and communicate with Sedlak and Doak (Miller Buckfire) regarding Detroit Windsor Tunnel lease provisions (.70); review draft proposal for hardest hit funds (.50).			

JONES DAY

258183-609007

Page 5
October 2, 2013
Invoice: 32620293

City Assets, Services and Revitalization

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/25/13	D S BIRNBAUM	0.40	575.00	230.00
	Continue preparation of solid waste RFPs and communications to unions regarding same.			
07/25/13	T HOFFMANN	4.10	650.00	2,665.00
	Review and analyze materials relating to the Detroit Building Authority (1.30); participate in meeting with Hand (Conway MacKenzie), Patel and Duncombe (Detroit Building Authority) (.80); review and analyze issues and materials relating to Windsor tunnel agreement and American Road LLC bankruptcy filing (2.00).			
07/25/13	S C KOPPEL	1.00	875.00	875.00
	[REDACTED]			
07/25/13	D PEREZ	1.50	400.00	600.00
	Research and review cases relating to the cy pres doctrine in the context of charitable trusts regarding DIA.			
07/25/13	B L SEDLAK	3.00	775.00	2,325.00
	[REDACTED] review Joe Louis arena transaction proposal and agreements, conference call with Austin and review emails regarding same (1.80); multiple calls with Austin regarding IGAs and status (.50).			
07/26/13	M J AUSTIN	4.20	400.00	1,680.00
	Review and summarize Mound Facility Agreement (1.40); communicate with Koppel and Mays (City) regarding Hantz Woodland agreement (.50); review provisions of Detroit Windsor Tunnel agreements to respond to questions from Miller Buckfire on confidentiality provisions (.50); communicate with Mays (City) and Doak (Miller Buckfire) regarding parking initiatives (.40); review draft sublease for Joe Louis Arena, including comments from Detroit Economic Growth Committee (1.40).			
07/26/13	T HOFFMANN	0.80	650.00	520.00
	Review and analyze issues relating to Windsor tunnel lease and American Road bankruptcy filing.			
07/26/13	S C KOPPEL	0.50	875.00	437.50
	Review/analyze Joe Louis Arena previous documents.			
07/26/13	S C KOPPEL	0.80	875.00	700.00
	Review/analyze Hantz Woodland Agreement.			
07/26/13	D PEREZ	1.00	400.00	400.00
	Review and analyze articles and cases relating to the cy pres doctrine in the context of charitable trusts regarding DIA.			
07/26/13	B L SEDLAK	3.50	775.00	2,712.50
	Review/analyze parking information and proposed structure (.80); conference with Miller Buckfire regarding same (.50); conference with LAZ parking regarding review of parking (.20); multiple conferences with Austin regarding IGAs and Joe Louis Arena and review information regarding same (.70); review Hantz Woodland transaction documentation and communicate with Austin regarding same (.50); review information regarding American Roads bankruptcy, takeover by Syncora and multiple emails regarding same (.80).			
07/29/13	M J AUSTIN	4.30	400.00	1,720.00
	[REDACTED]			
	communicate with Penn (City) regarding Mound Road Facility amendment (.30); communicate with Public Lighting Authority's Liscombe (Allen Law Group) regarding required next steps for trustee agreement (.20); communicate with Moss and Sedlak regarding required next steps for Public Lighting Authority trustee agreement (.30); review and revise hardest hit fund materials and issues (2.50).			
07/29/13	J C BEH	1.20	775.00	930.00
	Call with Cohen (DTE) at DTE about process, timing for further negotiations on Energy Delivery Services Agreement, related matters (.60); review materials in advance of tomorrow's call with DTE (.60).			

JONES DAY

258183-609007

Page 6

October 2, 2013

City Assets, Services and Revitalization

Invoice: 32620293

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/29/13	D PEREZ Review and analyze Detroit Institute of Arts memorandum and Michigan Attorney General opinion regarding the Detroit Institute of Arts' collection.	0.40	400.00	160.00
07/29/13	B L SEDLAK [REDACTED] [REDACTED] review suggested modification to Trust Agreement regarding PLA (.30).	0.80	775.00	620.00
07/30/13	M J AUSTIN Attend conference call on Joe Louis Arena historical discussions (.70); communicate with Liscombe (Allen Law Group) and Tomei regarding proposed changes to the trustee agreement (.60); review historical audit of Joe Louis Arena and other data regarding Joe Louis Arena (.30).	1.60	400.00	640.00
07/30/13	J C BEH Review materials in advance of call with Cohen at DTE (1.10); call with Cohen to review City of Detroit edits to DTE draft of Energy Delivery Services Agreement (1.00); subsequent discussion concerning Michigan Public Service Corporation proceeding on DTE transitional tariff filing, related matters (1.00); follow-up review of related materials (.40).	3.50	775.00	2,712.50
07/30/13	T HOFFMANN Review and analyze issues relating to funding for entities related to the City (2.30); prepare memo regarding funding requirements for 36th District Court (1.60).	3.90	650.00	2,535.00
07/30/13	S C KOPPEL Conference call with Mays (City) on Joe Louis Arena alternatives and issues.	0.50	875.00	437.50
07/31/13	M J AUSTIN Communicate with Liscombe (Allen Law Group) and Sedlak regarding changes to and approval of Public Lighting Authority Trustee Agreement (1.00); review and revise Emergency Manager Order No. 14 and recitals to Public Lighting Authority Trustee Agreement (.50); review and revise Hardest Hit Funds materials (.70); communicate with working group regarding same (.30).	2.50	400.00	1,000.00
07/31/13	J C BEH Check docket sheet for recent activity in Michigan Public Service Corporation proceeding (.50); review materials regarding Public Lighting Department RFP, Public Lighting Authority mechanisms (.50).	1.00	775.00	775.00
07/31/13	T HOFFMANN [REDACTED]	2.20	650.00	1,430.00
TOTAL		88.40	USD	53,885.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609009

Invoice: 32620297

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

COP/Swap Matters

USD 229,635.00

TOTAL

USD 229,635.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609009/32620297 IN YOUR PAYMENT

JONES DAY

258183-609009

Page 2
October 2, 2013
Invoice: 32620297

COP/SWAP Matters

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER	43.50	1,000.00	43,500.00
C BALL	4.70	1,000.00	4,700.00
B S BENNETT	33.30	950.00	31,635.00
T F CULLEN JR	3.00	975.00	2,925.00
D G HEIMAN	60.20	725.00	43,645.00
G S IRWIN	48.20	825.00	39,765.00
G M SHUMAKER	15.00	875.00	13,125.00
G S STEWART	3.20	925.00	2,960.00
J S TELPNER			
ASSOCIATE	26.30	475.00	12,492.50
C J DIPOMPEO	9.30	600.00	5,580.00
D T MOSS	5.20	575.00	2,990.00
L E NELSON	36.30	725.00	26,317.50
B ROSENBLUM			
TOTAL	288.20	USD	229,635.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to COP/Swap Issues included the following:

- (1) Developed and refined approaches to address the City's complex Certificate of Participation ("COP") and related swap obligations to assure that the revenue stream from the casinos will not be impeded, including potential litigation strategies;
- (2) Prepared a motion to assume and approve a forbearance and optional termination agreement to document a settlement with the swap counterparties, which was finalized and filed with the Bankruptcy Court upon the commencement of the City's chapter 9 case, and thereafter engaged in various litigation activities relating to this settlement with certain objecting parties;
- (3) Engaged in litigation activities relating to the City's lawsuit seeking declaratory and injunctive relief against Syncora, one of the insurers of the City's swap liabilities, including by participating in discovery and responding to a show cause order regarding jurisdictional issues;
- (4) Analyzed and addressed issues relating to a lawsuit filed by Syncora in state court against the swap counterparties; and
- (5) Evaluated procedural issues relating to the various swap-related lawsuits in multiple courts, including to address removal and/or venue transfer issues, and prepared related court papers.

JONES DAY

258183-609009

Page 3
October 2, 2013
Invoice: 32620297

COP/SWAP Matters

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	C BALL Review and revise motion to assume Swap settlement with regard to bank comments (2.00); review revised motion and order (1.20); communicate with Rosenblum regarding next steps and filing (.40); communicate with Ellenberg (Cadwalader) regarding same (1.00); communicate with Stromfeld (Cadwalader) regarding same (.60); communicate with Smith (Bingham) regarding same (.70); review comments from Stewart and Shumaker on notice of pendency and motion (1.40); communicate with Ellenberg regarding commencement (.30); communicate with Smith regarding commencement (.30); communicate with Ryan and Bennett regarding commencement (.30); communicate with Perez regarding commencement (.50); communicate with US Bank regarding commencement (.90).	9.60	1,000.00	9,600.00
07/18/13	T F CULLEN JR Attention to federal filing and response to state court actions regarding Syncora (2.10); review issues relating to AG participation on behalf of the Governor in state court action and impact on jurisdiction (1.60); review of assumption motion and ancillary papers regarding Swaps (2.00); coordination with local counsel regarding same (.30).	6.00	950.00	5,700.00
07/18/13	C J DIPOMPEO Draft motion to refer Detroit v. Syncora to bankruptcy court.	3.00	475.00	1,425.00
07/18/13	D G HEIMAN Review draft motion to assume Swap settlement.	0.50	975.00	487.50
07/18/13	G S IRWIN Evaluate litigation issues regarding Syncora (2.50); prepare for and participate in conference call with Heiman and others to discuss petition filing and Syncora litigation strategy (1.20).	3.70	725.00	2,682.50
07/18/13	L E NELSON Review and revise 9019/assumption motion for Swap agreement (1.60); research regarding notice requirements for same (.20); communicate with Rosenblum regarding same (.10); draft notice for same (.30).	2.20	575.00	1,265.00
07/18/13	B ROSENBLUM Revise assumption and approval motion for forbearance agreement (2.70); communicate with Telpner and Ball regarding same (.40); communicate with G. Shumaker regarding same (.30); communicate with Ellenberg (Cadwalader), Stromfeld (Cadwalader), and Smith (Bingham) regarding same (.50); communicate with Stromfeld (Cadwalader) regarding proposed order relating to same (.20); communicate with Wilson regarding filing of approval and assumption motion (.10); communicate with Hirtzel regarding same (.10); communicate with Nelson regarding notice of hearing (.10); coordinate exhibits to assumption and approval motion (.30). Communicate with Stewart regarding comments on assumption and approval motion. Revise assumption and approval motion for forbearance agreement (1.60); communicate with Nelson regarding same (.10); communicate with Ball regarding assumption and approval motion and instruction letter (.20); communicate with Emergency Manager regarding construction letter to Custodian (.40).	7.80	725.00	5,655.00
07/18/13	G M SHUMAKER Communicate with Cullen, Stewart and DiPompeo regarding motion to refer Syncora case to bankruptcy court (.80); review/comment on drafts of same (.80); communicate with Stewart regarding strategy concerning Syncora suit (.70).	2.30	825.00	1,897.50

JONES DAY

258183-609009

Page 4

October 2, 2013

COP/SWAP Matters

Invoice: 32620297

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	G S STEWART	9.00	875.00	7,875.00
	Review and revise draft notice of removal (1.10); review case law regarding same (2.10); meeting with Cullen, G. Shumaker and DiPompeo regarding same (.30); memorandum to/memorandum from Ball, Lennox and others regarding same (.50); communicate with Michigan Attorney General's office (Quasarano and Devlin) regarding same (.80); communicate with Green and Hartmann (Miller Canfield) regarding same (.40); review drafts of notices of pendency and comment on same (.20). Review draft approval motion for Swap agreement (.50); review temporary restraining orders (.30); meeting with Cullen, G. Shumaker, DiPompeo regarding same (.40); telephone conference call with Heiman, G. Shumaker, Cullen, DiPompeo, Lennox, et al. regarding same (1.00); review and revise draft notice of removal (.70); review case law regarding same (.70);			
07/18/13	J S TELPNER	1.50	925.00	1,387.50
	Conference call with US Bank regarding open issues regarding Swap resolution (.20); conference call with Bank counsel (.20); prepare comments on Assumption Order (1.10).			
07/19/13	C BALL	1.70	1,000.00	1,700.00
	Prepare e-mail to Perez regarding assumption motion being filed (.30); e-mail Ryan, Bennett and Sprayregen regarding same (.40); e-mail US Bank regarding motion being filed (.30); communicate with Bingham and Ellenberg regarding motion (.70).			
07/19/13	T F CULLEN JR	5.00	950.00	4,750.00
	Review of filed papers, notices of removal for constitutional and procedural analysis of Syncora issues.			
07/19/13	B ROSENBLUM	2.10	725.00	1,522.50
	Draft notice of pendency and request for referral (1.60); communicate with G. Shumaker and Kovsky-Apap (Pepper Hamilton) regarding same (.30); communicate with Lennox regarding notice of hearing (.10); review order from Judge Aquilina and circulate it to team (.10).			
07/19/13	G S STEWART	4.30	875.00	3,762.50
	Communicate with Miller and Lennox regarding status of removal (.20); telephone conference call with Heiman regarding status of litigation (.70); review and revise draft notice of removal (.90); communications with DiPompeo, Cullen, G. Shumaker, Hartmann, Nelson regarding same (.50); review and revise state court notice of removal (.20); review bankruptcy venue and transfer (.20); review and revise draft motion to transfer venue (1.20); communications with from Nelson, Bursch, Hartmann regarding timing of filings and coordination of efforts (.40).			
07/20/13	T F CULLEN JR	3.50	950.00	3,325.00
	Analyze constitutional issues and procedural consequences regarding Syncora disputes (2.70); review of state court status and removal options and drafts (.80).			
07/20/13	G S STEWART	1.00	875.00	875.00
	Review/analyze draft removal petitions (.40); communicate with DiPompeo regarding same (.10); review materials regarding constitutional issues (.50).			
07/21/13	B ROSENBLUM	0.30	725.00	217.50
	Communicate with Wilson regarding procedural steps relating to forbearance agreement.			
07/22/13	C BALL	3.80	1,000.00	3,800.00
	Review agenda for call with COPs holders (1.20); teleconference with COPs holders and advisors (1.70); follow up with Bennett and Lennox on questions raised by COPs holders (.90).			
07/22/13	C BALL	4.50	1,000.00	4,500.00
	Review Rhodes order regarding Motion to Assume and conduct etc. (.60); review summary of Order to Share Cause regarding Syncora litigation (.60); communicate with Rosenblum regarding same and regarding calls from Perez and Ryan on timing of Motion to Assume (.40); e-mail to Ryan, Bennett, Alfredo and Perez regarding motion to assume and timing (.80); communicate with Smith regarding Commerzbank and documentation requests (.60); communicate with Cullen, G. Shumaker and Moss regarding August 2 hearing and interim activity with Syncora (1.50).			

JONES DAY

258183-609009

Page 5
October 2, 2013
Invoice: 32620297

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	C J DIPOMPEO Communicate with G. Shumaker, Irwin, and Hertzberg (Pepper Hamilton) regarding Syncora order to show cause whether jurisdiction exists.	0.80	475.00	380.00
07/22/13	G S IRWIN Investigate issues regarding show cause order (1.10); communicate with DiPompeo on grounds and positions for ED Mich jurisdiction (.30); prepare for and participate in conference call with G. Shumaker and others regarding upcoming status conference (.30); draft pleadings for Syncora litigation (1.90). Review and revise removal and related papers (1.80); communicate with DiPompeo on grounds and positions for ED Mich jurisdiction (.40).	5.80	725.00	4,205.00
07/22/13	B ROSENBLUM Draft summary chart of arguments in connection with assumption and approval motion (.60); review scheduling order and communicate internally regarding same (.10); communicate with Telpner regarding same (.10); review order to show cause regarding jurisdiction in Syncora matter (.30); communicate with Ball regarding same (.10); communicate with Ball regarding instruction letter (.20); communicate with Ball, Malhotra (Ernst & Young), Moore (Conway MacKenzie), Doak (Miller Buckfire), Mayer (Kramer Levin) and his clients (Dexia and Nord LB) regarding diligence regarding COPs restructuring (1.00).	2.40	725.00	1,740.00
07/22/13	G M SHUMAKER Telephone conference with Hertzberg (Pepper Hamilton), Irwin and DiPompeo regarding response to be filed with Judge Zatkoff in response to Order to Show Cause (1.00); telephone conference and communications with Irwin and DiPompeo regarding same (.50); telephone conference with Cullen and Ball regarding handling of Motion to Assume Forbearance Agreement and related strategy (.50).	2.00	825.00	1,650.00
07/23/13	C BALL Review Syncora discovery (1.20) and outline response to certain key points (1.10); communicate with Shumaker and Cullen regarding response to Syncora proposed order (.70); follow up regarding same on call with Cullen and G. Shumaker (.40); communicate with Bennett regarding same (.30).	3.70	1,000.00	3,700.00
07/23/13	C J DIPOMPEO Draft response to court order to show cause whether jurisdiction exists in Detroit v. Syncora.	3.20	475.00	1,520.00
07/23/13	D G HEIMAN Conference with Cullen and Ball regarding Syncora's request for delay.	0.50	975.00	487.50
07/23/13	G S IRWIN Draft response to show cause order (1.90); communicate with DiPompeo regarding same (.20); prepare for and conduct multiple telephone calls with counsel to Syncora regarding assumption motion and discovery (1.10); review assumption motion and supporting materials to develop plan relating to scheduling and discovery (1.90); draft potential discovery requests to Syncora and FGIC (1.70).	6.80	725.00	4,930.00
07/23/13	G M SHUMAKER Telephone conference and communications with Ball and Cullen regarding Syncora's discovery requests and timetable and strategy in connection with same (.70); communicate with Cullen, Heiman and Ball regarding discovery in connection with Motion to Assume Forbearance Agreement (.80); telephone conference with Irwin regarding responding to Syncora's counsel's inquiry regarding discovery schedule (.50); review Syncora's objection to Stay Motion (.50).	2.50	825.00	2,062.50
07/23/13	G S STEWART Communicate with Cullen, DiPompeo, Lennox, Dick regarding res judicata and other procedural issues for Syncora suit.	0.70	875.00	612.50
07/24/13	T F CULLEN JR Review draft responses to Syncora (2.70); review discovery responses and issues raised thereby (5.00). Review and comment on draft responses to Syncora.	11.00	950.00	10,450.00
07/24/13	C J DIPOMPEO Revise response to court order to show cause whether jurisdiction exists in Detroit v. Syncora.	7.30	475.00	3,467.50

JONES DAY

258183-609009

Page 6

October 2, 2013

COP/SWAP Matters

Invoice: 32620297

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/24/13	D G HEIMAN	0.50	975.00	487.50
	Email communications with Ball and G. Shumaker regarding Syncora discovery (.20); conference with Bennett regarding same (.30).			
07/24/13	G S IRWIN	10.30	725.00	7,467.50
	Review motion for discovery on assumption issue from Syncora (1.00); discuss responses with G. Shumaker (.20); prepare for and meet with counsel to casino defendants to discuss status and recent events (.70); continue drafting document requests and deposition notices to objectors (2.10); discuss same with G. Shumaker and others (.30); review authorities for same (1.70); review and edit response to district court on subject matter jurisdiction (1.40); draft objections and responses to proposed discovery from Syncora (1.80). Meet with G. Shumaker to plan for hearing on Swaps (.50); analyze various discovery issues relating to assumption dispute (.60).			
07/24/13	G M SHUMAKER	7.80	825.00	6,435.00
	Review Syncora motion for clarification of July 22, 2013 order (.90); communicate with Cullen, Lennox, Ball and Bennett regarding appropriate responses to same (.40). Meetings with Irwin regarding discovery in Syncora lawsuit (.50); review/comment on initial set of discovery requests for same (.50); review/revise City's Response to Order to Show Cause in Syncora suit (2.50); communicate with Cullen, Irwin, DiPompeo and Hertzberg (Pepper Hamilton) regarding same (1.50). Meetings with Irwin regarding discovery in Syncora lawsuit.			
07/25/13	C BALL	7.20	1,000.00	7,200.00
	Review Syncora NY State lawsuit (2.20); develop and research removal strategy and contempt strategy (1.30); communicate with G. Shumaker regarding likely courses of action (.70); conference call with National, AMBAC and Assured regarding Swap transaction and questions (1.60); follow up on requested items with Rosenblum (.30); communicate with Lennox regarding Syncora suit and Judge Rhodes' comments on Wednesday (.90); review clarification order entered by Rhodes (.20).			
07/25/13	B S BENNETT	1.30	1,000.00	1,300.00
	Telephone conference with insurers regarding evaluation of Swaps settlement.			
07/25/13	C J DIPOMPEO	1.70	475.00	807.50
	Draft response to court order to show cause whether jurisdiction exists in Detroit v. Syncora.			
07/25/13	G S IRWIN	7.60	725.00	5,510.00
	Analyze core Syncora legal theories (.80) and review operative documents (1.30); draft discovery for assumption motion (2.10). Review and consider new lawsuit from Syncora against Swap counterparties (1.00); discuss with team and consider next steps (.30); draft discovery for assumption motion (2.10).			
07/25/13	B ROSENBLUM	6.00	725.00	4,350.00
	Draft summary chart of arguments in connection with assumption and approval motion (.90); communicate with Dubrow & Cohen (Arent Fox), Larose & Kohn (Winston), Boelter & Canzano (Sidley), Bennett and Ball regarding approval and assumption motion (1.00); comment on response to order to show cause in Michigan Syncora proceeding (.20); review and analyze Syncora NY Supreme Court complaint (.80); communicate with Ball and Telpner regarding forbearance agreement (.10); communicate with Ball regarding removal and transfer (.10); analyze same (.30); communicate with Mays (City) regarding Emergency Manager signatures (.10); analyze Swap economics and related amendments (1.80); communicate with G. Shumaker regarding same (.10); communicate with Irwin regarding transaction documents (.20); draft e-mail correspondence to team regarding analysis of same (.40).			
07/25/13	G M SHUMAKER	6.80	825.00	5,610.00
	Review/comment on City's Response to Order to Show Cause why E.D. Mich. has subject matter jurisdiction over lawsuit against Syncora (2.50); communicate with Ball, Rosenblum and DiPompeo regarding revisions to same and related strategic issues (1.50); communicate with Irwin regarding casino request for extension of time to answer (.30); review/analyze Syncora's lawsuit in New York state court against Swaps counterparties (.80); communicate with Ball, Rosenblum, Telpner and DiPompeo regarding viability of Syncora legal theories (.60). Communicate with Ball, Rosenblum, Telpner and DiPompeo regarding viability of Syncora legal theories.			

JONES DAY

258183-609009

Page 7
October 2, 2013
Invoice: 32620297

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/26/13	C BALL Review research regarding removal of suit where debtor not a party (1.80); e-mail Shumaker and Cullen regarding same (.70); same with Heiman regarding cash access (.30); Swaps call with banks and Shumaker regarding NYS lawsuit brought by Syncora (1.80); follow up on research regarding 1452(a) (.90).	5.50	1,000.00	5,500.00
07/26/13	B S BENNETT Prepare memorandum to Rosenblum regarding Swaps opinions (.10); Analysis of order regarding procedure relating to Swap (.10); Prepare memorandum to Ball regarding FGIC request for meeting (.10); Telephone conference with Gordon regarding Swap settlement legal issues (.10); Prepare memorandum to Perez regarding meeting on Swap issues (.10).	0.80	1,000.00	800.00
07/26/13	C J DIPOMPEO Communicate with G. Shumaker, Stewart, Ball and others regarding litigation initiated by Syncora to block settlement on the Swaps.	0.30	475.00	142.50
07/26/13	D G HEIMAN Conferences with G. Shumaker and Rosenblum regarding Syncora state court litigation strategy.	1.00	975.00	975.00
07/26/13	G S IRWIN Draft discovery documents regarding assumption of Swap settlement (1.90); review various related documents (1.40) and begin drafting memorandum to the court in support of Assumption Motion (1.30).	4.60	725.00	3,335.00
07/26/13	D T MOSS Review section 365 and 9019 caselaw regarding discovery issues (1.50); communicate with Irwin, Rosenblum and Nelson regarding various discovery requests from Syncora (.50); review Syncora discovery requests and complaints filed in NY state court (.50); draft and revise notice of automatic stay for Syncora case in New York (.30).	2.80	600.00	1,680.00
07/26/13	B ROSENBLUM Research regarding transfer and "related to" jurisdiction (2.50); prepare bullet point memorandum regarding same (2.00); collect precedents regarding removal (.40); communicate with Dubrow (Arent Fox); J. Boelter (Sidley) and L. Larose (Winston) regarding Syncora lawsuit (.20); communicate with Stewart regarding TRO (.10); communicate with Telpner regarding collateral agreement (.10); communicate with Heiman and G. Shumaker regarding strategy in connection with Syncora's NY proceeding (.30); communicate with Ball regarding same (.20); communicate with G. Shumaker, Cadwalader and Bingham teams regarding Syncora's New York proceeding (.40); communicate with Ball, G. Shumaker, Cadwalader and Bingham teams (.40); review audio transcript (.10).	6.70	725.00	4,857.50
07/26/13	G M SHUMAKER Communicate with Ball and Rosenblum regarding banks' strategic options in Syncora suit in New York (30); telephone conference with banks counsel and Rosenblum regarding same (.70); telephone conference and communications with Irwin regarding response to Syncora motion for limited discovery (.40); communication with Lennox regarding bankruptcy-related jurisdiction and potential impact on Syncora suit and proceedings before Judge Rhodes (.50); review/analyze Rosenblum email regarding removal analysis for banks in Syncora lawsuit in New York (.40). Communicate with Ball and Rosenblum regarding banks' strategic options in Syncora suit in New York (.90); various communications with Cullen, Stewart, DiPompeo, Ball, Stewart and Rosenblum regarding City's options in connection with NY Syncora suit (1.80).	5.00	825.00	4,125.00
07/27/13	C BALL Communicate with banks regarding approach on notice of removal and motion to transfer (.50); follow up report to Shumaker and Irwin regarding same (.90). Communicate with banks regarding approach on notice of removal and motion to transfer (1.10); communicate with G. Shumaker regarding our position (.60).	3.10	1,000.00	3,100.00
07/27/13	D G HEIMAN Review e-mails regarding strategy on Syncora New York lawsuit.	0.50	975.00	487.50

JONES DAY

258183-609009

Page 8
October 2, 2013
Invoice: 32620297

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/27/13	G S IRWIN Review relevant documents (1.30) and draft memorandum of law in connection with Assumption Motion (2.50).	3.80	725.00	2,755.00
07/27/13	B ROSENBLUM Communicate with Ball and Jurgens (Cadwalader) regarding Syncora NY Supreme Court proceeding (.30); review correspondence concerning same (.30); communicate with Bennett regarding opinions rendered in connection with 2009 restructuring (.30).	0.90	725.00	652.50
07/27/13	G M SHUMAKER Communicate with Ball, Cullen, Heiman, DiPompeo and Rosenblum regarding bank counsels' inquiry concerning removal and related issues.	0.80	825.00	660.00
07/28/13	C BALL Review bank notice of removal (1.30); communicate with Rosenblum regarding same (.70).	2.00	1,000.00	2,000.00
07/28/13	B S BENNETT Analysis of Syncora complaint.	0.50	1,000.00	500.00
07/28/13	G M SHUMAKER Review/analyze draft of banks' Notice of Removal.	0.70	825.00	577.50
07/29/13	B S BENNETT Telephone conference with FGIC regarding Swaps settlement. Telephone conference with Ball regarding Swaps settlement and post petition financing.	2.10	1,000.00	2,100.00
07/29/13	T F CULLEN JR Review of recent filings in NY regarding Syncora and Swap counterparties and analyze implications of same.	2.20	950.00	2,090.00
07/29/13	G S IRWIN Draft response to discovery motion (2.60); develop discovery materials and plan regarding same (2.00); meetings with G. Shumaker, Moss and others regarding status and strategy regarding same (1.00).	5.60	725.00	4,060.00
07/29/13	G S IRWIN Evaluate data room and Syncora discovery requests (1.20); draft response to discovery motion (1.00); meetings with G. Shumaker, Moss and others regarding status and strategy regarding same (.50).	2.70	725.00	1,957.50
07/29/13	L E NELSON Communicate with Fea (Miller Buckfire) and Moss regarding index of documents contained in data room for Syncora discovery (.30); communicate with Rosenblum regarding limitations on discovery in connection with motions pursuant to Rule 9019 (.20); research regarding same (1.00); communicate with Fea (Miller Buckfire), Ball, Moss, Rosenblum and Wilson regarding data room usage statistics, contents, and access (.40).	1.90	575.00	1,092.50
07/29/13	B ROSENBLUM Review dataroom and prepare table of relevant documents for Syncora discovery (1.10); communicate with Bennett, Ball, Perez (Weil Gotshal) and FGIC regarding forbearance agreement (.90); communicate with Ball and G. Shumaker regarding discovery issues (.80); communicate with Ball regarding amendments to Swaps (.20); communicate with Ball, Jurgens (Cadwalader), Clark (Bingham), Scherer (Cadwalader), and Hawkins (Cadwalader) regarding forbearance agreement (.20); communicate with G. Shumaker regarding transaction documents (.10); draft correspondence to Telpner regarding assignment provisions (.80).	4.10	725.00	2,972.50

JONES DAY

258183-609009

Page 9
October 2, 2013
Invoice: 32620297

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/29/13	G M SHUMAKER	7.10	825.00	5,857.50
	Telephone conference and communications with Ball, Moss, and counsel for RBS and Merrill Lynch regarding banks' plans for Syncora lawsuit in New York (1.50); telephone conference with Ball and Irwin regarding discovery needed for B.R. 9019 hearing and strategic issues in connection with same (.70); telephone conference with Cullen regarding strategy concerning banks' approach to Syncora lawsuit and related issues (.30); telephone conference and communicate with Rosenblum and review documents regarding terms and operation of Swap agreements (.80); review/revise draft response to Syncora's motion for limited discovery (3.40); communicate regarding same with Irwin, Ball and Rosenblum (.40).			
07/29/13	J S TELPNER	1.70	925.00	1,572.50
	Conference call with FGIC to discuss terms of forbearance (.70); conference call with Ball and Rosenblum on Syncora Complaint in NY Supreme Court (.80); conference call with bank counsel on amending Forbearance Agreement (.20)			
07/30/13	T F CULLEN JR	4.00	950.00	3,800.00
	Review procedural posture and progress in effort to consolidate issues before Judge Rhodes (.70); review scheduling and discovery issues and options (2.00); review filings by Syncora and potential responses (1.30).			
07/30/13	C J DIPOMPEO	2.50	475.00	1,187.50
	Review and provide suggested comments on motion to transfer venue in Syncora v. UBS et al. in NY Supreme Court.			
07/30/13	G S IRWIN	3.90	725.00	2,827.50
	Edit and revise response to discovery motion (2.10); supporting research regarding same (1.80).			
07/30/13	D T MOSS	2.00	600.00	1,200.00
	Review response to Syncora's discovery proposal by Irwin (.50); cross reference support citations between first day declarations and factual background of response to Syncora (1.50).			
07/30/13	L E NELSON	1.10	575.00	632.50
	Communicate with Irwin regarding facts regarding data room access for use in response to Syncora request for discovery (.20); communicate with Miller Buckfire regarding same (.30); review access log and summarize same (.40); communicate with Moss regarding same (.20).			
07/30/13	B ROSENBLUM	2.00	725.00	1,450.00
	Comment on draft motion to transfer venue (.80); gather precedents regarding motions to enforce the stay and motion for contempt (.20) review of cash flow issues (.60); communicate with Ball regarding same (.10); communicate with Jerneycic (Ernst & Young) regarding same (.10); communicate with Irwin regarding insurer provisions (.20).			
07/30/13	G M SHUMAKER	4.40	825.00	3,630.00
	Telephone conference with Irwin regarding response to Syncora's motion for limited discovery (.30); review/comment on draft of same (1.10); review/comment on banks' motion to transfer same (1.00); communicate with Ball, Rosenblum and DiPompeo regarding same (.50); telephone conference with Ball and Rosenblum regarding terms of City's gaining access to General Receipts Subaccount and additional communications regarding same (.80); respond to Syncora counsel regarding request to voluntarily dissolve TRO (.30); communicate with Cullen, Stewart, Ball and Hertzberg (Pepper Hamilton) regarding same (.40).			
07/31/13	C BALL	2.40	1,000.00	2,400.00
	Communicate with Rosenblum regarding discovery questions regarding timeline and response (1.30); communicate with Hawkins regarding transfer motion and related hearing (.90); communicate with G. Shumaker regarding same (.20).			
07/31/13	T F CULLEN JR	1.60	950.00	1,520.00
	Review bank filings and Syncora correspondence.			
07/31/13	C J DIPOMPEO	3.10	475.00	1,472.50
	Draft response to Syncora's notice of proposed order dissolving the temporary restraining order obtained in Michigan state court.			

JONES DAY

258183-609009

Page 10

October 2, 2013

Invoice: 32620297

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/31/13	C J DIPOMPEO Draft response to Syncora's notice of proposed order dissolving the temporary restraining order obtained in Michigan state court.	4.40	475.00	2,090.00
07/31/13	G S IRWIN Review and evaluate briefs from banks in NY litigation seeking removal and transfer to ED Mich (1.20); review new correspondence, proposals and filings from Syncora (.80); revise draft submission on Swap assumption motion (2.10); review transcript of July 24 hearing and other materials regarding same (1.30).	5.40	725.00	3,915.00
07/31/13	D T MOSS Edit and revise response to Syncora's motion for clarification (2.50); cross cite facts and law with Orr affidavit and declaration (2.00).	4.50	600.00	2,700.00
07/31/13	B ROSENBLUM Prepare chart comparing Swap termination provisions (.90); review collateral agreement and prepare draft instruction letter to Custodian (.70); communicate with Ball regarding same (.20); preview and comment on draft submission to Judge Rhodes regarding assumption motion (.40); communicate with G. Shumaker and Irwin regarding same (.70); communicate with Bulger (Miller Canfield) regarding term sheet (.20); review of internal documents regarding same (.30); communicate with Scherer (Cadwalader) regarding amendment to forbearance agreement (.20); communicate with Telpner regarding same (.20); analyze COPs insurance policies (.20).	4.00	725.00	2,900.00
07/31/13	G M SHUMAKER Review/revise Debtor's response to Syncora's Motion to Conduct Limited Discovery (2.10); communications with Stewart, Irwin, Ball, Hertzberg (Pepper Hamilton) and Rosenblum regarding same (.80); communicate with Hawkins and other banks' counsel regarding USB and Merrill Lynch's Notice of Removal and Motion to Transfer Syncora lawsuit in New York (.50) and review/comment on same (.70); review/analyze Syncora's motion to dismiss in case before Judge Zatkoff (.70); telephone conference with Stewart and Irwin regarding strategic issues concerning Debtor's Response to Syncora's Motion For Limited Discovery (.60).	5.40	825.00	4,455.00
07/31/13	G M SHUMAKER Review/revise Debtor's response to Syncora's Motion to Conduct for Limited Discovery (2.70); communications with Stewart, Irwin, Ball, Hertzberg (Pepper Hamilton) and Rosenblum regarding same (.70).	3.40	825.00	2,805.00
TOTAL		288.20	USD	229,635.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609011

Invoice: 32620301

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Labor and Employment Matters

USD 72,415.00

TOTAL

USD 72,415.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609011/32620301 IN YOUR PAYMENT

JONES DAY

258183-609011

Labor & Employment Matters

Page 2
October 2, 2013
Invoice: 32620301

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B W EASLEY	44.20	725.00	32,045.00
E MILLER	9.50	900.00	8,550.00
ASSOCIATE			
D S BIRNBAUM	30.10	575.00	17,307.50
S C WOO	38.70	375.00	14,512.50
TOTAL	122.50	USD	72,415.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Labor & Employment Matters included the following:

- (1) Assisted in developing and refining a comprehensive labor strategy for restructuring negotiations, working with representatives of the City and its other advisors;
- (2) Continued to review collective bargaining agreements, citywide employment terms and other labor-related documents – including recent labor agreements from the Detroit Water and Sewerage Department – to assist in restructuring activities;
- (3) Prepared for and participated in restructuring meetings with union representatives regarding potential pension and OPEB modifications and other restructuring issues; and
- (4) Reviewed materials, and analyzed labor issues, relating to the potential (a) outsourcing of certain City functions and (b) restructuring plans for certain City Departments.

JONES DAY

258183-609011

Page 3

October 2, 2013

Labor & Employment Matters

Invoice: 32620301

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	D S BIRNBAUM	1.60	575.00	920.00
	Analysis of DWSD collective bargaining agreements to prepare labor restructuring strategy (.80); correspond with Gannon (Conway MacKenzie) regarding strategy for restructuring Detroit Police Department (.40); prepare agenda for meeting with Satchel (City) (.40).			
07/18/13	B W EASLEY	2.50	725.00	1,812.50
	Conference call with Orr, Davis, Mays (City), Malhotra (Ernst & Young), Moore (Conway MacKenzie), Heiman, Lennox and Miller regarding bankruptcy petition and labor strategy issues (.50); review correspondence from Heiman and Lennox regarding bankruptcy filing (.20); draft correspondence to various labor unions regarding bankruptcy filing (.30); telephone conferences with Mays (City), Satchel (City) and Miller regarding notice to various labor unions regarding bankruptcy filing (.50); review temporary restraining order entered by Circuit Court Judge R. Aquilina (.30); correspondence to/from Gannon (Conway MacKenzie) regarding restructuring plan for Detroit Police Department (.20); correspondence to/from Satchel (City) regarding labor strategy and negotiations with transportation unions (.20); correspondence to/from Kushiner (Conway MacKenzie) regarding notices to labor unions regarding requests for proposal to outsource certain functions (.30).			
07/18/13	S C WOO	5.50	375.00	2,062.50
	Review DWSD Court Orders (4.00); draft summary of same and impact on labor issues (1.50).			
07/19/13	D S BIRNBAUM	2.40	575.00	1,380.00
	Review correspondence to City employees regarding bankruptcy filing (.20); telephone conference with Satchel (City) and Conway MacKenzie team regarding labor restructuring strategy (1.20); correspond with Herman (Miller Buckfire) regarding union requests for information (.30); continue analysis of DPD restructuring strategy (.70).			
07/19/13	B W EASLEY	6.50	725.00	4,712.50
	Review and revise draft letter to City of Detroit employees regarding bankruptcy filing (.50); meeting with Mays (City) regarding labor strategy issues and draft employee letter (2.70); prepare for and attend meeting with Satchel (City) regarding labor strategy issues and pending arbitration and unfair labor practice proceedings (1.30); meet with Gannon (Conway MacKenzie) regarding restructuring plan for Detroit Police Department (.50); review revised 12-hour shift proposal for Detroit Police Lieutenants and Sergeants Association and correspondence from Brown regarding same (.50); telephone conference with Miller regarding pension and health care issues for labor discussions (.30); review first day filings and press coverage (.70).			
07/19/13	E MILLER	1.50	900.00	1,350.00
	Communications with union leaders regarding bankruptcy (1.00); conference with Mays (City) regarding bankruptcy impact on ASF funds (.50).			
07/20/13	B W EASLEY	1.20	725.00	870.00
	Review correspondence from Mays (City) and Moore (Conway MacKenzie) regarding pension issues (.20); review correspondence from Detroit Fire Fighters' Association and Satchel (City) regarding status of August 2, 2013 arbitration proceeding (.20); analysis of status of various pre-petition arbitrations and unfair labor practice proceedings (.80).			
07/21/13	D S BIRNBAUM	0.30	575.00	172.50
	Correspondence with Mays (City) and attorney Shifman regarding 36th District Court restructuring issues.			
07/21/13	B W EASLEY	1.50	725.00	1,087.50
	Review correspondence from Mays (City) and Miller regarding pension issues (.20); review correspondence from Mays (City) and attorney Shifman regarding negotiations with unions representing employees at 36th District Court (.30); continue analysis of status of various pre-petition arbitrations and unfair labor practice proceedings (.50); plan and prepare for meeting with new Police Chief regarding restructuring plan for Detroit Police Department (.50).			

JONES DAY

258183-609011

Page 4
October 2, 2013
Invoice: 32620301

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	D S BIRNBAUM	1.00	575.00	575.00
	Continue analysis of DPD labor restructuring issues (.50); continue analysis of DFD labor restructuring issues (.50).			
07/22/13	B W EASLEY	1.70	725.00	1,232.50
	Review correspondence from Nowling (City) and Satchel (City) regarding notice letter to unions regarding wage reductions (.20); review correspondence from Mays (City) and Shifman regarding restructuring plan for 36th District Court (.30); draft letters to labor unions regarding applicability of automatic stay to pending arbitrations and unfair labor practice proceedings (.50); correspondence to/from Orr, Satchel (City) and Lennox regarding application of automatic stay (.30); review correspondence to Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding elimination of tuition reimbursement program (.20); correspondence to/from Heiman and Lennox regarding job combinations and reclassifications under City Employment Terms (.20).			
07/23/13	D S BIRNBAUM	1.50	575.00	862.50
	Review DPLSA arbitration award regarding lump sum payout and research impact of automatic stay on same (1.00); correspondence from C. Schwartz (Butzel Long) regarding potential stay of pending Michigan Employment Relations Commission proceedings with AFSCME (.20); correspondence with Hand (Conway MacKenzie) regarding solid waste RFPs and union notice issues (.30)			
07/23/13	B W EASLEY	6.50	725.00	4,712.50
	Prepare for and participate in meeting with Detroit Police Chief Craig, Zack, Satchel (City), Santambrogio (Ernst & Young) and Gannon (Conway MacKenzie) regarding restructuring plan for Detroit Police Department (2.50); correspondence to/from Gannon (Conway MacKenzie) regarding restructuring plan for Detroit Police Department (.30); conference call with Mays (City) and Shifman regarding status of negotiations with labor unions representing employees at 36th District Court (.50); review correspondence from Mays (City) and Shifman regarding restructuring plan for 36th District Court (.30); meetings with Mays (City) and Satchel (City) regarding labor strategy issues (1.30); review correspondence from Schwartz (Butzel Long) regarding pending unfair labor practice charges (.30); review and analysis of arbitration award involving Detroit Police Lieutenants and Sergeants Association (DPLSA) pertaining to payout of accrued sick leave (.50); review correspondence from Satchel (City), Brundidge and Hand (Conway MacKenzie) regarding request for proposal to outsource solid waste collection (.50); correspondence to Hand (Conway MacKenzie) regarding restructuring plan for Detroit Fire Department (.30).			
07/24/13	D S BIRNBAUM	0.30	575.00	172.50
	Telephone conference with Easley regarding labor strategy and police restructuring issues.			
07/24/13	B W EASLEY	1.50	725.00	1,087.50
	Review correspondence from Orr, Bennett, Lennox and Miller regarding labor strategy issues (.50); review correspondence from Satchel (City) and Brown (Butzel Long) regarding pending arbitrations and unfair labor practice proceedings (.20); correspondence to/from S. Davis, Satchel (City) and Hand (Conway MacKenzie) regarding notice letters to unions regarding potential outsourcing of solid waste disposal work (.50); review correspondence from Satchel (City) and Hand (Conway MacKenzie) regarding restructuring plan for Detroit Fire Department (.30).			
07/24/13	S C WOO	0.50	375.00	187.50
	Revise notices to unions regarding restructuring.			
07/25/13	D S BIRNBAUM	2.00	575.00	1,150.00
	Analysis of DWSD collective bargaining agreements to evaluate labor strategy (1.20); correspondence with Conway MacKenzie regarding potential fire department planning meeting on July 31 (.20); plan and prepare for August 2 union meetings pertaining to active health plan issues (.60)			

JONES DAY

258183-609011

Page 5
October 2, 2013
Invoice: 32620301

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/25/13	B W EASLEY	3.60	725.00	2,610.00
	Conference call with Orr, Mays (City), Heiman, Bennett, Lennox and Miller regarding labor strategy issues (.80); correspondence to/from Miller and Ellman regarding meetings with labor unions regarding 2013 active medical plan design (.50); telephone conference with Miller regarding 2014 medical plan design and meetings with labor unions (.20); review correspondence from Satchel (City) regarding implementation of 10% wage reductions for employees represented by Detroit Fire Fighters' Association (DFFA) and International Union of Operating Engineers (IUOE) (.20); correspondence to/from Lennox regarding labor relations issues at Detroit Water and Sewer Department (DWSD) (.30); review correspondence from Lennox and Miller regarding upcoming bankruptcy hearing (.20); correspondence to/from Satchel (City) and K. Hand (Conway MacKenzie) regarding restructuring plan for Detroit Fire Department (.20); correspondence to/from Satchel (City) and Zack regarding restructuring plan for Detroit Police Department (.30); review revised notice letters to unions pertaining to potential for outsourcing of Solid Waste Collection (.30); correspondence to/from Penn, Satchel (City) and Jackson regarding notice letters to unions regarding potential outsourcing of Solid Waste Collection (.60).			
07/25/13	E MILLER	1.20	900.00	1,080.00
	Conference with Orr and advisory team regarding labor strategy (.80); conference with Easley regarding same, schedule for union meetings and strategy for such meetings (.40).			
07/25/13	S C WOO	3.50	375.00	1,312.50
	Review Detroit Water and Sewerage collective bargaining agreements (2.50); draft summary of same (1.00).			
07/26/13	D S BIRNBAUM	4.20	575.00	2,415.00
	Plan for and participate in telephone conference with Hand (Conway MacKenzie), Gannon (Conway MacKenzie), Kushiner (Conway MacKenzie), and Satchel (City) regarding labor restructuring strategy (1.20); telephone conference with Easley regarding labor restructuring strategy calls and follow up tasks to be completed (.20); continue analysis of DWSD collective bargaining agreements (.80); correspondence to Lennox regarding DWSD collective bargaining agreements (.20); telephone conference with Schenk (DWSD) regarding collective bargaining agreements and issues relating to same (.50); review correspondence and documents from Miller regarding potential changes to active medical plan (.30); review correspondence from Santambrogio (Ernst & Young) regarding cost impact of June 28 DFFA implemented terms (.20); telephone conference with Wilson regarding employee indemnification provisions in CETs (.10); review email memorandum from Woo regarding same (.20); prepare notices to unions pertaining to August 2 meetings regarding active health plan issues (.50).			
07/26/13	B W EASLEY	2.50	725.00	1,812.50
	Review and analysis of proposed 2014 active medical plan designs for City of Detroit employees for labor discussions (.30); correspondence to/from Satchel (City) and Cetlinski (City) regarding implementation of 10% wage reductions for employees represented by Detroit Fire Fighters' Association (DFFA) and International Union of Operating Engineers (IUOE) (.20); review correspondence from Santambrogio (Ernst & Young) regarding financial impact of wage reductions (.30); review correspondence to Detroit Fire Fighters' Association and IUOE regarding implementation of 10% wage reduction (.20); review correspondence from Satchel (City) regarding DPOA health care reopener (.30); correspondence to/from Gannon (Conway Mackenzie) regarding Detroit Police Department restructuring plan (.20); correspondence to/from Schenk, Wolfson and Lennox regarding labor relations issues at Detroit Water and Sewer Department (.50); review correspondence to labor unions regarding group medical benefit restructuring meetings (.50).			
07/26/13	E MILLER	1.80	900.00	1,620.00
	Prepare for union meetings on August 2 (1.10); outline strategy regarding same (.40); conference with Easley regarding same (.30).			

JONES DAY

258183-609011

Page 6
October 2, 2013
Invoice: 32620301

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/26/13	S C WOO	4.30	375.00	1,612.50
	Draft correspondence to City's unions regarding upcoming active health benefits meeting (.80); communicate with Birnbaum regarding collective bargaining agreements of DWSD unions (1.00); review public safety unions' collective bargaining agreements related to indemnification (.50); correspondence to Wilson regarding same (.50); prepare correspondence to unions regarding upcoming active health benefits meeting (1.50).			
07/27/13	D S BIRNBAUM	1.20	575.00	690.00
	Correspond with Lennox regarding status of DWSD labor contracts and related restructuring issues (.30); correspond with Woo regarding issues relating to same (.20); analysis of DWSD CBAs (.70).			
07/27/13	B W EASLEY	1.00	725.00	725.00
	Review correspondence from Schenk regarding Detroit Water and Sewer Department (DWSD) collective bargaining agreements (.30); review and analysis of (DWSD) collective bargaining agreements (.50); correspondence to/from Lennox regarding DWSD labor strategy issues (.20).			
07/27/13	S C WOO	2.80	375.00	1,050.00
	Review non-DWSD collective bargaining agreements (.80); analyze DWSD collective bargaining agreements with respect to pension and retiree health benefits (2.0).			
07/28/13	D S BIRNBAUM	0.80	575.00	460.00
	Review and revise email memorandum to Lennox regarding DWSD and DDOT collective bargaining agreements and labor strategy issues.			
07/28/13	B W EASLEY	1.70	725.00	1,232.50
	Plan and prepare for meetings with labor unions to review wage and benefit modifications (.50); review and analysis of Detroit Water and Sewer Department (DWSD) collective bargaining agreements (.50); review and revise summary of DWSD collective bargaining agreements (.50); correspondence to Lennox regarding DWSD labor strategy issues (.20).			
07/28/13	S C WOO	3.00	375.00	1,125.00
	Analyze DWSD collective bargaining agreements with respect to pension and retiree health benefits (2.00); draft summary of same (1.00).			
07/29/13	D S BIRNBAUM	2.30	575.00	1,322.50
	Plan and prepare for July 31 meetings with the DPLSA and Emergency Service Operators unions regarding terms and conditions of employment (.40); continue analysis of DWSD collective bargaining agreements to develop labor strategy (1.10); prepare correspondence from Orr to DWSD regarding cessation of collective bargaining (.30); review memorandum from Shifman regarding status of collective bargaining with 36th District Court unions (.30); correspond with Gannon (Conway MacKenzie) regarding restructuring strategy for Detroit Police Department (.20).			
07/29/13	B W EASLEY	2.30	725.00	1,667.50
	Review correspondence to/from AFSCME regarding meetings to review restructuring initiatives for Emergency Medical Services operators (.20); review correspondence from AFSCME, IUOE Local Union No. 324 and Detroit Police Lieutenants and Sergeants Association regarding group medical benefit restructuring meetings (.50); review correspondence from Miller and Lennox regarding active medical benefit restructuring meetings (.30); correspondence to/from Gannon (Conway Mackenzie) regarding Detroit Police Department restructuring plan (.30); review correspondence from attorney Shifman regarding status of negotiations with labor unions in connection with 36th District Court restructuring (.30); analysis of labor strategy for Water and Sewer Department (DWSD) (.50); correspondence to/from Lennox regarding DWSD labor issues (.20).			
07/29/13	S C WOO	8.50	375.00	3,187.50
	Review Act 436 regarding labor issues (.80); review DWSD collective bargaining agreements with respect to pension and retiree health benefits (2.20); draft charts summarizing DWSD collective bargaining agreements (2.20); communicate with Birnbaum regarding same (.50); draft letter to DWSD (1.80); correspondence regarding 8/2/13 active health restructuring meetings (1.00).			

JONES DAY

258183-609011

Page 7

October 2, 2013

Labor & Employment Matters

Invoice: 32620301

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/30/13	D S BIRNBAUM	4.20	575.00	2,415.00
	Telephone conference with Satchel (City) regarding preparation for July 31 meetings with AFSCME (ESO) local and DPLSA regarding economic terms and conditions of employment (.50); continue analysis of DWSD labor restructuring strategy, including analysis of applicable CBAs (1.20); email memorandum to Lennox and Miller regarding same (.40); correspond with various labor organizations regarding August 2 active health meetings (.30); plan and prepare for July 31 labor restructuring strategy meetings with DPD and DFD (1.8).			
07/30/13	B W EASLEY	3.20	725.00	2,320.00
	Plan and prepare for meeting with Fire Commissioner regarding restructuring plan for Detroit Fire Department (DFD) (.20); plan and prepare for meeting with Detroit Police Lieutenants and Sergeants Association (DPLSA) (.50); telephone conference with and correspondence to/from Satchel (City) regarding meeting with DPLSA (.50); review correspondence to/from labor unions regarding active medical plan restructuring meetings (.50); review correspondence from Satchel (City) regarding pending legal proceedings involving the Detroit Police Officers' Association (.20); revise summary of Detroit Water and Sewer Department (DWSD) collective bargaining agreements (.50); correspondence to/from Lennox regarding DWSD labor strategy issues (.50); review correspondence from Gannon (Conway Mackenzie) regarding Detroit Police Department disciplinary proceedings (.30).			
07/30/13	E MILLER	1.00	900.00	900.00
	Prepare for union meetings (.70); conference call with Easley regarding same (.20); conference with Woo regarding same (.10).			
07/30/13	S C WOO	6.10	375.00	2,287.50
	Communicate with Easley regarding DWSD collective bargaining agreements (.70); correspondence with Lennox regarding same (.70); revise letter to DWSD (.30); revise charts summarizing DWSD collective bargaining agreements (1.50); prepare union correspondence regarding 8/2/13 active health restructuring meetings (2.20); correspondence with Lennox regarding union representation of retirees (.70).			
07/31/13	D S BIRNBAUM	7.20	575.00	4,140.00
	Prepare for and attend meetings between City and DPLSA pertaining to implementation of economic terms and conditions (2.00); analysis of costing of certain economic items pertaining to DPLSA terms and conditions (.30); meeting with Assistant Chief White (City) and other members of Detroit Police Department regarding restructuring issues (.70); attend meetings with Hand (Conway MacKenzie), Fire Commissioner Austin (City), and other members of Detroit Fire Department regarding restructuring strategy (1.30); meeting with Gannon (Conway MacKenzie) regarding DPD restructuring issues (.20); meeting with Hand (Conway MacKenzie) regarding DFD restructuring issues (.30); meetings with Mays (City) regarding labor restructuring issues (.50); meeting with Shifman regarding issues pertaining to restructuring of 36th District Court (.30); analysis of Detroit Police Department restructuring issues (.50); email correspondence with Miller and Lennox regarding DWSD and DDOT restructuring issues (.40); telephone conference with Woo regarding research issues in connection with labor restructuring (.30); telephone conference with DWSD General Counsel Wolfson (City) regarding restructuring issues (.40).			
07/31/13	D S BIRNBAUM	1.10	575.00	632.50
	Meetings with Satchel (City) and Easley regarding labor restructuring initiatives.			

JONES DAY

258183-609011

Page 8

October 2, 2013

Labor & Employment Matters

Invoice: 32620301

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/31/13	B W EASLEY	8.50	725.00	6,162.50
	Prepare for and attend meeting with Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding wage reductions and restructuring issues (1.80); review draft letters to AFSCME and DPLSA regarding wage reductions and restructuring issues (.50); meetings with Orr, Nowling (City) and Mays (City) regarding labor strategy issues and DPLSA meeting (1.20); review correspondence from Orr, Mays (City), Satchel (City) and Jerneycic (Ernst & Young) regarding DPLSA wage reduction (.30); telephone conferences with Mays (City) and Satchel (City) regarding media talking points pertaining to DPLSA wage reduction (.50); meeting with Detroit Police Department (DPD) leadership and Conway MacKenzie to review status of restructuring plan (.70); review correspondence from Zack (City) regarding DPD grievance and disciplinary matters (.20); meeting with Detroit Fire Department leadership team and Conway MacKenzie to review status of restructuring plan (1.80); correspondence to/from Wolfson and Lennox regarding Detroit Water and Sewer Department (DWSD) labor strategy issues (.50); review correspondence from Satchel (City) regarding negotiations with labor unions representing Detroit Department of Transportation employees (.20); review agenda for meetings with labor unions regarding active medical plan restructuring plan (.20); correspondence to/from Miller regarding meetings with labor unions regarding active medical plan restructuring plan (.30); [REDACTED]			
07/31/13	E MILLER	4.00	900.00	3,600.00
	Prepare for union meetings on restructuring active health insurance (1.80); prepare slide deck regarding same (2.20).			
07/31/13	S C WOO	4.50	375.00	1,687.50
	Correspondence regarding 8/2/13 active health restructuring meetings (1.30); review DWSD collective bargaining agreements (2.60); draft summary regarding same (.60).			
TOTAL		122.50	USD	72,415.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609012

Invoice: 32620300

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Pension Matters

USD 57,475.00

TOTAL

USD 57,475.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609012/32620300 IN YOUR PAYMENT

JONES DAY

258183-609012

Page 2
October 2, 2013
Invoice: 32620300

Pension Matters

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
S H GRIFFIN	12.90	800.00	10,320.00
D G HEIMAN	4.20	975.00	4,095.00
E MILLER	18.30	900.00	16,470.00
COUNSEL			
M M REIL	27.80	650.00	18,070.00
ASSOCIATE			
D J MERRETT	7.60	525.00	3,990.00
O S ZELTNER	15.10	300.00	4,530.00
TOTAL	85.90	USD	57,475.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Pension Matters included the following:

- (1) Participated in discussions of pension issues and strategy with the City and its other advisors;
- (2) Reviewed and analyzed pension plan documents, programs and historical activities and developed related restructuring initiatives and plan design alternatives;
- (3) Evaluated legal issues relating to potential pension redesign alternatives;
- (4) Prepared for and participated in restructuring meetings with pension trustees and advisors for the pensions systems regarding potential pension modifications and other restructuring issues;
- (5) Researched issues related to anticipated constitutional (and other) legal challenges to the City's proposed pension restructuring; and
- (6) [REDACTED] and conducted research and developed strategies for addressing these issues.

JONES DAY

258183-609012

Page 3

October 2, 2013

Pension Matters

Invoice: 32620300

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	M M REIL	3.90	650.00	2,535.00
	Draft/revise memorandum to Miller and Moore (Conway MacKenzie) [REDACTED] (1.00); review supporting documentation (e.g., Board minutes, communications, actuarial reports) (2.50); communicate with Griffin regarding same (.20); communicate with Sachs (Miller Canfield) regarding same (.20).			
07/19/13	S H GRIFFIN	0.50	800.00	400.00
	Teleconference with Reil regarding [REDACTED] memo [REDACTED]			
07/19/13	M M REIL	6.00	650.00	3,900.00
	Draft/revise memorandum to Miller and Moore (Conway MacKenzie) [REDACTED] (1.80); review supporting documents (3.50); communicate with Miller and Griffin regarding same and regarding process for obtaining additional information [REDACTED] (.70).			
07/20/13	D G HEIMAN	1.40	975.00	1,365.00
	Review memoranda (.70); conference with Lennox regarding Michigan constitutional arguments regarding pensions (.70).			
07/21/13	S H GRIFFIN	1.80	800.00	1,440.00
	Review DPFRS and DGRS actuarial reports to confirm numbers provided to Nowling (City).			
07/21/13	D J MERRETT	2.80	525.00	1,470.00
	Draft and revise memorandum regarding constitutional pension protections.			
07/22/13	S H GRIFFIN	4.30	800.00	3,440.00
	[REDACTED] (2.80); participate in Pension Task Force Call (Miller (Jones Day), Moore (Conway MacKenzie), Bowen and Warren (Milliman, Sachs (Miller, Canfield)) regarding [REDACTED] (1.00); [REDACTED] (.50).			
07/22/13	D G HEIMAN	0.50	975.00	487.50
	Conferences with Bennett and Lennox regarding jurisdictional and constitutional issues.			
07/22/13	D J MERRETT	2.20	525.00	1,155.00
	Draft and revise memorandum regarding constitutional pension protections.			
07/22/13	E MILLER	1.70	900.00	1,530.00
	Conference with Moore (Conway MacKenzie) on pension issues (.70); conference with pension task force (Miller (Jones Day), Moore (Conway MacKenzie), Bowen and Warren (Milliman), Sachs (Miller, Canfield)) [REDACTED] (1.00).			
07/22/13	M M REIL	2.80	650.00	1,820.00
	Review/analyze materials [REDACTED] (1.50); conference with Griffin regarding [REDACTED] (1.30).			
07/23/13	S H GRIFFIN	0.80	800.00	640.00
	Teleconference with Sachs (Miller Canfield) and Reil regarding impact and status of Ordinance 11-33.			
07/23/13	D J MERRETT	2.60	525.00	1,365.00
	Draft memorandum regarding constitutional pension protections (1.20); research regarding same (1.40).			
07/23/13	E MILLER	1.00	900.00	900.00
	Conferences with Moore (Conway Mackenzie) on DC plan issues (.60); [REDACTED] (.40).			

JONES DAY

258183-609012

Page 5
October 2, 2013
Invoice: 32620300

Pension Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/26/13	M M REIL Review/analyze letters from Milliman regarding projections with regard to when GRS and PFRS will run out of funds available to pay benefits.	0.40	650.00	260.00
07/27/13	D G HEIMAN Review Lennox report on call with unions regarding retiree committee.	0.20	975.00	195.00
07/29/13	E MILLER Review and evaluate [REDACTED]	2.30	900.00	2,070.00
07/29/13	M M REIL Review/analyze memorandum prepared by Corley regarding [REDACTED] (.20); conferences with Miller and Moore (Conway MacKenzie) regarding same (.10).	0.30	650.00	195.00
07/30/13	S H GRIFFIN Telephone conference with Sachs (Miller Canfield) regarding new information about [REDACTED]	0.50	800.00	400.00
07/30/13	D G HEIMAN Conference with Miller regarding agenda for 8/1 pension meeting.	0.30	975.00	292.50
07/30/13	E MILLER Analyze value of pension claim.	1.00	900.00	900.00
07/30/13	M M REIL Attended conference call with Sachs (Miller Canfield) and Griffin regarding information needed to make a proposal regarding GRS and PFRS (1.00); conference with Corley regarding [REDACTED] (.30); review Corley memo [REDACTED] (.50).	1.80	650.00	1,170.00
07/30/13	O S ZELTNER Research (5.60) and draft memo to Lennox (3.10) regarding [REDACTED]	8.70	300.00	2,610.00
07/31/13	S H GRIFFIN Participate in Pension Task Force call with Moore (Conway MacKenzie), Miller Canfield and Milliman (1.20); participate in information gathering call with Moore (Conway MacKenzie), Miller Canfield and [REDACTED] regarding [REDACTED] (1.00).	2.20	800.00	1,760.00
07/31/13	D G HEIMAN Review agenda for 8/1 pension meeting (.20); conference with Miller regarding same (.30).	0.50	975.00	487.50
07/31/13	E MILLER Pension task force call (Moore (Conway MacKenzie), Bowen and Warren (Milliman), Sachs (Miller Canfield)) (1.00); [REDACTED] draft request list regarding same (.30).	1.70	900.00	1,530.00
07/31/13	M M REIL Review documents relating to PFRS forwarded by Sachs (Miller Canfield) (.30); phone call with Esuchanko [REDACTED] (.50); attended meeting with the pension task force (Miller (Jones Day), Moore (Conway MacKenzie), Bowen and Warren (Milliman), Sachs (Miller Canfield)) [REDACTED]	2.00	650.00	1,300.00
07/31/13	M M REIL Attended pension task force meeting (Miller (Jones Day), Moore (Conway MacKenzie), Bowen and Warren (Milliman), Sachs (Miller Canfield)).	1.30	650.00	845.00
07/31/13	O S ZELTNER Research (2.50) and draft follow-up memo to Lennox (3.90) regarding [REDACTED]	6.40	300.00	1,920.00
TOTAL		85.90	USD	57,475.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609013

Invoice: 32620302

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

OPEB Matters

USD 14,220.00

TOTAL

USD 14,220.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609013/32620302 IN YOUR PAYMENT

JONES DAY

258183-609013

OPEB Matters

Page 2
October 2, 2013
Invoice: 32620302

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
E MILLER	<u>15.80</u>	900.00	<u>14,220.00</u>
TOTAL	15.80	USD	14,220.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to OPEB Matters included the following:

- (1) Evaluated various healthcare plan changes and timing issues; and
- (2) Prepared healthcare proposals for restructuring discussions.

JONES DAY

258183-609013

Page 3
October 2, 2013
Invoice: 32620302

OPEB Matters

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/23/13	E MILLER Conferences with Taranto regarding active health issues.	0.50	900.00	450.00
07/24/13	E MILLER Conference with BCBSM regarding [REDACTED] (1.80); conference with S. Taranto regarding same (.40).	2.20	900.00	1,980.00
07/25/13	E MILLER Analyze new health insurance plan for actives.	1.80	900.00	1,620.00
07/29/13	E MILLER Prepare active employees' health care proposal.	2.80	900.00	2,520.00
07/29/13	E MILLER Prepare retiree health presentation to unions (.80); and implementation (.70).	1.50	900.00	1,350.00
07/30/13	E MILLER Prepare for (4.00) and meet with (2.00) health care task force team (Taranto (Milliman), Jerneycic (Ernst & Young), Malhotra (Ernst & Young), Brown (City) and Satchell (City)).	6.00	900.00	5,400.00
07/31/13	E MILLER Review and evaluate tax issues regarding Retiree HRA.	1.00	900.00	900.00
TOTAL		15.80	USD	14,220.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609015

Invoice: 32620304

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Debt and Financing Issues

	USD	12,110.00
TOTAL	USD	<u>12,110.00</u>

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609015/32620304 IN YOUR PAYMENT

JONES DAY

258183-609015

Page 2
October 2, 2013
Invoice: 32620304

Debt and Financing Issues

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	3.80	1,000.00	3,800.00
H LENNOX	5.40	900.00	4,860.00
ASSOCIATE			
L E NELSON	4.10	575.00	2,357.50
M C RUDD	1.90	575.00	1,092.50
TOTAL	15.20	USD	12,110.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Debt and Financing Issues included the following:

- (1) Analyzed various issues relating to the treatment of the City's bonds, including issues relating to the City's pledge of assets and revenues as collateral; and
- (2) Prepared for and participated in discussions with the City's bond insurers and other parties regarding restructuring proposals for the City's debt.

JONES DAY

258183-609015

Page 3
October 2, 2013
Invoice: 32620304

Debt and Financing Issues

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	B S BENNETT Telephone conference with Lennox regarding results of insurer meeting.	0.10	1,000.00	100.00
07/18/13	B S BENNETT Prepare memorandum to Buckfire regarding conference with insurers.	0.10	1,000.00	100.00
07/18/13	B S BENNETT Prepare for and attend conference with insurers regarding alternative restructuring proposal.	1.60	1,000.00	1,600.00
07/18/13	H LENNOX Conference call with MBLA, Assured, Ambac, Bennett, Doak (Miller Buckfire), Buckfire regarding monoline proposal.	1.50	900.00	1,350.00
07/22/13	M C RUDD Communicate (in firm) with Zaffer regarding limitations on the ability of the City to pledge assets.	0.20	575.00	115.00
07/23/13	H LENNOX Call with City advisors, Detroit Economic Growth Corp. regarding Downtown Development Authority bonds.	1.50	900.00	1,350.00
07/24/13	B S BENNETT Telephone conference with Heiman regarding inquiry from Levin's office.	0.10	1,000.00	100.00
07/24/13	B S BENNETT Analysis of memorandum from Levin's office and prepare response.	0.60	1,000.00	600.00
07/25/13	B S BENNETT Telephone conference with LaRose regarding negotiations regarding DWSD debt and GO debt.	0.30	1,000.00	300.00
07/26/13	B S BENNETT Prepare memorandum to Heiman, Buckfire, Lennox, Doak (Miller Buckfire) regarding Assured views on further negotiations.	0.30	1,000.00	300.00
07/26/13	H LENNOX [REDACTED]	0.60	900.00	540.00
07/26/13	L E NELSON Communicate with Lennox and Herman (Miller Buckfire) regarding additional creditor communications (.30); update creditor communications log to reflect same (.40); review and comment on multiple documents prior to uploading to data room (.70).	1.40	575.00	805.00
07/26/13	M C RUDD Review/analyze bond documents relating to the Detroit Building Authority bonds to determine rights of the trustee.	1.70	575.00	977.50
07/27/13	B S BENNETT Prepare memorandum to Nowling (City) regarding secured GO obligations.	0.20	1,000.00	200.00
07/27/13	B S BENNETT Analysis of memorandum from Nowling (City) regarding secured GO obligations.	0.10	1,000.00	100.00
07/29/13	B S BENNETT Telephone conference with Shumaker regarding FGIC scheduling request.	0.20	1,000.00	200.00
07/29/13	H LENNOX Conference call with Miller, Ball, Mayer, Lutgens (COPs counsel) regarding pension/OPEB issues (1.50); follow-up with Miller (.30).	1.80	900.00	1,620.00

JONES DAY

258183-609015

Page 4
October 2, 2013
Invoice: 32620304

Debt and Financing Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/29/13	L E NELSON	1.90	575.00	1,092.50
	Update creditor communications logs to reflect additional information and meetings (.70); communicate with Lennox and Bennett regarding same (.30); review and comment on multiple documents and responses to diligence requests prior to uploading to data room (.90).			
07/30/13	B S BENNETT	0.20	1,000.00	200.00
	Prepare memorandum regarding conferences with FGIC, MBLA, Ambac, and Assured and Gordon (Police & Fire), pension fund.			
07/30/13	L E NELSON	0.80	575.00	460.00
	Communicate with Lennox, Rosenblum and Bennett regarding creditor communications (.20); communicate with Seidman and Wilson regarding same (.20); update creditor communications log to reflect additional contacts (.40).			
TOTAL		15.20	USD	12,110.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609016

Invoice: 32620307

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Emergency Manager and Michigan Statutes

USD 40,150.00

TOTAL

USD 40,150.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609016/32620307 IN YOUR PAYMENT

JONES DAY

258183-609016

Page 2
October 2, 2013
Invoice: 32620307

Emergency Manager and Michigan Statutes

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B R HEIFETZ	10.00	775.00	7,750.00
D G HEIMAN	4.60	975.00	4,485.00
ASSOCIATE			
M E GREENFIELD	26.00	525.00	13,650.00
T HOFFMANN	2.10	650.00	1,365.00
D T MOSS	21.50	600.00	12,900.00
TOTAL	64.20	USD	40,150.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Emergency Manager and Michigan Statutes included the following:

- (1) Assisted the Emergency Manager, as requested, on various issues relating to fulfilling his statutory duties under Public Act 436;
- (2) Prepared or revised various orders and directives for issuance by the Emergency Manager, researched related legal issues and advised the Emergency Manager on these matters;
- (3) Assisted the Emergency Manager with requests for information pursuant to the Freedom of Information Act; and
- (4) [REDACTED]

JONES DAY

258183-609016

Page 3
October 2, 2013
Invoice: 32620307

Emergency Manager and Michigan Statutes

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	M E GREENFIELD Research FOIA exemptions	2.20	525.00	1,155.00
07/19/13	D T MOSS Communicate with Penn and Mays (City) regarding EM order issues (.50); communicate with Tedder (State) regarding vendor issues (.50).	1.00	600.00	600.00
07/21/13	D T MOSS Communicate with Mays (City) and Sedlak regarding Trust Agreement and execution of EM Order (.30); modify EM Order based on comments from Mays (.20).	0.50	600.00	300.00
07/22/13	M E GREENFIELD Research FOIA exemptions	2.50	525.00	1,312.50
07/22/13	B R HEIFETZ Correspondence regarding issues regarding Judge Aquilina continued exercise of jurisdiction over EM (.60); review options regarding same (.80); telephone conference with Dick, Newman regarding same (.60); review draft outline by Newman and Dick regarding same (1.00); communications with Moss regarding questions regarding Judge Aquilina orders (.50); communications with DiPompeo regarding Judge Aquilina exercise of jurisdiction (.40); research regarding same (.50).	4.40	775.00	3,410.00
07/22/13	D T MOSS Communicate with Mays (City) and Heifetz regarding land sale approval process and authorizations from Treasurer and Governor (.20); review approval e-mails and authorization requests for land sales (.30).	0.50	600.00	300.00
07/23/13	M E GREENFIELD Research FOIA exemptions	5.50	525.00	2,887.50
07/23/13	D T MOSS Edit and revise EM Order No. 14 based on comments and edits from Penn (City), Orr and Sedlak.	0.50	600.00	300.00
07/24/13	M E GREENFIELD Research FOIA exemptions	0.50	525.00	262.50
07/25/13	D T MOSS Communicate with Mays (City) and Satchel (City) regarding modification of City Ordinances and potential EM order (.50); communicate with Penn (City) regarding Hardest Hit Fund and proposal for blight (.50); review solicitation and response for Hardest Hit Funds (3.50).	4.50	600.00	2,700.00
07/26/13	M E GREENFIELD Analyze PA 436's requirements post-chapter 9 filing	3.80	525.00	1,995.00
07/26/13	D T MOSS Communicate with Penn (City) and Mays (City) regarding EM orders regarding vacation days and wrecking fees (1.00); revise EM order regarding PLA agreement (.50); review Penn (City) Hardest Hit Fund white paper proposal (1.00); communicate with Penn (City) regarding edits to Hardest Hit Fund proposal (.50).	3.00	600.00	1,800.00
07/27/13	D G HEIMAN Conferences with Nowling (City) and Orr regarding Attorney General Notice of Appearance for retirees.	0.60	975.00	585.00
07/28/13	D T MOSS Communicate with Penn (City) regarding various items: Hardest Hit Fund proposal, future EM orders, FOIA requests and litigation stay.	0.50	600.00	300.00
07/28/13	D T MOSS [REDACTED]	1.50	600.00	900.00
07/29/13	M E GREENFIELD Draft memorandum on FOIA exemptions	1.00	525.00	525.00

JONES DAY

258183-609016

Page 4
October 2, 2013
Invoice: 32620307

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/29/13	M E GREENFIELD [REDACTED]	4.20	525.00	2,205.00
07/29/13	B R HEIFETZ [REDACTED] communicate with Moss, Greenfield regarding same (.30).	0.60	775.00	465.00
07/29/13	D G HEIMAN [REDACTED]	0.50	975.00	487.50
07/29/13	D T MOSS Communicate with Lennox, Mays (City), Orr and Penn (City) regarding EM orders (1.00); communicate with Bell regarding wrecking requirements and blight order (.20); review draft order for wrecking and blight (.50); communicate with Sedlak and Austin regarding EM order related to PLA (.50); review statutes related to wrecking requirements (.30).	2.50	600.00	1,500.00
07/30/13	M E GREENFIELD [REDACTED] conference with Heifetz and Moss regarding same (.30).	6.30	525.00	3,307.50
07/30/13	B R HEIFETZ [REDACTED]	0.40	775.00	310.00
07/30/13	B R HEIFETZ [REDACTED]	0.50	775.00	387.50
07/30/13	B R HEIFETZ Review draft blight order (.40); meet with Moss regarding same (.30).	0.70	775.00	542.50
07/30/13	D G HEIMAN [REDACTED]	1.00	975.00	975.00
07/30/13	D G HEIMAN Conference with Cullen regarding Attorney General Notice of Appearance (.30); conference with Orr regarding same (.20).	0.50	975.00	487.50
07/30/13	D T MOSS Communicate with Heifetz regarding wrecking ordinance waiver order (.50); communicate with Penn (City) and Bell regarding requirements of wrecking ordinance waiver order (.50); research Michigan and Detroit statutes regarding construction and wrecking license requirements (1.00); draft and revise EM order regarding wrecking ordinance waiver and temporary licenses (1.00); edit memo from Mays (City) regarding sale of real property and memo to PDD (.20).	3.20	600.00	1,920.00
07/31/13	B R HEIFETZ [REDACTED] review State Notices of Appearance (.50); [REDACTED]	1.90	775.00	1,472.50
07/31/13	B R HEIFETZ Review blight order (.50); meeting with Moss regarding blight order (.40); correspondence regarding FOIA requests from Al Jazeera (.30); communicate with Moss regarding same (.30).	1.50	775.00	1,162.50
07/31/13	D G HEIMAN [REDACTED]	2.00	975.00	1,950.00
07/31/13	T HOFFMANN [REDACTED]	2.10	650.00	1,365.00

JONES DAY

258183-609016

Page 5
October 2, 2013
Invoice: 32620307

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/31/13	D T MOSS Communicate with Mays and Penn (City) regarding EM Orders and other issues (1.00); edit and revise EM order regarding wrecking based on comments from Heifetz and Penn (1.00); communicate with Austin and Mays (City) regarding PLA Trust Agreement edits and modification of Order No. 14 (.80); communicate with Orr and others regarding next steps and other issues related to bankruptcy court hearings (1.00).	3.80	600.00	2,280.00
TOTAL		64.20	USD	40,150.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609017

Invoice: 32620308

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Litigation

USD 48,090.00

TOTAL

USD 48,090.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609017/32620308 IN YOUR PAYMENT

JONES DAY

258183-609017

Page 2
October 2, 2013
Invoice: 32620308

Litigation

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
T F CULLEN JR	3.90	950.00	3,705.00
B R HEIFETZ	1.90	775.00	1,472.50
D G HEIMAN	4.50	975.00	4,387.50
G S IRWIN	6.50	725.00	4,712.50
H LENNOX	6.80	900.00	6,120.00
E MILLER	4.30	900.00	3,870.00
G M SHUMAKER	7.90	825.00	6,517.50
ASSOCIATE			
C J DIPOMPEO	32.80	475.00	15,580.00
R D NEWMAN	3.00	575.00	1,725.00
TOTAL	71.60	USD	48,090.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Litigation included the following:

- (1) Evaluated and monitored certain lawsuits filed in state court seeking restraining orders against the City and other relief under state law;
- (2) Researched constitutional and other legal issues raised in pending state lawsuits challenging the Emergency Manager or state actions relating to Public Act 436; and
- (3) Evaluated removal issues for pending state lawsuits and prepared notices of removal and a motion to transfer venue.

JONES DAY

258183-609017

Page 3
October 2, 2013
Invoice: 32620308

Litigation

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	C J DIPOMPEO Draft notice of removal from state court to federal court in GRS v. Orr.	6.70	475.00	3,182.50
07/18/13	D G HEIMAN Conferences with Cullen and litigation team regarding Chapter 9 filing (3.00); follow-up conference with Lennox (.50).	3.50	975.00	3,412.50
07/18/13	G S IRWIN Review complaints and related materials in litigation seeking to block bankruptcy petition (1.40); monitor developments in retirement case challenging chapter 9 filing under 436 and related proceedings (1.30) and consider next steps (.50).	3.20	725.00	2,320.00
07/18/13	H LENNOX Telephone conferences with Stewart, DiPompeo regarding removal issues (.50); research same (.70); review and revise paper (.50).	1.70	900.00	1,530.00
07/18/13	E MILLER Conference with Shumaker and Cullen regarding suit against EM in Lansing.	1.00	900.00	900.00
07/18/13	R D NEWMAN Review/analyze complaint by General Retirement System seeking to enjoin Chapter 9 filing (1.00); respond to questions regarding same (1.50); research removal of cases involving non-parties (.50).	3.00	575.00	1,725.00
07/18/13	G M SHUMAKER Meetings and various discussions with Heiman, Cullen, Stewart, Miller and litigation team regarding Michigan state court litigation and related strategy (2.80); communicate with Hertzberg (Pepper Hamilton) and Kovsky-Apap (Pepper Hamilton) regarding same (.50).	3.30	825.00	2,722.50
07/19/13	T F CULLEN JR Prepare work plan for coordination of state court procedures.	1.20	950.00	1,140.00
07/19/13	C J DIPOMPEO Revise notice of removal from state court to federal court in GRS v. Orr (2.50); draft motion to transfer venue from the Western District of Michigan to the Eastern District of Michigan regarding same (5.00). Communicate with Cullen, Stewart, G. Shumaker, and Heiman regarding strategy in ongoing litigation.	9.20	475.00	4,370.00
07/19/13	D G HEIMAN Review memoranda regarding TROs and declaratory judgment in Michigan lawsuits.	1.00	975.00	975.00
07/19/13	G S IRWIN Evaluate pension fund litigation challenging chapter 9 filing under PA 436 (1.80) and review related materials (1.50).	3.30	725.00	2,392.50
07/19/13	H LENNOX Call and conferences with Heiman, litigation team regarding litigation next steps (1.10); multiple conferences with litigation team, Orr, Tedder (State) regarding further action by state court in pension cases (1.60).	2.70	900.00	2,430.00
07/19/13	E MILLER Conferences with Jones Day litigation team regarding state court litigation (1.00); review complaints and answers (2.30).	3.30	900.00	2,970.00
07/19/13	G M SHUMAKER Telephone conference with Brader (State) regarding state court action.	0.20	825.00	165.00
07/20/13	C J DIPOMPEO Revise notice of removal from state court to federal court in GRS v. Orr (.70); revise motion to transfer venue from the Western District of Michigan to the Eastern District of Michigan regarding same (3.00).	3.70	475.00	1,757.50

JONES DAY

258183-609017

Page 4
October 2, 2013
Invoice: 32620308

Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/20/13	B R HEIFETZ Communications with Cullen, Moss, Lennox, Stewart, Dick, Newman regarding constitutional challenges to filing.	0.70	775.00	542.50
07/20/13	H LENNOX Review and revise venue transfer motion and notices of removal in GRS case (.40); communications with litigators regarding constitutional and federalism issues (2.00).	2.40	900.00	2,160.00
07/20/13	G M SHUMAKER Communicate with Cullen and Stewart regarding removal of GSR v Orr case (.50); review/comment on latest draft of Motion to Transfer Venue (post-removal) (.30); review/analyze communications regarding analysis of constitutional issues raised by Judge Aquilina's actions and orders (1.00).	1.80	825.00	1,485.00
07/21/13	C J DIPOMPEO Revise notices of removal and motion to transfer venue in GRS v. Orr (.90); communicate with Stewart, G. Shumaker, Hartmann, and Scott regarding same (2.20).	3.10	475.00	1,472.50
07/21/13	B R HEIFETZ Correspondence with team regarding constitutional issues (.70), review and revise R. Newman outline for issues regarding same (.50).	1.20	775.00	930.00
07/21/13	G M SHUMAKER Review latest draft of Motion to Transfer Venue (.50); participate in teleconference with Stewart, DiPompeo, M. Hartmann and K. Scott regarding same and related strategy (.30).	0.80	825.00	660.00
07/22/13	C J DIPOMPEO Communicate with Moss and Scott regarding notice of removal served upon the state court (.60); communicate with G. Shumaker, Stewart, Lennox and others regarding the orders issued in state court, the state court's failure to acknowledge removal, and the proceedings in the Michigan Court of Appeals (2.80). Communicate with Heifetz regarding status of pending litigation (.50); communicate with Dick regarding arguments that could be raised in a motion to remand GRS v. Orr to state court (1.50).	5.40	475.00	2,565.00
07/22/13	G M SHUMAKER Review filings of PFRS and GRS and Judge Aquilina orders (.50); communicate with Lennox, Heiman and Cullen regarding response to same (.50).	1.00	825.00	825.00
07/23/13	C J DIPOMPEO Research for G. Shumaker and Stewart regarding power of federal court to address state court that fails to recognize a notice of removal.	2.00	475.00	950.00
07/23/13	G M SHUMAKER Review Michigan Court of Appeals' orders in GRS v. Orr and other cases (.50) and access impact of same (.30).	0.80	825.00	660.00
07/24/13	C J DIPOMPEO Communicate with Heifetz, Miller, Dick, and Merrett regarding litigation challenging Detroit's authorization to file for chapter 9 bankruptcy (2.40); draft email on assignments regarding same (.30).	2.70	475.00	1,282.50
07/30/13	T F CULLEN JR Review constitutional issues in pending litigation matters and their procedural posture (2.00); consider issues raised by AG's Notice of Appearance (.70).	2.70	950.00	2,565.00
TOTAL		71.60	USD	48,090.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609022

Invoice: 32620309

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Contract Issues

USD 72,775.00

TOTAL

USD 72,775.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609022/32620309 IN YOUR PAYMENT

JONES DAY

258183-609022

Page 2
October 2, 2013
Invoice: 32620309

Contract Issues

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B B ERENS	27.50	850.00	23,375.00
ASSOCIATE			
T HOFFMANN	58.00	650.00	37,700.00
J M TILLER	19.50	600.00	11,700.00
TOTAL	105.00	USD	72,775.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Contract Issues included the following:

- (1) Evaluated various contract issues relating to vendor management, including with respect to the transition into chapter 9;
- (2) Evaluated contracts relating to certain City assets and the potential treatment of these agreements as part of the City's restructuring; and
- (3) Participated in regular meetings with the City and its financial advisors regarding vendor management matters, contract administration and restructuring initiatives.

JONES DAY

258183-609022

Page 3
October 2, 2013
Invoice: 32620309

Contract Issues

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	B B ERENS	6.00	850.00	5,100.00
	Prepare to address vendor issues around filing in meetings with City and Ernst & Young team (5.00); meetings with City regarding the same (1.00).			
07/18/13	T HOFFMANN	12.70	650.00	8,255.00
	Attend numerous meetings regarding supplier strategy with Mays (City), Ernst & Young and Erens (8.00); review and analyze various documents and other materials in relation to supplier strategy (4.70).			
07/19/13	B B ERENS	3.50	850.00	2,975.00
	Meetings with City and consultants regarding managing vendor issues (2.00); telephone calls with vendors regarding the same (1.50).			
07/19/13	T HOFFMANN	4.70	650.00	3,055.00
	Participate in meetings with Mays (City), Erens and Ernst & Young regarding bank and supplier strategy.			
07/21/13	B B ERENS	1.00	850.00	850.00
	Telephone calls with Hoffmann regarding upcoming vendor meetings with City (.50); prepare for same (.50).			
07/22/13	B B ERENS	2.30	850.00	1,955.00
	Work with City on vendor issues (.50); telephone calls with Hoffmann regarding the same (1.00); separate call with Heiman regarding the same (.30); review e-mails regarding the same (.50).			
07/22/13	T HOFFMANN	9.20	650.00	5,980.00
	Review and analyze various e-mails, documents and other materials relating to suppliers (5.70); participate in numerous meetings with Ernst & Young, the Emergency Manager's office and others regarding supplier issues (3.50).			
07/23/13	B B ERENS	5.50	850.00	4,675.00
	Prepare for vendor meetings (3.50); telephone calls with Hoffmann regarding the same (1.00); review e-mails regarding the same (1.00).			
07/23/13	T HOFFMANN	7.30	650.00	4,745.00
	Review and analyze various e-mails, documents and other correspondence relating to suppliers and the payment of pre petition obligations (3.50); participate in various meetings with Ernst & Young and City employees regarding suppliers (3.80).			
07/24/13	B B ERENS	2.30	850.00	1,955.00
	Meetings with City regarding status of vendor issues and payments (2.00); review e-mails regarding the same (.30).			
07/24/13	T HOFFMANN	7.10	650.00	4,615.00
	Review and analyze e-mails, documents and other materials relating to suppliers (2.10); review and revise various letters and other correspondence with suppliers (2.20); participate in numerous meetings with Ernst & Young, City employees and others regarding various supplier related issues (2.80).			
07/25/13	T HOFFMANN	4.70	650.00	3,055.00
	Review and analyze e-mails and documents relating to various supplier issues (2.70); participate in numerous meetings with city and consultants regarding supplier issues and related items (2.00).			
07/26/13	B B ERENS	1.50	850.00	1,275.00
	Calls with City and Hoffmann regarding vendor progress and payments (1.00); separate call with State of Michigan regarding the same (.20); preparation for upcoming week of vendor meetings (.30).			
07/26/13	T HOFFMANN	3.00	650.00	1,950.00
	Review and analyze various e-mails and other materials relating to suppliers (1.90); participate in various meetings with Ernst & Young and city employees regarding various payment issues (1.10).			

JONES DAY

258183-609022

Page 4

October 2, 2013

Contract Issues

Invoice: 32620309

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/27/13	J M TILLER Communicate with Hoffmann regarding vendor contract issues (.10); review correspondence and documents regarding same and review precedent regarding same (2.90).	3.00	600.00	1,800.00
07/28/13	J M TILLER Review correspondence and documents regarding potential issues and precedent in responding to various contract issues.	4.00	600.00	2,400.00
07/29/13	B B ERENS Call with finance team regarding status of vendor payments (.80); e-mails to and from working team regarding status of vendor payments (.20); separate meetings with Hoffmann and Mays (City) regarding the same (1.50); conference call with Orr regarding status of vendor payments (.30).	2.80	850.00	2,380.00
07/29/13	T HOFFMANN Review and analyze e-mails and documents relating to various supplier issues (2.30); participate in multiple meetings with Ernst & Young and city employees regarding supplier related issues (1.80).	4.10	650.00	2,665.00
07/29/13	J M TILLER Review and analyze information regarding DBA funding issues, including a letter from contractor seeking adequate assurances (1.70); communicate with Hoffmann regarding same (.20); review precedent regarding same (1.60); draft letter to DBA regarding situation with contractor and the public safety headquarters (1.90); review documents sent to City by Nuclear Regulatory Commission regarding contracts and various bankruptcy issues (1.60); communicate with Hoffmann, Masood and Brundridge regarding same (.30); analyze bankruptcy questionnaire and respond to same (.90); communicate with Ernst & Young regarding contract supplier issues (.30).	8.50	600.00	5,100.00
07/30/13	B B ERENS Telephone calls with Hoffmann regarding status of vendor payments and related issues (.70); conference with Mays (City) regarding status of collection on amounts due to City under contracts (.70); conference with KCC regarding executory contract issues (.20).	1.60	850.00	1,360.00
07/30/13	T HOFFMANN Review and analyze various e-mails and other documents relating to supplier issues (2.30); participate in numerous meetings with Ernst & Young and city employees regarding supplier issues (1.40).	3.70	650.00	2,405.00
07/30/13	J M TILLER Review and revise vendor letters regarding contract issues (3.50); communicate with Hoffmann and Mays (City) regarding same (.20); communicate with Brundridge regarding Regulatory Commission documents (.20); communicate with Mays regarding Public Safety headquarters and funding agreements regarding same (.10).	4.00	600.00	2,400.00
07/31/13	B B ERENS Telephone calls with Hoffmann regarding status of vendor issues (.20); telephone call with State regarding tax payment issues regarding the same (.30); e-mails to and from Lennox regarding the same (.30); telephone call with Mays (City) regarding the same (.20).	1.00	850.00	850.00
07/31/13	T HOFFMANN Review and analyze various e-mails and documents relating to various vendor issues (.70); participate in various meetings with Ernst & Young and city employees regarding various supplier issues (.80).	1.50	650.00	975.00
TOTAL		105.00	USD	72,775.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609023

Invoice: 32620312

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Non-Working Travel

USD 48,407.50

Less 50% Discount

(24,203.75)

TOTAL

USD 24,203.75

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609023/32620312 IN YOUR PAYMENT

JONES DAY

258183-609023

Non-Working Travel

Page 2
October 2, 2013
Invoice: 32620312

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B B ERENS	18.00	850.00	15,300.00
D G HEIMAN	6.00	975.00	5,850.00
H LENNOX	8.00	900.00	7,200.00
ASSOCIATE			
D S BIRNBAUM	3.70	575.00	2,127.50
T HOFFMANN	12.70	650.00	8,255.00
D T MOSS	7.00	600.00	4,200.00
J M TILLER	5.00	600.00	3,000.00
PARALEGAL			
D M HIRTZEL	9.00	275.00	2,475.00
TOTAL	69.40	USD	48,407.50

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the activities of Jones Day relating to Non-Working Travel included the following:

- (1) Travel to various client and vendor meetings, court hearings and other case activities.

JONES DAY

258183-609023

Page 3
October 2, 2013
Invoice: 32620312

Non-Working Travel

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	B B ERENS Travel to Detroit for vendor meetings.	3.00	850.00	2,550.00
07/18/13	D M HIRTZEL Travel from New York to Cleveland office for assistance on chapter 9 filing.	5.00	275.00	1,375.00
07/19/13	B B ERENS Travel back to Chicago from vendor meetings.	3.00	850.00	2,550.00
07/19/13	D M HIRTZEL Travel from Cleveland office back to New York following chapter 9 filing.	4.00	275.00	1,100.00
07/19/13	T HOFFMANN Travel from Detroit to Chicago following vendor meetings.	3.50	650.00	2,275.00
07/21/13	T HOFFMANN Travel to Detroit for vendor meetings with department leaders.	3.20	650.00	2,080.00
07/21/13	D T MOSS Travel to Detroit, Michigan for case activities.	4.00	600.00	2,400.00
07/23/13	B B ERENS Travel to Detroit for vendor meetings.	3.00	850.00	2,550.00
07/23/13	D G HEIMAN Travel to Detroit for first-day hearing.	3.00	975.00	2,925.00
07/23/13	H LENNOX Travel to Detroit regarding 7/24 hearing.	3.50	900.00	3,150.00
07/24/13	B B ERENS Travel back to Chicago from vendor meetings.	3.00	850.00	2,550.00
07/24/13	D G HEIMAN Return travel from Detroit to Cleveland following first-day hearing.	3.00	975.00	2,925.00
07/24/13	H LENNOX Travel to Cleveland from Detroit regarding first hearing.	4.50	900.00	4,050.00
07/24/13	D T MOSS Return travel to DC following meeting.	3.00	600.00	1,800.00
07/28/13	T HOFFMANN Travel to Detroit for vendor meetings.	3.00	650.00	1,950.00
07/28/13	J M TILLER Travel to Detroit from Chicago for vendor meetings.	1.00	600.00	600.00
07/29/13	B B ERENS Travel to Detroit for vendor meetings and related matters.	3.00	850.00	2,550.00
07/30/13	J M TILLER Travel to Chicago from Detroit for vendor meetings.	4.00	600.00	2,400.00
07/31/13	D S BIRNBAUM Non-working travel time from Chicago to Detroit for union meetings and from Detroit back to Chicago following meetings.	3.70	575.00	2,127.50
07/31/13	B B ERENS Travel back to Chicago from vendor meetings and related matters.	3.00	850.00	2,550.00

JONES DAY

258183-609023

Page 4
October 2, 2013
Invoice: 32620312

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/31/13	T HOFFMANN Travel from Detroit to Chicago for vendor meetings.	3.00	650.00	1,950.00
TOTAL		69.40	USD	48,407.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609024

Invoice: 32620314

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Postpetition/Exit Financing

USD 16,980.00

TOTAL

USD 16,980.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609024/32620314 IN YOUR PAYMENT

JONES DAY

258183-609024

Page 2
October 2, 2013
Invoice: 32620314

Postpetition/Exit Financing

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B B ERENS	8.80	850.00	7,480.00
D G HEIMAN	1.90	975.00	1,852.50
ASSOCIATE			
D A HALL	10.70	575.00	6,152.50
T HOFFMANN	2.30	650.00	1,495.00
TOTAL	23.70	USD	16,980.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Postpetition / Exit Financing included the following:

- (1) Assisted in developing the potential structure of a postpetition financing facility for the City and evaluating related issues; and
- (2) Prepared a nondisclosure agreement for use in connection with soliciting financing proposals and a draft financing term sheet.

JONES DAY

258183-609024

Page 3

October 2, 2013

Postpetition/Exit Financing

Invoice: 32620314

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	D G HEIMAN Conference with Buckfire regarding debtor-in-possession financing process (.80); conference with Orr regarding same (.50).	1.30	975.00	1,267.50
07/25/13	B B ERENS Conference call with working team regarding potential debtor financing.	1.00	850.00	850.00
07/29/13	B B ERENS Call with Miller Buckfire regarding post-petition financing structure (.80); separate calls with working team regarding the same (.50).	1.30	850.00	1,105.00
07/29/13	D A HALL Call with Erens regarding potential financing process.	0.50	575.00	287.50
07/29/13	D G HEIMAN Telephone conference with Buckfire regarding post-petition financing.	0.10	975.00	97.50
07/30/13	B B ERENS Review e-mails from working team regarding post-petition financing structure (.50); review materials regarding the same (.50); conference calls with Hall and Hoffmann regarding the same (1.00); preparation regarding the same (.30); e-mails with working team regarding proposed lender confidentiality agreement (.20); conference call with Orr regarding the same (.30).	2.80	850.00	2,380.00
07/30/13	D A HALL Call with Graves, Erens and Hoffmann regarding potential financing structure, background, process and next steps.	0.80	575.00	460.00
07/30/13	D A HALL Review materials related to potential financing package from Miller Buckfire.	0.50	575.00	287.50
07/30/13	D A HALL Draft nondisclosure agreement for use in financing process.	4.80	575.00	2,760.00
07/30/13	D G HEIMAN Conference with Bennett, Buckfire and Doak (Miller Buckfire) regarding status of financing.	0.50	975.00	487.50
07/31/13	B B ERENS Conference with financing team regarding status of liquidity of City for post-petition financing (1.00); conference call with Orr regarding the same (.50); prepare for same (1.30); telephone calls with Hall regarding term sheet regarding the same (.20); review term sheet (.30); conference with Mays regarding issues regarding the same (.20); email to Mays (City) regarding diligence regarding funding (.20).	3.70	850.00	3,145.00
07/31/13	D A HALL Revise post-petition financing Term Sheet based on team call.	0.50	575.00	287.50
07/31/13	D A HALL Draft post-petition financing Term Sheet.	2.10	575.00	1,207.50
07/31/13	D A HALL Revise post-petition financing Term Sheet per comments from Graves.	0.50	575.00	287.50
07/31/13	D A HALL Call with Orr, Erens, Graves, Hoffmann, and Miller Buckfire regarding proposed financing term sheet and deal structure and strategy.	1.00	575.00	575.00
07/31/13	T HOFFMANN Review and analyze issues and documents relating to potential postpetition financing (1.50); participate in conference call with Doak (Miller Buckfire), Erens, Orr and Mays (City) regarding post-petition financing (.80).	2.30	650.00	1,495.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 2, 2013

258183-609028

Invoice: 32620315

Keyvyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period July 18, 2013 through July 31, 2013:

Eligibility Issues and Litigation

USD 36,975.00

TOTAL

USD 36,975.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609028/32620315 IN YOUR PAYMENT

JONES DAY

258183-609028

Page 2

October 2, 2013

Eligibility Issues and Litigation

Invoice: 32620315

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	2.80	1,000.00	2,800.00
T F CULLEN JR	2.50	950.00	2,375.00
B R HEIFETZ	2.70	775.00	2,092.50
D G HEIMAN	2.10	975.00	2,047.50
H LENNOX	2.00	900.00	1,800.00
E MILLER	2.30	900.00	2,070.00
ASSOCIATE			
A J DICK	7.70	475.00	3,657.50
D J MERRETT	3.30	525.00	1,732.50
D T MOSS	3.20	600.00	1,920.00
R D NEWMAN	9.90	575.00	5,692.50
B ROSENBLUM	3.10	725.00	2,247.50
J L SEIDMAN	8.00	400.00	3,200.00
T A WILSON	8.90	600.00	5,340.00
TOTAL	58.50	USD	36,975.00

Summary of Services

During the time period July 18, 2013 through July 31, 2013, the work performed by Jones Day relating to Eligibility Issues and Litigation included the following:

- (1) Finalized the City's statement of qualifications to be a chapter 9 debtor, a memorandum of law in support thereof and various declarations in support thereof;
- (2) Analyzed various constitutional and other legal issues relating to the City's eligibility to be a chapter 9 debtor;
- (3) Developed and refined a litigation schedule to address disputes over the City's eligibility to be a chapter 9 debtor; and
- (4) Addressed issues regarding anticipated discovery in connection with the determination of the City's eligibility to be a chapter 9 debtor.

JONES DAY

258183-609028

Page 3
October 2, 2013
Invoice: 32620315

Eligibility Issues and Litigation

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/18/13	B ROSENBLUM	2.20	725.00	1,595.00
	Review Orr declaration (1.20); review Malhotra (Ernst & Young) declaration (.50); communicate with Malhotra (Ernst & Young) and Jerneycic (Ernst & Young) regarding Malhotra (Ernst & Young) declaration (.20); communications with Seidman regarding same (.30).			
07/18/13	B ROSENBLUM	0.90	725.00	652.50
	Communications with Wilson regarding Orr declaration (.40); communicate with Seidman regarding Malhotra (Ernst & Young) declaration (.30); communicate with Jerneycic (Ernst & Young) and Malhotra (Ernst & Young) regarding same (.20).			
07/18/13	J L SEIDMAN	4.70	400.00	1,880.00
	Finalize statement of qualifications (.30); Malhotra (Ernst & Young) declaration (1.00); Moore (Conway MacKenzie) declaration (.80); Orr declaration (1.00); memorandum of law (.60); and organize same with exhibits for final Lennox review (.40); prepare for and oversee filing of same (.60).			
07/18/13	J L SEIDMAN	3.30	400.00	1,320.00
	Communicate with Lennox, Rosenblum and Malhotra (Ernst & Young) regarding Malhotra (Ernst & Young) declaration (.50); review, revise and finalize same (.50); proofread Orr declaration and communicate with Wilson regarding same (2.30).			
07/18/13	T A WILSON	1.60	600.00	960.00
	Finalize eligibility brief (1.00); communicate with Lennox regarding same (.20); attend to filing and communicate with Hirtzel regarding same (.40).			
07/18/13	T A WILSON	1.10	600.00	660.00
	Finalize Orr declaration (.50); communicate with Lennox regarding same (.20); attend to filing and communicate with Hirtzel regarding same (.40).			
07/18/13	T A WILSON	6.20	600.00	3,720.00
	Revise Orr declaration (2.00); communicate with Orr, Lennox, Seidman regarding same (.30); revise eligibility brief (3.60); communicate with Bennett, Seidman regarding edits to Malhotra (Ernst & Young) declaration (.30).			
07/20/13	A J DICK	3.00	475.00	1,425.00
	Review/analyze constitutional issues regarding Chapter 9 filing/eligibility.			
07/21/13	T F CULLEN JR	2.50	950.00	2,375.00
	Evaluate eligibility issues (2.00); meeting with client regarding same (.50).			
07/21/13	A J DICK	1.20	475.00	570.00
	Review/analyze Constitutional issues regarding Chapter 9 filing/eligibility.			
07/21/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Cullen regarding discovery and litigation preparation for eligibility.			
07/21/13	H LENNOX	0.90	900.00	810.00
	Review and compose constitutional arguments regarding challenge to EM.			
07/21/13	R D NEWMAN	9.20	575.00	5,290.00
	Draft/revise outline of response to state constitutional arguments against Chapter 9 filing.			
07/22/13	B S BENNETT	0.80	1,000.00	800.00
	Analysis of law regarding jurisdiction of bankruptcy court and eligibility in particular.			
07/22/13	D G HEIMAN	0.50	975.00	487.50
	Review outline on constitutional issues regarding eligibility (.30); conference with Bennett and Lennox regarding same (.20).			
07/22/13	H LENNOX	1.10	900.00	990.00
	Review and comment on constitutionality summary regarding pending litigation.			

JONES DAY

258183-609028

Page 4
October 2, 2013
Invoice: 32620315

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/22/13	R D NEWMAN	0.70	575.00	402.50
	Revise outline of response to state constitutional arguments against Chapter 9 filing.			
07/23/13	B S BENNETT	0.10	1,000.00	100.00
	Prepare memorandum to Heiman, Lennox regarding discovery and eligibility.			
07/23/13	B S BENNETT	0.20	1,000.00	200.00
	Conference with Bjork regarding discovery and eligibility.			
07/23/13	D G HEIMAN	0.50	975.00	487.50
	Review email from Perez (FGIC) and proposal to alter eligibility objection schedule.			
07/24/13	A J DICK	3.50	475.00	1,662.50
	Research and develop eligibility strategy (2.50); conference call with Merrett, Miller, Heifetz and DiPompeo regarding same (1.00).			
07/24/13	B R HEIFETZ	1.50	775.00	1,162.50
	Meet with Dick, DiPompeo, Moss, Merrett, Miller regarding constitutional and statutory issues regarding eligibility (1.00); meet with DiPompeo, Dick regarding constitutional issues (.50).			
07/24/13	D J MERRETT	1.10	525.00	577.50
	Review memoranda regarding constitutional pension protections (.20); conference with Miller, Heifetz, DiPompeo and Dick regarding constitutional pension protections (.90).			
07/24/13	D J MERRETT	2.20	525.00	1,155.00
	Draft memorandum regarding constitutional pension protections regarding eligibility issues.			
07/24/13	E MILLER	2.30	900.00	2,070.00
	Conference with Heifetz, Dick, Merrett and DiPompeo to analyze strength of Michigan constitution protection of pensions regarding eligibility issues (1.00); review related materials (1.30).			
07/25/13	D T MOSS	1.20	600.00	720.00
	Communicate with Shumaker, Miller and Heifetz regarding eligibility litigation and related matters.			
07/26/13	B S BENNETT	0.40	1,000.00	400.00
	Telephone conference with Perez (WGM-FGIC) and colleague regarding FGIC comments on eligibility procedure.			
07/26/13	D G HEIMAN	0.20	975.00	195.00
	Conferences with Bennett, Lennox regarding Perez (Weil Gotshal) request for eligibility timing change.			
07/30/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of court order regarding proposed eligibility schedule.			
07/30/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of and respond to memoranda from National counsel regarding eligibility discovery.			
07/30/13	B S BENNETT	0.20	1,000.00	200.00
	Telephone conference with Perez (WGM-FGIC) regarding proposed schedule for eligibility objections, discovery, and hearing.			
07/30/13	B S BENNETT	0.40	1,000.00	400.00
	Telephone conference with Cullen, Shumaker, others regarding labor and pension trust eligibility objection.			
07/30/13	B R HEIFETZ	1.20	775.00	930.00
	Meet with Cullen, Shumaker, Moss, Stewart regarding eligibility issues.			
07/30/13	D G HEIMAN	0.40	975.00	390.00
	Conference with Cullen regarding eligibility litigation schedule.			

JONES DAY

258183-609028

Page 5
October 2, 2013
Invoice: 32620315

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/30/13	D T MOSS Communicate with Heifetz, Cullen and others regarding preparation for eligibility litigation and August 2 hearing (1.50); communicate with Orr regarding potential depositions, and other related matters regarding eligibility (.50).	2.00	600.00	1,200.00
07/31/13	B S BENNETT Telephone conference with Sidley regarding comments on proposed schedule for eligibility.	0.30	1,000.00	300.00
TOTAL		58.50	USD	36,975.00

IN ACCOUNT WITH

JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183

Keyvyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013 (per attached detail):*

Fees:

Case Administration (609001)	\$	97,857.50
Creditor Inquiries (609002)	\$	11,730.00
Court Hearings (609003)	\$	33,332.50
Claims Administration (609004)	\$	23,705.00
Automatic Stay Matters (609005)	\$	117,332.50
Water and Sewer Matters (609006)	\$	75,777.50
City Assets, Services & Revitalization (609007)	\$	249,375.00
COP/Swap Matters (609009)	\$	750,342.50
Labor & Employment Matters (609011)	\$	296,315.00
Pension Matters (609012)	\$	109,240.00
OPEB Matters (609013)	\$	50,880.00
Debt and Financing Issues (609015)	\$	5,482.50
Emergency Manager & Michigan Statutes (609016)	\$	52,212.50
Plan of Adjustment (609021)	\$	34,182.50
Contract Issues (609022)	\$	79,482.50
Non-Working Travel (609023)	\$	92,153.75
Postpetition/Exit Financing (609024)	\$	185,422.50
Eligibility Issues and Litigation (609028)	\$	504,040.00
Mediation Activities (609029)	\$	119,767.50
Fee Examiner (609030)	\$	<u>18,765.00</u>

Total Fees before Discount	\$	2,907,396.25
Less 10% Discount	\$	(290,739.63)
Total Fees	\$	2,616,656.62

Less 15% Quarterly Holdback	\$	(392,498.49)
Total Fees Due Less Holdback	\$	2,224,158.13

*Amounts shown are net of deductions totaling \$578,322.40 for discretionary write-offs taken after internal review and other reductions.

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS
PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183 IN YOUR PAYMENT

JONES DAY

Page 2
October 21, 2013

Disbursements and Charges:

Airfare	\$	16,735.68
Car Rental Charges	\$	1,495.86
Communication Charges	\$	385.38
Conference Charges	\$	227.85
Duplication	\$	1,418.10
Filing Fees	\$	1,213.00
Food and Beverage	\$	1,504.33
Hotel	\$	8,629.69
Long Distance	\$	225.70
Mileage	\$	837.89
Parking	\$	892.33
Photocopy Charges (External)	\$	508.94
Taxi	\$	3,080.25
Toll	\$	90.10
United Parcel Service	\$	<u>400.23</u>

Total Disbursements and Charges \$ 37,645.33

TOTAL AMOUNT DUE \$ 2,261,803.46

Less Additional Reduction \$ (18,192.19)**

REVISED TOTAL AMOUNT DUE \$ 2,243,611.36

** Jones Day has agreed to write off an additional \$18,192.19 as a result of the Fee Examiner review process and to address certain discrepancies. This amount will be deducted from the holdback amount payable, which now will be \$374,306.30.

IN ACCOUNT WITH

JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609001

Invoice: 32627859

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Case Administration

USD 97,857.50

TOTAL

USD 97,857.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS
PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609001/32627859 IN YOUR PAYMENT

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 1,504.33

JONES DAY

258183-609001

Page 2

October 21, 2013

Case Administration

Invoice: 32627859

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	3.40	1,000.00	3,400.00
J B ELLMAN	33.10	825.00	27,307.50
B B ERENS	8.80	850.00	7,480.00
D G HEIMAN	16.00	975.00	15,600.00
H LENNOX	18.20	900.00	16,380.00
ASSOCIATE			
J L SEIDMAN	7.00	400.00	2,800.00
T A WILSON	29.30	600.00	17,580.00
O S ZELTNER	10.40	300.00	3,120.00
PARALEGAL			
D M HIRTZEL	8.20	275.00	2,255.00
B J YAKOVICH	8.60	225.00	1,935.00
TOTAL	143.00	USD	97,857.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Case Administration included the following:

- (1) Addressed various administrative matters essential to the smooth transition of the City into chapter 9 and compliance with the requirements of chapter 9;
- (2) Addressed issues relating to the formation of an official committee of retired employees, including by addressing the United States Trustee's requests for information;
- (3) Participated in meetings regarding case strategy and related matters with the core Jones Day team, the Emergency Manager and his staff, the City's other outside advisors and representatives of the State;
- (4) Maintained a detailed work in process report (the "WIP Report") tracking the workstreams for all restructuring work to help coordinate the efforts of the City and its various professionals; and
- (5) Led weekly meetings with the City's professionals and the Emergency Manager to review the WIP Report and promote coordination and efficiency among the City and its professionals.

JONES DAY

258183-609001

Page 3

Case Administration

October 21, 2013
Invoice: 32627859

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	B S BENNETT Conference with Buckfire (Miller Buckfire), Heiman, Lennox regarding case strategy.	0.50	1,000.00	500.00
08/01/13	J B ELLMAN Review voluminous incoming mail regarding case and pending issues (.70); review information for weekly e-mail blast to state (.40); draft same (.40); conference with Mays (City) regarding same (.10).	1.60	825.00	1,320.00
08/01/13	D G HEIMAN Attend meeting with Buckfire (Miller Buckfire), Bennett and Lennox to discuss key strategies for case.	2.00	975.00	1,950.00
08/01/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.30	275.00	82.50
08/01/13	D M HIRTZEL Prepare for and electronically file notice of proposed order regarding motion directing appointment of retiree committee and arrange for service of same through KCC (.70); monitor court docket via PACER, download and distribute responses filed regarding retiree motion to Lennox (.40).	1.10	275.00	302.50
08/01/13	H LENNOX Communications with Ceccotti (Cohen Weiss), Levine (Lewenstein), Giannirakis (U.S. Trustee), Wilson regarding retiree committee order and union issues (.50); review and revise same (.20); review multiple responses to retiree committee motion (1.30).	2.00	900.00	1,800.00
08/01/13	T A WILSON Communicate with Ellman regarding general case status (.20); communicate with Moss, Lennox, Ball, Green (Miller Canfield), Seidman regarding page limitations in local bankruptcy rules (.50).	0.70	600.00	420.00
08/01/13	T A WILSON Communicate with Giannirakis (UST), Lennox regarding revised retiree committee order and notice of same (.40); prepare filing version of notice of revised retiree committee order (.30); communicate with Lennox regarding same (.20); communicate with Hirtzel regarding filing of notice of revised retiree committee order (.30); communicate with Lennox regarding US Trustee statement regarding retiree committee (.10).	1.30	600.00	780.00
08/02/13	J B ELLMAN Review materials for (.60) and draft (.60) weekly e-mail update for state; communicate with Mays (City), Lennox, others regarding same (.30); review and comment on updated case commencement notice (.20) and order (.10); conference with Wilson regarding same (.20); conference with Lennox regarding hearing results and next steps and activities (1.00).	3.00	825.00	2,475.00
08/02/13	D G HEIMAN Follow-up meetings with Shumaker, Bennett and Lennox to prepare for swap and Retiree Committee.	0.50	975.00	487.50
08/02/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review (.30); prepare for and electronically submit via the Court's ECF system proposed orders in connection with the motion to appoint retiree committee, case commencement and notice of case commencement after today's hearing on same (.40).	0.70	275.00	192.50
08/02/13	J L SEIDMAN Draft, review and revise proposed orders granting case commencement motion (.90) and motion to appoint KCC (.40) in accordance with Judge's comments and rulings at hearing; draft and revise Notice of Case Commencement in accordance with Judge's comments and rulings at hearing (.90); communications with Wilson and Hirtzel regarding the foregoing (.30).	2.50	400.00	1,000.00

JONES DAY

258183-609001

Page 4

October 21, 2013

Case Administration

Invoice: 32627859

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/02/13	T A WILSON Communicate with Lennox regarding briefing requirements in local rules (.10); communicate with Seidman, Paque (KCC), Gullo (Clerk of Court) regarding case commencement order (.70); communicate with Judge Rhodes' Chambers, Lennox regarding Court revisions to case commencement notice and order (.40); communicate with Lennox, Ellman, Seidman, Hirtzel regarding changes to case commencement documents and submission thereof to chambers (.80).	2.00	600.00	1,200.00
08/03/13	J B ELLMAN Review and respond to case correspondence.	0.40	825.00	330.00
08/03/13	T A WILSON Revise work in process report (1.90); communicate with various Jones Day personnel in connection with same (.40).	2.30	600.00	1,380.00
08/04/13	B S BENNETT Telephone conference with Muchmore (State) regarding several pending matters.	0.30	1,000.00	300.00
08/04/13	J B ELLMAN Review matters regarding work in process report (.50); revise report (1.30); conference with Lennox, Wilson regarding same (.20).	2.00	825.00	1,650.00
08/04/13	H LENNOX Edit WIP report.	0.40	900.00	360.00
08/04/13	T A WILSON Revise work in process report (.70); communicate with various JD personnel regarding same (.80).	1.50	600.00	900.00
08/05/13	B S BENNETT Analysis of orders entered by the bankruptcy court.	0.40	1,000.00	400.00
08/05/13	J B ELLMAN Attend and participate in WIP weekly call (.80); conference with Keelean (City) regarding same (.30); communicate with UST and Lennox regarding case commencement order (.10); review updates for WIP (.20).	1.40	825.00	1,155.00
08/05/13	B B ERENS Weekly WIP call.	0.80	850.00	680.00
08/05/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding plans to meet with state.	0.50	975.00	487.50
08/05/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review (.30); communicate (2x) with court and Wilson regarding case commencement proposed order and notice thereof (.20); communicate with Wilson regarding same (.20); prepare for and submit to court the proposed order and proposed notice of commencement via the court's ECF system (.30).	1.00	275.00	275.00
08/05/13	H LENNOX Participate in weekly WIP call (.80); conferences with Wilson, court regarding notice of commencement (.20); conferences with Green (Miller Canfield), Mays (City) regarding committee formation meeting (.40); telephone with Lieb (creditor counsel) regarding tort claims and committee (.50); telephone conferences with Wilson regarding KCC and case commencement orders (.50); update call with Ellman (.40); review local press reports (.40).	3.20	900.00	2,880.00
08/05/13	J L SEIDMAN Draft and revise notice of case commencement (.40), order granting case commencement motion (.40) and order granting motion to appoint KCC (.40); communications with Wilson, Gershbein (KCC) and Paque (KCC) regarding revisions to KCC order, posting of claims register on KCC website and other court requests of KCC (.70).	1.90	400.00	760.00

JONES DAY

258183-609001

Page 5
October 21, 2013
Invoice: 32627859

Case Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/05/13	T A WILSON	2.30	600.00	1,380.00
	Participate in work in process call (.80); revise work in process report (.30); communicate with various JD personnel regarding edits to work in process report (.40); communicate with Lennox, Seidman, Hirtzel regarding uploading of clean versions of case commencement order and notice to chambers (.40); communicate with Lennox, Clerk of Court regarding case commencement notice and order (.30); communicate with Lennox, Ellman regarding service issues (.10).			
08/05/13	T A WILSON	1.30	600.00	780.00
	Communicate with Seidman, Gershbein (KCC), Paque (KCC), Gullo (Clerk of Court), Lennox regarding finalization of order appointing KCC noticing agent (1.10); revise order appointing KCC as claims and noticing agent (.20).			
08/06/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of orders entered by the bankruptcy court.			
08/06/13	J B ELLMAN	1.40	825.00	1,155.00
	Review and respond to case updates (.30); review case commencement notice issues (.50); communicate with Wilson, Paque (KCC) regarding finalization and service of same (.30); review Lennox memos regarding WIP items (.30).			
08/06/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
08/06/13	D M HIRTZEL	0.30	275.00	82.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
08/06/13	H LENNOX	2.00	900.00	1,800.00
	Conferences with Heiman, Bennett, Brader (State) regarding state issues (1.20); review blacklines of notice of commencement and order (.20); telephone conferences with Giannirakis (U.S. Trustee), Theus (U.S. Trustee) regarding committee issues (.60).			
08/06/13	T A WILSON	2.30	600.00	1,380.00
	Communicate with Ellman, Seidman, Gullo (Clerk of Court), Paque (KCC), Estrada (KCC) regarding service of case commencement notice (1.00); revise formatting of case commencement notice for publication purposes and communicate with Ellman, Estrada (KCC), Paque (KCC) regarding same (1.30).			
08/07/13	J B ELLMAN	0.30	825.00	247.50
	Communicate with Estrada (KCC), Wilson regarding publication of case commencement notice.			
08/07/13	H LENNOX	1.30	900.00	1,170.00
	Telephone conferences with Seidman, Giannirakis (U.S. Trustee), regarding retiree committee questionnaire (.30); update meeting with Mays (City) (1.00).			
08/07/13	J L SEIDMAN	0.60	400.00	240.00
	Various communications with Lennox, U.S. Trustee, KCC and City regarding posting of Retiree Committee Questionnaire on City and KCC websites.			
08/07/13	T A WILSON	0.20	600.00	120.00
	Communicate with Ellman, Merrett regarding service and publication of case commencement notice (.10); communicate with Hoffmann regarding work in process report (.10).			
08/07/13	B J YAKOVICH	0.70	225.00	157.50
	Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group (.60); review and respond to request for recently filed pleadings for distribution to Nelson (.10).			
08/08/13	J B ELLMAN	1.60	825.00	1,320.00
	Review updates for state weekly e-mail (.40); draft same (.40); conference with Mays (City) regarding same (.10); communicate with Paque (KCC), Merrett regarding publication of case commencement notice (.30); review proof issues regarding same (.20); communicate with Mays (City) regarding personnel issues (.20).			

JONES DAY

258183-609001

Page 6

October 21, 2013

Invoice: 32627859

Case Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/08/13	H LENNOX Telephone conferences with Seidman, Nowling (City), Green (Miller Canfield) regarding retiree questionnaire (.30); update call with Heiman (.40).	0.70	900.00	630.00
08/08/13	J L SEIDMAN Communications with UST, Lennox and Hayes (City) regarding posting retiree committee questionnaire on City website.	0.20	400.00	80.00
08/08/13	B J YAKOVICH Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group.	0.60	225.00	135.00
08/09/13	J B ELLMAN Finalize and distribute weekly update to state (.50); communicate with Rudd, Lee (Ernst & Young) regarding posting case commencement notice on EMMA (.30); communicate with Mays (City) regarding same (.10); update work in process report (.40); communicate with Lennox, Heiman, Bennett regarding weekly update (.20); communicate with Paque (KCC) regarding case commencement notice publication (.10).	1.80	825.00	1,485.00
08/09/13	J L SEIDMAN Check docket, download pleadings and circulate docket update to internal team (.30); communicate with Ellman (.10) and Hoffmann (.10) regarding reclamation demands and procedures for dealing with same.	0.50	400.00	200.00
08/09/13	B J YAKOVICH Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group.	0.70	225.00	157.50
08/11/13	J B ELLMAN Review and revise work in process report (1.20); review supporting materials regarding same (.60); communicate with Mays (City) regarding planning and administrative issues for coming week (.10); review FAQ from City for employee questions (.20).	2.10	825.00	1,732.50
08/11/13	H LENNOX Review and revise WIP report.	0.30	900.00	270.00
08/11/13	T A WILSON Review revised work in process report (.20); communicate with Ellman regarding same (.20).	0.40	600.00	240.00
08/12/13	J B ELLMAN Prepare for (.30) and attend and participate in (.70) weekly WIP call; communicate with Orr regarding weekly report issues (.10).	1.10	825.00	907.50
08/12/13	D G HEIMAN [REDACTED]	1.00	975.00	975.00
08/12/13	H LENNOX Participate in weekly WIP call with city and advisors to ensure coordination and avoid duplication of efforts (.70); follow-ups with Heiman, Moore (Conway MacKenzie) regarding same (.30); telephone conference with Penn (City), Giannirakis (U.S. Trustee) regarding 8/20 committee formation meeting (.30).	1.30	900.00	1,170.00
08/12/13	J L SEIDMAN Draft memorandum to Hayes (City) regarding posting UST message on City website (.10) and follow up telephone conference with Hayes (City) regarding same (.10); prepare for and participate in weekly work in process call (.60).	0.80	400.00	320.00
08/12/13	T A WILSON Review correspondence related to case administration (.20); participate in weekly work in process call (.70); revise work in process report (.60); organize working files (.30); review correspondence and docket in connection with dismissed district court action and communicate with Ellman regarding same (.30).	2.10	600.00	1,260.00

JONES DAY

258183-609001

Page 7

October 21, 2013

Case Administration

Invoice: 32627859

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	B J YAKOVICH	2.00	225.00	450.00
	Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group (.80); research and distribute adversary case docket and initial pleading to working group (1.10); communication with Lennox regarding same (.10).			
08/13/13	J B ELLMAN	0.70	825.00	577.50
	Communicate with Hoffmann regarding case status and upcoming activities (.60); communicate with City regarding posting of case commencement notice on Electronic Municipal Market Access (.10).			
08/13/13	H LENNOX	1.00	900.00	900.00
	Update calls with Heiman (.50); review 366 request and telephone conference with Ellman regarding same (.10); update calls with Bennett (.40).			
08/13/13	T A WILSON	0.80	600.00	480.00
	Communicate with Ellman, Hoffmann, Crumpler (City) regarding posting of case commencement notice to EMMA (.60); limited research regarding same (.20).			
08/13/13	B J YAKOVICH	0.50	225.00	112.50
	Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group.			
08/14/13	J B ELLMAN	0.80	825.00	660.00
	Meeting with Mays (City) regarding case status, updates and next steps (.50); communicate with Lennox, Wilson, Zeltner regarding activities in Detroit in coming week (.30).			
08/14/13	H LENNOX	0.60	900.00	540.00
	Telephone conferences with Brader (State), Heiman regarding AG issues.			
08/14/13	B J YAKOVICH	0.70	225.00	157.50
	Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group.			
08/15/13	J B ELLMAN	1.00	825.00	825.00
	Review issues regarding publication of case commencement notice (.10); communicate with KCC regarding same (.10); review materials for weekly update to state and WIP (.50); conference with Mays (City) regarding same and upcoming activities (.30).			
08/15/13	H LENNOX	0.30	900.00	270.00
	Communications with UST and pension team regarding UST factual inquiries regarding retiree population.			
08/15/13	J L SEIDMAN	0.50	400.00	200.00
	Communicate with Mack (UST), Lennox, KCC and Hayes (City) regarding posting of UST supplemental notice on KCC and City websites.			
08/15/13	T A WILSON	1.40	600.00	840.00
	Review recent correspondence related to general case matters (.30); revise work in process report (.60); review recently filed pleadings in connection with same (.30); review correspondence related to publication of case commencement notice (.10); communicate with Ellman regarding same (.10).			
08/15/13	B J YAKOVICH	0.40	225.00	90.00
	Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group.			
08/16/13	B S BENNETT	0.10	1,000.00	100.00
	Analysis of and respond to Wilson memorandum regarding WIP report.			
08/16/13	J B ELLMAN	2.20	825.00	1,815.00
	Conference with Calvert (DSI) regarding retiree Committee inquiry (.20); finalize weekly e-mail blast to state (.80); communicate with Mays (City), Lennox regarding same (.30); review updates for same from Labor, OPEB, and infrastructure teams (.70); communicate with Zeltner regarding onsite activities (.20).			

JONES DAY

258183-609001

Page 8

October 21, 2013

Case Administration

Invoice: 32627859

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/16/13	H LENNOX	1.80	900.00	1,620.00
	Communications with Heiman, Miller, Easley, Mays (City) regarding status of case and coordination (.80); review and revise weekly update (.10); communications with Griffin, Green (Miller Canfield), UST regarding UST questions regarding retirees (.40); update call with Heiman (.20); participate in weekly communications call with Abernathy MacGregor, Doak (Miller Buckfire) (.30).			
08/16/13	T A WILSON	2.20	600.00	1,320.00
	Revise work in process report (1.70); communicate with various Jones Day personnel regarding same (.50).			
08/16/13	B J YAKOVICH	0.50	225.00	112.50
	Retrieve docket updates and recently filed substantive pleadings (using PACER) and distribute same to working group.			
08/16/13	O S ZELTNER	0.60	300.00	180.00
	Discussions with Mays (City) regarding various assignments to be completed next week.			
08/17/13	J B ELLMAN	1.60	825.00	1,320.00
	Review and revise WIP report (1.00); review related materials (.60).			
08/17/13	T A WILSON	0.40	600.00	240.00
	Review and revise work in process report (.30); communicate with Ellman, Lennox regarding same (.10).			
08/18/13	J B ELLMAN	0.50	825.00	412.50
	Communicate with Wilson, Lennox regarding updates to WIP.			
08/18/13	H LENNOX	0.50	900.00	450.00
	Review and revise WIP report.			
08/18/13	T A WILSON	1.00	600.00	600.00
	Review and revise work in process report (.40); communicate with Ellman regarding same (.20); distribute work in process report to internal and external working teams (.40).			
08/19/13	J B ELLMAN	1.00	825.00	825.00
	Attend and participate in WIP call (.70); communicate with Lennox regarding information needed for noticing (.30).			
08/19/13	B B ERENS	2.20	850.00	1,870.00
	Prepare for WIP call (.20); attend call regarding the same (.70); conferences with Hoffmann regarding tasks related to the same (1.30).			
08/19/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Lennox regarding agenda for 8/27 Orr team meetings.			
08/19/13	D M HIRTZEL	0.30	275.00	82.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
08/19/13	T A WILSON	0.90	600.00	540.00
	Participate in weekly work in process call with internal and external professionals (.70); communicate with various personnel regarding circulation of work in process report (.20).			
08/19/13	B J YAKOVICH	2.50	225.00	562.50
	Retrieve docket updates and recently filed substantive pleadings (voluminous) (using PACER) and distribute same to working group (1.80); review and respond to request for certain pleadings for distribution to Lennox, Ellman and team (.70).			
08/19/13	O S ZELTNER	2.50	300.00	750.00
	Draft memorandum per request of Mays (City) regarding business development.			
08/19/13	O S ZELTNER	0.50	300.00	150.00
	Meet with Mays (City) regarding various assignments and meetings.			

JONES DAY

258183-609001

Page 9

October 21, 2013

Case Administration

Invoice: 32627859

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	O S ZELTNER	2.50	300.00	750.00
	Draft memorandum to City department heads regarding process for submitting questions of City employees regarding bankruptcy process, FAQ for City website.			
08/20/13	J B ELLMAN	0.50	825.00	412.50
	Conference with Zeltner regarding case status and on-site activities during his time in Detroit.			
08/20/13	B B ERENS	0.80	850.00	680.00
	Docket review for all existing tasks (.30); telephone calls with Hoffmann regarding all Detroit related projects (.50).			
08/20/13	D M HIRTZEL	0.50	275.00	137.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review x3.			
08/20/13	O S ZELTNER	1.70	300.00	510.00
	Discuss various projects and upcoming meetings with Mays (City) (1.00); miscellaneous e-mails regarding same (.70).			
08/21/13	J B ELLMAN	0.80	825.00	660.00
	Review and revise WIP report (.50); communicate with Detroit team for information for weekly state update (.30).			
08/21/13	D M HIRTZEL	0.30	275.00	82.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
08/21/13	H LENNOX	0.60	900.00	540.00
	Review surety bond and communications with Hoffmann regarding same (.20); respond to UST questions regarding retirees (.30); review UST motion regarding retiree committee (.10).			
08/21/13	T A WILSON	0.30	600.00	180.00
	Revise work in process report.			
08/21/13	O S ZELTNER	0.60	300.00	180.00
	Discuss various assignments and scheduling of time in Detroit with Hoffmann.			
08/21/13	O S ZELTNER	0.70	300.00	210.00
	Discuss various projects and assignments with Mays (City).			
08/22/13	J B ELLMAN	1.40	825.00	1,155.00
	Review materials for weekly report to state (.50); draft same (.40); communicate with Mays (City) regarding same (.20); communicate with EM staff regarding WIP process issues (.10); communicate with Mays (City) and Zeltner regarding legal needs in Detroit (.20).			
08/22/13	B B ERENS	0.80	850.00	680.00
	Telephone call with Mays (City) regarding organization of all outstanding projects (.30); follow up with Ellman regarding the same and case update (.50).			
08/22/13	D G HEIMAN	0.70	975.00	682.50
	Review agenda and issues for 8/27 meetings (.40); conference with Lennox regarding same (.30).			
08/22/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Miller and Lennox regarding appointment of Retirees' Committee.			
08/22/13	D M HIRTZEL	1.50	275.00	412.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review (.40); communicate with Wysocki (Miller Canfield) regarding hearing transcript orders (.20); communicate separately with KCC and Wilson regarding procedures for service of entered orders (.40); review and upload material onto internal caselink data site (.50).			
08/22/13	H LENNOX	0.60	900.00	540.00
	Review retiree committee appointment and communications with City, Miller, UST regarding same.			

JONES DAY

258183-609001

Page 10
October 21, 2013
Invoice: 32627859

Case Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/22/13	T A WILSON Review weekly e-mail update and communicate with Ellman regarding same (.20); revise work in process report (.50).	0.70	600.00	420.00
08/22/13	O S ZELTNER Discuss various assignments and upcoming meetings with Mays (City).	0.80	300.00	240.00
08/23/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.40	275.00	110.00
08/23/13	H LENNOX Participate in weekly communications calls with Nowling (City), Abernathy MacGregor (.30); review and revise WIP report (.40).	0.70	900.00	630.00
08/23/13	T A WILSON Review and revise work in process report.	1.50	600.00	900.00
08/23/13	O S ZELTNER Discuss various matters and upcoming assignments with Mays (City).	0.50	300.00	150.00
08/24/13	T A WILSON Communicate with Ellman regarding recent docket entries.	0.20	600.00	120.00
08/25/13	J B ELLMAN Review and update WIP report (1.40); review supporting materials regarding same (1.00).	2.40	825.00	1,980.00
08/25/13	T A WILSON Communicate with internal and external groups regarding work in process report (.20); review same (.20).	0.40	600.00	240.00
08/26/13	J B ELLMAN Prepare for (.40) and attend and participate in (.50) weekly work in process call.	0.90	825.00	742.50
08/26/13	J B ELLMAN Communicate with Paque (KCC) regarding updates to restructuring website.	0.10	825.00	82.50
08/26/13	B B ERENS Weekly WIP call with working team.	0.50	850.00	425.00
08/26/13	D G HEIMAN Conferences with Lennox and Buckfire (Miller Buckfire) regarding agenda for core team 8/27 meeting.	0.50	975.00	487.50
08/26/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.30	275.00	82.50
08/26/13	H LENNOX Participate in weekly WIP call with City personnel and advisors to coordinate tasks and avoid duplication of effort.	0.50	900.00	450.00
08/27/13	B S BENNETT Conference with Orr and staff regarding case developments.	1.50	1,000.00	1,500.00
08/27/13	B B ERENS Office conference with Mays (City) regarding restructuring strategies.	1.00	850.00	850.00
08/27/13	D G HEIMAN Attend restructuring strategy session with Jones Day core team.	5.00	975.00	4,875.00
08/27/13	D G HEIMAN Attend coordination meeting with Orr and assistants.	1.00	975.00	975.00
08/27/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.30	275.00	82.50

JONES DAY

258183-609001

Page 11

October 21, 2013

Case Administration

Invoice: 32627859

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	T A WILSON Revise work in process report.	0.80	600.00	480.00
08/28/13	B S BENNETT Telephone conference with Heiman regarding status of all matters.	0.40	1,000.00	400.00
08/28/13	B B ERENS Conference with Mays (City) regarding all current tasks and restructuring strategies including timeline.	1.50	850.00	1,275.00
08/28/13	D G HEIMAN Meeting with Montgomery (Dentons), Neville (Dentons) and Alberto (Dentons - Retiree Committee counsel) to review case issues.	2.00	975.00	1,950.00
08/28/13	D G HEIMAN Conference with Montgomery (Dentons - Retiree Committee counsel) regarding meetings.	0.50	975.00	487.50
08/28/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.40	275.00	110.00
08/29/13	J B ELLMAN Review material regarding weekly update to state (.40); draft same (.30).	0.70	825.00	577.50
08/29/13	D G HEIMAN Conference with Miller regarding meeting with Retiree Committee.	0.30	975.00	292.50
08/29/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.40	275.00	110.00
08/29/13	H LENNOX Participate in weekly communications call with Abernathy MacGregor, Herman (Miller Buckfire).	0.30	900.00	270.00
08/29/13	T A WILSON Revise work in process report (1.10); communicate with Ellman regarding same (.20).	1.30	600.00	780.00
08/30/13	J B ELLMAN Prepare weekly report to state (.40); review team updates for same (.40); communicate with Mays (City) regarding same (.10); review updates for WIP (.20).	1.10	825.00	907.50
08/30/13	B B ERENS Prepare for meeting with Tiller and Hoffmann regarding all outstanding projects (.20); conference with Tiller and Hoffmann regarding same (1.00).	1.20	850.00	1,020.00
08/30/13	D G HEIMAN Email communications with Montgomery (Dentons - Retiree Committee counsel) regarding 9/4 and 9/11 meetings (.20); conference with Lennox regarding same (.30).	0.50	975.00	487.50
08/30/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review.	0.40	275.00	110.00
08/30/13	H LENNOX Review and revise weekly update.	0.10	900.00	90.00
08/31/13	J B ELLMAN Review and revise WIP report.	0.70	825.00	577.50
08/31/13	T A WILSON Revise work in process report (.70); communicate with various Jones Day personnel regarding same (.30).	1.00	600.00	600.00
TOTAL		143.00	USD	97,857.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609001

Invoice: 32627859E

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

DISBURSEMENTS & CHARGES

Airfare	16,735.68	
Car Rental Charges	1,495.86	
Communication Charges	385.38	
Conference Charges	227.85	
Duplication	1,418.10	
Filing Fees	1,213.00	
Food and Beverage	1,504.33	
Hotel	8,629.69	
Long Distance	225.70	
Mileage	837.89	
Parking	892.33	
Photocopy Charges (External)	508.94	
Taxi	3,080.25	
Toll	90.10	
United Parcel Service	400.23	
		<u>37,645.33</u> **
TOTAL		<u>USD 37,645.33</u>

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609001/32627859 IN YOUR PAYMENT

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 1,504.33

JONES DAY

258183-609001

Page 2

October 21, 2013

Case Administration

Invoice: 32627859E

DISBURSEMENT DETAIL

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/08/13	D M HIRTZEL Airfare New York to Cleveland for Chapter 9 filing. 19-Jul-2013	NYC	517.84
08/08/13	D M HIRTZEL Airfare New York to Cleveland for Chapter 9 filing. 19-Jul-2013	NYC	502.70
08/08/13	D T MOSS Airfare Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 23-Jul-2013	WAS	1,491.80
08/08/13	J M TILLER Airfare Travel to Detroit, Michigan to review documents regarding various contract issues. 28-Jul-2013	CHI	293.90
08/08/13	J M TILLER Airfare Travel from Detroit, Michigan following meeting. 30-Jul-2013	CHI	244.90
08/08/13	T HOFFMANN Airfare Detroit, MI. Vendor meetings. 01-Aug-2013	CHI	806.44
08/08/13	T HOFFMANN Airfare Detroit, MI. Vendor meetings. 25-Jul-2013	CHI	613.31
08/15/13	C BALL Airfare 02-Aug-2013 travel to Detroit for meetings with restructuring team and 8/2 hearing	NYC	1,457.80
08/22/13	D G HEIMAN Airfare Travel to Detroit for 7/24 hearing 25-Jul-2013	CLE	1,593.04
08/22/13	D G HEIMAN Airfare Travel to Detroit for 8/2 hearing and status conference 02-Aug-2013	CLE	1,393.80
08/22/13	D J KATES Airfare Detroit, MI - attend meeting 07-Aug-2013	CHI	802.92
08/22/13	D J KATES Airfare Detroit, MI - attend meeting 07-Aug-2013	CHI	283.34
08/22/13	D J KATES Airfare Detroit, MI - attend meeting 07-Aug-2013	CHI	(381.46)
08/22/13	B B ERENS Airfare Travel to Detroit, MI for client meetings. 31-Jul-2013	CHI	159.87
08/22/13	B B ERENS Airfare Travel to Detroit, MI for client meetings. 06-Aug-2013	CHI	759.96
08/22/13	E KAPLAN Airfare Travel to Washington, DC to attend meeting regarding [REDACTED] 16-Aug-2013	ATL	801.80
08/29/13	G M SHUMAKER Airfare Return travel from Detroit, MI re: court hearing. 02-Aug-2013	WAS	647.90
08/29/13	G M SHUMAKER Airfare Travel to Detroit, MI re: court hearing. 01-Aug-2013	WAS	687.90
08/29/13	D J KATES Airfare Detroit, MI - attend meeting 15-Aug-2013	CHI	739.56
08/29/13	B W EASLEY Airfare Attend Detroit Police Labor Meetings, Detroit, MI 15-Aug-2013	CHI	503.80
08/29/13	B W EASLEY Airfare Attend meeting with Police Lieutenants & Sergeants Association, Detroit, MI 12-Aug-2013	CHI	22.00
08/29/13	B W EASLEY Airfare Attend Labor Union meetings, Detroit, MI 23-Jul-2013	CHI	548.51
08/29/13	D S BIRNBAUM Airfare Travel to Detroit, MI to attend meetings with DPLSA, Detroit Fire Department and Detroit Police Department. 31-Jul-2013	CHI	429.46

JONES DAY

258183-609001

Page 3

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/29/13	D S BIRNBAUM Airfare Travel to Detroit, MI to attend meetings with DPLSA, Detroit Fire Department and Detroit Police Department. 30-Jul-2013	CHI	256.90
08/29/13	T HOFFMANN Airfare Detroit, MI. Vendor meetings. 14-Aug-2013	CHI	761.25
08/29/13	T HOFFMANN Airfare Detroit, MI. Vendor meetings. 06-Aug-2013	CHI	381.46
08/29/13	T HOFFMANN Airfare Detroit, MI. Vendor meetings. 04-Aug-2013	CHI	414.98
	Air Fare Subtotal		16,735.68
08/08/13	D T MOSS Car rental charges Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 21-Jul-2013 through 24-Jul-2013	WAS	371.32
08/29/13	B W EASLEY Car rental charges Attend labor strategy meeting 19-Jul-2013	CHI	161.24
08/29/13	B W EASLEY Car rental charges Attend Detroit Water & Sewer Dept. Labor Strategy meeting 08-Aug-2013	CHI	184.02
08/29/13	B W EASLEY Car rental charges Attend meetings with labor unions regarding restructuring health care plan, Detroit, MI 02-Aug-2013	CHI	178.05
08/29/13	B W EASLEY Car rental charges Travel to Detroit for meetings with Detroit Police relating to labor strategy issues 12-Aug-2013 through 15-Aug-2013	CHI	601.23
	Car rental charges Subtotal		1,495.86
08/08/13	D T MOSS Communication charges Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 22-Jul-2013	WAS	19.32
08/08/13	T HOFFMANN Internet Connection Detroit, MI. Vendor meetings. 28-Jul-2013	CHI	7.95
08/08/13	T HOFFMANN Communication charges Detroit, MI. Vendor meetings. 28-Jul-2013	CHI	0.48
08/15/13	H LENNOX Internet Connection Travel from Detroit regarding 8/2 hearing & plan meeting. 02-Aug-2013	NYC	7.95
08/15/13	C BALL Internet Connection Court in Detroit. 02-Aug-2013	NYC	8.43
08/15/13	J B ELLMAN Communication Charge: Internet service while traveling overseas 19-July-2013	ATL	273.97
08/22/13	O S ZELTNER Internet Connection Travel to/from Detroit week of 12-Aug-2013	CLE	15.90
08/29/13	G M SHUMAKER Internet Connection Travel to Detroit, MI re: court hearing. 02-Aug-2013	WAS	8.43
08/29/13	B W EASLEY Internet Connection Attend water and sewer dept labor strategy meeting, Detroit, MI 06-Aug-2013	CHI	7.95
08/29/13	O S ZELTNER Internet Connection Travel to/from Detroit week of 19-Aug-2013	CLE	35.00
	Communication charges Subtotal		385.38
08/15/13	J B ELLMAN Conference charges Work in process call 29-Jul-2013	ATL	32.61

JONES DAY

258183-609001

Page 4
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/15/13	J B ELLMAN Conference charges Work in process call 22-Jul-2013	ATL	26.61
08/15/13	C BALL Conference charges 27-Jul-2013	NYC	3.30
08/15/13	C BALL Conference charges 29-Jul-2013	NYC	4.38
08/22/13	D G HEIMAN Conference charges 22-Jul-2013	CLE	9.69
08/22/13	D T MOSS Conference charges 23-Jul-2013	WAS	4.88
08/29/13	G M SHUMAKER Conference charges conference call 26-Jul-2013	WAS	4.83
08/29/13	G M SHUMAKER Conference charges conference call 19-Jul-2013	WAS	11.62
08/29/13	G M SHUMAKER Conference charges conference call 22-Jul-2013	WAS	9.17
08/29/13	G M SHUMAKER Conference charges conference call 22-Jul-2013	WAS	11.27
08/29/13	G M SHUMAKER Conference charges Conference call 24-Jul-2013	WAS	5.01
08/29/13	G M SHUMAKER Conference charges conference call 18-Jul-2013	WAS	13.91
08/29/13	G M SHUMAKER Conference charges conference call 19-Jul-2013	WAS	9.66
08/29/13	M M REIL Conference charges 25-Jul-2013	CLE	2.51
08/29/13	B ROSENBLUM Conference charges Relating to COP/SWAP post filing issues. 29-Jul-2013	NYC	11.00
08/29/13	B ROSENBLUM Conference charges Relating to COP/SWAP post filing issues. 26-Jul-2013	NYC	5.61
08/29/13	B ROSENBLUM Conference charges Relating to COP/SWAP post filing issues. 26-Jul-2013	NYC	5.01
08/29/13	B ROSENBLUM Conference charges Relating to COP/SWAP post filing issues. 22-Jul-2013	NYC	56.78
	Conference Charges Subtotal		227.85
08/08/13	WAS ACCOUNTING Duplication charges through 08/08/2013	WAS	110.80
08/15/13	CHI ACCOUNTING Duplication charges through 08/15/2013	CHI	2.30
08/15/13	WAS ACCOUNTING Duplication charges through 08/15/2013	WAS	16.60
08/22/13	WAS ACCOUNTING Duplication charges through 08/22/2013	WAS	18.40
08/22/13	NYC ACCOUNTING Duplication charges through 08/22/2013	NYC	17.50
08/22/13	CLE ACCOUNTING Duplication charges through 08/22/2013	CLE	157.60
08/22/13	WAS ACCOUNTING Duplication charges through 08/22/2013	WAS	397.00
08/29/13	WAS ACCOUNTING Duplication charges through 08/29/2013	WAS	5.50

JONES DAY

258183-609001

Page 5
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/29/13	CLE ACCOUNTING Duplication charges through 08/29/2013	CLE	15.10
08/29/13	CHI ACCOUNTING Duplication charges through 08/29/2013	CHI	29.40
08/29/13	WAS ACCOUNTING Duplication charges through 08/29/2013	WAS	119.50
08/29/13	CHI ACCOUNTING Duplication charges through 08/29/2013	CHI	15.60
08/29/13	CHI ACCOUNTING Duplication charges through 08/29/2013	CHI	2.70
08/29/13	CHI ACCOUNTING Duplication charges through 08/29/2013	CHI	143.50
08/29/13	WAS ACCOUNTING Duplication charges through 08/29/2013	WAS	102.00
08/31/13	WAS ACCOUNTING Duplication charges	WAS	0.10
08/31/13	WAS ACCOUNTING Duplication charges	WAS	0.10
08/31/13	WAS ACCOUNTING Duplication charges	WAS	0.10
08/31/13	WAS ACCOUNTING Duplication charges	WAS	19.50
08/31/13	NYC ACCOUNTING Duplication charges - August 2013	NYC	1.70
08/31/13	NYC ACCOUNTING Duplication charges - August 2013	NYC	4.50
08/31/13	NYC ACCOUNTING Duplication charges - August 2013	NYC	238.50
08/31/13	NYC ACCOUNTING Duplication charges - August 2013	NYC	0.10
	Duplication charges Subtotal		1,418.10
08/15/13	D M HIRTZEL Chapter 9 Filing fee - PNC Bank N.A. 7/18/2013	NYC	1,213.00
	Filing fees and related Subtotal		1,213.00
08/08/13	D M HIRTZEL Food and beverage expenses dinner in Cleveland City of Detroit Chapter 9 filing. 19-Jul-2013	NYC	7.29
08/08/13	D M HIRTZEL Food and beverage expenses breakfast in Cleveland City of Detroit Chapter 9 filing. 18-Jul-2013	NYC	8.74
08/08/13	D M HIRTZEL Food and beverage expenses lunch in Cleveland City of Detroit Chapter 9 filing. 18-Jul-2013	NYC	3.33
08/08/13	D M HIRTZEL Food and beverage expenses lunch in Cleveland City of Detroit Chapter 9 filing. 19-Jul-2013	NYC	5.67
08/08/13	D T MOSS Food and beverage expenses breakfast Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 22-Jul-2013 THOMAS F CULLEN JR	WAS	25.00
08/08/13	D T MOSS Food and beverage expenses breakfast Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 23-Jul-2013 THOMAS F CULLEN JR	WAS	25.00

JONES DAY

258183-609001

Page 6

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/08/13	D T MOSS Food and beverage expenses lunch Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 24-Jul-2013 THOMAS F CULLEN JR	WAS	21.50
08/08/13	T HOFFMANN Food and beverage expenses dinner Detroit, MI. Vendor meetings. 05-Aug-2013 Edna Lee-E&Y, Chelsea Forrest-E&Y, Sofia Panagiotakis-E&Y	CHI	67.20
08/15/13	H LENNOX Food and beverage expenses lunch with Sonia Mays 07-Aug-2013 Sonia Mays-City of Detroit	NYC	30.00
08/15/13	C BALL Food and beverage expenses dinner Court in Detroit. 02-Aug-2013	NYC	28.00
08/22/13	D G HEIMAN Food and beverage expenses dinner Travel to Detroit for 7/24 hearing 23-Jul-2013 Thomas F Cullen Jr, Heather Lennox, Daniel T Moss	CLE	140.00
08/22/13	D G HEIMAN Food and beverage expenses breakfast Travel to Detroit for 7/24 hearing 24-Jul-2013	CLE	31.66
08/22/13	D G HEIMAN Food and beverage expenses other Travel to Detroit for 7/24 hearing 24-Jul-2013	CLE	4.98
08/22/13	D G HEIMAN Food and beverage expenses lunch Travel to Detroit for 7/24 hearing 23-Jul-2013 Robert Herzberg-Pepper Hamilton, Guarav Malhotra-Ernest & Young, Jonathan Green-Miller Canfield, HEATHER LENNOX, DANIEL T MOSS, THOMAS F CULLEN JR	CLE	140.96
08/22/13	D G HEIMAN Food and beverage expenses dinner Travel to Detroit for 8/2 hearing and status conference 01-Aug-2013 HEATHER LENNOX, BRUCE S BENNETT	CLE	105.00
08/22/13	D G HEIMAN Food and beverage expenses breakfast Travel to Detroit for 8/2 hearing and status conference 02-Aug-2013	CLE	12.00
08/22/13	D J KATES Food and beverage expenses breakfast Detroit, MI - attend meeting 07-Aug-2013	CHI	9.12
08/22/13	B B ERENS Food and beverage expenses breakfast Travel to Detroit, MI for client meetings. 30-Jul-2013	CHI	12.00
08/22/13	B B ERENS Food and beverage expenses dinner Travel to Detroit, MI for client meetings. 30-Jul-2013	CHI	30.00
08/22/13	B B ERENS Food and beverage expenses breakfast Travel to Detroit, MI for client meetings. 31-Jul-2013	CHI	12.00
08/22/13	B B ERENS Food and beverage expenses lunch Travel to Detroit, MI for client meetings. 30-Jul-2013 Hoffmann, Tiller	CHI	45.00
08/22/13	B B ERENS Food and beverage expenses lunch Travel to Detroit, MI for client meetings. 31-Jul-2013	CHI	15.00
08/22/13	B B ERENS Food and beverage expenses breakfast Travel to Detroit, MI for client meetings. 05-Aug-2013	CHI	12.00
08/22/13	B B ERENS Food and beverage expenses breakfast Travel to Detroit, MI for client meetings. 06-Aug-2013	CHI	12.00
08/22/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 15-Aug-2013	CLE	11.22
08/22/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 16-Aug-2013	CLE	7.10
08/22/13	O S ZELTNER Food and beverage expenses breakfast Travel to/from Detroit 16-Aug-2013	CLE	8.00
08/22/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 16-Aug-2013	CLE	1.86

JONES DAY

258183-609001

Page 7

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/22/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 16-Aug-2013	CLE	15.00
08/22/13	O S ZELTNER Food and beverage expenses dinner Travel to/from Detroit 16-Aug-2013	CLE	35.00
08/29/13	G M SHUMAKER Food and beverage expenses lunch Travel to Detroit, MI re: court hearing. 02-Aug-2013 David G Heiman, Heather Lennox, Bruce S Bennett	WAS	60.00
08/29/13	G M SHUMAKER Food and beverage expenses dinner Travel to Detroit, MI re: court hearing. 02-Aug-2013	WAS	6.59
08/29/13	G M SHUMAKER Food and beverage expenses other Travel to Detroit, MI re: court hearing. 21-Aug-2013 R. Hertzberg-Pepper Hamilton, DAVID G HEIMAN, CORINNE BALL	WAS	41.27
08/29/13	G M SHUMAKER Food and beverage expenses dinner Travel to Detroit, MI re: court hearing. 21-Aug-2013	WAS	7.08
08/29/13	D J KATES Food and beverage expenses lunch Detroit, MI - attend meeting 15-Aug-2013	CHI	16.93
08/29/13	D J KATES Food and beverage expenses dinner Detroit, MI - attend meeting 15-Aug-2013	CHI	22.00
08/29/13	D J KATES Food and beverage expenses dinner Detroit, MI - attend meeting 14-Aug-2013	CHI	9.00
08/29/13	B W EASLEY Food and beverage expenses dinner Attend Labor Strategy Meeting 23-Jul-2013	CHI	20.00
08/29/13	B W EASLEY Food and beverage expenses lunch Attend meeting with Detroit Police Lieutenants & Sergeants Assoc., Detroit, MI 31-Jul-2013	CHI	3.45
08/29/13	B W EASLEY Food and beverage expenses dinner Attend meetings with labor unions regarding restructuring health care plan, Detroit, MI 02-Aug-2013	CHI	22.00
08/29/13	B W EASLEY Food and beverage expenses lunch Attend meeting re: labor strategy issues, Detroit, MI 12-Aug-2013	CHI	8.59
08/29/13	B W EASLEY Food and beverage expenses lunch Attend meeting with Police Lieutenants & Sergeants Association, Detroit, MI 12-Aug-2013	CHI	5.47
08/29/13	B W EASLEY Food and beverage expenses breakfast Attend meeting with Detroit Police, Detroit, MI 14-Aug-2013	CHI	3.48
08/29/13	B W EASLEY Food and beverage expenses lunch Attend meeting with Detroit Police, Detroit, MI 14-Aug-2013	CHI	17.72
08/29/13	B W EASLEY Food and beverage expenses dinner Discussed labor and bankruptcy issues, Detroit, MI 05-Aug-2013 Juan Santambrogio-Ernst & Young, BRAD B ERENS	CHI	105.00
08/29/13	B W EASLEY Food and beverage expenses lunch Attend meeting with Detroit police, Detroit, MI 06-Aug-2013	CHI	10.28
08/29/13	C BALL Food and beverage expenses dinner Hearing. 20-Aug-2013	NYC	36.53
08/29/13	C BALL Food and beverage expenses dinner Attend Hearing in Detroit. 21-Aug-2013	NYC	30.00
08/29/13	D S BIRNBAUM Food and beverage expenses dinner Travel to Detroit, MI to attend meetings with DPLSA, Detroit Fire Department and Detroit Police Department. 31-Jul-2013	CHI	25.00
08/29/13	T HOFFMANN Food and beverage expenses dinner Detroit, MI. Vendor meetings. 11-Aug-2013	CHI	35.00

JONES DAY

258183-609001

Page 8

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/29/13	O S ZELTNER Food and beverage expenses breakfast Travel to/from Detroit 19-Aug-2013	CLE	5.83
08/29/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 19-Aug-2013	CLE	8.27
08/29/13	O S ZELTNER Food and beverage expenses dinner Travel to/from Detroit 19-Aug-2013	CLE	25.00
08/29/13	O S ZELTNER Food and beverage expenses breakfast Travel to/from Detroit 20-Aug-2013	CLE	4.29
08/29/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 20-Aug-2013	CLE	9.37
08/29/13	O S ZELTNER Food and beverage expenses breakfast Travel to/from Detroit 21-Aug-2013	CLE	4.29
08/29/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 21-Aug-2013	CLE	11.42
08/29/13	O S ZELTNER Food and beverage expenses breakfast Travel to/from Detroit 22-Aug-2013	CLE	1.91
08/29/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 22-Aug-2013	CLE	9.69
08/29/13	O S ZELTNER Food and beverage expenses breakfast Travel to/from Detroit 23-Aug-2013	CLE	4.56
08/29/13	O S ZELTNER Food and beverage expenses lunch Travel to/from Detroit 23-Aug-2013 Adam Hollier-City of Detroit	CLE	15.00
08/29/13	O S ZELTNER Food and beverage expenses dinner Travel to/from Detroit 20-Aug-2013	CLE	37.68
	Food and beverage expenses Subtotal		1,504.33
08/08/13	D M HIRTZEL Hotel charge: City of Detroit Chapter 9 filing. 18-Jul-2013 to 19-Jul-2013 1 night	NYC	129.04
08/08/13	D T MOSS Hotel charge: Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 21-Jul-2013 to 24-Jul-2013 3 nights	WAS	750.00
08/08/13	T HOFFMANN Hotel charges Detroit, MI. Vendor meetings. 28-Jul-2013 to 31-Jul-2013 3 nights	CHI	548.55
08/08/13	J M TILLER Hotel charges Travel to Detroit, Michigan to review various contract issues. 28-Jul-2013 to 30-Jul-2013 2 nights	CHI	500.00
08/15/13	H LENNOX Hotel charges Travel from Detroit regarding 8/2 hearing & plan meeting. 01-Aug-2013 to 02-Aug-2013 1 night	NYC	183.33
08/15/13	C BALL Hotel charges Court in Detroit. 01-Aug-2013 to 02-Aug-2013 1 night	NYC	251.85
08/15/13	T HOFFMANN Hotel charges Detroit, MI. Vendor meetings. 04-Aug-2013 to 06-Aug-2013 2 nights	CHI	457.14
08/22/13	D G HEIMAN Hotel charges Travel to Detroit for 7/24 hearing 23-Jul-2013 to 24-Jul-2013 1 night	CLE	241.50
08/22/13	D G HEIMAN Hotel charges Travel to Detroit for 8/2 hearing and status conference 01-Aug-2013 to 02-Aug-2013 1 night	CLE	182.85
08/22/13	B B ERENS Hotel charges Travel to Detroit, MI for client meetings. 29-Jul-2013 to 31-Jul-2013 2 nights	CHI	365.70
08/22/13	B B ERENS Hotel charges Travel to Detroit, MI for client meetings. 04-Aug-2013 to 06-Aug-2013 2 nights	CHI	365.70

JONES DAY

258183-609001

Page 9
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/22/13	S C KOPPEL	NYC	273.11
	Hotel charges in Detroit for meeting 19-Aug-2013 to 20-Aug-2013 1 night		
08/22/13	O S ZELTNER	CLE	388.70
	Hotel charges Travel to/from Detroit 14-Aug-2013 to 16-Aug-2013 2 nights		
08/29/13	G M SHUMAKER	WAS	251.85
	Hotel charges Travel to Detroit, MI re: court hearing. 01-Aug-2013 to 02-Aug-2013 1 night		
08/29/13	G M SHUMAKER	WAS	251.85
	Hotel charges Travel to Detroit, MI re: court hearing. 20-Aug-2013 to 21-Aug-2013 1 night		
08/29/13	D J KATES	CHI	217.35
	Hotel charges Detroit, MI - attend meeting 14-Aug-2013 to 15-Aug-2013 1 night		
08/29/13	B W EASLEY	CHI	166.14
	Hotel charges Attend meetings with labor unions regarding restructuring health care plan 01-Aug-2013 to 02-Aug-2013 1 night		
08/29/13	B W EASLEY	CHI	210.74
	Hotel charges Attend meeting with Detroit Police, Milan, OH 13-Aug-2013 to 14-Aug-2013 1 night		
08/29/13	B W EASLEY	CHI	183.33
	Hotel charges Attend water and sewer dept labor strategy meeting, Detroit, MI 05-Aug-2013 to 06-Aug-2013 1 night		
08/29/13	C BALL	NYC	251.85
	Hotel charges Attend Hearing in Detroit. 20-Aug-2013 to 21-Aug-2013 1 night		
08/29/13	T A WILSON	CLE	240.76
	Hotel charges Trip to Detroit regarding status 23-Jul-2013 to 24-Jul-2013 1 night		
08/29/13	T HOFFMANN	CHI	583.05
	Hotel charges Detroit, MI. Vendor meetings. 11-Aug-2013 to 14-Aug-2013 3 nights		
08/29/13	T HOFFMANN	CHI	548.55
	Hotel charges Detroit, MI. Vendor meetings. 20-Aug-2013 to 23-Aug-2013 3 nights		
08/29/13	O S ZELTNER	CLE	1,086.75
	Hotel charges Travel to/from Detroit 18-Aug-2013 to 23-Aug-2013 5 nights		
	Hotel charges Subtotal		
			8,629.69
08/08/13	D T MOSS	WAS	2.00
	Long distance charges Travel to Detroit, MI with T. Cullen for meetings and attendance at first day hearings 22-Jul-2013		
08/08/13	M J AUSTIN	CHI	5.10
	Long distance charges 30-Jul-2013		
08/08/13	M J AUSTIN	CHI	8.55
	Long distance charges 25-Jul-2013		
08/08/13	ATL ACCOUNTING	ATL	1.80
	Long distance charges through 08/08/2013		
08/08/13	NYC ACCOUNTING	NYC	3.90
	Long distance charges through 08/08/2013		
08/08/13	CLE ACCOUNTING	CLE	11.40
	Long distance charges through 08/08/2013		
08/08/13	CHI ACCOUNTING	CHI	4.35
	Long distance charges through 08/08/2013		
08/15/13	NYC ACCOUNTING	NYC	1.20
	Long distance charges through 08/15/2013		
08/15/13	CLE ACCOUNTING	CLE	5.70
	Long distance charges through 08/15/2013		
08/15/13	C BALL	NYC	1.20
	Long distance charges COPS (G. Stewart's cell number). 07-Aug-2013		

JONES DAY

258183-609001

Page 10
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/15/13	T HOFFMANN Long distance charges 02-Aug-2013	CHI	2.25
08/15/13	T HOFFMANN Long distance charges 08-Aug-2013	CHI	1.50
08/15/13	NYC ACCOUNTING Long distance charges H. LENNOX 30-Jul-2013	NYC	3.30
08/22/13	D G HEIMAN Long distance charges 30-Jul-2013	CLE	7.05
08/22/13	D G HEIMAN Long distance charges 30-Jul-2013	CLE	2.10
08/22/13	D G HEIMAN Long distance charges 29-Jul-2013	CLE	4.20
08/22/13	D G HEIMAN Long distance charges 29-Jul-2013	CLE	2.10
08/22/13	D G HEIMAN Long distance charges 29-Jul-2013	CLE	1.20
08/22/13	D G HEIMAN Long distance charges 26-Jul-2013	CLE	2.70
08/22/13	O S ZELTNER Long distance charges Travel to/from Detroit 16-Aug-2013	CLE	0.95
08/22/13	D G HEIMAN Long distance charges 18-Jul-2013	CLE	1.50
08/22/13	D G HEIMAN Long distance charges 18-Jul-2013	CLE	1.20
08/22/13	D G HEIMAN Long distance charges 22-Jul-2013	CLE	1.20
08/22/13	D G HEIMAN Long distance charges 22-Jul-2013	CLE	1.65
08/22/13	D G HEIMAN Long distance charges 22-Jul-2013	CLE	5.85
08/22/13	D G HEIMAN Long distance charges 22-Jul-2013	CLE	2.25
08/22/13	M J AUSTIN Long distance charges 01-Aug-2013	CHI	4.65
08/22/13	M J AUSTIN Long distance charges 01-Aug-2013	CHI	2.55
08/22/13	M J AUSTIN Long distance charges 01-Aug-2013	CHI	1.05
08/22/13	ATL ACCOUNTING Long distance charges through 08/22/2013	ATL	7.50
08/22/13	NYC ACCOUNTING Long distance charges through 08/22/2013	NYC	12.90
08/22/13	CLE ACCOUNTING Long distance charges through 08/22/2013	CLE	3.60
08/22/13	CHI ACCOUNTING Long distance charges through 08/22/2013	CHI	2.40
08/22/13	WAS ACCOUNTING Long distance charges through 08/22/2013	WAS	1.05
08/29/13	G M SHUMAKER Long distance charges long distance 24-Jul-2013	WAS	3.00
08/29/13	G M SHUMAKER Long distance charges long distance 31-Jul-2013	WAS	6.45

JONES DAY

258183-609001

Page 11
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/29/13	B W EASLEY	CHI	3.00
	Long distance charges 30-Jul-2013		
08/29/13	D S BIRNBAUM	CHI	2.55
	Long distance charges 15-Aug-2013		
08/29/13	D S BIRNBAUM	CHI	2.25
	Long distance charges 09-Aug-2013		
08/29/13	D S BIRNBAUM	CHI	4.05
	Long distance charges 26-Jul-2013		
08/29/13	T HOFFMANN	CHI	1.20
	Long distance charges 09-Aug-2013		
08/29/13	T HOFFMANN	CHI	1.80
	Long distance charges 08-Aug-2013		
08/29/13	B ROSENBLUM	NYC	4.35
	Long distance charges Relating to COP/SWAP post filing issues. 06-Aug-2013		
08/29/13	ATL ACCOUNTING	ATL	5.70
	Long distance charges through 08/29/2013		
08/29/13	NYC ACCOUNTING	NYC	8.25
	Long distance charges through 08/29/2013		
08/29/13	CLE ACCOUNTING	CLE	18.00
	Long distance charges through 08/29/2013		
08/29/13	CHI ACCOUNTING	CHI	1.50
	Long distance charges through 08/29/2013		
08/29/13	BOS ACCOUNTING	BOS	1.20
	Long distance charges through 08/29/2013		
08/29/13	WAS ACCOUNTING	WAS	8.10
	Long distance charges through 08/29/2013		
08/29/13	D A HALL	CHI	3.30
	Long distance charges 07-Aug-2013		
08/29/13	D A HALL	CHI	1.95
	Long distance charges 09-Aug-2013		
08/29/13	M J AUSTIN	CHI	5.55
	Long distance charges 13-Aug-2013		
08/29/13	M J AUSTIN	CHI	4.05
	Long distance charges 13-Aug-2013		
08/29/13	M J AUSTIN	CHI	8.10
	Long distance charges 09-Aug-2013		
08/29/13	M J AUSTIN	CHI	4.50
	Long distance charges 09-Aug-2013		
08/29/13	O S ZELTNER	CLE	2.10
	Long distance charges Travel to/from Detroit 23-Aug-2013		
08/29/13	NYC ACCOUNTING	NYC	1.20
	Long distance charges VA322 - B. ERENS - JD CH 21-Aug-2013		
08/29/13	NYC ACCOUNTING	NYC	1.65
	Long distance charges VA322 - B. ERENS - JD CH 21-Aug-2013		
	Long distance charges Subtotal		225.70
08/15/13	H LENNOX	NYC	95.48
	Mileage expenses Travel to Detroit regarding 8/2 hearing & plan meeting. 01-Aug-2013 169.00 Miles @ Rate .565		
08/15/13	H LENNOX	NYC	97.18
	Mileage expenses Travel from Detroit regarding 8/2 hearing & plan meeting. 02-Aug-2013 172.00 Miles @ Rate .565		

JONES DAY

258183-609001

Page 12

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/15/13	H LENNOX	NYC	193.23
	Mileage expenses to and from Detroit re: meeting with DWSD & counties. 07-Aug-2013 342.00 Miles @ Rate .565		
08/22/13	D G HEIMAN	CLE	14.69
	Mileage expenses Travel to Detroit for 7/24 hearing (from Cleveland airport to home) 26-Jul-2013 26.00 Miles @ Rate .565		
08/22/13	D G HEIMAN	CLE	14.69
	Mileage expenses Travel to Detroit for 7/24 hearing (from home to Cleveland airport) 25-Jul-2013 26.00 Miles @ Rate .565		
08/22/13	D G HEIMAN	CLE	14.69
	Mileage expenses Travel to Detroit for 8/2 hearing and status conference (from home to Cleveland airport) 01-Aug-2013 26.00 Miles @ Rate .565		
08/22/13	D G HEIMAN	CLE	14.69
	Mileage expenses Travel to Detroit for 8/2 hearing and status conference (from Cleveland airport to home) 02-Aug-2013 26.00 Miles @ Rate .565		
08/22/13	O S ZELTNER	CLE	196.62
	Mileage expenses Travel to/from Detroit 14-Aug-2013 348.00 Miles @ Rate .565		
08/29/13	O S ZELTNER	CLE	196.62
	Mileage expenses Travel to/from Detroit 18-Aug-2013 348.00 Miles @ Rate .565		
	Mileage expenses Subtotal		
			837.89
08/15/13	H LENNOX	NYC	10.00
	Parking expenses during meeting with DWSD & counties. 07-Aug-2013		
08/22/13	D G HEIMAN	CLE	28.00
	Parking expenses Travel to Detroit for 7/24 hearing (at Cleveland airport) 13-Aug-2013		
08/22/13	D G HEIMAN	CLE	28.00
	Parking expenses Travel to Detroit for 8/2 hearing and status conference (at Cleveland airport) 02-Aug-2013		
08/22/13	E MILLER	WAS	36.00
	Parking expenses meetings (Detroit, MI) 18-Jul-2013		
08/22/13	E KAPLAN	ATL	9.00
	Parking expenses Travel to Washington, DC to attend meeting regarding [REDACTED] 16-Aug-2013		
08/22/13	B B ERENS	CHI	68.00
	Parking expenses - Travel to Detroit, MI for client meetings 8/4-6/13 (3 days)		
08/22/13	B B ERENS	CHI	83.00
	Parking expenses - Travel to Detroit, MI for client meetings 7/29-31/13 (2 days)		
08/29/13	G M SHUMAKER	WAS	44.00
	Parking expenses Travel to Detroit, MI re: court hearing. 02-Aug-2013		
08/29/13	G M SHUMAKER	WAS	44.00
	Parking expenses Travel to Detroit, MI re: court hearing 8/1-2/13 (2 days)		
08/29/13	B W EASLEY	CHI	15.00
	Parking expenses Attend labor strategy meeting 19-Jul-2013		
08/29/13	B W EASLEY	CHI	34.00
	Parking expenses Attend labor strategy meeting 19-Jul-2013		
08/29/13	B W EASLEY	CHI	34.00
	Parking expenses Attend Labor Strategy Meeting 23-Jul-2013		
08/29/13	B W EASLEY	CHI	15.00
	Parking expenses Attend meeting with Detroit Police Lieutenants & Sergeants Assoc., Detroit, MI 31-Jul-2013		
08/29/13	B W EASLEY	CHI	15.00
	Parking expenses Attend meetings with labor unions regarding restructuring health care plan, Detroit, MI 8/1-2/13 (2 days)		

JONES DAY

258183-609001

Page 13

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/29/13	B W EASLEY Parking expenses Attend meeting with Police Lieutenants & Sergeants Association, Detroit, MI 12-Aug-2013	CHI	2.00
08/29/13	B W EASLEY Parking expenses Attend meeting re labor strategy issues, Detroit, MI 12-Aug-2013	CHI	12.00
08/29/13	B W EASLEY Parking expenses Attend meeting with Police labor strategy issues Detroit, MI 12-Aug-2013	CHI	5.00
08/29/13	B W EASLEY Parking expenses Attend meeting with Detroit Police, Detroit, MI 14-Aug-2013	CHI	2.00
08/29/13	B W EASLEY Parking expenses Attend meeting with Orr (City) and Mays (City) re: Detroit Police Labor Strategy, Detroit, MI 14-Aug-201	CHI	15.00
08/29/13	B W EASLEY Parking expenses Attend meeting with Detroit Police, Detroit, MI 14-Aug-2013	CHI	2.00
08/29/13	B W EASLEY Parking expenses Attend meetings with labor unions regarding restructuring active health care plan 15-Aug-2013	CHI	62.00
08/29/13	B W EASLEY Parking expenses Attend Meeting with AFSCME Local representing Emergency Response Operators, Detroit, MI 05-Aug-2013	CHI	15.00
08/29/13	B W EASLEY Parking expenses Attend water and sewer dept labor strategy meeting, Detroit, MI 06-Aug-2013	CHI	25.00
08/29/13	B W EASLEY Parking expenses Attend water and sewer dept labor strategy meeting, Detroit, MI 06-Aug-2013	CHI	10.00
08/29/13	B W EASLEY Parking expenses Attend meeting with Detroit police, Detroit, MI 06-Aug-2013	CHI	2.00
08/29/13	B W EASLEY Parking expenses Attend City of Detroit Labor Strategy meeting 08-Aug-2013	CHI	41.33
08/29/13	B W EASLEY Parking expenses Attend meetings with labor unions regarding restructuring health care plan, Detroit, MI 02-Aug-2013	CHI	43.00
08/29/13	C BALL Parking expenses Cops/Swaps meetings 08-Aug-2013	NYC	23.00
08/29/13	C BALL Parking expenses Cops/Swaps meetings 13-Aug-2013	NYC	45.00
08/29/13	O S ZELTNER Parking expenses Travel to/from Detroit 23-Aug-2013 - 5 days (hotel)	CLE	125.00
	Parking expenses Subtotal		892.33
08/30/13	L E NELSON External Duplication: The Darcel Group 8/20/13	NYC	169.21
08/30/13	D M HIRTZEL External Duplication: The Darcel Group 8/26/13	NYC	339.73
	Photography Charges Subtotal		508.94
08/05/13	D G HEIMAN Taxi Fare - Car Service - Cleveland Airport to Detroit 7/23/13	CLE	375.00
08/08/13	D M HIRTZEL Taxi fare City of Detroit Chapter 9 filing. 18-Jul-2013	NYC	40.83
08/08/13	D M HIRTZEL Taxi fare City of Detroit Chapter 9 filing. 19-Jul-2013	NYC	42.00
08/08/13	T HOFFMANN Taxi fare Detroit, MI. Vendor meetings. 31-Jul-2013	CHI	50.00

JONES DAY

258183-609001

Page 14
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/08/13	T HOFFMANN	CHI	45.00
	Taxi fare Detroit, MI. Vendor meetings. 31-Jul-2013		
08/08/13	T HOFFMANN	CHI	45.00
	Taxi fare Detroit, MI. Vendor meetings. 06-Aug-2013		
08/08/13	T HOFFMANN	CHI	50.00
	Taxi fare Detroit, MI. Vendor meetings. 04-Aug-2013		
08/08/13	J M TILLER	CHI	36.00
	Taxi fare Travel to ORD for trip to Detroit, Michigan to review documents regarding various contract issues. 28-Jul-2013		
08/08/13	J M TILLER	CHI	75.00
	Taxi fare Travel from Detroit airport to hotel while in Detroit, Michigan to review documents regarding various contract issues. 29-Jul-2013		
08/08/13	J M TILLER	CHI	70.00
	Taxi fare Travel to Detroit airport while in Detroit, Michigan to review documents regarding various contract issues. 30-Jul-2013		
08/08/13	J M TILLER	CHI	38.00
	Taxi fare Travel from ORD to home after going to Detroit, Michigan to review documents regarding various contract issues. 30-Jul-2013		
08/15/13	C BALL	NYC	53.00
	Taxi fare Court in Detroit (Transportation from Detroit airport to The Westin Book Cadillac hotel). 01-Aug-2013		
08/15/13	C BALL	NYC	53.00
	Taxi fare Court in Detroit (Transportation from court house to Detroit airport). 02-Aug-2013		
08/15/13	T HOFFMANN	CHI	42.00
	Taxi fare Detroit, MI. Vendor meetings. 04-Aug-2013		
08/15/13	T A WILSON	CLE	70.73
	Taxi Fare Dialcar from Office to Lga 24-Jul-2013		
08/22/13	D G HEIMAN	CLE	54.00
	Taxi fare Travel to Detroit for 7/24 hearing (7/23 from Detroit airport to office) 23-Jul-2013		
08/22/13	D G HEIMAN	CLE	54.00
	Taxi fare Travel to Detroit for 8/2 hearing and status conference (from Detroit airport to office) 01-Aug-2013		
08/22/13	D G HEIMAN	CLE	54.00
	Taxi fare Travel to Detroit for 8/2 hearing and status conference (from office to Detroit airport) 02-Aug-2013		
08/22/13	D J KATES	CHI	53.00
	Taxi fare Detroit, MI - attend meeting 07-Aug-2013		
08/22/13	D J KATES	CHI	43.00
	Taxi fare Detroit, MI - attend meeting 07-Aug-2013		
08/22/13	D J KATES	CHI	43.00
	Taxi fare Detroit, MI - attend meeting 07-Aug-2013		
08/22/13	D J KATES	CHI	52.00
	Taxi fare Detroit, MI - attend meeting 07-Aug-2013		
08/22/13	B B ERENS	CHI	70.00
	Taxi fare Travel to Detroit, MI for client meetings. 29-Jul-2013		
08/22/13	B B ERENS	CHI	55.00
	Taxi fare Travel to Detroit, MI for client meetings. 31-Jul-2013		
08/22/13	B B ERENS	CHI	68.00
	Taxi fare Travel to Detroit, MI for client meetings. 05-Aug-2013		
08/22/13	B B ERENS	CHI	68.00
	Taxi fare Travel to Detroit, MI for client meetings. 06-Aug-2013		

JONES DAY

258183-609001

Page 15

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/22/13	E KAPLAN	ATL	20.00
	Taxi fare Travel to Washington, DC to attend meeting regarding [REDACTED] [REDACTED] 16-Aug-2013		
08/22/13	E KAPLAN	ATL	19.00
	Taxi fare Travel to Washington, DC to attend meeting regarding [REDACTED] [REDACTED] 16-Aug-2013		
08/22/13	E KAPLAN	ATL	10.00
	Taxi fare Travel to Washington, DC to attend meeting regarding [REDACTED] [REDACTED] 16-Aug-2013		
08/22/13	E KAPLAN	ATL	10.00
	Taxi fare Travel to Washington, DC to attend meeting regarding [REDACTED] [REDACTED] 16-Aug-2013		
08/22/13	S C KOPPEL	NYC	110.00
	Taxi fare to and from hotel 19-Aug-2013 (Meetings with Orr and Mays, then meeting with DEGC and to Airport)		
08/29/13	G M SHUMAKER	WAS	60.00
	Taxi fare Travel to Detroit, MI re: court hearing (airport to hotel), 01-Aug-2013		
08/29/13	G M SHUMAKER	WAS	117.50
	Taxi fare Travel to Detroit, MI re: court hearing (to/from airport to hotel), 21-Aug-2013		
08/29/13	D J KATES	CHI	10.00
	Taxi fare Detroit, MI - attend meeting 15-Aug-2013		
08/29/13	D J KATES	CHI	53.00
	Taxi fare Detroit, MI - attend meeting 14-Aug-2013		
08/29/13	D J KATES	CHI	43.00
	Taxi fare Detroit, MI - attend meeting 14-Aug-2013		
08/29/13	D J KATES	CHI	43.00
	Taxi fare Detroit, MI - attend meeting 15-Aug-2013		
08/29/13	B W EASLEY	CHI	53.00
	Taxi fare Attend Labor Strategy Meeting 23-Jul-2013		
08/29/13	B W EASLEY	CHI	53.00
	Taxi fare Attend Labor Strategy Meeting 23-Jul-2013		
08/29/13	C BALL	NYC	54.00
	Taxi fare Attend Hearing (Front Line Transportation from airport to hotel), 20-Aug-2013		
08/29/13	D S BIRNBAUM	CHI	71.25
	Taxi fare Travel to Detroit, MI to attend meetings with DPLSA, Detroit Fire Department and Detroit Police Department. 31-Jul-2013		
08/29/13	D S BIRNBAUM	CHI	55.00
	Taxi fare Travel to Detroit, MI to attend meetings with DPLSA, Detroit Fire Department and Detroit Police Department. 31-Jul-2013		
08/29/13	D S BIRNBAUM	CHI	45.00
	Taxi fare Travel to Detroit, MI to attend meetings with DPLSA, Detroit Fire Department and Detroit Police Department. 31-Jul-2013		
08/29/13	T HOFFMANN	CHI	42.31
	Taxi fare Detroit, MI. Vendor meetings. 11-Aug-2013		
08/29/13	B ROSENBLUM	NYC	22.38
	Taxi fare Home relating to COP/SWAP post filing issues. 19-Jul-2013		
08/29/13	B ROSENBLUM	NYC	14.25
	Taxi fare To hearing in SDNY . 31-Jul-2013		
08/31/13	E E GANDA	CLE	475.00
	Taxi Fare - Car Service - from Medina to Detroit (Heiman - 08/19/13)		
	Taxi Fare Subtotal		3,080.25

JONES DAY

258183-609001

Page 16

October 21, 2013

Case Administration

Invoice: 32627859E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/15/13	H LENNOX	NYC	6.25
	Toll charges Travel to Detroit regarding 8/2 hearing & plan meeting. 01-Aug-2013		
08/15/13	H LENNOX	NYC	6.25
	Toll charges Travel from Detroit regarding 8/2 hearing & plan meeting. 02-Aug-2013		
08/15/13	H LENNOX	NYC	6.25
	Toll charges to Detroit re: meeting with DWSD & counties. 07-Aug-2013		
08/15/13	H LENNOX	NYC	6.25
	Toll charges from Detroit re: meeting with DWSD & counties. 07-Aug-2013		
08/22/13	O S ZELTNER	CLE	4.75
	Toll charges Travel to/from Detroit 14-Aug-2013		
08/22/13	O S ZELTNER	CLE	6.25
	Toll charges Travel to/from Detroit 16-Aug-2013		
08/29/13	B W EASLEY	CHI	7.00
	Toll charges Attend labor strategy meeting 19-Jul-2013		
08/29/13	B W EASLEY	CHI	1.50
	Toll charges Attend labor strategy meeting 19-Jul-2013		
08/29/13	B W EASLEY	CHI	1.50
	Toll charges Attend Labor Strategy Meeting 23-Jul-2013		
08/29/13	B W EASLEY	CHI	1.50
	Toll charges Attend Labor Strategy Meeting 23-Jul-2013		
08/29/13	B W EASLEY	CHI	13.30
	Toll charges Attend meetings with labor unions regarding restructuring health care plan, Milan, OH 01-Aug-2013		
08/29/13	B W EASLEY	CHI	3.25
	Toll charges Attend meetings with labor unions regarding restructuring health care plan, Detroit, MI 02-Aug-2013		
08/29/13	B W EASLEY	CHI	13.30
	Toll charges Attend meeting with Detroit Police, Milan, OH 13-Aug-2013		
08/29/13	B W EASLEY	CHI	3.25
	Toll charges Attend meeting with Detroit Police, Detroit, MI 14-Aug-2013		
08/29/13	O S ZELTNER	CLE	4.75
	Toll charges Travel to/from Detroit 18-Aug-2013		
08/29/13	O S ZELTNER	CLE	4.75
	Toll charges Travel to/from Detroit 23-Aug-2013		
			90.10
	Toll charges Subtotal		
08/01/13	D S BIRNBAUM	CHI	8.78
	United Parcel Services Charges, Sue McCormick, Detroit Water and Sewerage		
08/08/13	C BALL	NYC	16.36
	United Parcel Services Charges, Kay Standridge Kress, Pepper Hamilton LLP		
08/12/13	B ROSENBLUM	NYC	15.17
	United Parcel Services Charges, Susan T. Brown, U.S. Bank National Association		
08/12/13	B ROSENBLUM	NYC	15.17
	United Parcel Services Charges, Corporation Counsel, City of Detroit Law Department		
08/12/13	B ROSENBLUM	NYC	12.08
	United Parcel Services Charges, Claude LeBlanc, Syncora Capital Assurance Inc.		
08/12/13	B ROSENBLUM	NYC	16.12
	United Parcel Services Charges, William P. Smith, McDermott Will & Emery		
08/12/13	B ROSENBLUM	NYC	12.08
	United Parcel Services Charges, Edwin Smith, Bingham McCutchen LLP		
08/12/13	B ROSENBLUM	NYC	23.77
	United Parcel Services Charges, Ryan Blaine Bennett, Kirkland & Ellis LLP		

JONES DAY

258183-609001

Page 17
October 21, 2013
Invoice: 32627859E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
08/12/13	B ROSENBLUM United Parcel Services Charges, Lary Stomfeld, Cadwalader, Wickersham & Taft LLP	NYC	12.08
08/12/13	B J YAKOVICH United Parcel Services Charges, Hon. Steven W. Rhodes, U.S. Bankruptcy Court	CLE	7.33
08/13/13	B J YAKOVICH United Parcel Services Charges, Hon. Lewis A. Kaplan, Daniel Patrick Moynihan	CLE	10.31
08/14/13	M E GREENFIELD United Parcel Services Charges, Edward V. Keelean, City of Detroit Law Department	WAS	15.17
08/16/13	B J YAKOVICH United Parcel Services Charges, Hon. Lewis A. Kaplan, Daniel Patrick Moynihan	CLE	10.42
08/19/13	D T MOSS United Parcel Services Charges, Deborah Kovsky-Apap, Pepper Hamilton LLP	WAS	10.42
08/29/13	J E CALLAWAY United Parcel Services Charges, James E. Callaway, Jones Day	WAS	99.54
08/29/13	O S ZELTNER United Parcel Services Charges, Uchechi C. Amadi, Jones Day	CLE	23.17
08/29/13	O S ZELTNER United Parcel Services Charges, Uchechi C. Amadi, Jones Day	CLE	23.17
08/30/13	J C DUKE United Parcel Services Charges, Dan Moss, Jones Day	WAS	27.63
08/30/13	J C DUKE United Parcel Services Charges, Guarav Malhotra, Ernst & Young	WAS	26.71
08/30/13	B L SEDLAK United Parcel Services Charges, Brian Sedlak, Jones Day	CHI	14.75
	United Parcel Service charges Subtotal		400.23
		USD	37,645.33
TOTAL			

IN ACCOUNT WITH

JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609002

Invoice: 32627860

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Creditor Inquiries

USD 11,730.00

TOTAL

USD 11,730.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609002/32627860 IN YOUR PAYMENT

JONES DAY

258183-609002

Page 2
October 21, 2013
Invoice: 32627860

Creditor Inquiries

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
H LENNOX	4.60	900.00	4,140.00
ASSOCIATE			
L E NELSON	13.20	575.00	7,590.00
	<hr/>		<hr/>
TOTAL	17.80	USD	11,730.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Creditor Inquiries included the following:

- (1) Responded to various creditor inquiries;
- (2) Coordinated creditor access to the City's restructuring data room; and
- (3) Maintained a log of all communications with creditors.

JONES DAY

258183-609002

Page 3

October 21, 2013

Creditor Inquiries

Invoice: 32627860

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/05/13	H LENNOX Address requests for service by various creditors.	0.30	900.00	270.00
08/05/13	L E NELSON Update creditor communications log (1.50); communicate with Schneider (Conway), Herman (Miller Buckfire) and Marken (Miller Buckfire) and Lennox regarding same (.20); review documents prior to uploading to data room for confidentiality and privilege concerns (.20).	1.90	575.00	1,092.50
08/07/13	H LENNOX Telephone conference with Lemke (US Bank counsel) regarding status update and document access.	0.40	900.00	360.00
08/08/13	H LENNOX Conferences with Herman (Miller Buckfire), others regarding creditor diligence requests (.40); respond to US Bank request regarding Berkshire (.20); telephone conference with Davido (FTI) regarding case status issues (.40).	1.00	900.00	900.00
08/09/13	L E NELSON Communicate with Herman (Miller Buckfire) regarding materials to address priority diligence requests (.10); review documents prior to uploading to data room for confidentiality and other concerns (.30); communicate with Marken (Miller Buckfire) regarding same (.10).	0.50	575.00	287.50
08/21/13	H LENNOX Review and address Ambac data request.	0.20	900.00	180.00
08/22/13	L E NELSON Communicate with Moss, Boyce and others regarding data room documents and confidentiality (.60); review data room in connection with same (1.70); communicate with Miller Buckfire (Miller Buckfire) regarding same (.40); review communications with E&Y and Conway regarding same (.20); review Milliman material (.40) and communicate with Miller (.20) regarding same; revise creditor contacts summary (.30).	3.80	575.00	2,185.00
08/23/13	L E NELSON Review Milliman material (.20) and communicate with Miller (.10) regarding same; review materials for uploading to data room (.80); review AFSCME due diligence request and communication from Herman (Miller Buckfire) regarding same (.20).	1.30	575.00	747.50
08/26/13	L E NELSON Review multiple documents prior to uploading to data room (.30); communicate with Fea (Miller Buckfire) regarding same (.20); review data room for information concerning casinos (.90); communicate with Shumaker regarding same (.20); update and revise creditor contact log (.70); communicate with Woo regarding same (.20); review communication from Herman (Miller Buckfire) and Lennox regarding AFSCME diligence request (.10).	2.60	575.00	1,495.00
08/28/13	H LENNOX Telephone conferences with Cho (Debevoise & Pimpton), other creditors regarding access to data room.	0.30	900.00	270.00
08/28/13	H LENNOX Address numerous requests from creditors and media seeking information and data room access.	0.60	900.00	540.00
08/28/13	L E NELSON Communicate with Shumaker, Moss, Hale and Hertzberg (Pepper Hamilton) regarding casino-related information in data room (.30); review documents for inclusion in data room (.40); communicate with Jones Day and Miller Buckfire teams regarding revised procedure for access to data room (.30); review E&Y communications with Alix Partners regarding diligence questions and summarize same (.30); review e-mail from Herman (Miller Buckfire) regarding communications with creditors (.10).	1.40	575.00	805.00
08/29/13	H LENNOX Address numerous requests from creditors and media seeking information and data room access.	0.80	900.00	720.00

JONES DAY

258183-609002

Page 4
October 21, 2013
Invoice: 32627860

Creditor Inquiries

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/29/13	L E NELSON Respond to creditor inquiry from Baker (retiree) regarding electronic data room (.40); respond to creditor inquiry from Gumkowski (bondholder) regarding electronic data room (.40); communicate with Lennox regarding Baker and Gumkowski inquiries (.20).	1.00	575.00	575.00
08/30/13	H LENNOX Communications with Ceccotti (Union Counsel), Ha (City) regarding data room and FOIA requests.	0.60	900.00	540.00
08/30/13	H LENNOX Conferences with Heiman, other professionals regarding requested meetings from retiree committee.	0.40	900.00	360.00
08/30/13	L E NELSON Communicate with Ha (City) and Lennox regarding FOIA requests and responses to same (.40); review responses to same (.30).	0.70	575.00	402.50
TOTAL		17.80	USD	11,730.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609003

Invoice: 32627861

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Court Hearings

USD 33,332.50

TOTAL

USD 33,332.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609003/32627861 IN YOUR PAYMENT

JONES DAY

258183-609003

Page 2

Court Hearings

October 21, 2013
Invoice: 32627861

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	7.00	1,000.00	7,000.00
D G HEIMAN	9.50	975.00	9,262.50
H LENNOX	16.10	900.00	14,490.00
ASSOCIATE			
D T MOSS	<u>4.30</u>	600.00	<u>2,580.00</u>
TOTAL	36.90	USD	33,332.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Court Hearings included the following:

- (1) Prepared for, attended and participated in the Court's status conferences and hearings on August 2, 2013 and August 21, 2013. [Note that additional work relating to court hearings has been billed to the applicable substantive billing matter, as requested by the Fee Examiner.]

JONES DAY

258183-609003

Page 3

Court Hearings

October 21, 2013
Invoice: 32627861

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	B S BENNETT Prepare for hearing and status conference.	0.80	1,000.00	800.00
08/01/13	B S BENNETT Analysis of opposition and reservation of rights papers filed for hearing.	1.00	1,000.00	1,000.00
08/01/13	D G HEIMAN Prepare for status conference.	2.50	975.00	2,437.50
08/01/13	H LENNOX Review documents and prepare arguments for 8/2 hearing	3.80	900.00	3,420.00
08/02/13	B S BENNETT Prepare for (3.20) and appear at (1.80) hearings regarding eligibility procedures, SWAP settlement assumption procedures, appointment of retiree committee, status conference.	5.00	1,000.00	5,000.00
08/02/13	B S BENNETT Analysis of memorandum from Buckfire (Miller Buckfire) regarding results of hearing and prepare response.	0.20	1,000.00	200.00
08/02/13	D G HEIMAN Prepare for (4.70) and attend (1.80) hearings and status conference.	6.50	975.00	6,337.50
08/02/13	H LENNOX Prepare for (3.20) and attend (1.80) 8/2 hearing; conferences with Wilson, Ellman, Miller regarding outcome of same (1.20); conferences with court, Wilson regarding submission and modification of orders and related notices (.60).	6.80	900.00	6,120.00
08/05/13	D T MOSS Review potential documents for use at September 9 hearing (.80); communicate with DiPompeo regarding documents for use at hearing (.20).	1.00	600.00	600.00
08/14/13	H LENNOX Telephone conferences with Hoffmann, Merrett regarding court schedule.	0.20	900.00	180.00
08/14/13	D T MOSS Revise Cullen talking points for August 21 hearing (2.40); review documents and other materials to prepare talking points (.60); communicate with Cullen regarding talking points (.30).	3.30	600.00	1,980.00
08/16/13	D G HEIMAN Conference with Shumaker regarding issues for August 21 status conference.	0.50	975.00	487.50
08/16/13	H LENNOX Review 8/21 hearing agenda and circulate to Ball, Heiman.	0.20	900.00	180.00
08/21/13	H LENNOX Communications with Ellman, Heiman, Moss regarding outcome of court hearing.	0.90	900.00	810.00
08/28/13	H LENNOX Prepare for (2.00) and attend (1.00) hearing; telephone conferences with Heiman regarding outcome (.40).	3.40	900.00	3,060.00
08/29/13	H LENNOX Review 8/21 transcript.	0.80	900.00	720.00
TOTAL		36.90	USD	33,332.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609004

Invoice: 32627862

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Claims Administration

USD 23,705.00

TOTAL

USD 23,705.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609004/32627862 IN YOUR PAYMENT

JONES DAY

258183-609004

Claims Administration

Page 2
October 21, 2013
Invoice: 32627862

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	10.40	825.00	8,580.00
H LENNOX	2.60	900.00	2,340.00
ASSOCIATE			
D J MERRETT	18.70	525.00	9,817.50
T A WILSON	3.80	600.00	2,280.00
PARALEGAL			
D M HIRTZEL	2.50	275.00	687.50
TOTAL	38.00	USD	23,705.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Claims Administration included the following:

- (1) Finalized and filed an amended list of creditors pursuant to section 924 of the Bankruptcy Code;
- (2) Addressed issues relating to the preparation of the list of claims required pursuant to section 925 of the Bankruptcy Code, which was completed and filed in September 2013; and
- (3) Prepared a motion for an order (a) authorizing the release of certain tax data for the list of claims to be filed pursuant to section 925 of the Bankruptcy Code and (b) permitting the City to file such data under seal.

JONES DAY

258183-609004

Page 3

October 21, 2013

Claims Administration

Invoice: 32627862

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	J B ELLMAN Conference with Lee (Ernst & Young) and EY team regarding 925 list and related information gathering.	0.30	825.00	247.50
08/01/13	D M HIRTZEL Prepare for and electronically file amended list of creditors, includes generating pdf files of the list in required size increments allotted by ECF guidelines (2.00); communicate with Wilson regarding same (.10); electronically file same via court's ECF system (.40).	2.50	275.00	687.50
08/01/13	T A WILSON Communicate with Lee (Ernst & Young), Ellman regarding filing of amended section 924 list (.20); review redacted section 924 list (.20); communicate with Panagiotakis (Ernst & Young) regarding same (.20); communicate with Orr (City), Penn (City), Mays (City), Lennox regarding same (.30); communicate with Mays (City), Seidman regarding declaration in support of amended section 924 list (.30); assemble notice of filing of amended section 924 list (.20); communicate with Hirtzel regarding same (.20).	1.60	600.00	960.00
08/02/13	J B ELLMAN Review issues and update regarding 924/925 lists.	0.20	825.00	165.00
08/05/13	J B ELLMAN Review materials regarding 925 list and open issues (.30); communicate with EY team regarding status of 924/925 lists (.50); conference with Wilson regarding same (.20).	1.00	825.00	825.00
08/05/13	T A WILSON Participate in call with Ellman, Merrett, Lee (Ernst & Young), other E&Y personnel regarding preparation of claims list (.60); follow up discussion with Ellman (.10); review confidentiality agreement related to contractors and vendors and related ordinances (.40); communicate with Lee (Ernst & Young), Ellman regarding same (.20).	1.30	600.00	780.00
08/06/13	H LENNOX Review letter from tort attorney (.20); relevant statute and conference with Keelean (City) regarding same (.70); telephone conference with Erens, Hoffman regarding same (.30).	1.20	900.00	1,080.00
08/08/13	J B ELLMAN Communicate with Lee (Ernst & Young) regarding tax information restrictions and 925 list (.20); conference with Lee (Ernst & Young), Johnson (City), Stoudemire (City) regarding same (.40); conference with Merrett regarding same and next steps (.30); review ordinance restrictions regarding same (.20).	1.10	825.00	907.50
08/08/13	D J MERRETT Conference with Lee (Ernst & Young), Ellman and City tax and law departments regarding income tax information for creditor list (.40); communicate with Ellman regarding same (.10).	0.50	525.00	262.50
08/09/13	J B ELLMAN Review tax information restrictions regarding 925 list (.30); conference with Merrett regarding same (.10); outline motion for relief regarding same (.20); review reclamation demands (.10).	0.70	825.00	577.50
08/09/13	H LENNOX Telephone conference with Acker (claimant counsel) regarding claims letter.	0.30	900.00	270.00
08/09/13	D J MERRETT Communicate with LaPlante (Miller Canfield) regarding tax data motion.	0.20	525.00	105.00
08/10/13	D J MERRETT Communicate with Ellman, LaPlante (Miller Canfield) regarding tax data motion.	0.20	525.00	105.00
08/12/13	H LENNOX Review and respond to plaintiff request regarding claim (.10); conferences with Orr (City), Hoffmann regarding Fed Ex service (.30).	0.40	900.00	360.00

JONES DAY

258183-609004

Page 4

October 21, 2013

Claims Administration

Invoice: 32627862

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	T A WILSON Communicate with Seidman, Lee (Ernst & Young) regarding redaction of personalized information.	0.10	600.00	60.00
08/13/13	J B ELLMAN Communicate with Lee (Ernst & Young) regarding claims data and 925 issues (.30); communicate with Wilson regarding Crain's inquiry regarding creditor list (.20).	0.50	825.00	412.50
08/13/13	H LENNOX Communications with Green (Miller Canfield), Hoffmann regarding Personal Injury Protection claims	0.30	900.00	270.00
08/13/13	H LENNOX Conference with Mays (City) regarding creditor list.	0.10	900.00	90.00
08/13/13	T A WILSON Communicate with Mays (City), Lee (Ernst & Young) regarding non-profits on section 924 list.	0.20	600.00	120.00
08/14/13	J B ELLMAN Conference with Lee (Ernst & Young), EY team, Hoffmann regarding 925 list and claims issues (.60); meeting with Hoffmann, Bonsall (City) regarding tax related collections and claims and account payables (.30).	0.90	825.00	742.50
08/14/13	D J MERRETT Draft and revise motion to authorize release of certain tax data for 925 list and to file such data under seal.	1.80	525.00	945.00
08/15/13	J B ELLMAN Conference with Merrett regarding longevity pay claims.	0.20	825.00	165.00
08/15/13	D J MERRETT Communicate with Ellman regarding longevity payment issue (.10); communicate with Birnbaum, Woo regarding same (.20); review materials provided by Birnbaum in connection with same (.20); communicate with Woo regarding workers' compensation issue (.10); review materials provided by Woo in connection with same (.20).	0.80	525.00	420.00
08/15/13	D J MERRETT Review and revise motion to authorize use of tax data (4.50); communicate with Ellman regarding same (.10).	4.60	525.00	2,415.00
08/17/13	J B ELLMAN Review motion regarding tax information collection and filing under seal for 925 list (1.90); review statutes regarding same (.20); communicate with Merrett regarding same (.20); review and comment on Merrett memo regarding longevity pay claims (.50).	2.80	825.00	2,310.00
08/17/13	D J MERRETT Research regarding longevity pay claims issue (4.80); draft and revise summary of same (.60).	5.40	525.00	2,835.00
08/18/13	J B ELLMAN Review correspondence and analysis regarding longevity pay claims (.20); communicate with Merrett regarding same and tax information Motion (.20).	0.40	825.00	330.00
08/18/13	D J MERRETT Communicate with Ellman regarding response to longevity pay issue (.10); communicate with Birnbaum regarding same (.20); review authority regarding same (.30); review and revise same (.50).	1.10	525.00	577.50
08/19/13	D J MERRETT Revise e-mail summary regarding longevity pay claims issue (.20); communicate with Ellman (.10), Birnbaum (.10) regarding same.	0.40	525.00	210.00
08/20/13	J B ELLMAN Review and revise tax information motion for creditor information (.40); conference with Merrett regarding same (.20).	0.60	825.00	495.00

JONES DAY

258183-609004

Page 5

October 21, 2013

Claims Administration

Invoice: 32627862

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	D J MERRETT Review and revise motion to authorize release of certain tax data (1.90); communicate with Ellman regarding same (.20); communicate with Lee (Ernst & Young) (.10) and Stoudemire and Johnson (Finance Dept) (.10) regarding same.	2.30	525.00	1,207.50
08/20/13	T A WILSON Communicate with Seidman, Estrada (KCC) regarding misaddressed notices sent by court clerk.	0.30	600.00	180.00
08/22/13	J B ELLMAN Review client response to tax information motion (.10); review update regarding same (.10); communicate with Merrett and Lennox regarding same (.10).	0.30	825.00	247.50
08/22/13	D J MERRETT Communicate with Ellman regarding motion to release tax information (.10); communicate with Stoudemire and Johnson (Tax Dept) regarding same (.10).	0.20	525.00	105.00
08/22/13	D J MERRETT Communicate with Woo/Birnbaum regarding workers compensation claims (.20); communicate with Ellman regarding same (.10).	0.30	525.00	157.50
08/23/13	H LENNOX Review and revise motion to file tax claim data under seal.	0.30	900.00	270.00
08/26/13	J B ELLMAN Communicate with Bonsall (City) regarding tax information motion.	0.20	825.00	165.00
08/26/13	D J MERRETT Communicate with Ellman regarding tax data motion (.10); communicate with Bonsall (City) regarding same (.10); communicate with Ellman regarding response (.10).	0.30	525.00	157.50
08/26/13	T A WILSON Communicate with Estrada (KCC) regarding incomplete noticing addresses.	0.30	600.00	180.00
08/27/13	J B ELLMAN Review Lee (Ernst & Young) correspondence regarding 925 list issues (.10); communicate with Bonsall (City) regarding tax information and motion regarding same (.10); conference with Merrett regarding same (.10).	0.30	825.00	247.50
08/27/13	D J MERRETT Communicate with Bonsall (City) regarding tax data motion (.10); communicate with Lee (Ernst & Young) (.10) regarding same.	0.20	525.00	105.00
08/28/13	J B ELLMAN Communicate with Stoudemire (City) regarding tax information issues for 925 list.	0.20	825.00	165.00
08/28/13	D J MERRETT Communicate with Ellman, Stoudemire (City) regarding motion for release of tax data.	0.20	525.00	105.00
08/29/13	J B ELLMAN Communicate with Stoudemire (City) regarding tax information motion for 925 list (.20); review and respond to issues regarding 925 list (.20).	0.40	825.00	330.00
08/29/13	D J MERRETT Communicate with Ellman regarding administrative expense claim of NY Department of Labor (.10); communicate with KCC regarding same (.10).	0.20	525.00	105.00
08/30/13	J B ELLMAN Communicate with Stoudemire (City), Bonsall (City), Merrett regarding tax info motion.	0.30	825.00	247.50
TOTAL		38.00	USD	23,705.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609005

Invoice: 32627863

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Automatic Stay Matters

USD 117,332.50

TOTAL

USD 117,332.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609005/32627863 IN YOUR PAYMENT

JONES DAY

258183-609005

Page 2

Automatic Stay Matters

October 21, 2013
Invoice: 32627863

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	4.90	1,000.00	4,900.00
B W EASLEY	4.40	725.00	3,190.00
J B ELLMAN	6.80	825.00	5,610.00
D G HEIMAN	8.50	975.00	8,287.50
H LENNOX	22.40	900.00	20,160.00
ASSOCIATE			
D S BIRNBAUM	3.70	575.00	2,127.50
T HOFFMANN	17.70	650.00	11,505.00
D J MERRETT	45.10	525.00	23,677.50
D T MOSS	12.40	600.00	7,440.00
B ROSENBLUM	16.80	725.00	12,180.00
J L SEIDMAN	7.80	400.00	3,120.00
T A WILSON	10.00	600.00	6,000.00
S C WOO	10.50	375.00	3,937.50
A ZAHEER	7.40	375.00	2,775.00
O S ZELTNER	5.60	300.00	1,680.00
PARALEGAL			
D M HIRTZEL	2.70	275.00	742.50
TOTAL	186.70	USD	117,332.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Automatic Stay Matters included the following:

- (1) Prepared and filed a motion for relief from the automatic stay to allow property tax appeals to go forward and conducted supporting research;
- (2) Prepared a motion to enforce the automatic stay and conducted supporting research;
- (3) Researched various issues relating to the application of the automatic stay in chapter 9;
- (4) Developed guidelines for the application of the automatic stay to pending grievance and arbitration matters;
- (5) Reviewed, analyzed and prepared responses to various motions and other requests for relief from the automatic stay; and
- (6) Prepared various stipulations and agreed orders granting limited relief from the automatic stay.

JONES DAY

258183-609005

Page 3

Automatic Stay Matters

October 21, 2013
Invoice: 32627863

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	D S BIRNBAUM Continue research regarding impact of automatic stay on pending union grievances.	0.60	575.00	345.00
08/01/13	T HOFFMANN Email communications with Orr, Lennox and Zeltner regarding declaration for property tax stay relief motion (.20); review and analyze motion and associated declaration (.50).	0.70	650.00	455.00
08/01/13	H LENNOX Review and revise tax appeal lift stay motion (.50); communications with Zeltner, Wilson regarding same (.20); telephone conference with Flancher regarding same (.20).	0.90	900.00	810.00
08/01/13	T A WILSON Communicate with Hoffmann, Zeltner regarding motion to lift stay to allow property tax appeals to continue (.30); review proposed edits to motion and supporting affidavit (.60); communicate with Zeltner regarding same (.20); communicate with Zeltner, Hertzberg (Pepper Hamilton) regarding service parties for stay relief motion (.20); communicate with Woo regarding lift stay guidelines (.10).	1.40	600.00	840.00
08/01/13	O S ZELTNER Edit property tax motion (3.10) and Keelean (City) affidavit (.80); verify figures cited in motion and affidavit with City attorneys and Conway MacKenzie (.50).	4.40	300.00	1,320.00
08/02/13	D S BIRNBAUM Continue research regarding impact of automatic stay on grievance processing (.50); meeting with Hoffmann and Erens regarding same (.40).	0.90	575.00	517.50
08/02/13	D M HIRTZEL Prepare for and electronically file via the Court's ECF system motion to lift stay to permit appeals of City property tax assessments and coordinate with KCC for service of same.	0.50	275.00	137.50
08/02/13	T HOFFMANN Review and analyze various issues relating to the automatic stay, including the application of the stay to certain non-litigation matters (1.20); communicate with Erens and Birnbaum regarding application of the automatic stay (.70).	1.90	650.00	1,235.00
08/02/13	J L SEIDMAN Draft and revise form motion to enforce the automatic stay.	0.40	400.00	160.00
08/02/13	T A WILSON Communicate with Zeltner, Lennox, Hoffmann regarding motion to lift stay to allow tax assessment appeals to continue (.40); review and revise same and supporting affidavit (.50); communicate with Seidman regarding request for stay relief related to Longworth property (.20).	1.10	600.00	660.00
08/02/13	S C WOO Communicate with Hoffmann and Erens regarding implications of automatic stay for grievance procedures (.90); draft guidelines for grievance procedures under automatic stay (1.60).	2.50	375.00	937.50
08/03/13	D S BIRNBAUM Analysis of DPD consent decree to assess impact on grievance processing in light of automatic stay.	0.30	575.00	172.50
08/03/13	B W EASLEY Correspondence to/from Mays (City) regarding application of automatic stay to government enforcement proceedings.	0.40	725.00	290.00
08/05/13	D S BIRNBAUM Draft guidelines for grievance processing in light of automatic stay.	0.40	575.00	230.00
08/05/13	B W EASLEY Review/revise draft guidelines for application of automatic stay to pending grievance and arbitration matters.	0.40	725.00	290.00

JONES DAY

258183-609005

Page 4

October 21, 2013

Automatic Stay Matters

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/05/13	H LENNOX Telephone conferences with Seidman regarding lis pendens request (.20); review pro se motion for relief from automatic stay (.20); review Mays (City) email regarding EEOC actions (.10); review questions and participate in call with Attorney General office regarding automatic stay issues (1.20); telephone conference with Bussell (tort claimants' lawyer) regarding stay issues for auto accidents and review and revise proposed stipulation (.50).	2.20	900.00	1,980.00
08/05/13	J L SEIDMAN Various communications with Keelean (City), Lennox, Wilson and Border (counsel to Federal National Mortgage) regarding Federal National's request for relief from stay to remove lis pendens (.80); research (Westlaw) regarding Michigan statutes cited in Gursten proposed order granting relief from stay (1.10); draft and revise proposed order granting anticipated Gursten stay relief motion (.60).	2.50	400.00	1,000.00
08/05/13	S C WOO Draft guidelines for grievance procedures under automatic stay (1.90); revise draft of same (.30).	2.20	375.00	825.00
08/05/13	A ZAHEER Discuss objection to motion for relief from automatic stay with Hoffmann (.30); perform research regarding same (.50).	0.80	375.00	300.00
08/06/13	B W EASLEY Correspondence to/from Satchel (City) and Hoffmann regarding applicability of automatic stay to grievance and arbitration proceedings.	0.40	725.00	290.00
08/06/13	J B ELLMAN Review Scott lift stay motion (.20); review public safety stay issues (.20).	0.40	825.00	330.00
08/06/13	T HOFFMANN Review issues relating to the automatic stay and self insurance programs (.80); communicate with Lennox and Erens regarding self insurance programs (.30).	1.10	650.00	715.00
08/06/13	H LENNOX Review and revise Bussell (tort claimants' lawyer) lift stay order and research regarding same (.70); conferences with Seidman, Bussell (tort claimants' lawyer) regarding same (.40); review Davis motion to lift stay and communications with litigators regarding same (.40).	1.50	900.00	1,350.00
08/06/13	J L SEIDMAN Draft, review and revise proposed order granting anticipated Gursten stay relief motion (.40); conference with Wilson regarding same (.10); draft memorandum to Lennox regarding same and regarding statutes cited by Gursten (.60); revise same pursuant to Lennox and Green (Miller Canfield) comments (.80); draft memorandum to Lennox (.30) and Border (lender's counsel) (.10) regarding status of Federal National Mortgage request to remove lis pendens.	2.30	400.00	920.00
08/07/13	B W EASLEY Continue revision of City of Detroit guidelines regarding applicability of automatic stay to grievance and arbitration proceedings.	0.40	725.00	290.00
08/07/13	J B ELLMAN Communicate with Moss, Lennox regarding response to Davis stay motion.	0.30	825.00	247.50
08/07/13	D T MOSS Review Robert Davis' Emergency Motion for Stay clarification (.70); communicate with Brader (State) regarding state position on stay relief (.30); communicate with Biya (State) regarding stay relief (.20); review Judge Rhodes' order striking Davis' motion (.20); communicate with Lennox, Heifetz and others regarding Davis' motion and next steps (.60).	2.00	600.00	1,200.00
08/07/13	J L SEIDMAN Communicate with Bell and Keelean (City) regarding lis pendens on particular property and cost of demolition to City.	0.10	400.00	40.00

JONES DAY

258183-609005

Page 5

Automatic Stay Matters

October 21, 2013
Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/07/13	S C WOO	1.30	375.00	487.50
	Revise guidelines for grievance procedures under automatic stay.			
08/07/13	A ZAHEER	5.10	375.00	1,912.50
	Research relating to Scott objection to motion for relief from automatic stay (4.80); discuss same with Hoffmann (.30).			
08/08/13	T HOFFMANN	1.40	650.00	910.00
	Review Scott motion for relief from stay and related materials (1.00); review and analyze memo addressing employee related actions (.40).			
08/08/13	H LENNOX	2.00	900.00	1,800.00
	Review email regarding request to lift stay regarding chapter 13 cases (.20); telephone conference with Green (Miller Canfield), Keelean (City), Combs (City) regarding same (.60); conferences with Keelean (City), Nosedo (City) regarding new lawsuits (.40); review and revise guidance for grievances and labor litigation (.30); conferences with Wilson, Flancher (State) regarding lift stay motion for tax appeals (.20); review Beydoun lift stay motion (.30).			
08/08/13	D J MERRETT	5.50	525.00	2,887.50
	Communicate with Hoffmann regarding objection to Scott stay relief motion (.20); review and analyze materials regarding same (1.20); research regarding same (.70); draft and revise response to same (3.40).			
08/08/13	J L SEIDMAN	0.20	400.00	80.00
	Telephone conference with Keelean (City) regarding lis pendens issue (.10) and draft follow up emails to Lennox and lender's counsel regarding same (.10).			
08/08/13	S C WOO	0.20	375.00	75.00
	Draft correspondence regarding guidelines for grievance procedures under automatic stay.			
08/08/13	A ZAHEER	1.50	375.00	562.50
	Research relating to Scott objection to motion for relief from automatic stay (1.10); draft email regarding results to Hoffmann (.40).			
08/09/13	B W EASLEY	0.40	725.00	290.00
	Review and revise City of Detroit guidelines for application of automatic stay to pending grievance and arbitration proceedings.			
08/09/13	T HOFFMANN	1.80	650.00	1,170.00
	Review and revise objection to Scott's motion for relief from stay.			
08/09/13	H LENNOX	1.20	900.00	1,080.00
	Telephone conference with court regarding stay motion schedule (.10); review Davis motions regarding relief from stay and expedited hearing (.60); review Carpenter (Chapter 13 claimants' counsel) motion for relief from stay and communications with Green (Miller Canfield) regarding same (.30); review revised communications regarding labor matters and stay (.20).			
08/09/13	D J MERRETT	2.80	525.00	1,470.00
	Draft and revise response to Scott stay relief motion (2.70); communicate with Hoffmann regarding same (.10).			
08/09/13	D T MOSS	0.40	600.00	240.00
	Communicate with Brya (State) and Lennox regarding Davis' motion for relief from stay (.20); review Davis' amended motion for relief from stay (.20).			
08/09/13	J L SEIDMAN	0.20	400.00	80.00
	Communicate with Keelean (City) and Lennox (.10) and counsel to Federal National Mortgage (.10) request to remove lis pendens.			
08/09/13	S C WOO	0.90	375.00	337.50
	Revise guidelines for grievance procedures under automatic stay (.70); draft correspondence regarding same (.20).			

JONES DAY

258183-609005

Page 6

Automatic Stay Matters

October 21, 2013

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	B W EASLEY Correspondence to/from Hoffmann regarding automatic stay issues and potential settlement of grievance and arbitration proceedings.	0.30	725.00	217.50
08/12/13	H LENNOX Conference with Wilson regarding state request on tax appeal motion and review revised order (.20); communications with Acker (claimant counsel) regarding stay issues for tort claims (.20); review and revise objection to Scott lift stay motion (1.20); conferences with Hoffmann, Merrett regarding same (.30).	1.90	900.00	1,710.00
08/12/13	D J MERRETT Review and analyze Beydoun stay relief motion and related papers (1.30); research regarding same (.70); draft and revise objection to same (3.10); review and revise Scott stay relief objection to reflect Lennox comments (1.70); communicate with Hoffmann, Lennox regarding stay relief objection procedure (.20); communicate with LaPlante (Miller Canfield) regarding same (.10).	7.10	525.00	3,727.50
08/12/13	D T MOSS Communicate with Brader (State) and Brya (State) regarding Davis case.	0.10	600.00	60.00
08/12/13	D T MOSS Research motion to enforce automatic stay and relevant 6th Circuit caselaw.	0.50	600.00	300.00
08/12/13	J L SEIDMAN Communicate with Federal National Mortgage's counsel, Keelean (City) and Wilson regarding lis pendens issue.	0.10	400.00	40.00
08/12/13	T A WILSON Review correspondence regarding proposed changes to order modifying stay to allow tax assessment appeals to continue (.20); review motion and proposed order regarding same (.20); communicate with Lennox, Zeltner regarding same (.30); communicate with Patek regarding public employees lift stay request (.10).	0.80	600.00	480.00
08/12/13	S C WOO Draft summary chart of guidelines for grievance procedures under automatic stay.	1.50	375.00	562.50
08/12/13	O S ZELTNER [REDACTED]	1.20	300.00	360.00
08/13/13	B ROSENBLUM Draft persuasive memorandum regarding section 362(b)(17) of the Bankruptcy Code and swap.	8.20	725.00	5,945.00
08/13/13	J L SEIDMAN Draft, review and revise form of motion to enforce automatic stay pursuant to Wilson comments (.90); research (including Westlaw) regarding same (.80); communicate with Wilson and Moss regarding same (.10).	1.80	400.00	720.00
08/13/13	T A WILSON Review and revise form of motion to enforce the automatic stay (.80); communicate with Seidman, Moss regarding same (.20).	1.00	600.00	600.00
08/13/13	S C WOO Correspondence regarding guidelines for grievance procedures under automatic stay.	0.10	375.00	37.50
08/14/13	B W EASLEY Review correspondence from Mays (City), Satchel (City) and Zack (Detroit Police Department) regarding automatic stay issues.	0.20	725.00	145.00
08/14/13	T HOFFMANN Review and analyze Beydoun response to motion for relief from stay (.50); communicate with Merrett regarding filing of response (.40).	0.90	650.00	585.00

JONES DAY

258183-609005

Page 7

October 21, 2013

Automatic Stay Matters

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/14/13	H LENNOX	1.50	900.00	1,350.00
	Review and revise objection to Scott lift stay motion (.40); review and revise grievance chart (.30); review Cobbs summaries and documents regarding chapter 13 lift stay matters (.80).			
08/14/13	D J MERRETT	7.20	525.00	3,780.00
	Review and revise objection to Scott stay relief motion (.90); communicate with Lennox regarding same (.10); communicate with Green (Miller Canfield) regarding same (.10); research regarding same (.50); communicate with Lennox regarding hearings on stay relief motions (.10); review motions regarding same (.10); review Powell stay relief materials (.40); communicate with Zeltner regarding same (.20); draft and revise objection to Beydoun stay relief motion (3.50); research regarding same (1.30).			
08/14/13	S C WOO	0.80	375.00	300.00
	Revise summary chart of guidelines for grievance procedures under automatic stay (.50); correspondence regarding guidelines for processing grievances (.30).			
08/15/13	J B ELLMAN	1.50	825.00	1,237.50
	Review state response regarding Davis motion (.20); review and revise city response (1.00); conference with Moss regarding same (.30).			
08/15/13	H LENNOX	0.80	900.00	720.00
	Review and revise comments to objection to Scott lift stay motion (.20); review State objection to Davis lift stay motion and conferences with Moss regarding same (.30); review and comment on objection to Davis response (.30).			
08/15/13	D T MOSS	4.10	600.00	2,460.00
	Revise response to Davis Motion for Stay Clarification (3.00); communicate with Ellman, Lennox, Brya (State), and others regarding Attorney General response to Davis and me too response of City (.50); review Attorney General response (.30); edit and revise Davis response based on comments from Ellman (.20); review news articles related to other Davis / Collette cases with similar issues (.10).			
08/15/13	S C WOO	1.00	375.00	375.00
	Correspondence regarding workers' compensation under automatic stay (.50); draft correspondence regarding guidelines for processing grievances (.50).			
08/16/13	B W EASLEY	1.00	725.00	725.00
	Review draft letter to labor unions regarding application of automatic stay to pending grievance and arbitration proceedings (.20); correspondence to/from Mays (City), Satchel (City), Lennox and Merrett regarding automatic stay issues (.60); telephone conference with Lennox regarding automatic stay issues (.20).			
08/16/13	J B ELLMAN	0.90	825.00	742.50
	Review and revise Davis response (.50); review supporting documents (.30); conference with Moss regarding same (.10).			
08/16/13	H LENNOX	2.00	900.00	1,800.00
	Review and revise Scott objection and communications with Merrett regarding same (.40); review and revise Davis objection and communications with Moss regarding same (.90); review and revise Satchel (City) letter to unions regarding grievances and automatic stay (.30); communications with Satchel (City), Easley regarding same (.20); telephone conference with Carpenter (Chapter 13 claimants' counsel) regarding chapter 13 lift stay motion (.20).			
08/16/13	D J MERRETT	5.70	525.00	2,992.50
	Communicate with Lennox regarding Scott stay relief objection (.20); communicate with Green (Miller Canfield) regarding same (.10); revise same (.80); research regarding same (.40); prepare and compile same (.60); communicate with Stone regarding filing same (.20); communicate with Ellman regarding service (.20); review local rules regarding same (.30); communicate with Moss regarding objection procedure (.20); review and analyze Powell stay relief motion and related filings (1.30); draft and revise response to same (1.40).			

JONES DAY

258183-609005

Page 8

October 21, 2013

Automatic Stay Matters

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/16/13	D T MOSS	2.90	600.00	1,740.00
	Finalize Davis response based on comments and edits from Ellman (1.20); communicate with Brya (State) regarding other Collette and Davis cases (.60); communicate with Lennox regarding Davis cases and response (.20); communicate with Ellman regarding service of process requirements and edits to Davis response (.50); coordinate filing and service of same (.40).			
08/16/13	B ROSENBLUM	0.40	725.00	290.00
	Revise persuasive memorandum regarding section 362(b)(17) of the Bankruptcy Code.			
08/16/13	T A WILSON	0.20	600.00	120.00
	Communicate with Flancher (State) regarding motion to lift stay to allow property tax appeals to continue.			
08/18/13	H LENNOX	0.20	900.00	180.00
	Review Davis reply to Debtor response and circulate.			
08/19/13	D S BIRNBAUM	0.70	575.00	402.50
	Analysis of workers' compensation claims under the automatic stay (.40); review e-mail memorandum from Merrett regarding same (.30).			
08/19/13	B W EASLEY	0.30	725.00	217.50
	Review correspondence from Satchel (City) and Merrett regarding automatic stay issues.			
08/19/13	J B ELLMAN	2.50	825.00	2,062.50
	Review and revise Bedoyan lift stay response (1.80); review lift stay motion regarding same (.40); review related materials (.30).			
08/19/13	T HOFFMANN	2.70	650.00	1,755.00
	Review and revise response to Powell's motion for relief from stay (2.30); communicate with Merrett regarding responses (.40).			
08/19/13	H LENNOX	1.40	900.00	1,260.00
	Meeting with safety union, Easley regarding grievances and automatic stay (1.00); follow-up with Easley, Satchel (City) (.40).			
08/19/13	D J MERRETT	6.40	525.00	3,360.00
	Review and revise objection to Beydoun stay relief motion (.60); communicate with Hoffmann (.10), Ellman (.10) regarding same; draft and revise objection to Powell, et al. stay relief motion (3.70); review and analyze documents in chapter 13 adversary proceedings regarding same (1.80); communicate with Estrada (KCC) regarding service of objection to Scott stay relief motion (.10).			
08/19/13	D T MOSS	0.40	600.00	240.00
	Communicate with Attorney General's office regarding Davis' latest reply (.30); communicate with Heiman and Lennox regarding the same (.10).			
08/19/13	D T MOSS	0.40	600.00	240.00
	Communicate with Ball and Rosenblum regarding 922(a) research regarding casino revenue issues.			
08/19/13	B ROSENBLUM	7.70	725.00	5,582.50
	Draft bullet point memorandum regarding section 922 of the Bankruptcy Code and impact on swap/Casino revenues (2.50); research regarding same (5.00); revise persuasive memorandum regarding section 362(b)(17) of the Bankruptcy Code (.10); communicate with Moss regarding same (.10).			
08/19/13	J L SEIDMAN	0.10	400.00	40.00
	Communicate with Lennox and Hoffmann regarding Meijer plat litigation and request for stay relief.			
08/19/13	T A WILSON	0.50	600.00	300.00
	Review proposed motion and order for stay relief received from public safety employees union (.20); communicate with Patek (Erman Teicher), Lennox, Birnbaum regarding same (.30).			
08/20/13	D S BIRNBAUM	0.20	575.00	115.00
	Draft correspondence to DWSD regarding automatic stay.			

JONES DAY

258183-609005

Page 9

Automatic Stay Matters

October 21, 2013

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	J B ELLMAN	0.50	825.00	412.50
	Review updated property tax process stay order and Certificate of No Objection (.30); conference with Wilson regarding edits to same (.20).			
08/20/13	D G HEIMAN	2.00	975.00	1,950.00
	Review Davis pleadings (.30); conference with Moss regarding same (.40); prepare for hearing on expanded stay (1.30).			
08/20/13	T HOFFMANN	2.80	650.00	1,820.00
	Review and revise response to Powell stay relief motion (2.20); communicate with Merrett regarding response (.20); communicate with Carpenter (Chapter 13 claimants' counsel) regarding settlement of Powell stay relief motion (.40).			
08/20/13	H LENNOX	1.10	900.00	990.00
	Telephone conferences with Hoffmann regarding chapter 13 stay motion (.30); review and revise Beydoun lift stay objection (.60); communications with Wilson, Zeltner regarding tax appeal lift stay motion (.20).			
08/20/13	D J MERRETT	1.30	525.00	682.50
	Review and revise objection to Beydoun stay relief motion (1.10); communicate with Lennox (.10) and Hoffmann (.10) regarding same.			
08/20/13	T A WILSON	1.90	600.00	1,140.00
	Communicate with Green (Miller Canfield), Ellman, Lennox regarding certification of no response for order lifting stay to allow tax appeals to continue (.30); draft certification of no response (.80); revise order lifting stay to allow tax appeals consistent with comments received from state (.20); revise certificate of no response (.40); communicate with Yakovich regarding filing of certificate of no response (.20).			
08/21/13	C BALL	4.90	1,000.00	4,900.00
	Argument on stay issues regarding casino revenues before Judge Rhodes (2.10); prepare for same (2.80).			
08/21/13	J B ELLMAN	0.20	825.00	165.00
	Communicate with Merrett regarding upcoming automatic stay issues to address.			
08/21/13	D G HEIMAN	2.50	975.00	2,437.50
	Meeting with Ball, Shumaker, et al. on stay arguments regarding casino revenues in preparation for hearing.			
08/21/13	D G HEIMAN	2.00	975.00	1,950.00
	Prepare for Davis clarification of stay (1.20) and attend hearing on same (.80).			
08/21/13	D G HEIMAN	1.50	975.00	1,462.50
	Attend hearing on stay regarding Syncora.			
08/21/13	D M HIRTZEL	0.30	275.00	82.50
	Prepare and submit via court's ECF website blackline version of the proposed order regarding property tax appeal motion.			
08/21/13	T HOFFMANN	1.50	650.00	975.00
	Review and analyze Beydoun response (.30); communicate with Merrett regarding response (.20); draft and revise stipulation and agreed order resolving Powell motion for relief (1.00).			
08/21/13	H LENNOX	0.90	900.00	810.00
	Review revised Beydoun lift stay objection (.20); communications with Hoffmann regarding filing notices of pendency and the agreed chapter 13 order (.20); communications with Wilson regarding Patek motion to extend stay (.30); answer Green (Miller Canfield) questions regarding DWSD litigation (.20).			
08/21/13	D J MERRETT	2.00	525.00	1,050.00
	Communicate with Ellman regarding objection to Powell stay relief motion (.10); communicate with Hoffmann regarding agreed order resolving same (.10); review prior stipulations for agreed orders (.20); review and revise objection to Beydoun stay relief motion (1.20); communicate with Lennox (.10), Hoffmann (.10) regarding same; communicate with Keelean (City) regarding same (.10); communicate with Green (Miller Canfield) regarding same (.10).			

JONES DAY

258183-609005

Page 10

October 21, 2013

Automatic Stay Matters

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	J L SEIDMAN Draft memorandum to counsel to Federal National regarding lis pendens issue.	0.10	400.00	40.00
08/21/13	T A WILSON Communicate with Lennox, Hirtzel regarding uploading of blackline related to certificate of no objection for lift stay motion (.40); communicate with Mays (City) regarding potential stay issues related to tax abatements (.10); review revised motion and order seeking extension of automatic stay to public safety employees (.30); communicate with Patek, Miller (Erman), Lennox regarding same (1.40).	2.20	600.00	1,320.00
08/22/13	D G HEIMAN Review Davis order regarding automatic stay.	0.50	975.00	487.50
08/22/13	D M HIRTZEL Communicate with Merrett regarding electronic filing of response to Beydoun's motion for relief from stay (.20); electronically file same and brief in support and arrange for service via KCC (.50); arrange for service through KCC of entered orders regarding denial of Shirley Scott's motion for relief from stay and denial of motion for extension of time to file response of Johnson-El Bey (.50).	1.20	275.00	330.00
08/22/13	D M HIRTZEL Arrange for service through KCC of entered order regarding motion to permit appeals of City's tax assessment.	0.40	275.00	110.00
08/22/13	T HOFFMANN Review and revise Powell stipulation and agreed order (1.10); multiple conferences with Merret and Lennox regarding pending stay relief motions (.40).	1.50	650.00	975.00
08/22/13	H LENNOX Review and revise Beydoun objection (.20) and conference with Merrett regarding same (.10); review entered tax appeal order and telephone conference with Osipov (claimant counsel) regarding same (.30); review and revise Davis draft order and circulate (1.00); conferences with Moss, Brya (State), Miller regarding same and regarding Davis revisions (.40); review and circulate Scott order (.10); review Flowers agreed order regarding lifting stay (.20).	2.30	900.00	2,070.00
08/22/13	D J MERRETT Review and revise stipulation and order regarding Powell stay relief motion (1.30); communicate with Hoffmann regarding same (.20); communicate with Green (Miller Canfield) regarding same (.10); communicate with Lennox regarding same (.10); review and revise objection to Beydoun stay relief motion (1.50); communicate with Green (Miller Canfield) regarding same (.30); research regarding same (.40); communicate with Hoffmann regarding same (.20); communicate with Lennox regarding same (.10); communicate with Whyte (Law Dept) regarding same (.10); prepare same for filing (.40); communicate with Hirtzel regarding same (.20).	4.90	525.00	2,572.50
08/22/13	D T MOSS Communicate with Lennox and Brya (State) regarding Davis' proposed stipulated order (.60); review Davis' propose order and response to our proposal (.40).	1.00	600.00	600.00
08/23/13	D S BIRNBAUM Correspond with Ellman regarding automatic stay issues.	0.30	575.00	172.50
08/23/13	J B ELLMAN Communicate with Birnbaum regarding stay issues on labor matters.	0.20	825.00	165.00
08/23/13	D M HIRTZEL Prepare and submit via court's website proposed stipulation and agreed order regarding Powell's motion for relief from stay per Merrett.	0.30	275.00	82.50
08/23/13	T HOFFMANN Communicate with Carpenter (Chapter 13 claimants' counsel) regarding filing of stipulation.	0.20	650.00	130.00
08/23/13	H LENNOX Communications with Merrett regarding Beydoun lift stay objection facts.	0.30	900.00	270.00

JONES DAY

258183-609005

Page 11

October 21, 2013

Automatic Stay Matters

Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	H LENNOX Communications with Ha (City), Nowling (City), Shumaker, Heifetz regarding Davis document request.	0.30	900.00	270.00
08/23/13	D J MERRETT Communicate with Whyte (Law Dept) regarding Beydoun stay relief motion (.30); review filings in connection with same (.20); communicate with Lennox regarding same (.20); prepare and file stipulation for order regarding Powell stay relief motion (.40); prepare proposed order regarding same (.20); communicate with Lennox (.10), Hoffmann (.10) regarding same; communicate with Hirtzel regarding same (.10).	1.60	525.00	840.00
08/23/13	D T MOSS Review Davis' proposed order (.20); communicate with Lennox, Brya (State) and local counsel regarding modifications to order and response to Davis (.40).	0.60	600.00	360.00
08/26/13	D S BIRNBAUM Research issues pertaining to potential lift of automatic stay to process pending DPLSA discharge grievance.	0.30	575.00	172.50
08/26/13	B W EASLEY Review draft letter to AFSCME regarding applicability of automatic stay to pending grievance and arbitration proceedings.	0.30	725.00	217.50
08/26/13	B W EASLEY Correspondence to/from Merrett regarding applicability of automatic stay to DWSD.	0.30	725.00	217.50
08/26/13	H LENNOX Review and revise letter to DOL regarding ATU's letters and effect of automatic stay (.50); review revised Davis lift stay order (.20); review Cook lift stay motion (.30).	1.00	900.00	900.00
08/27/13	T HOFFMANN Review and analyze Cook motion for relief from stay and related issues (1.00); communicate with Merrett regarding motion and potential response (.20).	1.20	650.00	780.00
08/27/13	H LENNOX Review and revise arbitration process letter to AFSCME (.20); telephone conference with Wilson regarding safety force motion to extend stay to former employees (.30).	0.50	900.00	450.00
08/27/13	T A WILSON Review revised motion and order extending the automatic stay to public safety employees (.20); communicate with Lennox, Patek (Erman Teicher) regarding same (.30).	0.50	600.00	300.00
08/29/13	J B ELLMAN Review Cole lift stay motion (.20); communicate with Wilson regarding same (.10).	0.30	825.00	247.50
08/29/13	H LENNOX Review Rosenberg letter regarding Ramirez stay issue (.30); communication with Green (Miller Canfield) regarding litigation notices (.10).	0.40	900.00	360.00
08/30/13	D J MERRETT Communicate with Ellman regarding Beydoun stay relief motion (.10); communicate with Hoffmann (.10), Lennox (.10) regarding same; communicate with Hoffmann (.10), Wilson (.10) regarding Cook stay relief motion; review same (.10).	0.60	525.00	315.00
08/30/13	T A WILSON Revise motion and order extending automatic stay to public safety unions (.30); communicate with Patek (Erman Teicher) regarding same (.10).	0.40	600.00	240.00
08/31/13	B ROSENBLUM Communicate with Ball regarding bankruptcy court's ruling on automatic stay with respect to Syncora (.10); analysis of automatic stay ruling (.20); communicate with Wysocki (Miller Canfield) regarding expediting transcript and communicate with Ball regarding same (.10); review of City of Detroit docket and requests regarding transcript of automatic stay proceeding (.10).	0.50	725.00	362.50

JONES DAY

258183-609005

Automatic Stay Matters

Page 12
October 21, 2013
Invoice: 32627863

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
TOTAL		186.70	USD	117,332.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609006

Invoice: 32627864

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Water and Sewer Matters

USD 75,777.50

TOTAL

USD 75,777.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS
PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609006/32627864 IN YOUR PAYMENT

JONES DAY

258183-609006

Water and Sewer Matters

Page 2
October 21, 2013
Invoice: 32627864

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
D J KATES	13.30	725.00	9,642.50
H LENNOX	28.20	900.00	25,380.00
B L SEDLAK	40.20	775.00	31,155.00
ASSOCIATE			
M J AUSTIN	11.40	400.00	4,560.00
K M BALTES	11.20	450.00	5,040.00
TOTAL	104.30	USD	75,777.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Water and Sewer Matters included the following:

- (1) Evaluated potential refinancing and restructuring alternatives for Detroit Water and Sewerage Department ("DWSD") in coordination with the City's investment bankers and other advisors;
- (2) Conducted research, and analyzed issues relating to, authority-based water and sewer systems and other aspects of a potential DWSD transaction;
- (3) Prepared for and participated in discussions with (a) DWSD, (b) certain water and sewer bond creditors and insurer representatives, (c) representatives of the surrounding counties and (d) and other advisors to the City regarding a potential DWSD transaction;
- (4) Prepared a term sheet and timeline for a potential DWSD transaction; and
- (5) Prepared a draft lease agreement for a potential DWSD transaction.

JONES DAY

258183-609006

Page 3

October 21, 2013

Water and Sewer Matters

Invoice: 32627864

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/02/13	B L SEDLAK Review/analyze correspondence regarding monolines and counties.	0.50	775.00	387.50
08/05/13	H LENNOX Conferences with Green (Miller Canfield), Doak (Miller Buckfire), Kilpatrick (Kilpatrick & Associates) regarding 8/7 meeting (.30); revise agenda regarding same (.30).	0.60	900.00	540.00
08/06/13	M J AUSTIN [REDACTED] (.60); communicate with working group regarding same (.40); research statutory history of Sewer and Water Authority Act (.50).	1.50	400.00	600.00
08/06/13	K M BALTES Prepare for and participate in conference with Sedlak and Austin to review issues related to Detroit Water and Sewer.	1.20	450.00	540.00
08/06/13	D J KATES Prepare for and attend conference call with DWSD (1.00); review water and sewer debt documents (1.00).	2.00	725.00	1,450.00
08/06/13	H LENNOX Review materials in preparation of debt call and 8/7 meeting (.90); [REDACTED] review case law regarding debt (.80).	2.70	900.00	2,430.00
08/06/13	B L SEDLAK Review agenda regarding DWSD county meeting (.20); review correspondence regarding same (.30); review Wayne County correspondence regarding Authority (.20); review local counsel memo regarding DWSD and formation of an Authority (1.10).	1.80	775.00	1,395.00
08/07/13	M J AUSTIN Draft term sheet for regional water authority.	1.00	400.00	400.00
08/07/13	D J KATES Attend meetings with Counties.	3.00	725.00	2,175.00
08/07/13	H LENNOX Pre-meeting with McGhee (Miller Canfield), Green (Miller Canfield) regarding DWSD transaction issues (1.30); meeting with same, counties, Buckfire (Miller Buckfire), Haggard (Miller Buckfire), DWSD regarding DWSD transaction issues (2.50); follow-up meeting with McGhee (Miller Canfield), Green (Miller Canfield), Kates, Sedlak regarding same (1.00).	4.80	900.00	4,320.00
08/07/13	B L SEDLAK Prepare for meeting regarding DWSD (2.00); review potential structure and precedent documents (2.00); meet with counties regarding possible Authority structure and discussions regarding follow up on steps (2.50); prepare structure for term sheet for Authority structure (.80).	7.30	775.00	5,657.50
08/08/13	M J AUSTIN Communicate with working group regarding Public Lighting Department RFP (.50); review and revise same (.50).	1.00	400.00	400.00
08/08/13	M J AUSTIN Review and revise term sheet for DWSD translation.	1.50	400.00	600.00
08/08/13	H LENNOX Communications with participants regarding DWSD meetings.	0.20	900.00	180.00
08/08/13	B L SEDLAK Review/analyze correspondence regarding water/sewer Authority and next steps (.50); conference with Easley regarding organization of employees (.30); review and revise term sheet regarding DWSD Authority (.80); review and incorporate comments of other in term sheet (.50); review precedent documents of sewer and water authorities formed in Michigan (1.20).	3.30	775.00	2,557.50

JONES DAY

258183-609006

Page 4
October 21, 2013
Invoice: 32627864

Water and Sewer Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/09/13	M J AUSTIN Communicate with working group regarding changes to DWSD term sheet (.60); review and revise DWSD term sheet (.70).	1.30	400.00	520.00
08/09/13	D J KATES Draft/revise term sheet for DWSD transaction.	0.80	725.00	580.00
08/09/13	H LENNOX Communications with Mays (City), Moore (Conway MacKenzie) regarding DWSD consultant and timing of business plan (.60); review and revise Sedlak term sheet and communications regarding same (.70).	1.30	900.00	1,170.00
08/09/13	B L SEDLAK Review/analyze correspondence regarding engaging experts (.20); review privatization structures and requirements (1.30); [REDACTED] correspondence regarding national consultant identification for DWSD (.50); [REDACTED] conference with Miller Canfield regarding Term Sheet and authority with respect to statute (.50); conference with Mays (City) regarding DWSD consultants (.30).	3.30	775.00	2,557.50
08/12/13	M J AUSTIN Review and revise DWSD transaction term sheet (1.00); communicate with working group regarding revised term sheet (1.30).	2.30	400.00	920.00
08/12/13	D J KATES [REDACTED] revise term sheet (.20).	1.20	725.00	870.00
08/12/13	H LENNOX Review and respond to US Bank request regarding water/sewer documents.	0.30	900.00	270.00
08/12/13	H LENNOX Review and comment on revised term sheet (.80); [REDACTED] follow-ups with Doak (Miller Buckfire), Sedlak regarding same (.40).	2.20	900.00	1,980.00
08/12/13	B L SEDLAK Review correspondence regarding Term Sheet and issues regarding water/sewer authority (.50); review correspondence and conference with Mays (City) regarding consultant (.20); [REDACTED] review comments to term sheet (.80); [REDACTED]	2.50	775.00	1,937.50
08/13/13	M J AUSTIN Attend conference call on changes to term sheet for DWSD transaction (.80); communicate with Sedlak regarding changes to term sheet (.80); review and revise term sheet (1.20).	2.80	400.00	1,120.00
08/13/13	H LENNOX Telephone conferences with Rogers, Nelson regarding water/sewer bond documents.	0.20	900.00	180.00
08/13/13	H LENNOX Send meeting notice to counties (.30); review materials sent from Kilpatrick (Kilpatrick & Associates) (.40); review revised term sheet for DWSD transaction per comments received (.50); calls with Sedlak, Austin, Doak (Miller Buckfire), Haggard (Miller Buckfire) regarding same (.90).	2.10	900.00	1,890.00
08/13/13	B L SEDLAK Review issues regarding necessity of referendum for authority creation and transfer of assets.	1.00	775.00	775.00
08/14/13	D J KATES Review/analyze Water and Sewer Authority Act and Revenue Bond Act in connection with proposed DWSD transaction.	2.00	725.00	1,450.00
08/14/13	H LENNOX Review communications regarding DWSD transaction structure and proposed timeline (.60); communications with Bjork regarding DWSD call (.30); communications with Haggard (Miller Buckfire) regarding DWSD assets (.20).	1.10	900.00	990.00

JONES DAY

258183-609006

Page 5
October 21, 2013
Invoice: 32627864

Water and Sewer Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/14/13	B L SEDLAK [REDACTED]	2.80	775.00	2,170.00
	with Miller Buckfire regarding comments (.80); [REDACTED] revise same (1.00); conference			
08/15/13	D J KATES	3.50	725.00	2,537.50
	Prepare for and attend meeting regarding Water and Sewer Authority.			
08/15/13	H LENNOX	3.50	900.00	3,150.00
	Pre-meeting with Miller Buckfire regarding counties and DWSD transaction (.60); prepare for and attend meeting with counties, DWSD, Mays (City) and advisors regarding DWSD transaction (1.70); follow-up meeting with city team regarding same (.80); review revised term sheet (.20); communications with Wolfson (DWSD), Moss regarding BOWC review (.20).			
08/15/13	B L SEDLAK	4.30	775.00	3,332.50
	Prepare for DWSD meeting (1.30); meetings with DWSD, Lennox and Miller Canfield regarding DWSD term sheet and structure (3.00).			
08/16/13	H LENNOX [REDACTED]	0.50	900.00	450.00
	Communicate with counties regarding next meetings (.40); [REDACTED]			
08/16/13	B L SEDLAK	2.30	775.00	1,782.50
	Draft/revise outline of DWSD lease (1.00); review precedent leases and related documents (1.30).			
08/18/13	H LENNOX	0.90	900.00	810.00
	Review and revise DWSD term sheet and forward to monoline counsel.			
08/19/13	K M BALTES	0.30	450.00	135.00
	Conference with Sedlak regarding Detroit water and sewer lease and review example water and sewer leases.			
08/20/13	H LENNOX	2.20	900.00	1,980.00
	Telephone conference with Haggard (Miller Buckfire) regarding issues from call with Bateson (.20); call with City DWSD team and representatives of Assured, National (1.50); follow-up call with City advisors (.50).			
08/20/13	B L SEDLAK	1.00	775.00	775.00
	Conference with Haggard (Miller Buckfire) regarding DWSD (.50); conference with Miller Canfield regarding outstanding issues regarding term sheet and lease (.50).			
08/21/13	D J KATES	0.50	725.00	362.50
	Review timeline for DWSD transaction.			
08/21/13	H LENNOX	1.40	900.00	1,260.00
	Review statutory requirements and revise and circulate proposed timeline for DWSD transaction (1.30); contact National and Assured counsel regarding term sheet (.10).			
08/21/13	B L SEDLAK	0.80	775.00	620.00
	Review/analyze correspondence from Counties regarding meetings (.30); review and analyze DWSD timeline (.50).			
08/22/13	K M BALTES	1.00	450.00	450.00
	Begin mark-up and draft of water and sewer lease in connection with potential DWSD transaction.			
08/22/13	H LENNOX	0.70	900.00	630.00
	Telephone conference with counties regarding monoline views on swap settlement (.30); revise timeline for DWSD transaction per comments received (.40).			
08/23/13	K M BALTES	2.00	450.00	900.00
	Draft lease of water and sewer assets for DWSD transaction.			

JONES DAY

258183-609006

Page 6
October 21, 2013
Invoice: 32627864

Water and Sewer Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	D J KATES Review/analyze timeline for DWSD transaction.	0.30	725.00	217.50
08/23/13	H LENNOX Revise timeline for DWSD transaction per comments received (.40); telephone conference with Haggard (Miller Buckfire) regarding employee matters for transaction (.30).	0.70	900.00	630.00
08/24/13	K M BALTES Complete draft lease of water and sewer assets in connection with potential DWSD transaction.	2.90	450.00	1,305.00
08/26/13	H LENNOX Telephone conferences with Sedlak, Easley regarding UAW question regarding DWSD employees.	0.20	900.00	180.00
08/26/13	B L SEDLAK Review/analyze correspondence from DWSD regarding retail contract (.20); review questions regarding employee transfers in connection with potential DWSD transaction (.30).	0.50	775.00	387.50
08/27/13	K M BALTES Conference with Sedlak regarding lease terms (.80); revise lease agreement for DWSD assets (1.70).	2.50	450.00	1,125.00
08/27/13	B L SEDLAK Review/analyze revised DWSD lease.	0.50	775.00	387.50
08/28/13	H LENNOX Conference with VanDusen (Miller Canfield) regarding Assured call and issues for term sheet regarding DWSD (.40); communications with Phillips (Wayne County), Herman (Miller Buckfire) regarding Wayne county data requests (.30).	0.70	900.00	630.00
08/28/13	B L SEDLAK Review/analyze rate case binders regarding DWSD.	2.50	775.00	1,937.50
08/29/13	H LENNOX Conference with Sedlak regarding DWSD wish list for agreements (.20); review bond control information (.30); [REDACTED]	1.00	900.00	900.00
08/29/13	B L SEDLAK Review and revise lease for proposed DWSD transaction (1.00); [REDACTED]	3.30	775.00	2,557.50
08/30/13	K M BALTES Prepare for and participate in conference call with Sedlak and local counsel on issues relating to lease of water and sewer system (1.00); follow-up conference with Sedlak regarding issues relating to lease of water and sewer system (.30).	1.30	450.00	585.00
08/30/13	H LENNOX Communications with VanDusen (Miller Canfield), Brader (State) regarding DWSD transaction.	0.90	900.00	810.00
08/30/13	B L SEDLAK Conference with Miller Canfield regarding comments to lease for proposed DWSD transaction (1.00); review comments from DWSD and implications for lease (1.50).	2.50	775.00	1,937.50
TOTAL		104.30	USD	75,777.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609007

Invoice: 32627865

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

City Assets, Services and Revitalization

USD 249,375.00

TOTAL

USD 249,375.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609007/32627865 IN YOUR PAYMENT

JONES DAY

258183-609007

Page 2
October 21, 2013
Invoice: 32627865

City Assets, Services and Revitalization

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
L A ARMSTRONG	47.00	875.00	41,125.00
C BALL	21.30	1,000.00	21,300.00
J C BEH	16.80	775.00	13,020.00
B S BENNETT	8.90	1,000.00	8,900.00
D G HEIMAN	4.40	975.00	4,290.00
S C KOPPEL	23.20	875.00	20,300.00
H LENNOX	3.20	900.00	2,880.00
S OGULLUK	13.10	775.00	10,152.50
B L SEDLAK	45.50	775.00	35,262.50
ASSOCIATE			
M J AUSTIN	52.00	400.00	20,800.00
T HOFFMANN	9.30	650.00	6,045.00
D G MARKS	11.40	575.00	6,555.00
L E NELSON	53.00	575.00	30,475.00
B ROSENBLUM	20.00	725.00	14,500.00
M D SILBERFARB	11.70	700.00	8,190.00
O S ZELTNER	18.60	300.00	5,580.00
TOTAL	359.40	USD	249,375.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to City Assets, Services and Revitalization included the following:

- (1) Analyzed the City's valuable assets and the potential alternatives or opportunities for improvement or value realization of these assets, working in conjunction with the City's financial advisors;
- (2) Engaged in due diligence and discussions related to the City's lease of the Windsor Tunnel to the tunnel operator (American Roads LLC) and evaluated related opportunities and the potential impact of the tunnel operator's chapter 11 bankruptcy filing;
- (3) Participated in contested proceedings in the American Roads chapter 11 case in connection with American Roads' proposed assumption of Windsor Tunnel lease with the City under section 365 of the Bankruptcy Code;
- (4) Assisted the City in its efforts to privatize certain lighting and transmission activities;
- (5) Assisted in financing issues relating to the new Public Lighting Authority, including preparation of a Trust Agreement for utility taxes and other revenues as approved by Emergency Manager Order No. 14;
- (6) [REDACTED]

JONES DAY

258183-609007

Page 3

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

- (7) Evaluated issues relating to the Detroit Institute of Arts, the Joe Louis Arena, the City's various parking assets, the Veterans Memorial Building and other City assets;
- (8) Evaluated issues relating to the City's pursuit of opportunities to outsource certain City services, including solid waste collection and other general service functions, and prepared documents for same;
- (9) Assist with RPF process for Public Lighting Department vendors; and
- (10) Evaluated issues and opportunities for new public authorities to hold and operate certain City assets and prepared a form of interlocal agreement for these new authorities.

JONES DAY

258183-609007

Page 4

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	M J AUSTIN Communicate with Smith (Wilmington Trust), Moss, Mays (City), Liscombe (Public Lighting Authority), regarding execution of Public Lighting Authority Trust Agreement (.50); communicate with Kushiner (Conway MacKenzie), Taylor (City), Jackson (City) regarding revisions to Public Lighting Department RFP (.70);	3.00	400.00	1,200.00
08/01/13	C BALL Communicate with Austin and Sedlak regarding upcoming dates and activity in bankruptcy of Windsor Tunnel operation.	0.70	1,000.00	700.00
08/01/13	J C BEH Review materials concerning Public Lighting Department RFP.	0.70	775.00	542.50
08/01/13	B S BENNETT Conference with Buckfire (Miller Buckfire) regarding Christie's and Detroit Institute of Arts.	0.20	1,000.00	200.00
08/01/13	B S BENNETT Conference with Orr, Buckfire (Miller Buckfire), Heiman at Christie's regarding DLA.	0.40	1,000.00	400.00
08/01/13	D G HEIMAN Attend meeting with Bennett, Buckfire (Miller Buckfire) and Orr (City) regarding Christie's dispute and Detroit Institute of Arts issues (.70); follow up with Orr (City) and Buckfire (Miller Buckfire) regarding same (.30).	1.00	975.00	975.00
08/01/13	T HOFFMANN Review and analyze procedures for asset sales under Michigan emergency manager law in connection with potential asset sales and related items.	1.30	650.00	845.00
08/01/13	S C KOPPEL	0.50	875.00	437.50
08/01/13	L E NELSON Research regarding Detroit-Windsor Tunnel (2.20); communicate with Ball regarding same (.10); communicate with Austin regarding same (.30).	2.60	575.00	1,495.00
08/01/13	B L SEDLAK Review revised provisions of Public Lighting Authority RFP (.30); review correspondence regarding same (.20); review information regarding procurement standards for RFPs (.20); review summary of information regarding Joe Louis Arena (.50); review information regarding Detroit Windsor Tunnel and information surrounding performance and bankruptcy issues (.60).	1.80	775.00	1,395.00
08/02/13	M J AUSTIN Communicate with Liscombe (Public Lighting Authority), Hoffmann, Mays (City) regarding payment to Public Lighting Authority to determine location of payment.	0.80	400.00	320.00
08/02/13	J C BEH Confer with Kushiner (Conway MacKenzie), Taylor (City) on status of Public Lighting Department RFP, review related materials, review materials related to Michigan Public Service Corporation proceeding.	0.50	775.00	387.50
08/02/13	B S BENNETT Analysis of memoranda from Buckfire (Miller Buckfire), Orr (City) regarding Christie's and Detroit Institute of Arts.	0.10	1,000.00	100.00
08/02/13	L E NELSON Research issues relating to assumption motion in American Roads bankruptcy for Detroit Windsor Tunnel Leases (1.90); draft summary to Ball regarding same (.30); communicate with Ball and Rosenblum regarding same (.20).	2.40	575.00	1,380.00

JONES DAY

258183-609007

Page 5
October 21, 2013
Invoice: 32627865

City Assets, Services and Revitalization

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/02/13	B L SEDLAK Review/analyze Windsor Tunnel lease regarding right to audit.	0.50	775.00	387.50
08/03/13	B S BENNETT Analysis of and revise Christie's release.	0.30	1,000.00	300.00
08/03/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) regarding Christie's and Detroit Institute of Arts (2 calls).	0.40	1,000.00	400.00
08/03/13	B S BENNETT Analysis of and revise additional versions of Christie's release.	0.20	1,000.00	200.00
08/03/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire), Orr (City), Nowling (City) regarding Christie's and Detroit Institute of Arts.	0.40	1,000.00	400.00
08/04/13	B S BENNETT Analysis of memoranda regarding Christie's.	0.20	1,000.00	200.00
08/04/13	D G HEIMAN Review and comment on Christie's press release.	0.50	975.00	487.50
08/05/13	M J AUSTIN Attend conference call with Kushiner (Conway MacKenzie), Jackson (City) and Taylor (City) regarding Public Lighting Department RFP (.80); review and revise Public Lighting Department RFP based on conference call (1.20).	2.00	400.00	800.00
08/05/13	J C BEH Review materials related to Energy Delivery Services Agreement, Public Lighting Department RFP, update WIP report.	0.70	775.00	542.50
08/05/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) regarding Detroit Institute of Arts and conference with Governor.	0.30	1,000.00	300.00
08/05/13	B S BENNETT Analysis of near final form of Christie's release.	0.20	1,000.00	200.00
08/05/13	T HOFFMANN Prepare for meeting regarding privatization of waste management (.50); attend informational meeting regarding potential bids for privatization (1.10).	1.60	650.00	1,040.00
08/05/13	L E NELSON Communicate with Hoffman regarding deadline to object to assumption motion in American Roads bankruptcy.	0.10	575.00	57.50
08/05/13	B L SEDLAK Review open issues regarding Public Lighting Department RFP and conference with Mays (City) regarding same (.50); review American Roads Notice of Hearing (.30); conference with Rutkutzky (DTE) regarding Michigan Public Service Corporation hearing and intervention (.20); review correspondence regarding Mound Road Facility Amendment (.20); conference with Penn (City) regarding same (.30); review revised Public Lighting Department RFP and provide comments to same (.50).	2.00	775.00	1,550.00
08/06/13	M J AUSTIN Review and revise Public Lighting Department RFP (.80); communicate with Taylor (City), Kushiner (Conway MacKenzie), and Jackson (City) regarding changes to Public Lighting Department RFP (.50); attend conference call on Detroit-Windsor Tunnel (1.00); review Detroit-Windsor Tunnel materials in preparation for conference call (.60); communicate with Sedlak, Nelson, Hoffmann, and Jackson (City) regarding outstanding items (.60).	3.50	400.00	1,400.00

JONES DAY

258183-609007

Page 6

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/06/13	C BALL (Windsor Tunnel) Communicate with Herman (Miller Buckfire) and Mays (City) regarding objection to lease assumption in American Roads bankruptcy plans.	0.90	1,000.00	900.00
08/06/13	B S BENNETT Prepare memorandum to Levin (Cravath) regarding Detroit Institute of Arts conference.	0.10	1,000.00	100.00
08/06/13	B S BENNETT Analysis of and revise Christie's agreement.	0.40	1,000.00	400.00
08/06/13	B S BENNETT Analysis of Buckfire (Miller Buckfire) memorandum regarding Detroit Institute of Arts conferences.	0.10	1,000.00	100.00
08/06/13	B S BENNETT Analysis of E&Y memorandum regarding tax reform parameters.	0.20	1,000.00	200.00
08/06/13	B S BENNETT Analysis of Levin (Cravath) memorandum regarding Detroit Institute of Arts conference.	0.10	1,000.00	100.00
08/06/13	H LENNOX Telephone conference with Doak (Miller Buckfire), Moore (Conway MacKenzie) regarding potential asset valuations.	0.30	900.00	270.00
08/06/13	L E NELSON Communicate with Ball, Rosenblum, Doak (Miller Buckfire) and Mays (City) regarding objection to assumption of Detroit Windsor Tunnel leases (2.10); review communications regarding rent in connection with same (1.10); communicate with Santambrogio (Ernst & Young) regarding Detroit Windsor Tunnel leases (.40); draft objection to lease assumption in American Roads bankruptcy (2.60).	6.20	575.00	3,565.00
08/06/13	B ROSENBLUM Communicate with Ball, Sedlak, and Mays (City) regarding Detroit-Windsor tunnel.	0.60	725.00	435.00
08/06/13	B L SEDLAK Attend conference call with Ball and Doak (Miller Buckfire) regarding Detroit Windsor Tunnel (.50); review correspondence regarding tunnel lessee's bankruptcy (.50); review motion regarding tunnel lessee's bankruptcy (.50); review Randy Lane contract (.50); conference with Penn (City) regarding same (.20); attend conference call regarding City parking with Doak (Miller Buckfire) and issues regarding same (.80).	3.00	775.00	2,325.00
08/07/13	M J AUSTIN Review and revise Public Lighting Department RFP (.90); communicate with Taylor (City), Kushiner (Conway MacKenzie), and Jackson (City) regarding Public Lighting Department RFP (.80); attend conference call on Detroit-Windsor Tunnel (.70); research and respond to questions regarding terms of the Detroit-Windsor Tunnel leases (.70).	3.10	400.00	1,240.00
08/07/13	B S BENNETT Analysis of and respond to Christie's memorandum on agreement.	0.20	1,000.00	200.00
08/07/13	B S BENNETT Telephone conference with Levin (Cravath) regarding conference with Detroit Institute of Arts, documentation regarding gift related restrictions.	0.20	1,000.00	200.00
08/07/13	D G HEIMAN Conference with Orr (City), Malhotra (Ernst & Young), et al. regarding tax policy.	0.50	975.00	487.50
08/07/13	H LENNOX Telephone conference with Moss regarding tax abatements.	0.10	900.00	90.00
08/07/13	L E NELSON Draft objection to American Roads' assumption motion (3.20); research regarding same (2.00); communicate with Rosenblum and Ball regarding same (.20)	5.40	575.00	3,105.00

JONES DAY

258183-609007

Page 7
October 21, 2013
Invoice: 32627865

City Assets, Services and Revitalization

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/07/13	B L SEDLAK Review/analyze comments regarding Public Lighting Authority RFP and suggested changes (.50); review Ernst & Young report and general status with respect to call on Windsor Tunnel (.50).	1.00	775.00	775.00
08/08/13	M J AUSTIN [REDACTED]	0.50	400.00	200.00
08/08/13	B S BENNETT Prepare memorandum to Christie's regarding contract revision.	0.10	1,000.00	100.00
08/08/13	B S BENNETT Analysis of Levin (Cravath) memo regarding Detroit Institute of Arts matters.	0.20	1,000.00	200.00
08/08/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) regarding Detroit Institute of Arts matters, DWSD matters.	0.30	1,000.00	300.00
08/08/13	B S BENNETT Analysis of near final form of Christie's contract.	0.20	1,000.00	200.00
08/08/13	B S BENNETT Prepare memorandum to Buckfire (Miller Buckfire) regarding request for Christie's contract.	0.10	1,000.00	100.00
08/08/13	B S BENNETT Analysis of Levin (Cravath) memorandum regarding request for Christie's contract.	0.10	1,000.00	100.00
08/08/13	L E NELSON Draft objection to assumption motion in American Roads (2.00); review documents in connection with same (1.00); communicate with Rosenblum regarding same (.20);	3.20	575.00	1,840.00
08/08/13	B L SEDLAK Conference with Herman (Miller Buckfire) regarding parking consultants (.20); review correspondence regarding consultants (.30); review correspondence regarding Public Lighting Authority and issues with respect to debt and trust (1.30); review information regarding possible defaults with respect to Windsor Tunnel tenant (.50).	2.30	775.00	1,782.50
08/09/13	M J AUSTIN Attend conference call with Hantz Woodlands counsel (.50); [REDACTED] [REDACTED] review Hantz woodlands development agreement (.50); [REDACTED] draft and revise notice to city clerk regarding Public Lighting Authority trust agreement and LHM order no. 14 (.50).	3.20	400.00	1,280.00
08/09/13	C BALL Communicate with Herman (Miller Buckfire) and Mays (City) regarding motion to assume and objections in Windsor Tunnel operation bankruptcy.	1.60	1,000.00	1,600.00
08/09/13	J C BEH Call with Sedlak regarding status of Energy Delivery Services Agreement negotiations with DTE (.20); review related materials (.60); follow up with Ellman regarding status (.20).	1.00	775.00	775.00
08/09/13	S C KOPPEL Calls with Mays (City) and Austin regarding Hantz-Woodlands, [REDACTED] and Joe Louis Arena arrears.	1.50	875.00	1,312.50
08/09/13	S C KOPPEL Call with Developer and counsel regarding Hantz-Woodlands Purchase and Sale Agreements.	0.50	875.00	437.50
08/09/13	L E NELSON Revise objection to assumption motion in American Roads to reflect new information from Ernst & Young regarding rent payments (2.00); communicate with Rosenblum regarding same (.30);	2.30	575.00	1,322.50

JONES DAY

258183-609007

Page 8

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/09/13	B ROSENBLUM Analyze Detroit-Windsor tunnel lease matters.	2.00	725.00	1,450.00
08/09/13	B L SEDLAK Communicate with Kushiner (Conway MacKenzie) regarding DTE (.20); conference with Rutkofsky (DTE) regarding Energy Delivery Services Agreement (1.00); conference with Liscombe (Public Lighting Authority) regarding Interlocal Agreement (.50); review Interlocal Agreement (.30).	2.00	775.00	1,550.00
08/11/13	B S BENNETT Analysis of Buckfire (Miller Buckfire) memorandum to Christie's regarding Detroit Institute of Arts.	0.10	1,000.00	100.00
08/11/13	H LENNOX Communications with Hoffmann, Erens regarding potential asset transactions.	0.30	900.00	270.00
08/12/13	M J AUSTIN Attend conference call with R. Liscombe (Public Lighting Authority) regarding PLA interlocal agreement (.70); review and revise interlocal agreement (.60); communicate with working group regarding PLD RFP (.50).	1.80	400.00	720.00
08/12/13	M J AUSTIN Draft Hantz Woodlands amendment (1.00); communicate with Nelson regarding NDA for Detroit Windsor Tunnel (.30).	1.30	400.00	520.00
08/12/13	B S BENNETT Analysis of memorandum from Orr (City) regarding Christie's contract and prepare response.	0.10	1,000.00	100.00
08/12/13	B S BENNETT Analysis of memorandum from Buckfire (Miller Buckfire) regarding Christie's contract.	0.10	1,000.00	100.00
08/12/13	D G HEIMAN Conference with Bennet and Orr (City) regarding Christie's engagement.	0.50	975.00	487.50
08/12/13	L E NELSON Communicate with Santambrogio (Ernst & Young) regarding rent payments made to City regarding Windsor Tunnel (.30); revise objection to assumption motion regarding same (1.00); communicate with Rosenblum regarding same (.30).	1.60	575.00	920.00
08/12/13	B L SEDLAK Review and revise local counsel questions regarding parking structure (.50); conference with Liscombe (Public Lighting Authority) regarding Public Lighting Authority (.20); conference with Doak (Miller Buckfire) regarding tunnels and NDAs (.30); review correspondence regarding same (.20); multiple conferences with Kushiner (Conway MacKenzie), Taylor (City) and Jackson (City) regarding Public Lighting Authority and Public Lighting Department transactions (.60).	1.80	775.00	1,395.00
08/13/13	M J AUSTIN Attend conference call on Public Lighting Authority (.50); attend conference call on Joe Louis Arena and communicate with Koppel regarding same (.70); review and summarize Joe Louis Arena obligations (.80).	2.00	400.00	800.00
08/13/13	C BALL Communicate with Doak (Miller Buckfire) regarding Windsor meeting (.80); communicate with Doak (Miller Buckfire) and Herman (Miller Buckfire) regarding objection to assumption (.70); review and revise objection regarding Windsor Tunnel Lease premised upon incomplete deficient financials (1.30).	2.80	1,000.00	2,800.00
08/13/13	J C BEH Review materials in advance of call with DTE (.60); confer with Sedlak (.20); call with DTE (.40).	1.20	775.00	930.00
08/13/13	B S BENNETT Analysis of and respond to Levin (Cravath) memorandum regarding Detroit Institute of Arts matters.	0.30	1,000.00	300.00
08/13/13	D G HEIMAN Attend meeting with Mayor of Windsor, Ontario (.60); follow up email communications with Sedlak (.20); telephone conference with Penn (City) (.20).	1.00	975.00	975.00

JONES DAY

258183-609007

Page 9

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/13/13	T HOFFMANN Review and analyze issues relating to monetization of certain assets and potential court approval (.80); conference via email with Sedlak and Lennox regarding potential court process (.30).	1.10	650.00	715.00
08/13/13	S C KOPPEL Call with Mays (City) and Miller Buckfire regarding Joe Louis Arena.	0.50	875.00	437.50
08/13/13	H LENNOX Telephone conferences with Sedlak, Green (Miller Canfield), Hoffmann regarding Public Lighting Authority opinion issue.	0.50	900.00	450.00
08/13/13	L E NELSON Revise objection to motion to assume Detroit Windsor Tunnel leases (1.60); communicate with Ball and Rosenblum regarding same (.20).	1.80	575.00	1,035.00
08/13/13	B L SEDLAK Review revised Public Lighting Authority Interlocal Agreement (.50); prepare for meeting with DTE (.50); conference with DTE regarding Public Lighting Department transmission transition (.50); multiple conference Miller Buckfire regarding Windsor Tunnel issues and NDAs (.50); prepare for call with Public Lighting Authority and loan parties and participate in same (1.00); review Public Lighting Authority timeline (.30); conference with Liscombe (Public Lighting Authority) regarding same (.20); review priority to utility tax revenue stream (.50); correspondence with Heiman and City of Windsor regarding tunnel (.50).	4.50	775.00	3,487.50
08/13/13	B L SEDLAK Conference with Lennox and Miller Canfield regarding court approval of PLA tax revenue paid to trust.	0.30	775.00	232.50
08/14/13	C BALL Review and revise objection to assumption in American Roads bankruptcy (2.60); communicate with Orr (City) regarding Windsor meeting (.70); communicate with City Corp Counsel regarding objection (.70); communicate with Heiman regarding same (.30); communicate with Miller Buckfire regarding tunnel operations and financials (.70).	5.00	1,000.00	5,000.00
08/14/13	B S BENNETT Telephone conference with Orr (City) regarding Christie's engagement terms.	0.10	1,000.00	100.00
08/14/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) regarding Detroit Institute of Arts.	0.20	1,000.00	200.00
08/14/13	B S BENNETT Conference with Buckfire (Miller Buckfire) regarding strategy, outcome of meeting, Detroit Institute of Arts.	0.30	1,000.00	300.00
08/14/13	D G HEIMAN Conference with Ball regarding Windsor Tunnel issues.	0.30	975.00	292.50
08/14/13	D G HEIMAN Conference with Bennett regarding Christie's engagement.	0.20	975.00	195.00
08/14/13	T HOFFMANN Review and analyze property tax collection issues (.80); communicate with Bonsall (City) regarding collection and disbursement issues (.50).	1.30	650.00	845.00
08/14/13	S C KOPPEL Review/analyze Hantz Woodlands Purchase and Sale Agreement changes.	0.50	875.00	437.50
08/14/13	L E NELSON Revise and finalize objection to motion to assume Detroit Windsor Tunnel leases (2.10); communicate with Doak (Miller Buckfire), (Ernst & Young), Mays (City), Ball and Rosenblum regarding same (.60); coordinate regarding filing and service of same (.40).	3.10	575.00	1,782.50

JONES DAY

258183-609007

Page 10

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/14/13	B ROSENBLUM	4.50	725.00	3,262.50
	Revise objection to the assumption of the Detroit-Windsor tunnel leases in the American Roads' bankruptcy proceeding (.30); communicate with Nelson regarding same (.30); review correspondence regarding cure amounts (.50); communicate with Nader (City of Detroit) regarding objection to the motion of American Roads to assume lease with the City (.10).			
08/14/13	B L SEDLAK	2.80	775.00	2,170.00
	Conference with Wooten (City) regarding recreation authority (.20); review Interlocal Agreement regarding recreation authority (1.00); [REDACTED] review correspondence and issues regarding NDAs regarding tunnel (.30); review issues regarding Syncora's assumption of Windsor Tunnel lease (1.00).			
08/15/13	L A ARMSTRONG	7.80	875.00	6,825.00
	Review/analyze various documents in connection with analyzing potential application for adjournment of motion to assume, including leases, correspondence, financial information and projections (4.00); review and analyze American Roads motion to assume, city's objection and outline draft motion to adjourn (3.80).			
08/15/13	M J AUSTIN	5.60	400.00	2,240.00
	Attend conference call on Joe Louis Arena and summarize notes (1.70); attend conference call on Detroit Windsor Tunnel (.60); Communicate with Silberfarb and Ogulluk regarding Detroit Windsor Tunnel (.40); summarize rights under Detroit Windsor Tunnel and missing documentation (1.00); communicate with Jerneycik (Ernst & Young), Kushiner (Conway McKenzie), Herman (Miller Buckfire), and Goldman (City Law Department) regarding location of audited financials within the City and nature of documents to be requested from Detroit Windsor Tunnel (1.50); [REDACTED]			
08/15/13	C BALL	5.00	1,000.00	5,000.00
	Communicate with Cullen, Moss and Stewart regarding American Roads (1.10); follow up with Armstrong and Ogulluk regarding adjournment and discovery (1.20); follow up on issues presented by NDA proposed changes with Rosenblum and Nelson (.90); communicate with Armstrong, Rosenblum and Silberfarb regarding potential objections (1.50); communicate with Rosenblum regarding New York State Suit by Syncora against Am Roads and officers and directors (.70); follow up regarding same with Armstrong and Silberfarb (0.80).			
08/15/13	C BALL	5.30	1,000.00	5,300.00
	Prepare for calls with Cullen, Moss and Stewart regarding American Roads bankruptcy (1.10); follow up with Armstrong and Ogulluk regarding adjournment and discovery (1.20); communicate with Armstrong, Rosenblum and Silberfarb regarding potential objections (1.50); communicate with Rosenblum regarding SDNY Suit by Syncora against American Roads and O&D (.70); follow up regarding same with Armstrong and Silberfarb (.80).			
08/15/13	J C BEH	1.00	775.00	775.00
	Review Michigan Public Service Corporation docket sheet (.30); confer with Sedlak regarding Michigan Public Service Corporation transitional tariff proceeding, issues associated with City intervention and participation as a party to that case, status of Energy Delivery Services Agreement and related negotiations with DTE (.70).			
08/15/13	B S BENNETT	0.10	1,000.00	100.00
	Analysis of and respond to memorandum from Orr (City) regarding Christie's.			
08/15/13	T HOFFMANN	0.80	650.00	520.00
	Review correspondence from Mays (City), Austin, Ball and others regarding documents relating to the Windsor Tunnel.			
08/15/13	S C KOPPEL	1.00	875.00	875.00
	Review of Joe Louis Arena documents.			

JONES DAY

258183-609007

Page 11

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/15/13	D G MARKS	4.80	575.00	2,760.00
	Research regarding adjournment of American Roads' motion to assume Windsor Tunnel lease (2.50); research regarding availability of discovery in connection with same (1.70); communicate with Silberfarb regarding same (.60).			
08/15/13	L E NELSON	8.70	575.00	5,002.50
	Communicate with Armstrong, Ogulluk, Silberfarb, Marks, Ball and Rosenblum regarding Detroit Windsor Tunnel Leases, assumption motion and related litigation strategy (3.30); begin drafting motion for adjournment of hearing (2.00); begin drafting motion to shorten notice (1.00); communicate with Ball, Rosenblum, Silberfarb and Marks regarding discovery topics and draft same (.40); communicate with Silberfarb regarding financial projections for use in pleadings (.30); communicate with Cleary (American Roads Counsel) regarding objection to assumption motion (.30); review pleadings in connection with assumption and filed in American Roads bankruptcy (.60); draft discovery requests in connection with assumption of Detroit Windsor Tunnel Leases (.80).			
08/15/13	S OGULLUK	8.60	775.00	6,665.00
	Review/analyze documents relating to factual development and background of action, including leases, joint operating agreement, pleadings relating to Debtor American Roads' bankruptcy, motion for assumption and opposition thereto (2.00); internal meetings and correspondence relating to background and strategy for potential motion for expedited discovery and/or adjournment of hearing date (1.50); draft/revise discovery requests (1.00); review/analyze legal research relating to potential relief requested in connection with assumption motion (1.00); review/analyze non-disclosure agreement and related correspondence with opposing counsel (1.80); review and respond to internal correspondence relating to rights under lease provisions and basis for potential claims of default, including tenant's production of certain categories of documents (1.30).			
08/15/13	B ROSENBLUM	2.50	725.00	1,812.50
	Research regarding discovery and cure amount issues for Windsor Tunnel lease (1.00); communicate with Ball regarding strategy with respect to Windsor Tunnel (.30); communicate with Silberfarb regarding reorganization plan (.10), service (.10); New York proceeding (.10), section 365 case law (.20), and proposed assumption order (.10); review of New York proceedings (.60).			
08/15/13	O S ZELTNER	1.00	300.00	300.00
	Conference call with Mays (City) and Herman (Miller Buckfire) regarding Joe Louis Arena parking facility.			
08/16/13	L A ARMSTRONG	8.50	875.00	7,437.50
	Review/analyze submissions in SDNY bankruptcy of American Roads (3.00); read proposed order, disclosure statement, proposed plan and first day declaration (3.00); read caselaw at issue on motion to assume the leases (2.50).			
08/16/13	M J AUSTIN	3.20	400.00	1,280.00
	Attend conference call with Koppel, Mays (City), Doak (Miller Buckfire), Holdwick (DEGC), Herman (Miller Buckfire), Jackson (DEGC) on Joe Louis Arena (1.00); [REDACTED] communicate with Ball, Nelson, Armstrong, and Senak regarding response to American Roads bankruptcy and Detroit Windsor Tunnel (1.20).			
08/16/13	J C BEH	0.70	775.00	542.50
	Update Ellman on status of negotiations with DTE (.20); procedural status of matters before the Michigan Public Service Corporation (.50).			
08/16/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis and respond to memoranda regarding Christie's engagement.			
08/16/13	B S BENNETT	0.20	1,000.00	200.00
	Telephone conference with Buckfire (Miller Buckfire) regarding Detroit Institute of Arts.			
08/16/13	S C KOPPEL	2.00	875.00	1,750.00
	Communicate with Mays (City) regarding Joe Louis Arena (.70); review and analyze research on Joe Louis Arena (1.30).			

JONES DAY

258183-609007

Page 12

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/16/13	D G MARKS Research regarding availability of discovery in context of assumption motion regarding Windsor Tunnel (3.40); communicate with Silberfarb and Ogulluk regarding same (.20).	3.60	575.00	2,070.00
08/16/13	L E NELSON Communicate with Wilson regarding status of work in process with respect to Detroit-Windsor Tunnel.	0.20	575.00	115.00
08/16/13	L E NELSON Draft document requests with respect to assumption motion in American Roads bankruptcy regarding Windsor Tunnel (1.60); communicate with Marks regarding same (.20); communicate with Marks and Silberfarb regarding motion to adjourn hearing in American Roads (.30).	2.10	575.00	1,207.50
08/16/13	B ROSENBLUM Revise motion to adjourn the assumption of the Detroit-Windsor tunnel leases in the American Roads' bankruptcy proceeding (1.10); communicate with Nader (City of Detroit) regarding same (.10); review other contracts that American Roads is seeking to assume (.40); communicate with McLaughlin (Norton Rose) regarding City of Windsor (.10); communicate with Ogulluk and Silberfarb regarding lease strategy (.20); review American Roads' disclosure statement and first day affidavit (1.50); communicate with Silberfarb regarding hearing (.10); collect documents filed in New York Syncora proceeding for Ogulluk (.30).	3.80	725.00	2,755.00
08/16/13	B L SEDLAK Conference with Kushiner (Conway MacKenzie) (.10); review Detroit Windsor tunnel documentation related to rent and other payments as well as audit rights (.20); multiple conferences with Herman & Doak (Miller Buckfire) regarding tunnel (.20); [REDACTED] correspondence and conference with Penn (City) and Mays (City) regarding same (.20); review and respond to correspondence regarding Windsor Tunnel.	1.00	775.00	775.00
08/16/13	O S ZELTNER Research per request of Mays (City) regarding Detroit Future City.	1.50	300.00	450.00
08/16/13	O S ZELTNER Conference call with Mays (City) and Detroit Economic Growth Corporation regarding Joe Louis Arena.	1.50	300.00	450.00
08/17/13	L A ARMSTRONG Review/analyze applicable caselaw in connection with motion to adjourn motion to assume regarding Windsor Tunnel (4.00); revise motion (2.00); call with Sedlak to discuss lease operations (.50).	6.50	875.00	5,687.50
08/17/13	M J AUSTIN Attend conference call with Anderson and Sedlak regarding Detroit Windsor Tunnel (.30) prepare for conference call (.20).	0.50	400.00	200.00
08/17/13	D G MARKS Research regarding availability of discovery in context of American Roads' motion to assume Windsor Tunnel lease (2.10); communicate with Silberfarb, Ogulluk and Armstrong regarding same (.50).	2.60	575.00	1,495.00
08/17/13	M D SILBERFARB Review materials regarding objection to assumption motion and motion to adjourn regarding Windsor Tunnel lease (2.90); communicate with Cleary (American Roads' counsel) regarding the same (.50); communicate internally with Armstrong and Ball regarding the same (.80).	4.20	700.00	2,940.00
08/18/13	L A ARMSTRONG Review/analyze materials to prepare for call with Court tomorrow to discuss motion to adjourn regarding Windsor Tunnel lease (3.00); review proposed plan and disclosure statement (2.00).	5.00	875.00	4,375.00
08/18/13	M J AUSTIN Research and summarize statute of limitations regarding [REDACTED]	1.00	400.00	400.00
08/18/13	M J AUSTIN Review and summarize Joe Louis Arena documents (1.00); communicate with Silberfarb, Ogulluk, Nelson, and Rosenblum regarding Windsor Tunnel defaults (.50).	1.50	400.00	600.00

JONES DAY

258183-609007

Page 13
October 21, 2013
Invoice: 32627865

City Assets, Services and Revitalization

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/18/13	L E NELSON Communicate with Ogulluk, Silberfarb and Austin regarding Detroit Windsor Tunnel leases and rights under same (.30); review leases in connection with same (.70).	1.00	575.00	575.00
08/18/13	L E NELSON Draft notice of motion for motion to adjourn hearing in connection with the assumption of Windsor Tunnel lease.	0.30	575.00	172.50
08/18/13	B L SEDLAK Conference with Armstrong regarding Windsor Tunnel and hearing regarding same.	0.80	775.00	620.00
08/18/13	M D SILBERFARB Review and analyze materials regarding objection to assumption of sublease governing Detroit/Windsor Tunnel.	1.10	700.00	770.00
08/19/13	L A ARMSTRONG Review/analyze objection and adjournment arguments (1.20) and discuss same with team (.20); review DWT's tax analysis and reconciliation (1.00); review letter to chambers (.70); review toll financial performance and projections (1.10); review and evaluate Debtors reply papers (including Belitski and Lipner declarations) (1.50).	5.70	875.00	4,987.50
08/19/13	M J AUSTIN Research [REDACTED] (1.00); review Debtors' reply regarding assumption for Detroit Windsor Tunnel lease (.50).	1.50	400.00	600.00
08/19/13	J C BEH Call with Sedlak (.30); review wholesale power sales agreement between DTE and Public Lighting Department (.70); review online docket sheet materials on Michigan Public Service Commission proceedings status (.50); send Notice of Hearing to Sedlak (.20); review DTE/Public Lighting Department 2010 wholesale power service agreement, related FERC materials (1.50).	3.20	775.00	2,480.00
08/19/13	T HOFFMANN Review and analyze issues relating to zoning and other potential restrictions on potential construction project (1.20); communicate with Fusco (Miller Canfield) regarding zoning restrictions (.20).	1.40	650.00	910.00
08/19/13	S C KOPPEL Communicate with Mays (City) regarding Joe Louis Arena (.70); review and analyze research in Joe Louis Arena (1.30).	2.00	875.00	1,750.00
08/19/13	D G MARKS Communicate with Silberfarb regarding discovery motion with respect to American Roads bankruptcy.	0.40	575.00	230.00
08/19/13	L E NELSON Revise letter to Chambers regarding request for adjournment of Windsor Tunnel lease proceeding (1.30); research regarding Detroit Windsor Tunnel leases and the Detroit-Windsor Tunnel in connection with same (1.20); communicate with Silberfarb and Ogulluk regarding same (.40); review Plan Support Agreement in connection with same (.40); communicate with Rosenblum, Ball and Silberfarb regarding same (.20); review communications regarding Detroit Windsor Tunnel Leases from Ogulluk, Austin and Sedlak (.10).	3.60	575.00	2,070.00
08/19/13	S OGULLUK Review/analyze lease, joint operating agreement and related documents for Windsor Tunnel to evaluate potential default claim relating to rental payments based on traffic volume (2.50); review/analyze proposed non-disclosure agreement and related correspondence (.80); review/analyze Debtor American Roads' reply papers in further support of motion for assumption, including modified declaration (1.00); communicate internally regarding same (.20).	4.50	775.00	3,487.50
08/19/13	B ROSENBLUM Communicate with Nelson regarding plan support agreement in American Roads' bankruptcy (.10); communicate with Silberfarb regarding plan-related issues in connection with American Roads' bankruptcy (.20).	0.30	725.00	217.50

JONES DAY

258183-609007

Page 14

City Assets, Services and Revitalization

October 21, 2013
Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	M D SILBERFARB	5.60	700.00	3,920.00
Review and analyze pleadings by American Roads in support of motion to assume sublease governing Detroit-Windsor Tunnel (3.70); draft letter to court seeking adjournment of motion (1.20); communicate with Court regarding the same (.50); communicate with Ogulluk and Armstrong regarding hearing (.20).				
08/19/13	O S ZELTNER	1.00	300.00	300.00
Meeting with Mays (City) and Penn (City) regarding public advertising/lighting proposal.				
08/20/13	L A ARMSTRONG	7.00	875.00	6,125.00
Review/analyze materials to prepare for tomorrow's hearing on motion to assume/motion to adjourn regarding Windsor Tunnel lease, including review of newly submitted letters from Detroit Windsor Tunnel and Syncora.				
08/20/13	M J AUSTIN	6.50	400.00	2,600.00
Attend conference call on Joe Louis Arena (2.20); summarize provisions of Detroit-Windsor Lease (1.50); communicate with Silberfarb, Ogulluk, Nelson, and Doak (Miller Buckfire) regarding provisions of Detroit-Windsor Tunnel Lease (1.50); [REDACTED]				
08/20/13	J C BEH	3.70	775.00	2,867.50
Review DTE/Public Lighting Department wholesale power sales agreement (.80); confer with Sedlak (.40); review DTE Michigan Public Service Corporation filing, related materials (1.30); draft bullet point analysis of Energy Delivery Services Agreement, benefits associated with Public Lighting Department customer transition to DTE Electric (1.00); draft to Sedlak (.20).				
08/20/13	S C KOPPEL	4.00	875.00	3,500.00
Attend meeting at Detroit Economic Growth Committee with Olympia and Mays (City) regarding Joe Louis Arena and new arena.				
08/20/13	L E NELSON	8.20	575.00	4,715.00
Research regarding revenue and vehicle traffic in tunnel (3.00); draft cross-examination outline for same (4.20); review Silberfarb summary of argument for same (.60); communicate with Ogulluk, Armstrong, Rosenblum, and Silberfarb regarding same (.40).				
08/20/13	B ROSENBLUM	6.30	725.00	4,567.50
Draft bullet summary of arguments in support of objection to the assumption of the Detroit-Windsor tunnel leases in the American Roads' bankruptcy proceeding (1.80); review and distinguish cases cited in American Roads' reply to the objection to the assumption of the Detroit-Windsor tunnel leases (1.80); research regarding section 108 of the Bankruptcy Code (1.00); communicate with Silberfarb regarding section 365 of the Bankruptcy Code (.50); review supplemental declaration by American Roads (1.0); communicate with Silberfarb regarding non-disclosure agreement (.30); communicate with Ball, Armstrong and Silberfarb regarding proposed prepackaged plan (.20); communicate with Silberfarb and Nelson regarding plan support agreement (.30); communicate with Ball and Guzina (Sidley) regarding American Roads' proceeding (.10); communicate with Silberfarb regarding motion for an adjournment (.10); communicate with Herman (Miller Buckfire) regarding tunnel (.10).				
08/20/13	B L SEDLAK	2.80	775.00	2,170.00
Review information regarding Detroit Windsor Tunnel and tolls (.30); conference with Rutkofske (DTE) regarding payments (.30); conference with Hoffmann regarding same (.20); review information regarding toll payments and reconciliations (.50); [REDACTED]				
[REDACTED] exchange correspondence regarding audit rights and waiver with respect to tunnel (.30).				
08/20/13	O S ZELTNER	2.00	300.00	600.00
Meeting with Mays (City), Koppel, Olympia attorneys and Detroit Economic Growth Corporation attorneys regarding [REDACTED] (1.00); pre-meeting regarding same with Mays (City) and Koppel (1.00).				

JONES DAY

258183-609007

Page 15

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	L A ARMSTRONG Review/analyze file to prepare for hearing on motion to assume Windsor Tunnel lease (3.00); appear at hearing before Judge Lifland regarding same (2.50); follow up review of order as amended (1.00).	6.50	875.00	5,687.50
08/21/13	M J AUSTIN Draft summary of Joe Louis Arena lease terms and new arena lease (3.00); attend conference call with B. Goldman (City) on Joe Louis Arena (1.10); Communicate with Herman (Miller Buckfire) and Koppel regarding path forward on Joe Louis Arena (.60).	4.70	400.00	1,880.00
08/21/13	B S BENNETT Prepare memorandum to Lennox regarding [REDACTED]	0.10	1,000.00	100.00
08/21/13	T HOFFMANN Review and analyze various issues relating to grant funding and payment of vendors (1.00); draft and revise letter addressing certain grand fund issues (.50); communicate with Mays (City) regarding grant funds (.30).	1.80	650.00	1,170.00
08/21/13	S C KOPPEL [REDACTED]	1.00	875.00	875.00
08/21/13	S C KOPPEL Communicate with Lennox regarding use of HUD monies during bankruptcy.	0.50	875.00	437.50
08/21/13	S C KOPPEL Call with Goldman (City) [REDACTED]	1.00	875.00	875.00
08/21/13	H LENNOX Telephone conference with Koppel regarding [REDACTED] communications with Bennett regarding Detroit Institute of Arts (.30).	0.80	900.00	720.00
08/21/13	O S ZELTNER Meeting with Mays (City), Hollier (City), Watkins (City) regarding property tax abatement process (.90); meet individually with Hollier regarding same (.80); follow-up communication with Hollier (City) and Watkins (City) regarding same (1.10).	2.80	300.00	840.00
08/22/13	M J AUSTIN Communicate with Sedlak regarding open items (.50); review and revise summary of Joe Louis Arena lease terms and new arena lease based on comments from Koppel and Herman (Miller Buckfire) (2.00).	2.50	400.00	1,000.00
08/22/13	J C BEH Review Michigan Public Service Corporation materials (.50); provide update to Ellman on Energy Delivery Services Agreement and related matters (.30); confer with Sedlak (.20).	1.00	775.00	775.00
08/22/13	B S BENNETT Conference with Buckfire (Miller Buckfire) regarding Detroit Institute of Arts conference and next steps.	0.40	1,000.00	400.00
08/22/13	B S BENNETT Prepare for conference with Detroit Institute of Arts representatives.	0.50	1,000.00	500.00
08/22/13	B S BENNETT Conference with Detroit Institute of Arts representatives.	1.00	1,000.00	1,000.00
08/22/13	S C KOPPEL [REDACTED]	1.00	875.00	875.00
08/22/13	B L SEDLAK Communicate with Counties regarding status and comments (.50); review and revise improvement lease (2.30).	2.80	775.00	2,170.00
08/22/13	B L SEDLAK Review revised Public Lighting Department Interlocal Agreement and finance documents (1.00); review Hantz documents (.50); revise revised recreation Intergovernmental Agreement (.50).	2.00	775.00	1,550.00

JONES DAY

258183-609007

Page 16

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/22/13	O S ZELTNER Meeting with Mays (City), Downtown Development Authority and Detroit Economic Growth Corporation Attorneys, Kott (Lewis and Munday), and Wagner (Couzens Lansky) regarding Book Cadillac Hotel financing (1.50); discuss same with Mays (City) (1.20); communicate with Koppel regarding same (.60).	3.30	300.00	990.00
08/23/13	M J AUSTIN Review and revise summary of Joe Louis Arena current status and financial information (1.50); communicate with Herman (Miller Buckfire) and Koppel regarding Joe Louis Arena (.80)	2.30	400.00	920.00
08/23/13	S C KOPPEL [REDACTED]	1.00	875.00	875.00
08/23/13	L E NELSON Coordinate with Doak (Miller Buckfire) and Moss regarding potential discovery regarding Windsor Tunnel.	0.20	575.00	115.00
08/23/13	B L SEDLAK Review information on hold over tenants regarding Windsor Tunnel (.50); review guidance with respect to parking transaction (1.20) [REDACTED] review Massaron's (Miller Canfield) comments to Interlocal Agreement (.50); conference with Kusminer (Conway MacKenzie) regarding DTE and Status (.30).	3.00	775.00	2,325.00
08/23/13	O S ZELTNER Meeting with Hollier (City) regarding tax abatement approval process and Planning and Development Department-suggested streamlines (1.00); discuss same with Mays (City) (.30); draft memo and letter regarding same (.80); communicate with Watkins (City) and others regarding proposed streamlines (.60).	2.70	300.00	810.00
08/24/13	B S BENNETT Analysis of memorandum from Buckfire (Miller Buckfire) regarding Detroit Institute of Arts conference.	0.10	1,000.00	100.00
08/25/13	S C KOPPEL Review/analyze events center documents.	1.00	875.00	875.00
08/26/13	J C BEH Confer with Bloomberg at Miller Canfield regarding Michigan Public Service Corporation matter (.50); confer with Rutkofske (DTE) regarding Michigan Public Service Corporation matter (.50); follow-up with Sedlak regarding same (.20); confer with Sedlak, Hoffmann on wholesale power sales agreement between DTE Energy and Public Lighting Department (.20).	1.40	775.00	1,085.00
08/26/13	D G HEIMAN Review Levin (Cravath) Detroit Institute of Arts proposal to Bennett.	0.40	975.00	390.00
08/26/13	S C KOPPEL Calls on Joe Louis Arena with Mays (City), Detroit Economic Growth Committee and Goldman.	1.00	875.00	875.00
08/26/13	H LENNOX Telephone conferences with Herman (Miller Buckfire), Koppel regarding Joe Louis Arena issues.	0.40	900.00	360.00
08/26/13	B L SEDLAK Review Hantz Woodland contracts (.20); conference with Mays (City) regarding same (.30); review DTE Public Lighting Department Agreements including wholesale agreement to evaluate amounts owed and determine liquidated damages amount in the event of termination of the Energy Delivery Services Agreement (2.30); conference with local counsel Bloomberg (Miller Canfield) regarding possible intervention in DTE rate case (.20); conference with DTE regarding same (.30).	3.30	775.00	2,557.50
08/26/13	M D SILBERFARB Communicate with Ball regarding open issues regarding Detroit-Windsor tunnel.	0.80	700.00	560.00
08/26/13	O S ZELTNER Draft memorandum to Planning and Development Department (2.00) and letter to State Treasurer (.80) regarding property tax abatement approval process per request of Mays (City).	2.80	300.00	840.00

JONES DAY

258183-609007

Page 17

October 21, 2013

City Assets, Services and Revitalization

Invoice: 32627865

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	M J AUSTIN [REDACTED]	1.50	400.00	600.00
08/27/13	S C KOPPEL Meetings on Joe Louis Arena with Orr (City) and Mays (City) and Lennox (.60); meeting at Detroit Economic Growth Committee with Olympia and Miller Buckfire (2.40).	3.00	875.00	2,625.00
08/27/13	H LENNOX Prepare for and attend meeting with Mays (City), Koppel, Orr (City) regarding Joe Louis Arena issues.	0.80	900.00	720.00
08/27/13	B L SEDLAK Exchange correspondence with Reidel (City of Windsor) regarding Windsor Tunnel (.20); conference with Doak (Miller Buckfire) regarding same (.20); conference with Penn (City) regarding same (.30); review revisions to recreation Interlocal Agreement (.60); conference with Penn (City) regarding same (.20); review questions regarding Public Lighting Authority RFP (1.30).	2.80	775.00	2,170.00
08/28/13	S C KOPPEL [REDACTED]	0.40	875.00	350.00
08/29/13	J C BEH Call with DTE Energy, Sedlak concerning potential City intervention in Michigan Public Service Commission proceeding (.80); follow up discussion with Sedlak regarding potential City participation in DTE Energy Michigan Public Service Corporation proceeding, relative merits of non-participation at this state, risk of potential discovery requests directed to City (.60); review related materials (.30).	1.70	775.00	1,317.50
08/29/13	B S BENNETT Analysis of memorandum from Buckfire (Miller Buckfire) regarding Detroit Institute of Arts.	0.10	1,000.00	100.00
08/29/13	S C KOPPEL Calls with Mays (City) and Carr (tenant) regarding Joe Louis Arena Lease issues.	0.80	875.00	700.00
08/29/13	B L SEDLAK Conference with Liscombe (Public Lighting Authority) and Public Lighting Authority regarding Interlocal Agreement (.50); review same (.50); conference with Cohan (DTE) regarding Energy Delivery Services Agreement (.20); conference with Mays (City) and Brown (City) regarding same (.30); [REDACTED] (1.00).	2.50	775.00	1,937.50
08/30/13	B L SEDLAK [REDACTED]	2.50	775.00	1,937.50
TOTAL		359.40	USD	249,375.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609009

Invoice: 32627866

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

COP/Swap Matters

USD 750,342.50

TOTAL

USD 750,342.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609009/32627866 IN YOUR PAYMENT

JONES DAY

258183-609009

COP/SWAP Matters

Page 2
October 21, 2013
Invoice: 32627866

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	158.90	1,000.00	158,900.00
B S BENNETT	9.50	1,000.00	9,500.00
T F CULLEN JR	81.80	950.00	77,710.00
D G HEIMAN	14.40	975.00	14,040.00
G S IRWIN	99.40	725.00	72,065.00
H LENNOX	8.40	900.00	7,560.00
G M SHUMAKER	154.10	825.00	127,132.50
G S STEWART	32.90	875.00	28,787.50
J S TELPNER	26.50	925.00	24,512.50
ASSOCIATE			
S T BOYCE	26.00	575.00	14,950.00
C J DIPOMPEO	134.10	475.00	63,697.50
D G MARKS	38.50	575.00	22,137.50
D T MOSS	90.30	600.00	54,180.00
L E NELSON	20.60	575.00	11,845.00
B ROSENBLUM	64.10	725.00	46,472.50
M C RUDD	2.10	575.00	1,207.50
J L SEIDMAN	7.10	400.00	2,840.00
J M TILLER	5.50	600.00	3,300.00
PARALEGAL			
D M HIRTZEL	14.80	275.00	4,070.00
B J YAKOVICH	2.30	225.00	517.50
PROJECT ASST			
M R DEVANEY	6.00	175.00	1,050.00
J R ORINA	22.10	175.00	3,867.50
TOTAL	1,019.40	USD	750,342.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to COP/Swap Issues included the following:

- (1) Evaluated and refined approaches to address the City's obligations relating to complex Certificate of Participation ("COP") and interest rate swap agreements to assure, among other things, that the revenue stream from the casinos will not be impeded, including potential litigation strategies;
- (2) Prepared for and participated in an initial hearing on the City's motion (the "Settlement Approval Motion") to assume and approve a forbearance and optional termination agreement (the "Forbearance Agreement") to document a settlement with the swap counterparties;
- (3) Prepared an omnibus reply to various objections to the Settlement Approval Motion;

JONES DAY

258183-609009

Page 3

October 21, 2013

Invoice: 32627866

COP/SWAP Matters

- (4) Engaged in various litigation activities relating to the Settlement Approval Motion with certain objecting parties, including significant discovery-related activities (document requests and depositions) and motions practice;
- (5) Engaged in litigation activities relating to the City's lawsuit seeking declaratory and injunctive relief against Syncora, one of the insurers of the swap agreements, including by addressing discovery-related issues and responding to a show cause order regarding jurisdictional issues;
- (6) Analyzed and addressed issues relating to a lawsuit filed by Syncora in New York against the swap counterparties;
- (7) Negotiated and prepared amendments to the Forbearance Agreement; and
- (8) Evaluated procedural issues relating to the various swap-related lawsuits in multiple courts, including to address removal and/or venue transfer issues, and prepared related court papers.

JONES DAY

258183-609009

Page 4

COP/SWAP Matters

October 21, 2013
Invoice: 32627866

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
07/19/13	B ROSENBLUM Draft summary chart of arguments in connection with assumption and approval motion.	2.20	725.00	1,595.00
07/23/13	B ROSENBLUM Draft summary chart of arguments in connection with assumption and approval motion.	2.20	725.00	1,595.00
08/01/13	C BALL Prepare for hearing on swap issues, including review responses and status of various Syncora pleadings in all three courts (5.60); prepare summary of deal in chart form (1.60); revise same (.80); brief Shumaker on Jefferson County cases with Syncora (1.10).	9.10	1,000.00	9,100.00
08/01/13	T F CULLEN JR Review of Syncora filings and proposed responses.	2.50	950.00	2,375.00
08/01/13	M R DEVANEY Prepare materials and binders for an upcoming oral argument in Detroit regarding the motion for leave to conduct limited discovery, briefing scheduling, and approval of forbearance.	6.00	175.00	1,050.00
08/01/13	C J DIPOMPEO Draft response to Syncora's Notice of Motion to dissolve the Wayne County Circuit Court temporary restraining order.	5.20	475.00	2,470.00
08/01/13	D G HEIMAN Review Syncora response to assumption motion.	0.50	975.00	487.50
08/01/13	D M HIRTZEL Prepare for and electronically file response to Syncora's motion to leave to conduct limited discovery in connection with the forbearance agreement motion and arrange for service of same through KCC (.70); prepare for and electronically file ex parte motion to file response in excess of page limit, submit proposed order regarding same via ECF system and arrange for service through KCC (.70).	1.40	275.00	385.00
08/01/13	D M HIRTZEL Organize and prepare binder of 6th circuit cases approving settlement agreements for Ball for hearing on swap.	1.50	275.00	412.50
08/01/13	G S IRWIN Meetings and correspondence with G. Shumaker, Hertzberg, DiPompeo and Stewart regarding motion to dissolve TRO (1.10); edit and revise memorandum to court regarding status and recent developments (2.10) and review documents for same (1.90); review and provide comments to opposition to opposition to Syncora's motion to dissolve TRO (1.30); investigate insurance coverage issues (2.10).	8.50	725.00	6,162.50
08/01/13	D T MOSS Review Syncora response brief for edits and compliance with local rules (2.10); draft motion to exceed page limits (.90); communicate with Shumaker and Irwin regarding edits to response and motion to exceed page limits (.30); review latest Syncora objections and other related filings to assumption and forbearance agreement (1.90); review NY State transcript from Syncora hearing (.50); communicate with Ball regarding Syncora issues and next steps (.50).	6.30	600.00	3,780.00
08/01/13	B ROSENBLUM Review correspondence concerning service corporations (.20); review insurance policies (.50); communicate with DiPompeo regarding same (.10); communicate with Scherer (Cadwalader) and Hawkins (Cadwalader) regarding 2009 term sheet (.20); communicate with Halstead (Cadwalader) regarding Syncora NY proceeding (.10); communicate with Ball regarding 2009 closing documents (.10); coordinate execution of amendment to Forbearance Agreement (.10).	1.30	725.00	942.50

JONES DAY

258183-609009

Page 5

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	G M SHUMAKER Review/revise Debtor's Response to Syncora's Motion to Conduct Limited Discovery (2.00); communicate with Ball, Irwin, Stewart, Moss and DiPompeo regarding same; (.80); review/comment on Debtor's Response to Syncora's Proposed Order to Dissolve TRO (.80); communicate with DiPompeo regarding same (.30).	2.40	825.00	1,980.00
08/01/13	G M SHUMAKER Prepare oral argument on Assumption Motion at upcoming hearing (5.00); communicate with Ball, DiPompeo, Rosenblum and Moss regarding questions in connection with same (1.60).	6.60	825.00	5,445.00
08/01/13	G S STEWART Review Syncora's Bankruptcy Court filing regarding discovery (.20); review UBS/SBS S.D.N.Y. filing regarding venue (.20); memorandum from Shumaker, Ball regarding assumption motion (.20); memorandum from Rosenblum, Ball regarding venue issues for Syncora action against UBS/SBS (.20); communicate with Rosenblum, Shumaker, Ball regarding language for opposition to Syncora discovery motion (.20); review email traffic regarding amendment to SEC 1.3(I) of forbearance agreement (.20).	1.20	875.00	1,050.00
08/01/13	J S TELPNER Prepare instruction letter to Custodian.	0.20	925.00	185.00
08/02/13	C BALL Prepare for meeting with US Bank counsel (Smith) regarding cash and overage (.80); meeting with bank litigation team (Hawkins) regarding next steps in SDNY (1.20).	2.00	1,000.00	2,000.00
08/02/13	C BALL Prepare for hearing (1.20); attend hearing on swap matters (5.00).	6.20	1,000.00	6,200.00
08/02/13	B S BENNETT Conference with Heiman, Shumaker on settlement approval and issues potentially affecting closing.	0.30	1,000.00	300.00
08/02/13	T F CULLEN JR Review of hearing developments.	0.70	950.00	665.00
08/02/13	C J DIPOMPEO Review Syncora's motion to dismiss Detroit v. Syncora, et al., to prepare for response.	1.00	475.00	475.00
08/02/13	G S IRWIN Discuss rulings with Shumaker (.20); draft plan for discovery (1.40); review and discuss orders on assumption of swap settlement and discovery (.80).	2.40	725.00	1,740.00
08/02/13	D T MOSS Communicate with Irwin and Boyce regarding next steps and other issues (.30); review objections to assumption / settlement (1.00).	1.30	600.00	780.00
08/02/13	L E NELSON Communicate with Rosenblum regarding supplement to assumption motion (.20); research regarding same (.70); draft same (.50).	1.40	575.00	805.00
08/02/13	G M SHUMAKER Prepare for (3.00) and appear at (5.00) hearing before Judge Rhodes regarding swap matters; communicate with Ball, Heiman, Lennox, Bennett and Kress regarding same (.50).	8.50	825.00	7,012.50
08/02/13	J S TELPNER Review Syncora documents from 2009 transaction (1.30); review monoline documents for COP's transaction (1.50).	2.80	925.00	2,590.00
08/03/13	C BALL Update banks on hearing and review potential stay motion.	2.70	1,000.00	2,700.00
08/03/13	C BALL Update banks on hearing (.50); review potential stay motion (.80).	1.30	1,000.00	1,300.00

JONES DAY

258183-609009

Page 6

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/03/13	T F CULLEN JR Review of developments, orders and filings in connection with August 2 hearing.	0.50	950.00	475.00
08/04/13	T F CULLEN JR Review of developments, orders and filings, in connection with August 2 hearing.	1.10	950.00	1,045.00
08/05/13	C BALL Conference call regarding next steps on Syncora with Jones Day litigation team and Rosenblum (1.50); communicate with non-COPs monolines counsel Twomey (Sidley), Boelter (Sidley) and Rosenblum regarding issues and concerns (1.60); communicate with litigation team/Rosenblum regarding monoline approach to swap and next steps (.90).	4.00	1,000.00	4,000.00
08/05/13	T F CULLEN JR Preparation for (1.00) and participation in (1.00) conference call with litigation team regarding coordination of Syncora next steps.	2.00	950.00	1,900.00
08/05/13	C J DIPOMPEO Draft notice of proceedings related to Syncora v. UBS, et al, for submission to the Southern District of New York.	5.80	475.00	2,755.00
08/05/13	C J DIPOMPEO Communicate with G. Shumaker, Stewart, Irwin, Ball, Lennox, and others regarding next steps in Syncora litigation.	1.00	475.00	475.00
08/05/13	C J DIPOMPEO Review Syncora motion to dismiss Detroit v. Syncora, et al, to prepare for response.	1.10	475.00	522.50
08/05/13	G S IRWIN Meet with Shumaker to discuss recent developments, including orders and related matters from hearing (.30); prepare for (3.40) and participate in (1.00) litigation team conference call; review opposition to protective order motion (1.20).	5.90	725.00	4,277.50
08/05/13	H LENNOX Conference call with litigation team regarding Syncora suits (.90); telephone conference with Bennett, Shumaker regarding expert witnesses (.10).	1.00	900.00	900.00
08/05/13	D T MOSS Communicate with litigation team regarding next steps in Syncora matter and related discovery necessary.	1.00	600.00	600.00
08/05/13	L E NELSON Communicate with Rosenblum and Ball regarding supplement to swap assumption motion.	0.10	575.00	57.50
08/05/13	B ROSENBLUM Communicate with Ball, Telpner, Cohen (Arent Fox), Larose (Winston & Strawn), Cansano (Sidley) regarding swap agreements (.50); communicate with Ball, Telpner, and counsel for the swap banks (Cadwalader and Bingham) regarding Forbearance and Optional Termination Agreement (.50); communicate with Ball, Moss, Cullen, DiPompeo regarding Syncora Guarantee proceedings (.90); review draft supplement to motion (.10).	2.00	725.00	1,450.00
08/05/13	G M SHUMAKER Telephone conference with Ball, Moss, Cullen and Stewart regarding next steps in dealing with Syncora and related strategic issues (1.00); review various filings and materials in preparation for same (.90); communicate with Cullen, Stewart, Ball, Heifetz and Moss regarding Michigan AG issues (.20); review/analyze Syncora's response to City's Motion For Protective Order (1.10) and communicate with Irwin regarding same (.30).	3.50	825.00	2,887.50
08/05/13	J S TELPNER Conference call with representatives from various monoline insurers to discuss strategy (1.00); conference call with bank counsel regarding same (.50); review court filings to prepare for calls (.70).	2.20	925.00	2,035.00

JONES DAY

258183-609009

Page 7
October 21, 2013
Invoice: 32627866

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/06/13	C BALL Communicate with Buckfire (Miller Buckfire) regarding potential role as witness for swap matter (.30) and with Syncora regarding their recent filing (.50).	0.80	1,000.00	800.00
08/06/13	B S BENNETT Telephone conference with Bjork regarding National views on COPs.	0.20	1,000.00	200.00
08/06/13	B S BENNETT Analysis of and respond to memoranda on financing alternatives for swap transactions.	0.20	1,000.00	200.00
08/06/13	T F CULLEN JR Review and analyze various filings and issues related to efforts to consolidate all swap-related matters in front of Rhodes.	2.50	950.00	2,375.00
08/06/13	C J DIPOMPEO Revise notice of proceedings related to Syncora v. UBS, et al., for submission to the SDNY.	1.70	475.00	807.50
08/06/13	G S IRWIN Investigate and consider discovery issues regarding motion for protective order (1.90); conference with Shumaker regarding same (.80); draft protective order reply (1.90); prepare proposed submissions for use in multiple swap proceedings (2.50).	7.10	725.00	5,147.50
08/06/13	H LENNOX Review and comment on paper to be filed in Syncora case in NY against swap banks regarding transfer to bankruptcy court (.20); review communication from Sidley regarding document request and conferences with team regarding same (.30).	0.50	900.00	450.00
08/06/13	B ROSENBLUM Communicate with Ball and Boelter (Sidley Austin) regarding motion to assume and approve the Forbearance and Optional Termination Agreement (.40); review assignment notices from BAML (.10); communicate with Hirtzel regarding notice of pendency (.10).	0.60	725.00	435.00
08/06/13	G M SHUMAKER Communicate with Ball, Erens, Cullen, and Bennett regarding [REDACTED]	1.00	825.00	825.00
08/06/13	J S TELPNER Assess impact of postpetition financing on Forbearance Agreement (.20); review swap assignment documents from SBS to Merrill Lynch and assess impact on Forbearance Agreement (1.00).	1.20	925.00	1,110.00
08/07/13	C BALL Prepare for conference call regarding Syncora with Banks (1.10); review and revise SDNY filing (2.70); update litigation team regarding Bank positions (0.50).	4.30	1,000.00	4,300.00
08/07/13	C BALL Prepare for conference call regarding response to non COP monolines and validity issues (1.50); follow up on pension questions and accounting with Conway (Mackenzie) and Miller (Buckfire) (1.10); review validity memos and key cases (3.20).	5.80	1,000.00	5,800.00
08/07/13	B S BENNETT Telephone conference with Heiman regarding issues surrounding postpetition financing and settlement of swap claims.	0.30	1,000.00	300.00
08/07/13	B S BENNETT Analysis of Sidley memorandum regarding deferral to meet and confer request.	0.10	1,000.00	100.00
08/07/13	B S BENNETT Analysis of memoranda from Miller Buckfire regarding Sidley document requests.	0.30	1,000.00	300.00
08/07/13	B S BENNETT Telephone conference with Ball, Shumaker, Stewart, Heiman regarding evaluation of claims regarding validity of swap and COPs claims.	0.90	1,000.00	900.00

JONES DAY

258183-609009

Page 8

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/07/13	B S BENNETT Prepare memorandum to Sidley regarding meet and confer request.	0.10	1,000.00	100.00
08/07/13	T F CULLEN JR Conference call with litigation team regarding COPS/swap status and legal issues before Judges Rhodes and Kaplan (.80); review of materials for same (1.90).	2.70	950.00	2,565.00
08/07/13	C J DIPOMPEO Revise notice of proceedings related to Syncora v. UBS, et al., for submission to the SDNY.	5.60	475.00	2,660.00
08/07/13	C J DIPOMPEO Review memorandum of Kates and Rudd regarding COPs issues (.70); draft memorandum to Ball regarding same (1.00).	1.70	475.00	807.50
08/07/13	D G HEIMAN Team conference call regarding COP issues, pension accountability and strategy regarding same.	1.00	975.00	975.00
08/07/13	D G HEIMAN Conference with Bennett and Shumaker regarding strategy on financing and swap settlement.	0.50	975.00	487.50
08/07/13	G S IRWIN Prepare for (.70) and participate in conference call with Ball and COPs/swap litigation team regarding COPs (.80) and investigate related issues (.80); review data room materials relating to COPs/swap analysis (2.60); consider legal challenges to COPs transactions (1.10).	6.00	725.00	4,350.00
08/07/13	H LENNOX Team status call regarding open issues on COPs.	0.40	900.00	360.00
08/07/13	D T MOSS Communicate with Shumaker, Ball, Rosenblum and others regarding next steps with Syncora and discovery requested (1.20); review documents for use with depositions or at hearing regarding forbearance agreement (.50); communicate with Orr regarding potential deposition and evidentiary hearing testimony (.30).	2.00	600.00	1,200.00
08/07/13	G M SHUMAKER Telephone conference with banks' counsel, Ball and Rosenblum regarding Syncora's lawsuit before Judge Kaplan and impact of Judge Rhodes' rulings (1.00); telephone conference with Rosenblum and Moss regarding swap strategy and discovery issues (.70); communicate with Irwin and Stewart regarding approach to reply brief on City's motion for protective order (.50); telephone conference with Heiman regarding strategic issues concerning swap and potential buy-out under Forbearance Agreement (.50); communicate with Ball, Stewart and Rosenblum regarding approach to Sept. 9 hearing and approach to discovery (1.50); communicate with Hertzberg (Pepper Hamilton) regarding strategy for dealing with various swap-related lawsuits (.20); participate in teleconference with Heiman, Ball, Cullen, Stewart and internal team regarding COPs litigation analysis (.90); review significant documents and assess best approach to discovery and other issues relating to hearing on Assumption Motion (1.50).	6.80	825.00	5,610.00
08/07/13	G S STEWART Communicate with Heiman, Ball, Lennox regarding COPs (.80); telephone call from Ball, Cullen regarding COPs (.20).	1.00	875.00	875.00
08/07/13	G S STEWART Communicate with DiPompeo, Ball, Shumaker, Hertzberg (Pepper Hamilton) regarding submission to courts regarding swap disputes.	1.00	875.00	875.00
08/07/13	J S TELPNER Prepare comments on pleading regarding Syncora.	0.50	925.00	462.50
08/08/13	C BALL Review filing for Syncora SDNY action and comment on same (2.20); prepare for call regarding evidentiary approach to 9019 with Cullen, Shumaker and Stewart (1.10); review and comment on revised witness and exhibit list regarding swap litigation (.80).	4.10	1,000.00	4,100.00

JONES DAY

258183-609009

Page 9

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/08/13	C BALL Prepare for conference call with litigation team (Shumaker, Stewart and Cullen) regarding validity issues and next steps (1.10); review update from DiPompeo (.60).	1.70	1,000.00	1,700.00
08/08/13	B S BENNETT Analysis of and respond to Bjork memorandum regarding COPs call.	0.20	1,000.00	200.00
08/08/13	T F CULLEN JR Analysis of issues, procedural and substantive, with respect to evidence, timing and presentation regarding swap settlement litigation (2.40); review of stay and remand options and possibilities (1.10).	3.50	950.00	3,325.00
08/08/13	C J DIPOMPEO Revise notice of proceedings related to Syncora v. UBS, et al., for submission to the SDNY.	2.60	475.00	1,235.00
08/08/13	G S IRWIN Review draft witness and exhibit disclosures (.80) and evaluate admissibility of exhibits (3.50); consider and coordinate discovery strategy (1.70); meetings with G. Shumaker, Moss and DiPompeo regarding assumption and hearing preparation (1.50); work with DiPompeo on draft submissions regarding other adversary proceedings (.90).	8.40	725.00	6,090.00
08/08/13	D T MOSS Revise notice of witnesses and exhibits for scheduled evidentiary hearing on swap on Sept. 9 (1.30); review documents to determine exhibits for evidentiary hearing (1.60).	2.90	600.00	1,740.00
08/08/13	D T MOSS Communicate with Rosenblum, Shumaker, Ball and others regarding strategy for assumption and 9019 evidentiary hearing.	0.50	600.00	300.00
08/08/13	G M SHUMAKER Review/comment on draft reply brief in support of Debtor's motion for protective order regarding swap disputes (1.80); meeting and communication with Irwin regarding same and overall swap-related strategy (.70); communicate with Ball, Stewart, Cullen and Hertzberg (Pepper Hamilton) regarding overall swap-related case strategy (1.30); review Judge Zatkoff's order dismissing order to show cause and assess implications of same with Ball and Lennox (.70); review/comment on initial draft of exhibit and witness list for Assumption Motion hearing (1.80); communicate with Irwin regarding same (.70).	7.50	825.00	6,187.50
08/08/13	G S STEWART Communicate with Ball, Rosenblum, Lennox regarding COPs holders claims.	0.50	875.00	437.50
08/08/13	G S STEWART Communicate with Hertzberg (Pepper Hamilton), Kovsky-Apap (Pepper Hamilton), G. Shumaker, Cullen regarding reference order (.40); review Judge Zatkoff order (.20) and communicate with Cullen, G. Shumaker, Moss, Irwin, Hertzberg (Pepper Hamilton), Kovsky-Apap (Pepper Hamilton) regarding same (.40); review Judge Borman order (.40); communicate with Irwin regarding witness and exhibit lists for September 9 hearing (.30).	1.70	875.00	1,487.50
08/09/13	B S BENNETT Prepare memorandum to Stewart regarding COPs financing matters.	0.20	1,000.00	200.00
08/09/13	B S BENNETT Telephone conference with Lennox regarding work done on COPs issues.	0.20	1,000.00	200.00
08/09/13	T F CULLEN JR Review of issues, evidence and procedural stance for September 9 hearing (4.00); review of 6th Circuit opinion regarding remand issues (1.00).	5.00	950.00	4,750.00
08/09/13	C J DIPOMPEO Communicate with Irwin regarding Syncora's motion to dismiss.	0.60	475.00	285.00
08/09/13	D G HEIMAN Conference with Orr regarding swap walk-away.	0.50	975.00	487.50

JONES DAY

258183-609009

Page 10

COP/SWAP Matters

October 21, 2013
Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/09/13	G S IRWIN	7.90	725.00	5,727.50
	Draft and revise witness list and related exhibit issues (1.80) and coordinate with Moss regarding same (.60); prepare for (.50) and meet with G. Shumaker and Moss to discuss strategy and short term projects (.90) and plan for hearing (.70); edit and revise protective order brief and discuss with G. Shumaker (1.70); consider and discuss coordination issues with litigation team (.70); investigate/review swap insurance policies (1.00).			
08/09/13	D T MOSS	4.30	600.00	2,580.00
	Communicate with Shumaker and Irwin regarding strategy related to scheduled September 9 hearing on swap settlement, evidentiary issues, bankruptcy standards and other matters (1.30); edit and revise witness and exhibit list based on comments from Shumaker and Cullen (1.20); communicate with Ball and Shumaker regarding financing issues and impact on September 9 hearing and next steps related to assumption and settlement motion (1.10); review evidentiary record to develop expanded witness and exhibit list (.70).			
08/09/13	B ROSENBLUM	1.00	725.00	725.00
	Draft timeline of important dates (.90); and instruction letter to US Bank (.10).			
08/09/13	G M SHUMAKER	4.30	825.00	3,547.50
	Telephone conference with Cullen and Stewart regarding Assumption Motion hearing and discovery and preparation in connection with same (1.00); various communications with Ball, Irwin, and Moss regarding same (2.30); communicate with Cullen, Hertzberg (Pepper Hamilton), and Irwin regarding effect of Judge Zatkoff's reference of Debtor's suit against Syncora to Judge Rhodes (1.00).			
08/09/13	G M SHUMAKER	2.00	825.00	1,650.00
	Plan/prepare for Assumption Motion hearing.			
08/09/13	G S STEWART	0.90	875.00	787.50
	Conference call with G. Shumaker and Cullen regarding approval hearing (.70); review Zatkoff order remanding Syncora action to bankruptcy court (.20).			
08/09/13	J M TILLER	5.50	600.00	3,300.00
	Review and analyze swap related issues in other municipal bankruptcies.			
08/10/13	C BALL	2.60	1,000.00	2,600.00
	Review Syncora filing in removed action before Judge Zatkoff (1.00); communicate with Shumaker regarding same (.60); conference call regarding exhibits and assumption and schedule with Moss and Cullen (1.00).			
08/10/13	B S BENNETT	0.70	1,000.00	700.00
	Telephone conference with Heiman and Orr regarding swap agreement and postpetition financing.			
08/10/13	T F CULLEN JR	2.20	950.00	2,090.00
	Prepare procedural schedule and substantive stance before Judges Rhodes and Kaplan (1.30); assessment of procedural impact of various remands and transfers (.90).			
08/10/13	D T MOSS	1.00	600.00	600.00
	Communicate with Shumaker regarding swap strategy call with Pepper Hamilton (.20); edit and revise memo outlining topics to discuss during conference call regarding next steps, strategy and other issues (.50); review notes from meeting and recent Syncora filings (.30).			
08/10/13	G M SHUMAKER	1.00	825.00	825.00
	Review/analyze Syncora Notice to Dissolve TRO (.50); communicate with Cullen, Ball, Irwin, and Stewart regarding appropriate response to same (.50).			
08/11/13	C BALL	3.50	1,000.00	3,500.00
	Review Syncora response in SDNY action (1.30); communicate with Rosenblum regarding questions on same and communicate with Hawkins and Clark regarding same; review Syncora filing in removed action before Judge Zatkoff (.70); review notes on legislative history of 364(c) and research (1.50).			
08/11/13	T F CULLEN JR	1.50	950.00	1,425.00
	Prepare outline of issues to be decided.			

JONES DAY

258183-609009

Page 11

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/11/13	G S IRWIN Meet with Moss and G. Shumaker on witness and exhibits (.70); prepare for hearing on assumption (.70); draft pleadings for same (2.70).	4.10	725.00	2,972.50
08/11/13	D T MOSS Communicate with Shumaker regarding witness and exhibit list for filing on August 16 (.30); edit and revise witness and exhibit list based on comments from Shumaker (1.30); review docket, Orr affidavit and Malhotra (Ernst & Young) declaration exhibits (.50).	2.10	600.00	1,260.00
08/11/13	D T MOSS Revise topic outline for discussions (.30); communicate with Shumaker regarding same and next steps (.20).	0.50	600.00	300.00
08/11/13	G M SHUMAKER Review Syncora's Notice of Emergency Motion to Dissolve TRO (.30); communicate with Cullen and Stewart regarding appropriate response to same (.30); review Malhotra (Ernst & Young) Declaration and assess exhibits and witnesses needed for Assumption Motion hearing (1.00); review/revise draft of List of Exhibits and Witnesses (.30); communicate with Moss and Irwin regarding same (.30); review Syncora's Opposition to Motion to Transfer of UBS and Merrill Lynch (.80).	3.00	825.00	2,475.00
08/12/13	C BALL Review Syncora's TRO-related filing in removed action before Judge Zatkoff and communicate with Cullen, Hertzberg, and Shumaker regarding same (1.80); communicate with Sprayregen (Kirkland & Ellis) regarding adjournment and stay of briefing (.30); follow up call with R. Bennett and Hackney (.60); review and revise motion to maintain status quo (3.50); review/revise accompanying ex parte order (.80); communicate with Shumaker, Stewart and Hertzberg (Pepper Hamilton) regarding comments on same (1.60); communicate with Hawkins and Clark regarding Forbearance Agreement amendments (.80); communicate with Hawkins, Smith and Clark regarding Syncora's filing before Judges Rhodes and Zatkoff (1.10); research 82a and 116 regarding certificates of indebtedness (1.80).	12.30	1,000.00	12,300.00
08/12/13	B S BENNETT Prepare for meet and confer with Sidley regarding information requests.	0.20	1,000.00	200.00
08/12/13	B S BENNETT Analysis of Ambac draft objection.	0.50	1,000.00	500.00
08/12/13	B S BENNETT Telephone conference with Sidley regarding meet and confer.	0.30	1,000.00	300.00
08/12/13	B S BENNETT Telephone conference with Heiman regarding financing and swap settlement.	0.20	1,000.00	200.00
08/12/13	B S BENNETT Analysis of memorandum from Ball regarding COPs evaluation.	0.20	1,000.00	200.00
08/12/13	B S BENNETT Telephone conference with Ball regarding swap, financing, plan matters.	0.40	1,000.00	400.00
08/12/13	T F CULLEN JR Strategy meeting and discussion with litigation team (1.00); review of recent Syncora filing and issues (3.00); prepare task outline (1.00).	5.00	950.00	4,750.00
08/12/13	C J DIPOMPEO Draft response to Syncora's notice of pendency of its motion to dissolve the state court's TRO.	3.60	475.00	1,710.00
08/12/13	C J DIPOMPEO Draft supplemental filing regarding pending cases for submission to the SDNY in Syncora v. UBS, et al.	5.20	475.00	2,470.00
08/12/13	C J DIPOMPEO Review Syncora motion to dismiss, Detroit v. Syncora, et al.	1.10	475.00	522.50

JONES DAY

258183-609009

Page 12

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	C J DIPOMPEO Communicate with G. Shumaker, Stewart, Cullen, Ball, Hertzberg (Pepper Hamilton) and others regarding next steps in litigation over Forbearance Agreement approval.	0.50	475.00	237.50
08/12/13	D G HEIMAN Attend call with Orr, Bennett regarding strategy on financing and walk-away regarding swap deal (1.00); follow up with Bennett regarding same (.30); review Ball memorandum regarding same (.20).	1.50	975.00	1,462.50
08/12/13	D G HEIMAN Email communications with Ball regarding swap status (.10); conference with Bennett regarding extension of walk-away (.20); conference with Shumaker regarding same (.20).	0.50	975.00	487.50
08/12/13	D G HEIMAN Review Ball analysis regarding COPs issues.	0.50	975.00	487.50
08/12/13	D G HEIMAN Review Ambac objection to swap deal (.20); conference with Bennett regarding same (.30).	0.50	975.00	487.50
08/12/13	G S IRWIN Prepare for assumption hearing (.30) and participate in conference call with COP/Swap team to discuss transfer of adversary proceeding and next steps (.50); draft proposed submissions to SDNY and bankruptcy proceeding (3.20); research legal arguments against transfer from SDNY filing (2.20); review draft objection from monolines and related materials (.50) and consider strategy (.80).	7.50	725.00	5,437.50
08/12/13	H LENNOX Telephone conference with Ball regarding COPs research.	0.20	900.00	180.00
08/12/13	D T MOSS Communicate with JD and Pepper team regarding strategy to respond to Syncora (1.30); communicate with Ball and banks regarding next steps and deadline extensions (.80); review Syncora filings and motion in response to Syncora (1.60).	3.70	600.00	2,220.00
08/12/13	B ROSENBLUM Communicate with Ball and Telpner regarding swap issues (.50); communicate with Ball, Telpner, and litigation team regarding upcoming hearings with respect to the Forbearance and Optional Termination Agreement and Syncora Guarantee (.50); coordinate signature of instruction to US Bank (.10); coordinate delivery of instruction letter (.30); communicate with Smith (MWE) regarding release of casino revenues (.30); communicate with Hertzberg (Pepper Hamilton) and others regarding conversation with Syncora's counsel (.10); review draft objection to Detroit's motion for assumption and approval of Forbearance and Optional Termination Agreement (.50); revise timeline of important dates (1.00); communicate with DiPompeo regarding service issues (.10).	3.40	725.00	2,465.00
08/12/13	G M SHUMAKER Prepare for and participate in telephone conference with Ball, Cullen, Stewart, Moss, DiPompeo regarding strategy in response to Syncora's Emergency Motion to Dissolve TRO and other Syncora-related issues (1.30); communications and telephone conferences with Hertzberg (Pepper Hamilton), Irwin, Stewart, Ball and Cullen regarding same (2.00); review AMBAC's draft objection to Assumption Motion (.30); review/comment on new filings before Judge Kaplan regarding Zatkoff action reference to bankruptcy court and draft Response to Syncora's notice of pendency of Emergency Motion to Dissolve TRO (1.00); communicate with Ball and Lennox regarding appropriate response to request for extension to file objection from counsel for retirees.	4.60	825.00	3,795.00
08/12/13	G S STEWART Conference call with Hertzberg (Pepper Hamilton), G. Shumaker, Cullen, Ball regarding litigation schedule and pending matters (.70); draft motion to set status conference (1.50); telephone call to DiPompeo regarding same (.20), review Ball comments on same (.60); draft supplemental memorandum for S.D.N.Y. (.80).	3.80	875.00	3,325.00

JONES DAY

258183-609009

Page 13

October 21, 2013

Invoice: 32627866

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	G S STEWART	3.00	875.00	2,625.00
	Review/analyze Syncora emergency motion (.40); prepare filing with respect to the schedule for same (.90); telephone conference call with Hertzberg (Pepper Hamilton), Cullen, regarding same (.40); review Judge Rhodes order regarding August 21 hearing (.20); communicate with Cullen regarding same (.40); conference call with Irwin and DiPompeo regarding same (.30); review additional objections by pension funds to settlement (.40).			
08/12/13	J S TELPNER	2.00	925.00	1,850.00
	Conference calls with litigation team to discuss next steps in responding to Syncora (1.00); conference call with banks regarding same (.50); conference call with Ball regarding same (.50).			
08/12/13	J S TELPNER	2.60	925.00	2,405.00
	Review draft opposition to Syncora's notice of pendency (.50); complete 2nd amendment to Forbearance Agreement (.20); address custodian expense questions (.20); review Ambac objection (1.70).			
08/12/13	B J YAKOVICH	1.50	225.00	337.50
	Communication with DiPompeo regarding filing of supplemental memorandum regarding procedural developments in related case (SDNY) on behalf of City of Detroit regarding Syncora (.30); prepare electronic filing (.30); followup communication with DiPompeo regarding service of same (.20); prepare mail service of supplemental memorandum (.70).			
08/13/13	C BALL	7.60	1,000.00	7,600.00
	Conference call with litigation team to discuss motion to maintain status quo and ex parte motion (1.00); conference call with Cullen, Shumaker regarding orders entered by Rhodes (.70); revise and review response to Syncora TRO-dissolution filing and protective order (1.20); revise bank-proposed response to Syncora in SDNY action (1.50); communicate with Jurgens (Cadwalader) regarding same (.70); communicate with Jurgens (Cadwalader) and DiPompeo regarding order to show cause entered by Kaplan (.40); review objection by Ambac to swap settlement (.70); [REDACTED]			
08/13/13	T F CULLEN JR	1.20	950.00	1,140.00
	Review of procedural filings regarding Syncora matters (1.00); discussions with team regarding same (.20).			
08/13/13	C J DIPOMPEO	4.20	475.00	1,995.00
	Draft motion to shorten notice and expedite consideration of motion to maintain the status quo in Detroit v. Syncora.			
08/13/13	D G HEIMAN	0.30	975.00	292.50
	Conference with Bennett regarding COPs issues.			
08/13/13	G S IRWIN	7.10	725.00	5,147.50
	Prepare for (.70) and participate in conference call with COPs/swap team to discuss Syncora matters and potential filings (1.00) and draft, review, and revise protective order brief (2.00) and discuss with Stewart and others (.40); review documents to prepare exhibit list (1.40); review and comment on draft motion regarding consolidation of Syncora proceedings (1.60).			
08/13/13	H LENNOX	0.90	900.00	810.00
	Review Ambac brief (.70); communications with Heiman, Moss regarding same (.20).			
08/13/13	D G MARKS	1.50	575.00	862.50
	Review memoranda from Ball regarding COPs issues.			
08/13/13	D T MOSS	5.50	600.00	3,300.00
	Edit and revise witness and exhibit list based on comments from Irwin and Shumaker (.80); communicate with Pepper Hamilton regarding local practice regarding exhibits and demonstrative (.30); edit and revise ex parte motion and order regarding shortening notice, staying briefing and setting a status conference on various Syncora matters (4.00); communicate with Lennox, Shumaker and Ball regarding revised motion and 541 concerns (.40).			

JONES DAY

258183-609009

Page 14

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/13/13	B ROSENBLUM	1.60	725.00	1,160.00
	Review and comment on draft motion for a status conference and to extend TRO (1.50); communicate with Kovsky-Apap (Pepper Hamilton) regarding same (.10).			
08/13/13	G M SHUMAKER	3.60	825.00	2,970.00
	Telephone conference with Cullen, Ball, Stewart, Hertzberg (Pepper Hamilton) and other members of internal team regarding strategy in connection with responding to Syncora's Emergency Motion to Dissolve TRO (.70); review/revise/comment on draft of response to same (1.00); telephone conference with Hertzberg (Pepper Hamilton) regarding preparation for August 21 hearing (.40); review/comment on reply brief in support of Motion to Transfer in S.D.N.Y. (1.00); communicate comments regarding same to banks counsel (.50);			
08/13/13	G S STEWART	2.30	875.00	2,012.50
	Conference call with Cullen, G. Shumaker, Ball, Hertzberg (Pepper Hamilton), DiPompeo, Moss and Kovsky-Apap (Pepper Hamilton) regarding Syncora motion and response thereto (.70); review draft motion to schedule a status conference and extend TRO (.50); review comments on same (.10); communicate with DiPompeo regarding opposition to Syncora motion to dismiss (.20); review draft reply brief in support of protective order motion (.20); communicate with Ball, Bennett regarding insurer objections and schedule (.20); review memorandum regarding same (.20); communicate with Shumaker, Cullen regarding scheduling and preparation for hearing (.20).			
08/13/13	J S TELPNER	1.50	925.00	1,387.50
	Prepare analysis of insurer termination events for Ball.			
08/14/13	C BALL	3.70	1,000.00	3,700.00
	Communicate with three monolines regarding litigable issues and monoline requests (1.30); update Buckfire (Miller Buckfire) and Doak (Miller Buckfire) regarding three monoline requests (2.40).			
08/14/13	C BALL	1.50	1,000.00	1,500.00
	Communicate with Cullen, Shumaker and Hertzberg (Pepper Hamilton) regarding September 21 hearing preparations.			
08/14/13	T F CULLEN JR	4.20	950.00	3,990.00
	Review strategy, path forward and potential filings regarding TRO and stay (3.20); review motion for status conference (1.00).			
08/14/13	C J DIPOMPEO	1.10	475.00	522.50
	Communicate with Cullen, G. Shumaker, Stewart, Ball, Hertzberg (Pepper Hamilton) and others regarding Syncora motion to maintain the status quo and hearing before Judge Rhodes on August 21.			
08/14/13	C J DIPOMPEO	3.40	475.00	1,615.00
	Draft outline of substantive arguments against Syncora's claim of consent rights for August 21 hearing and the City's response to Syncora's motion to dismiss.			
08/14/13	C J DIPOMPEO	2.20	475.00	1,045.00
	Draft response to SDNY order to show cause why memorandum in Syncora v. UBS, et al. should not be stricken.			
08/14/13	C J DIPOMPEO	1.00	475.00	475.00
	Review and revise reply brief in support of motion to transfer venue in Syncora v. UBS, et al.			
08/14/13	D G HEIMAN	0.30	975.00	292.50
	Conference with Ball regarding status of swap litigation.			
08/14/13	G S IRWIN	9.00	725.00	6,525.00
	Review exhibits and potential exhibits for assumption hearing (2.60); prepare for (.30) and participate in conference call with Ball and monoline counsel (.90) and follow up conference call with Ball and Hertzberg (Pepper Hamilton) (.40); work with Moss on witness and exhibit list (1.00); review, edit and revise draft reply brief on protective order (2.20); review documents and revise demonstrative exhibit (.80); investigate admissibility of new potential exhibits (.80).			

JONES DAY

258183-609009

Page 15

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/14/13	H LENNOX Communications with Ball regarding SDNY order to show cause.	0.20	900.00	180.00
08/14/13	D T MOSS Communicate with Pepper and JD team regarding filing in response to Syncora's TRO dissolution motion (.70); review latest draft of response to Syncora (.30); edit and revise response to Syncora's objection to City's motion for protective order (1.10); communicate with Irwin regarding response to Syncora (.50).	2.60	600.00	1,560.00
08/14/13	B ROSENBLUM Research regarding Bankruptcy Code safe harbor provisions (1.20); revise timeline of important dates (.20); communicate with Irwin regarding 2006 swap schedules (.10); review and comment on draft reply to protective order motion (.60); communicate with Jurgens (Cadwalader) regarding upcoming status conference (.10); communicate with Emergency Manager and Mays (City) regarding instructions to US Bank (.10); communicate with Ball on transfer/abstention issues in connection with Syncora NY proceeding (.10).	2.40	725.00	1,740.00
08/14/13	J L SEIDMAN Communicate with Moss and Wilson regarding continuing effectiveness of TRO (.20); research (Westlaw) regarding whether effectiveness of TRO is tolled by section 108 (4.20); review and analyze case law regarding same (1.30); draft, review and revise memorandum to Ball regarding same (1.40).	7.10	400.00	2,840.00
08/14/13	G M SHUMAKER Telephone conference with Cullen, Ball, Stewart, Hertzberg (Pepper Hamilton), Moss and DiPompeo regarding strategy in connection with Response to Syncora Emergency Motion to Dissolve TRO and upcoming August 21 hearing theories and preparations (.80); telephone conference with Jones Day internal team regarding August 21 hearing strategy (.80); review/comment on draft reply brief in support of Debtor's Motion for Protective Order (1.10); communicate with Hertzberg (Pepper Hamilton) regarding same (.30); communicate with Irwin, Moss and Ball regarding Exhibit and Witness List Issues (.60); review/comment on reply brief of banks in support of their Motion Transfer in S.D.N.Y. (1.00); review draft response to Judge Kaplan's Order to Show Cause why Debtor's papers should not be stricken and communicate with Stewart, Ball, Cullen and DiPompeo regarding same (.80); communicate with Irwin regarding demonstrative exhibits and review drafts of same (.40).	5.80	825.00	4,785.00
08/14/13	J S TELPNER Review Collateral Agreement with respect to custodian expenses.	0.20	925.00	185.00
08/15/13	C BALL Plan and prepare for call regarding open items on Exhibit Witness list with Irwin, Moss and Rosenblum (1.60); communicate with Bennett regarding monoline requests relating to swap motion (.70); prepare for conference call with National counsel regarding litigable issues on COPs and potential equitable remedies (1.10); prepare for same by reviewing COPs memo (.60).	4.00	1,000.00	4,000.00
08/15/13	B S BENNETT Telephone conference with Sidley regarding COPs evaluation.	0.70	1,000.00	700.00
08/15/13	B S BENNETT Telephone conference with Ball regarding proposal from three insurers regarding swap objection.	0.30	1,000.00	300.00
08/15/13	B S BENNETT Analysis of union objection to swap settlement.	0.10	1,000.00	100.00
08/15/13	T F CULLEN JR Review Rhodes scheduling order and issues regarding same.	0.70	950.00	665.00
08/15/13	C J DIPOMPEO Draft response to Syncora's motion to dismiss Detroit v. Syncora, et al. (4.10); communicate with Rosenblum regarding same (.50).	4.60	475.00	2,185.00
08/15/13	C J DIPOMPEO Communicate with Ball, Irwin, Moss, and Rosenblum regarding list of exhibits for Assumption hearing.	0.50	475.00	237.50

JONES DAY

258183-609009

Page 16

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/15/13	C J DIPOMPEO Revise response to SDNY order to show cause in Syncora v. UBS, et al.	1.90	475.00	902.50
08/15/13	C J DIPOMPEO Review and revise reply brief in support of motion to transfer venue in Syncora v. UBS, et al.	0.50	475.00	237.50
08/15/13	D G HEIMAN Review objections to swap Assumption motion.	0.50	975.00	487.50
08/15/13	D G HEIMAN Conference with Bennett regarding monoline requests to avoid objection.	0.50	975.00	487.50
08/15/13	G S IRWIN Review, edit and revise reply brief regarding swap settlement (2.70); prepare for (.30) and participate in (.50) conference call with Ball and monoline counsel regarding COPs; review various documents for witness and exhibit list (2.10); prepare for (.20) and participate in (.40) conference call with Ball and others regarding hearing exhibits.	6.20	725.00	4,495.00
08/15/13	G S IRWIN Draft outline of assumption motion hearing strategy.	1.10	725.00	797.50
08/15/13	D G MARKS Communicate with Ball and Bennett regarding issues relating to COPs and potential remedies.	1.00	575.00	575.00
08/15/13	D T MOSS Communicate with Irwin and Ball regarding additional exhibits to include on witness and exhibit list (.80); review documents to find best exhibits for assumption / settlement hearing (1.90); communicate with Rosenblum and Rudd regarding 2005, 2006 and corresponding 2009 swap documents insured by Syncora (.40); communicate with Devaney regarding compilation of exhibits and corrections thereto (.90); edit and revise witness and exhibit list (.20); communicate with Pepper Hamilton regarding July 5 TRO transcript (.10).	4.30	600.00	2,580.00
08/15/13	B ROSENBLUM Draft talking points regarding Syncora's attempt to trap casino revenues (1.10); review adversary complaint concerning Syncora and review motion to dismiss same (2.00); revise timeline of important dates (.30); review and comment on case calendar (.70); communicate with Smith (MWE) regarding casino revenues (.10); communicate with Ball regarding same (.10); analysis of same (.30); communicate with DiPompeo regarding insurance policies (.20); communicate with Moss regarding trial exhibits (.50); communicate with Herman (Miller Buckfire) regarding insurer ratings downgrades (.10).	5.40	725.00	3,915.00
08/15/13	G M SHUMAKER Review/comment on final draft of reply brief in support of Debtor's motion for protective order (.90); communicate with Cullen and Stewart regarding filing of same (.30); communicate with Irwin regarding his amendments to final exhibit and witness list (.30).	1.50	825.00	1,237.50
08/15/13	G S STEWART Review and revise draft response to S.D.N.Y. Order to show cause (.60) communicate with DiPompeo regarding same (.20); communicate with Ball, DiPompeo regarding Cadwalader request that Detroit appear as amicus (.30); communicate with Irwin regarding reply brief in support of motion for protective order (.30).	1.40	875.00	1,225.00
08/16/13	C BALL Review final exhibit list (.70); communicate with Moss regarding Malhotra (Ernst & Young) witness issues (.40); communicate with National, Assured and Ambac regarding objection to Assumption motion (1.20); follow up e-mail to Shumaker and Hertzberg (Pepper Hamilton) (.30); communicate with Smith (U.S. Bank counsel) regarding Holdback Account (.20).	2.80	1,000.00	2,800.00
08/16/13	C BALL Communicate with Rosenblum regarding preparation for August 21 swap hearing.	1.20	1,000.00	1,200.00

JONES DAY

258183-609009

Page 17
October 21, 2013
Invoice: 32627866

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/16/13	B S BENNETT Analysis of Assured joinder in opposition to assumption motion.	0.40	1,000.00	400.00
08/16/13	T F CULLEN JR Review witness and exhibit lists for Assumption Motion trial.	2.20	950.00	2,090.00
08/16/13	C J DIPOMPEO Draft response to Syncora's motion to dismiss Detroit v. Syncora et al. (4.90); review bullet point arguments regarding same (.50).	5.40	475.00	2,565.00
08/16/13	D T MOSS Revise talking points for Cullen / Shumaker related to various Syncora actions (1.20); communicate with Rosenblum and DiPompeo regarding the same (.30); communicate with Cullen and Irwin regarding demonstratives (.20); communicate with E&Y regarding cash flow demonstratives (.30).	2.00	600.00	1,200.00
08/16/13	D T MOSS Communicate with Ball, Irwin, and Cullen regarding exhibit and witness list items (1.30); edit and revise exhibit and witness list (.20); communicate with objectors regarding service of exhibits (.40); review objections filed to assumption / settlement motion (.80).	2.70	600.00	1,620.00
08/16/13	B ROSENBLUM Research and analysis of forbearance issues (.50); prepare talking points concerning adversary proceeding relating to Syncora (.40); review of objections to assumption and approval of Forbearance and Optional Termination Agreement (.90); communicate with Ball and Telpner regarding same (.10).	1.90	725.00	1,377.50
08/16/13	B J YAKOVICH Prepare filing in district court of Detroit's response to order to show cause (.20); communication with DiPompeo regarding filing and service issues (.30); prepare service of response (.30).	0.80	225.00	180.00
08/17/13	S T BOYCE Draft/revise table compiling objections to motion to assume the FOTA.	10.50	575.00	6,037.50
08/17/13	G S IRWIN Review documents in connection with assumption motion and deposition planning (2.10); telephone call with G. Shumaker regarding status and recent developments (.70).	2.80	725.00	2,030.00
08/17/13	D T MOSS Finalize demonstratives and talking points for Cullen, Ball and Shumaker regarding swap matters (.10); communicate with Ball regarding the same (.10).	0.20	600.00	120.00
08/17/13	D T MOSS Communicate with objectors regarding service of witness and exhibit list for Assumption Motion hearing (.80); review Syncora witness list (.30); communicate with Boyce and litigation team regarding strategy and positions of Syncora and other objectors (.30).	1.40	600.00	840.00
08/17/13	B ROSENBLUM Review Syncora objection to motion to assume and approve Forbearance and Optional Termination Agreement.	0.20	725.00	145.00
08/17/13	G M SHUMAKER Telephone conference with Irwin regarding status of various pre-hearing matters and preparation (.70); communicate with Ball, Cullen and rest of team regarding Syncora witness and exhibit list and appropriate response to same (.80).	1.50	825.00	1,237.50
08/18/13	C BALL Review chart of objections to swap Assumption Motion (1.80); communicate with Moss regarding Syncora objection (.80); e-mail Rosenblum regarding need to reorganize via topic (.90); review objections from other parties to Assumption Motion(4.20).	7.70	1,000.00	7,700.00
08/18/13	T F CULLEN JR Review chart of objections to Assumption Motions and responses.	2.00	950.00	1,900.00

JONES DAY

258183-609009

Page 18
October 21, 2013
Invoice: 32627866

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/18/13	T F CULLEN JR Review draft demonstratives, exhibits and talking points.	1.00	950.00	950.00
08/18/13	C J DIPOMPEO Draft response to Syncora's motion to dismiss Detroit v. Syncora.	9.80	475.00	4,655.00
08/18/13	H LENNOX Review summary chart of objections to swap settlement.	0.30	900.00	270.00
08/18/13	B ROSENBLUM Communicate with G. Shumaker and others regarding status conference on motion to assume and approve Forbearance and Optional Termination Agreement.	0.10	725.00	72.50
08/18/13	G M SHUMAKER Review/analyze certain briefs in opposition to Debtor's Assumption Motion.	1.00	825.00	825.00
08/18/13	G M SHUMAKER Begin preparing for August 21 status conference before Judge Rhodes regarding swap matters.	1.00	825.00	825.00
08/19/13	C BALL Review objections to Assumption Motion.	6.70	1,000.00	6,700.00
08/19/13	S T BOYCE Draft/revise table compiling objections to motion to assume the Forbearance and Optional Termination Agreement.	2.50	575.00	1,437.50
08/19/13	T F CULLEN JR Review of Wednesday hearing's demonstratives/materials and talking points.	2.00	950.00	1,900.00
08/19/13	C J DIPOMPEO Draft response to Syncora's motion to dismiss Detroit v. Syncora.	6.20	475.00	2,945.00
08/19/13	D M HIRTZEL Organize and create binder of objections filed to forbearance agreement motion per Ball's request.	1.50	275.00	412.50
08/19/13	G S IRWIN Review and revise demonstratives for Assumption Motion hearing.	0.60	725.00	435.00
08/19/13	D T MOSS Communicate with Ernst & Young regarding modification of demonstrative for Assumption Motion hearing (.30); edit and revise documents and demonstratives for Syncora hearing (.40); communicate with Boyce and DiPompeo regarding updates and revisions to demonstratives for Syncora hearing (.80); review July 5 TRO transcript and TRO (.60); communicate with Cullen, Shumaker and Stewart regarding next steps, strategy, and Syncora actions (.80).	2.70	600.00	1,620.00
08/19/13	D T MOSS Revise talking points for Aug 21 hearing based on comments from team (.40); communicate with Shumaker regarding hearing preparation (.30).	0.70	600.00	420.00
08/19/13	B ROSENBLUM Communicate with Eisenegger (US Bank counsel) regarding release of casino revenues (.30); communicate with Jerneycic (Ernst & Young) regarding same (.10); communicate with Merrett regarding monoline insurer contact information (.20); communicate with Ball and Kovsky-Apap (Pepper Hamilton) regarding reply brief date (.10).	0.70	725.00	507.50
08/19/13	G M SHUMAKER [REDACTED] meeting with Moss regarding same (.40); review/analyze objections to Assumption Motion from multiple objectors (2.50); communicate with Hertzberg (Pepper Hamilton) regarding planning for August 21 hearing (.50); review prior pleadings and otherwise prepare for upcoming hearing (1.50).	6.20	825.00	5,115.00

JONES DAY

258183-609009

Page 19
October 21, 2013
Invoice: 32627866

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	G S STEWART Meet with Cullen, G. Shumaker and Moss regarding Syncora claim, mediation and preparation for August 21 hearing (1.00); telephone conference call with G. Shumaker, Cullen, Moss, Heiman, Ball, Lennox and Bennett regarding same (.30); review case calendar (.30); review summary of objections (.30).	1.90	875.00	1,662.50
08/19/13	J S TELPNER Review arguments regarding trapping of cash under Collateral Agreement.	0.50	925.00	462.50
08/20/13	C BALL Prepare for hearing regarding swap matters (7.50); review new Syncora statement (2.30); telephone conversation with Counterparties regarding hearing (1.50); prepare formal request for extension of liquidity event dates (.70).	12.00	1,000.00	12,000.00
08/20/13	B S BENNETT Analysis of and respond to G. Shumaker memorandum regarding discovery on Assumption Motion.	0.10	1,000.00	100.00
08/20/13	B S BENNETT Telephone conference with G. Shumaker regarding background on Stockton case and attempt by monolines to reserve rights in regarding swap settlement.	0.20	1,000.00	200.00
08/20/13	T F CULLEN JR Review documents and issues to prepare for August 27 Rhodes hearing, including analysis and response to Syncora filings.	5.70	950.00	5,415.00
08/20/13	C J DIPOMPEO Draft chart regarding filings in Syncora litigations.	7.40	475.00	3,515.00
08/20/13	C J DIPOMPEO Draft response to Syncora's motion to dismiss Detroit v. Syncora.	2.60	475.00	1,235.00
08/20/13	D G HEIMAN Conference with Moss regarding cash flow analysis.	0.50	975.00	487.50
08/20/13	D M HIRTZEL Review, organize and create binder of cases cited in Syncora's statement in advance of status conference in connection with Forbearance Agreement (1.20); assist Adams with creation of binder of objections to Forbearance Agreement (.80).	2.00	275.00	550.00
08/20/13	G S IRWIN Review draft motion to dismiss (.50), new Syncora filing (.50), mediation order (.30) and related materials (.10).	1.40	725.00	1,015.00
08/20/13	D G MARKS Review memoranda regarding COPs structure and related issues (1.50); review case law regarding same (.80).	2.30	575.00	1,322.50
08/20/13	D T MOSS Communicate with Ball, Shumaker and team regarding status conference, next steps and other issues related to Syncora (1.30); revise exhibits for use at 8/21 hearing (2.40); communicate with Ernst & Young regarding revised exhibits (.40); communicate with Ball and Heiman regarding cash flow exhibit (.50).	4.60	600.00	2,760.00
08/20/13	B ROSENBLUM Review legislative history for Bankruptcy Code safe harbor provisions (.60); communicate with Ball regarding same (.10); communicate with Ball regarding safe harbor provisions (.30); communicate with Ball regarding insurer downgrades (.20); communicate with G. Shumaker regarding insurer provisions (.60); review and circulate order regarding City of Detroit's status in New York Syncora proceeding (.10); communicate with Patel (Ernst & Young) and Jerneycic (Ernst & Young) regarding casino revenues (.20).	2.10	725.00	1,522.50
08/20/13	B ROSENBLUM Communicate with Ball regarding scheduling and copies of relevant documents for hearing (.10); prepare materials in advance of hearing on swap matters (.40).	0.50	725.00	362.50

JONES DAY

258183-609009

COP/SWAP Matters

Page 20
October 21, 2013
Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	G M SHUMAKER	7.00	825.00	5,775.00
	Review newly filed Syncora statement and briefs and related materials to prepare for oral argument on Syncora's Emergency Motion to Dissolve TRO and City's Motion to Maintain Status Quo and status conference issues (6.00); review and comment on demonstratives (1.00).			
08/20/13	G S STEWART	2.00	875.00	1,750.00
	Review Syncora filing (1.00); review draft opposition to Syncora motion to dismiss and circulate comments on same (.80); review draft demonstrative regarding Detroit cash position and memorandum from Ball regarding same (.20).			
08/20/13	J S TELPNER	3.20	925.00	2,960.00
	Discuss Syncora and other objection filings with Ball (.20); review and analyze filings at her request (3.00).			
08/21/13	C BALL	1.10	1,000.00	1,100.00
	[REDACTED]			
08/21/13	C BALL	3.20	1,000.00	3,200.00
	Prepare for status conference with Judge Rhodes regarding swap.			
08/21/13	B S BENNETT	0.30	1,000.00	300.00
	Analysis of Dubrow letter regarding Ambac information request.			
08/21/13	B S BENNETT	0.10	1,000.00	100.00
	Prepare memorandum to working group regarding Ambac information request.			
08/21/13	C J DIPOMPEO	3.60	475.00	1,710.00
	Draft chart regarding factual propositions and supporting materials for Assumption Motion.			
08/21/13	D G HEIMAN	1.50	975.00	1,462.50
	Attend morning hearing regarding swap.			
08/21/13	D G MARKS	1.50	575.00	862.50
	Review memoranda regarding legal strategy with respect to COPs.			
08/21/13	D T MOSS	1.20	600.00	720.00
	Communicate with litigation team regarding next steps in light of hearing.			
08/21/13	B ROSENBLUM	1.00	725.00	725.00
	Review and outline Syncora's objection to motion to assume and approve the Forbearance and Optional Termination Agreement.			
08/21/13	G M SHUMAKER	11.20	825.00	9,240.00
	Prepare for (4.40) and appear for Debtor at hearing and status conferences before Judge Rhodes regarding swap (7.40); pre-hearing meeting with Ball (3.00) and Hertzberg (Pepper Hamilton) regarding same (1.00); telephone conference with internal team regarding judge's rulings and appropriate next steps (.80); post-hearing discussions with Heiman, Ball and Hertzberg (Pepper Hamilton) (1.00); post-hearing call with banks' counsel (1.00).			
08/21/13	G S STEWART	5.50	875.00	4,812.50
	Review/analyze and revise opposition to Syncora motion to dismiss (2.20); review supporting documents and materials regarding same (1.20); communicate with Moss regarding objections (.30); review memorandum from Miller regarding discovery (.20); conference with Moss regarding structuring responses to objectors' discovery requests (.60); conference call with G. Shumaker, Ball, Moss, Cullen regarding rulings at hearing (.50); communicate with Cullen regarding planning for discovery (.50).			
08/22/13	C BALL	2.60	1,000.00	2,600.00
	Communicate with Buckfire (Miller Buckfire) regarding questions on swap settlement (1.80); communicate with Lennox regarding questions on swap settlement (.80).			
08/22/13	B S BENNETT	0.40	1,000.00	400.00
	Conference with Buckfire (Miller Buckfire) regarding financing and swap settlement.			

JONES DAY

258183-609009

Page 21

COP/SWAP Matters

October 21, 2013
Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/22/13	S T BOYCE Draft/revise motion for a protective order (3.60); research same (4.10).	7.70	575.00	4,427.50
08/22/13	T F CULLEN JR Evaluate and coordinate swap assumption discovery efforts (2.20); meeting and discussions with litigation team (1.20); review discovery issues and logistics (1.00).	4.40	950.00	4,180.00
08/22/13	D G HEIMAN Conference with Brader (State of Michigan) regarding status of stay and swap forbearance agreement (.70); follow-up conference with Lennox regarding same (.30).	1.00	975.00	975.00
08/22/13	D G HEIMAN Conference call with Brader (State of Michigan) and Attorney General's office regarding status of Forbearance Agreement.	0.80	975.00	780.00
08/22/13	G S IRWIN Prepare for (.40) and participate in conference call with assumption litigation team on status conference and hearing (1.20), review documents regarding hearing preparation (.50).	2.10	725.00	1,522.50
08/22/13	H LENNOX Telephone conference with Shumaker, Moss regarding discovery for swap settlement trial (.30); multiple telephone conferences with Brader (State), Heiman, Orr (City), AG's office regarding swap settlement and issues related thereto (2.00).	2.30	900.00	2,070.00
08/22/13	D G MARKS Research [REDACTED]	5.70	575.00	3,277.50
08/22/13	D T MOSS Review objections to assumption / settlement motion (.80); communicate with litigation team and Pepper regarding next steps, mediation planning, deposition planning, and trial preparation (2.20); communicate with local counsel regarding various issues related to filing protective order (.30); communicate with Boyce regarding protective order motion (.60).	3.30	600.00	1,980.00
08/22/13	B ROSENBLUM Draft omnibus reply to objections to motion to assume and approve the Forbearance and Optional Termination Agreement (1.80); research regarding same (2.00); communicate with Moss and DiPompeo regarding deposition outline (.40); communicate with counsel for the swap banks (Bingham and Cadwalader) regarding case posture (.50); communicate with Ball, Larose (Winston and Strawn), Bjork (Sidley Austin), Dubrow (Arent Fox) regarding Forbearance and Optional Termination Agreement (.30); review mediation order (.10); communicate with Lennox regarding presentation summary of Forbearance and Optional Termination Agreement (.10); communicate with Ball regarding automatic stay, forbearance agreement, and motion to assume and approve same (.50).	5.70	725.00	4,132.50
08/22/13	G M SHUMAKER Participate in internal team call and meeting regarding proving affirmative case and handling defensive discovery for Eligibility and Assumption Motions (1.00); communicate with Miller, Moss and Boyce regarding drafting of motions for protective order concerning contents of data room (.80); communicate with Heiman, Cullen, Stewart and Hertzberg (Pepper Hamilton) regarding Judge Rhodes' order setting Syncora Motion to Dismiss for hearing (.40); telephone conference with Hackney (Syncora counsel) regarding proposed approach to deposition schedule from objectors (.50); communicate with team regarding appropriate response to same (.60); begin preparation of affirmative case plan for Assumption Motion (1.50); begin preparation for defense of Orr deposition and affirmative testimony (2.20).	7.00	825.00	5,775.00
08/22/13	G S STEWART Communicate with Heiman regarding Tuesday meeting (.30); review Ambac objection (.50); meeting with DiPompeo regarding swap research (.20).	1.00	875.00	875.00

JONES DAY

258183-609009

Page 22

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/22/13	G S STEWART	3.80	875.00	3,325.00
	Communicate with Heiman, Hertzberg (Pepper Hamilton), Kovsky-Apap (Pepper Hamilton), Cullen, G. Shumaker, DiPompeo, Miller, Moss, Rosenblum regarding August 21 hearing, issues for hearings on assumption and eligibility, matters relating to mediation, discovery plan (.80); meeting with G. Shumaker, Cullen, DiPompeo, Moss regarding discovery planning for assumption and eligibility hearings, motion for protective order (1.00); meeting with Cullen, G. Shumaker, Moss, DiPompeo, Ball (by phone for part of meeting) regarding organization of trial teams, representation of witnesses, discovery requests, preparation of witness books, preparation of order of proof, and related issues (2.00).			
08/22/13	J S TELPNER	1.70	925.00	1,572.50
	Conference call to discuss status of Syncora litigation and next steps (.50); conference call with bank counsel on next steps (1.20).			
08/23/13	C BALL	9.10	1,000.00	9,100.00
	Prepare memo to Lennox regarding scope of probable swap litigation (.80); conference call regarding same with Buckfire (Miller Buckfire) (.30); communicate with Lennox regarding scope of litigation (.70); trial preparation session (1.00); communicate with Malhotra regarding witness preparation for September 9 hearing (1.10); communicate with Rosenblum and Moss regarding projections as testimony foundation (.80); communicate with Buckfire (Miller Buckfire) regarding coordination of depositions for settlement (.20); communicate with Rosenblum regarding execution of extension letters from banks (.30); communicate with Dubrow (Ambac, Bjork and National) regarding objection to motion (.70); communicate with Lennox regarding bullet points for State on Assumption Motion (.80); follow up with Lennox on revised points (.50); review notes on equitable remedies (1.10); draft e-mail regarding question on same to Bennett and Stewart (.80).			
08/23/13	S T BOYCE	5.30	575.00	3,047.50
	Draft/revise a motion for protective order.			
08/23/13	T F CULLEN JR	1.20	950.00	1,140.00
	Prepare for Buckfire deposition regarding swap matter.			
08/23/13	C J DIPOMPEO	1.70	475.00	807.50
	Call with Ball, Rosenblum, Malhotra (Ernst & Young), Moore (Conway Mackenzie), and Moss regarding financial projections relevant to Assumption Motion.			
08/23/13	C J DIPOMPEO	0.80	475.00	380.00
	Communicate with Marks regarding COPs research.			
08/23/13	C J DIPOMPEO	1.60	475.00	760.00
	Review draft summary of objections to Assumption Motion.			
08/23/13	C J DIPOMPEO	3.70	475.00	1,757.50
	Assemble materials, draft outline and otherwise prepare for depositions regarding the Assumption Motion.			
08/23/13	C J DIPOMPEO	4.00	475.00	1,900.00
	Revise opposition to Syncora's motion to dismiss Detroit v. Syncora et al. (3.30); communicate with Rosenblum regarding same (.70).			
08/23/13	D G HEIMAN	0.50	975.00	487.50
	Participate in litigation team call regarding swap discovery.			
08/23/13	D M HIRTZEL	4.40	275.00	1,210.00
	Review, organize and create binders for Ball regarding 1) all pleadings in connection with the City's litigation against Syncora, 2) all affidavits of Orr and Malhotra (Ernst & Young), and 3) related documents in connection with Syncora objection.			
08/23/13	D M HIRTZEL	0.80	275.00	220.00
	Plan and prepare for electronic filing of motion for protective order and related ex parte motion to shorten time for hearing, arrange for service of same with KCC (.60); submit proposed order regarding ex parte motion to shorten time via online through the Court's website (.20).			

JONES DAY

258183-609009

Page 23

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	H LENNOX Review and comment on motion for protective order (.70); communications with Shumaker, Nelson regarding same (.30); telephone conference with Rogers (US Bank counsel) regarding same (.20); conference call with litigation team, Hertzberg (Pepper Hamilton), Heiman, Ball regarding litigation planning and division of responsibility for swap Assumption Motion trial and Eligibility Motion trial (.70).	1.90	900.00	1,710.00
08/23/13	D G MARKS Research regarding availability of equitable remedies in connection with swap (6.20); draft analysis of related case law (1.90); communicate with Ball, Stewart and DiPompeo regarding same (.20).	8.30	575.00	4,772.50
08/23/13	D T MOSS Communicate with Orr regarding deposition timing and logistics (.40); review objections to assumption / settlement motion (.50); communicate with Ernst & Young, Ball and Rosenblum regarding financial projections and witness preparation for depositions (1.30); prepare for Orr, Buckfire (Miller Buckfire), and rebuttal depositions (2.40); communicate with Rosenblum and DiPompeo regarding outlines and witness preparation (1.20); communicate with Cullen regarding strategy for depositions and issues to address in preparation (.40).	6.20	600.00	3,720.00
08/23/13	L E NELSON Research for reply to Assumption Motion objections (3.00); communicate with Rosenblum regarding same (.40); communicate with Hirtzel regarding materials for Ball (.30).	3.70	575.00	2,127.50
08/23/13	J R ORINA Organize and assemble deposition preparation materials, including developing indices and booklets for deposing witnesses.	2.00	175.00	350.00
08/23/13	B ROSENBLUM Draft omnibus reply to objections to motion to assume and approve the Forbearance and Optional Termination Agreement (5.30); communicate with Nelson regarding research regarding same (.20); communicate with Marks regarding same (.10); communicate with Bennett regarding Buckfire deposition (.10); review and revise draft opposition to Syncora's motion to dismiss adversary proceeding (.80); communicate with DiPompeo regarding same (.40); coordinate 3rd amendment to Forbearance and Optional Termination Agreement (.50); communicate with Malhotra (Ernst & Young), Moore (Conway Mackenzie), Ball, Moss and DiPompeo regarding projections (.40); communicate with Hirtzel regarding binder preparation (.10).	7.90	725.00	5,727.50
08/23/13	G M SHUMAKER Communicate with Hackney (Syncora counsel) regarding City's response to objectors' proposal concerning coordinating depositions (1.20); communicate with internal team regarding deposition scheduling, preparation and related issues (.170); telephone conference with Ball regarding strategy and latest developments with banks' counsel (.50); review/revise Debtor's Motion for Protective Order concerning certain information and documents in data room (2.80); various communications with Miller, Boyce, and Lennox regarding same (.30); communicate with Hertzberg (Pepper Hamilton) regarding upcoming tasks (.30).	6.80	825.00	5,610.00
08/23/13	G S STEWART Telephone conference call with Hertzberg (Pepper Hamilton), Cullen, Shumaker, Ball, Lennox, Heiman, DiPompeo, Moss, Rosenblum regarding planning for Assumption Motion hearing, order of proof and procedural issues, discussion of service corporation directors, witnesses for Assumption Motion hearing and strategy and objectives for Detroit lawsuit against Syncora (1.00); meeting with DiPompeo regarding preparation for deposition of Syncora witnesses (.20); review draft brief in opposition to Syncora motion to dismiss and comment on same (.20); review court orders regarding mediation (.10); memorandum from/memorandum to Shumaker regarding response to counsel for Syncora on procedures for discovery with respect to Assumption Motion (.20); review discovery requests (.20).	1.90	875.00	1,662.50
08/23/13	J S TELPNER Call with Doak (Miller Buckfire) on various swap issues (.50); review Ambac and other objections (.70)	1.20	925.00	1,110.00

JONES DAY

258183-609009

Page 24
October 21, 2013
Invoice: 32627866

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/24/13	C BALL Communicate with Shumaker, Moss and Cullen regarding protective order and revised projections (.70); review revised projections regarding casino revenues (2.10).	2.80	1,000.00	2,800.00
08/24/13	B S BENNETT Telephone conference with Lennox regarding financing and swap developments.	0.30	1,000.00	300.00
08/24/13	B S BENNETT Analysis of memoranda regarding financing and swap settlement process.	0.20	1,000.00	200.00
08/24/13	C J DIPOMPEO Prepare for depositions regarding Assumption Motion.	5.60	475.00	2,660.00
08/24/13	L E NELSON Research in support of reply to objections to Assumption Motion (4.90); communicate with Rosenblum regarding same (.40).	5.30	575.00	3,047.50
08/24/13	J R ORINA Organize and assemble deposition preparation materials, including developing indices and booklets for witnesses Orr, Buckfire (Miller Buckfire) and Rothschild.	11.00	175.00	1,925.00
08/24/13	B ROSENBLUM Communicate with Nelson regarding research in connection with omnibus reply to objections to motion to assume and approve Forbearance and Optional Termination Agreement (.40); communicate with DiPompeo and Moss regarding swap termination provisions (.30); communicate with G. Shumaker and others regarding integration clause (.30); communicate with Ball and others regarding contract administration agreement (.20).	1.20	725.00	870.00
08/24/13	G M SHUMAKER Review/revise draft of City's Opposition to Syncora Motion to Dismiss (2.10); communicate with team regarding comments and edits to same (.40).	2.50	825.00	2,062.50
08/24/13	J S TELPNER Review/draft opposition to motion to dismiss.	1.00	925.00	925.00
08/25/13	B S BENNETT Analysis of Rosenblum memorandum regarding Buckfire (Miller Buckfire) deposition.	0.10	1,000.00	100.00
08/25/13	B S BENNETT Prepare memorandum for Heiman and Lennox regarding [REDACTED]	0.30	1,000.00	300.00
08/25/13	B S BENNETT Analysis of Doak (Miller Buckfire) memorandum regarding [REDACTED]	0.10	1,000.00	100.00
08/25/13	B S BENNETT Prepare memorandum regarding preparation of Buckfire (Miller Buckfire).	0.40	1,000.00	400.00
08/25/13	C J DIPOMPEO Revise opposition to Syncora's motion to dismiss Detroit v. Syncora, et al.	7.30	475.00	3,467.50
08/25/13	D T MOSS Edit and revise deposition outlines for Orr, Buckfire (Miller Buckfire) and Rothschild (2.60); review documents to develop witness preparation outlines (2.00).	4.60	600.00	2,760.00
08/25/13	J R ORINA Organize and assemble deposition preparation materials, including developing indices and booklets for witnesses Orr, Buckfire (Miller Buckfire), Rothschild and Syncora.	7.00	175.00	1,225.00
08/25/13	G M SHUMAKER Review Syncora, Sole and other objections to Assumption Motion to assist in preparation of Orr for deposition.	2.10	825.00	1,732.50

JONES DAY

258183-609009

Page 25

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/26/13	T F CULLEN JR Review of materials related to depositions and Wednesday's arguments.	3.50	950.00	3,325.00
08/26/13	C J DIPOMPEO Revise opposition to Syncora's motion to dismiss Detroit v. Syncora, et al.	9.60	475.00	4,560.00
08/26/13	C J DIPOMPEO Draft Rule 30(b)(6) deposition notice for Syncora.	1.20	475.00	570.00
08/26/13	D G HEIMAN Review Stewart memorandum regarding COP obligations (.40); telephone conference with Stewart regarding COPs debt (.60).	1.00	975.00	975.00
08/26/13	D M HIRTZEL Review copies of binders for Ball and Nelson for accuracy regarding 1) all pleadings in connection with the City's litigation against Syncora, 2) all affidavits of Orr and Malhotra (Ernst & Young), and 3) related documents in connection with Syncora and distribute binders to same (1.00); upload same material in connection with City's litigation against Syncora to internal Caselink data site for teams reference and rearrange folders and subfolders on internal site accordingly (1.80).	2.80	275.00	770.00
08/26/13	G S IRWIN Draft deposition topics for affirmative discovery and continue to develop deposition preparation materials (1.90); evaluate witness issues for Assumption depositions (1.40).	3.30	725.00	2,392.50
08/26/13	D G MARKS Draft memo regarding equitable remedies and COPs.	2.40	575.00	1,380.00
08/26/13	D T MOSS Finalize witness preparation materials for depositions (1.60); finalize outline for witness preparation (2.30); communicate with Cullen, Shumaker and others regarding deposition preparation and related items (.60).	4.50	600.00	2,700.00
08/26/13	J R ORINA Revise and update witness deposition preparation material booklets.	2.10	175.00	367.50
08/26/13	B ROSENBLUM Draft omnibus reply to objections to motion to assume and approve the Forbearance and Optional Termination Agreement (1.50); communicate with Buckfire (Miller Buckfire), Marken (Miller Buckfire), and Telpner regarding swap agreements and collateral agreement (.90); communicate with Ball regarding Forbearance and Optional Termination Agreement (.10); communicate with Moss and Jerneycic (Ernst & Young) regarding cash flows (.50); review of Emergency Manager interview and communicate with Moss regarding same (.30); communicate with Rupley regarding communications (.10); review correspondence from Bulger (Miller Canfield) regarding Service Corporations (.10); communicate with Lennox regarding Forbearance and Optional Termination Agreement mechanics (.10); communicate with G. Shumaker regarding Syncora's motion to dismiss adversary complaint (.20); revise internal outline of key issues (.50).	4.30	725.00	3,117.50
08/26/13	M C RUDD Review COPs documents regarding direction of contract administrator.	0.60	575.00	345.00
08/26/13	G M SHUMAKER Review/comment on draft Opposition to Syncora's Motion to Dismiss (1.80); communicate with internal team regarding adjustments to certain arguments being advanced in same (1.00); communicate with Hackney, other counsel for objectors and swap counterparties regarding deposition scheduling and related evidentiary issues (1.50); meeting and communications with Irwin regarding Assumption Motion and Eligibility discovery tasks (2.00); telephone conference with A. Perez (FGIC counsel) regarding Spencer declaration (.30); review/revise 301(b)(6) topics for Syncora and communicate with Irwin regarding same (.50); communicate with Hertzberg (Pepper Hamilton), Merrett, Nelson and Lennox regarding data room access inquiries from casino counsel (.40); communicate with internal team regarding possible media interest in depositions (.50).	8.00	825.00	6,600.00

JONES DAY

258183-609009

Page 26

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/26/13	J S TELPNER Conference call to prepare Buckfire for deposition (1.00); prepare comments on reply brief (1.20); address questions raised by Miller Buckfire (.70); review FGIC objection (1.50).	4.40	925.00	4,070.00
08/27/13	C BALL Prepare for Buckfire (Miller Buckfire) deposition preparation (1.40); review related cases, pension, estoppel statements and memo on COPs (2.30); communicate with Smith (US Bank counsel) regarding organization of COPs (.80).	4.50	1,000.00	4,500.00
08/27/13	C BALL Prepare for hearing regarding Syncora and settlement.	2.10	1,000.00	2,100.00
08/27/13	T F CULLEN JR Preparation for depositions regarding swap settlement disputes.	4.00	950.00	3,800.00
08/27/13	C J DIPOMPEO Communicate with G. Shumaker, Stewart, Ball, Hertzberg (Pepper Hamilton), and Moss regarding deposition of Orr (City) and Buckfire (Miller Buckfire).	0.90	475.00	427.50
08/27/13	C J DIPOMPEO Revise outline for deposition preparation of Orr and Buckfire (Miller Buckfire) (3.20); communicate with Moss and Rosenblum regarding same (.50).	3.70	475.00	1,757.50
08/27/13	D G HEIMAN Conference with Stewart regarding validity of COPs claim.	0.50	975.00	487.50
08/27/13	G S IRWIN Assist with swap hearing preparation.	1.70	725.00	1,232.50
08/27/13	H LENNOX Review COPs analysis.	0.40	900.00	360.00
08/27/13	D G MARKS Revise memo regarding equitable remedies and COPs.	1.80	575.00	1,035.00
08/27/13	D T MOSS Communicate with Shumaker and team regarding next steps, deposition strategy and preparation and other items related to Syncora's adversary proceeding (1.30); compile materials for deposition preparation (.60); edit and revise deposition preparation outline (1.20); communicate with DiPompeo and Rosenblum regarding issues related to depositions and prep outline (.40).	3.50	600.00	2,100.00
08/27/13	L E NELSON Research regarding issues raised in objections to Assumption Motion for reply brief (3.60); communicate with Marks and Rosenblum regarding same (.40).	4.00	575.00	2,300.00
08/27/13	B ROSENBLUM Draft omnibus reply to objections to motion to assume and approve the Forbearance and Optional Termination Agreement (2.50); communicate with Marks and Nelson regarding research with respect to same (.50); communicate with Moss and DiPompeo regarding deposition preparations (.40); communicate with Ball and Jerneycic (Ernst & Young) regarding casino revenues (.10); communicate with Cohen (Arent Fox) regarding Forbearance and Optional Termination Agreement (.10); review of recent Sixth Circuit precedent regarding Rule 9019 hearings (.10); communicate with Ball regarding strategy with respect to Forbearance and Optional Termination Agreement (.20); communicate with Rudd regarding contract administration agreement (.20); communicate with Ball and Rudd regarding same (.20).	4.30	725.00	3,117.50
08/27/13	M C RUDD Review/analyze COPs documents to determine rights to enforce Service Contracts.	1.50	575.00	862.50

JONES DAY

258183-609009

Page 27

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	G M SHUMAKER	5.50	825.00	4,537.50
	Telephone conference with Stewart, Ball, Irwin and Moss regarding issues to be addressed at August 28 status conference (.90); review/comment on Rule 30(b)(6) notices for Syncora and communicate with Irwin regarding same (.50); review/revise/communicate with Irwin, Heiman and Cullen regarding witness testimony summaries to provide to objectors (.50); review creditors' presentation, outlines and other materials in preparation for Orr deposition preparation session (2.40); communicate with Nelson and Moss regarding FGIC exhibit admissibility request (.80); communicate with Cullen, Moss and Hertzberg (Pepper Hamilton) regarding objectors' request for lengthier hearing on Assumption Motion (.30).			
08/27/13	G M SHUMAKER	3.00	825.00	2,475.00
	Telephone conference with Hertzberg (Pepper Hamilton) regarding preparation for August 28 hearing before Judge Rhodes (.50); review various materials relating to Motion for Protective Order, Assumption Order and adversary proceeding pleadings and otherwise prepare for upcoming hearing before Judge Rhodes (2.50).			
08/28/13	C BALL	3.50	1,000.00	3,500.00
	Participate in Buckfire (Miller Buckfire) deposition preparation.			
08/28/13	C BALL	6.20	1,000.00	6,200.00
	Prepare for hearings regarding Syncora /Settlement (1.10); meetings with G. Shumaker, Hertzberg (Pepper Hamilton) regarding same (.80); attend and participate at hearings on Syncora suit, and settlement (3.50); follow up notes to Orr and banks regarding schedule (.80).			
08/28/13	T F CULLEN JR	7.50	950.00	7,125.00
	Review of materials regarding swap settlement (2.10) and meeting with Buckfire regarding deposition regarding same (5.40).			
08/28/13	C J DIPOMPEO	0.60	475.00	285.00
	Draft order dissolving TRO obtained in Detroit v. Syncora, et al., in light of automatic stay ruling.			
08/28/13	D G HEIMAN	1.00	975.00	975.00
	Attend/assist in Buckfire (Miller Buckfire) deposition preparation.			
08/28/13	G S IRWIN	6.30	725.00	4,567.50
	Assist with witness deposition preparations (2.60); prepare analysis of attempt to dissolve TRO in preparation for hearing (2.10); review and analyze witness statements (1.60).			
08/28/13	D T MOSS	8.00	600.00	4,800.00
	Prepare for deposition preparation with Buckfire (Miller Buckfire) and Orr (3.00); deposition preparation with Buckfire (Miller Buckfire) (5.00).			
08/28/13	L E NELSON	4.90	575.00	2,817.50
	Research regarding issues raised in objections to Assumption Motion for reply brief (4.80); communicate with Marks regarding same (.10).			
08/28/13	B ROSENBLUM	5.90	725.00	4,277.50
	Attend to preparations regarding Buckfire (Miller Buckfire) deposition (4.50); communicate with Cullen, G. Shumaker, Ball and Moss regarding case strategy (1.00); review of CAFR issue (.20); communicate with Kovsky-Apap (Pepper Hamilton) regarding scheduling matters (.20).			
08/28/13	G M SHUMAKER	5.70	825.00	4,702.50
	Assist in preparation of Buckfire (Miller Buckfire) for deposition with Cullen (3.80); meeting and discussions with Heiman, Ball, Cullen, Hertzberg (Pepper Hamilton), Moss and Rosenblum regarding next steps and handling discovery issues (2.00); discussions with Hertzberg (Pepper Hamilton) and communications with DiPompeo and Kovsky-Apap (Pepper Hamilton) regarding responding to call from Judge Rhodes' chambers and request for proposed TRO dissolution order (.40); communicate with objectors' counsel regarding Malhotra (Ernst & Young) disposition scheduling and other deposition issues (.30).			

JONES DAY

258183-609009

Page 28

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/28/13	G M SHUMAKER Prepare for status conference and hearing before Judge Rhodes (1.50); meeting with Ball, Lennox, Moss and Hertzberg (Pepper Hamilton) regarding strategy for status conference (1.00); attend/appear for City at status conference and hearing (2.50).	5.00	825.00	4,125.00
08/29/13	C BALL Assist in preparations of Orr for deposition.	2.80	1,000.00	2,800.00
08/29/13	T F CULLEN JR Preparation for (2.00) and defense of (6.50) Buckfire deposition.	8.50	950.00	8,075.00
08/29/13	T F CULLEN JR Preparation for meetings with Orr for deposition (2.70); review of developments and strategy (1.80).	4.50	950.00	4,275.00
08/29/13	D M HIRTZEL Arrange for entered orders in connection with motion for protective order and motion regarding Assumption Motion Hearing to be served via KCC.	0.40	275.00	110.00
08/29/13	D G MARKS Research regarding Syncora's argument that settlement agreement cannot be assumed without cure of default under integrated agreements (2.20); draft memo regarding same (.80).	3.00	575.00	1,725.00
08/29/13	D T MOSS Assist in Orr deposition preparation by reviewing key documents, contracts, and prior correspondence (3.00); deposition preparation session with Orr (3.70).	6.70	600.00	4,020.00
08/29/13	L E NELSON Research regarding issues raised in objections to 9019 Assumption Motion for reply brief (1.00); communicate with Marks regarding same (.20).	1.20	575.00	690.00
08/29/13	B ROSENBLUM Assist in preparations for Buckfire (Miller Buckfire) deposition (.90); participate in preparation of deposition of Orr (City) (1.20); coordinate execution of fourth amendment to Forbearance and Optional Termination Agreement (.30); communicate with Ball and counsel for swap banks (Bingham and Cadwalader) regarding status hearing and Forbearance and Optional Termination Agreement (.30); review research of Marks and Nelson regarding omnibus reply to objections to motion to assume and approve Forbearance and Optional Termination Agreement (.20).	2.90	725.00	2,102.50
08/29/13	G M SHUMAKER Review affidavits and other documents, prepare outline and otherwise get ready to prepare Orr for deposition (4.00); prepare Orr for deposition with Moss (3.70); discussions with Cullen and Buckfire (Miller Buckfire) regarding deposition (1.50).	9.20	825.00	7,590.00
08/29/13	J S TELPNER Prepare draft termination letter for Forbearance Agreement (1.0); prepare 4th Amendment to Forbearance Agreement (.30).	1.30	925.00	1,202.50
08/30/13	C BALL Review brief points with Moss and Shumaker regarding Orr deposition (.80); communicate with Moss regarding related questions from retiree lawyers (.80); review Buckfire (Miller Buckfire) transcript (3.80).	5.40	1,000.00	5,400.00
08/30/13	C BALL Communicate with Buckfire (Miller Buckfire) regarding questions raised and next steps regarding bank discussions and testimony.	0.80	1,000.00	800.00
08/30/13	C J DIPOMPEO Prepare deposition preparation book for Malhotra (Ernst & Young).	2.00	475.00	950.00
08/30/13	C J DIPOMPEO Draft summary of Syncora litigation for document review memo.	0.30	475.00	142.50

JONES DAY

258183-609009

Page 29

October 21, 2013

COP/SWAP Matters

Invoice: 32627866

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/30/13	D G HEIMAN Conferences with Ball and Buckfire (Miller Buckfire) regarding 9/9 meeting with Syncora.	0.50	975.00	487.50
08/30/13	H LENNOX Telephone conferences with Doak (Miller Buckfire), and Ball regarding 2009 swap deal.	0.30	900.00	270.00
08/30/13	D G MARKS Research regarding estoppel and COPs (5.30); research regarding equitable defenses in context of receiver (2.50); communicate with Rosenblum regarding same (.70); communicate with Ball regarding same (.30); revise memo regarding same (2.20).	11.00	575.00	6,325.00
08/30/13	B ROSENBLUM Review execution version of fourth amendment to Forbearance and Optional Termination Agreement (.10); research regarding business relations privilege (2.70); draft e-mail correspondence to Cullen regarding same (.20); communicate with Marks regarding remedy issues (.30).	3.30	725.00	2,392.50
08/30/13	G M SHUMAKER Prepare for (3.00) and defend deposition of Orr (6.00); communicate with Eaton, Miller and Irwin regarding response to Roeder requests (.30).	9.30	825.00	7,672.50
08/31/13	C BALL Review Marks' memo on COPs and related cases (2.80); e-mail questions and revisions to Marks regarding impact of 436 (.80); review responses regarding same cases (1.30); review response from Jurgens (Cadwalader) regarding Orr and Buckfire depositions and next steps (1.40).	7.20	1,000.00	7,200.00
TOTAL		1,019.40	USD	750,342.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609011

Invoice: 32627867

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Labor and Employment Matters

USD 296,315.00

TOTAL

USD 296,315.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609011/32627867 IN YOUR PAYMENT

JONES DAY

258183-609011

Labor & Employment Matters

Page 2
October 21, 2013
Invoice: 32627867

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B W EASLEY	135.00	725.00	97,875.00
S H GRIFFIN	5.50	800.00	4,400.00
E MILLER	30.50	900.00	27,450.00
E M ROSSMAN	51.40	650.00	33,410.00
ASSOCIATE			
D S BIRNBAUM	131.90	575.00	75,842.50
S C WOO	152.90	375.00	57,337.50
TOTAL	507.20	USD	296,315.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Labor & Employment Matters included the following:

- (1) Assisted in the ongoing refinement of the City's a comprehensive labor strategy for restructuring negotiations, working with representatives of the City and its other advisors;
- (2) Continued to review and evaluate collective bargaining agreements, citywide employment terms (CETs) and other labor-related documents – including recent labor agreements from the Detroit Water and Sewerage Department – to assist in restructuring activities;
- (3) Prepared for and participated in numerous restructuring meetings with union representatives regarding potential pension and OPEB modifications, work rule changes, revised terms and conditions of employment, various cost reduction initiatives and other restructuring issues;
- (4) Evaluated potential departmental restructuring initiatives and identified labor-related issues to be addressed in connection with these initiatives, particularly with respect to the Detroit Police Department;
- (5) Engaged in bargaining with transportation employees covered by section 13(c) of the Federal Urban Mass Transit Act, consistent with the City's commitments in connection with the receipt of federal funding for its urban transportation system, and addressed union objections and communicated with the U.S. Department of Transportation with respect to these matters;
- (6) Prepared proposals and other materials for the various meetings with union representatives, and drafted summaries or agreements with respect to certain matters discussed at these meetings;
- (7) Assisted the City in preparing FAQs and other materials to answer common questions raised by union members relating to the City's restructuring;

JONES DAY

258183-609011

Page 3

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

- (8) Reviewed materials and evaluated labor issues relating to the proposed outsourcing of certain City functions (including Requests for Proposals relating to these matters) and evaluated other operational restructuring activities proposed by the City; and
- (9) Researched various factual and legal issues relating to (a) the restructuring of labor arrangements, (b) the feasibility of certain restructuring proposals or counterproposals and (c) the Emergency Manager's powers in connection with these matters.

JONES DAY

258183-609011

Page 4

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	D S BIRNBAUM	5.30	575.00	3,047.50
	Correspond with various labor unions regarding August 2, 2013 meetings regarding active health plan designs (.40); continue to develop and analyze Detroit Fire Department labor and employment restructuring plan (1.50); correspondence to Hand (Conway MacKenzie) and Satchel (City) regarding same (.20); continue analysis of Detroit Police Department restructuring (.80); review working draft of DPLSA CET (.60); continue analysis of potential modifications to DPOA disciplinary procedures (.40); review correspondence regarding potential meeting with AFSCME ESOs to discuss implementation of terms (.20); correspondence with Wolfson (DWSD) regarding restructuring issues relating to DWSD (.20); continue analysis of scope of Emergency Manager's right to confer powers onto police chief pursuant to EM Order 11 (.50); correspondence to Lennox and Miller regarding issues relating to DWSD and DDOT collective bargaining agreements (.50).			
08/01/13	B W EASLEY	3.90	725.00	2,827.50
	Review correspondence from Penn (City), Jerneycic (Ernst & Young), Taranto (Milliman) and Miller regarding active health care restructuring plan (.70); correspondence to/from Shifman (City) regarding active health care restructuring plan (.30); correspondence to/from Satchel (City) regarding meeting with AFSCME local union representing Emergency Service Operators to discuss implementation of City Employment Terms (CETs) (.40); review correspondence from Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding implementation of CETs (.20); correspondence to/from Mays (City) and Satchel (City) regarding implementation of DPLSA CETs (.50); telephone conference with DPLSA President Young regarding wage reductions and other cost reduction initiatives (.20); correspondence to/from Wolfson, General Counsel, Detroit Water and Sewer Department (DWSD) regarding labor strategy issues and CETs for City employees (.40); correspondence to/from Lennox regarding DWSD labor strategy issues (.30); review documents and correspondence received from Jackson (DFD) regarding pending grievances at Detroit Fire Department (.30); review correspondence from DDOT Foremen's Association regarding labor negotiations (.20); telephone conferences with Mays (City) and Miller regarding labor strategy and health care restructuring issues (.40).			
08/01/13	E MILLER	4.50	900.00	4,050.00
	Meet with Jerneycic (Ernst & Young) and Taranto (Milliman) (1.00); prepare slide deck (2.70); prepare for meetings with unions on retiree health (.80).			
08/01/13	S C WOO	6.40	375.00	2,400.00
	Correspondence regarding 8/2/13 active health restructuring meetings (1.50); review DWSD and DDOT collective bargaining agreements (2.00); draft summary of same (.70); communicate with Birnbaum regarding same (.70); review Detroit City Charter provisions (1.50).			
08/02/13	D S BIRNBAUM	4.90	575.00	2,817.50
	Review correspondence from Jackson (DFD) regarding pending Detroit Fire Department grievances (.30); coordinate meeting with AFSCME ESOs regarding implementation of terms (.20); review active medical proposal for union employees (.50); telephone conference with Gannon (Conway MacKenzie) and Kushiner (Conway MacKenzie) regarding labor and employment restructuring strategy issues (.80); analysis of Detroit Police Department restructuring plans (.80); telephone conference with Brown (Butzel Long) regarding status of various projects relating to same (.50); analysis of Detroit Fire Department restructuring plans (.40); telephone conference with Willems (Miller Canfield) regarding same (.50); continue research pertaining to scope of Emergency Manager's power to confer powers onto police chief pursuant to EM Order 11 (.30); telephone conference with Easley regarding DPLSA request that City delay implementation of certain economic terms (.30); continue analysis of potential modifications to DPOA disciplinary procedures (.30).			

JONES DAY

258183-609011

Page 5

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/02/13	B W EASLEY	9.90	725.00	7,177.50
	Prepare for and attend meetings with labor unions regarding active health care restructuring plan (4.80); meetings with Satchel (City), Jerneycic (Ernst & Young), Taranto (Milliman) and Miller to prepare for active health care restructuring meetings (1.80); correspondence to McNeil (AFSCME Council No. 25) regarding follow-up meeting to discuss active health care restructuring (.20); review/analysis of 2012 AFSCME union coalition health care proposal (.60); correspondence to/from Shifman (City) regarding active health care restructuring plan (.30); meeting with Young, President-Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding wage reductions and other cost reduction initiatives (.40); review documents and correspondence received from DPLSA President Young regarding wage reductions and other cost reduction initiatives (.50); meeting with Mays (City) regarding meetings with review draft letters to AFSCME and DPLSA regarding wage reductions and restructuring issues (.40); correspondence to/from Mays (City) regarding labor strategy and restructuring issues (.30); review research regarding enforcement of Emergency Manager Order No. 11 delegating certain authority to Detroit Chief of Police (.30); correspondence to/from A. Lewis regarding meeting with AFSCME regarding implementation of cost reduction initiatives for Emergency Service Operators (.30).			
08/02/13	E MILLER	9.30	900.00	8,370.00
	Prepare for (1.10) and attend pre and post conferences (1.00) with Taranto (Milliman) and Easley on labor union meetings regarding active health insurance; separate meetings with non-uniform unions, police unions, and fire union regarding active health insurance change (7.20).			
08/02/13	S C WOO	1.70	375.00	637.50
	Draft summary of City Charter provisions (1.50); correspondence regarding 8/2 active health restructuring meetings (.20).			
08/03/13	D S BIRNBAUM	2.30	575.00	1,322.50
	Continue analysis of Detroit Police Department restructuring plan including potential changes to terms and conditions of employment for DPLSA and DPOA represented employees (1.10); correspondence to Hand (Conway MacKenzie) regarding Detroit Fire Department restructuring issues (.20); analysis of Chicago Police Department CBAs for benchmarking purposes (.60); plan for upcoming meetings with AFSCME ESOs, DPLSA, and DWSD leadership (.40).			
08/03/13	B W EASLEY	0.80	725.00	580.00
	Review documents and correspondence received from Colbert (City) regarding grievance issues at Detroit Police Department (.30); correspondence to/from Ellman regarding labor strategy issues and upcoming meetings with labor unions (.30); correspondence to Hand (Conway MacKenzie) regarding Detroit Fire Department restructuring plan (.20).			
08/04/13	B W EASLEY	0.80	725.00	580.00
	Review correspondence to/from Mays (City), Ellman and Wilson regarding labor strategy issues and active health care restructuring (.30); correspondence to/from Miller regarding active health care restructuring (.30); review correspondence from Satchel (City) regarding labor strategy issues (.20).			
08/05/13	D S BIRNBAUM	3.30	575.00	1,897.50
	Review e-mail memorandum prepared by Easley pertaining to August 2 active health care union meetings (.20); review City charter in connection with Detroit Police Department restructuring efforts (1.00); communicate with Lennox regarding automatic stay issues relating to labor disputes and arbitrations (.30); review information from Crumpler (City) responsive to DPLSA inquiries pertaining to City's deferred compensation plans (.20); review list of outstanding DPD grievances and arbitrations (.30); plan and prepare for August 6 meeting with DWSD including review of agenda prepared by Wolfson (DWSD) (.50); draft letter from Orr to DPLSA responding to DPLSA's August 1 letter regarding terms and conditions of employment (.80).			

JONES DAY

258183-609011

Page 6

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/05/13	B W EASLEY	1.40	725.00	1,015.00
	Correspondence to/from Satchel (City), Jerneycic (Ernst & Young) and Miller regarding labor strategy issues (.30); meetings and telephone conferences with Mays (City) regarding labor strategy issues (.60); correspondence to/from Mays (City) regarding labor strategy issues (.20); review/analysis of deferred compensation plan applicable to City employees represented by Detroit Police Lieutenants and Sergeants Association (.30).			
08/05/13	E MILLER	0.50	900.00	450.00
	Participate in union strategy call with Easley and Satchel (City).			
08/05/13	S C WOO	2.30	375.00	862.50
	Review Detroit City Charter provisions for union discussions (1.60); correspondence regarding 8/2 active employee health restructuring meetings (.70).			
08/06/13	D S BIRNBAUM	7.20	575.00	4,140.00
	Plan and prepare for August 6 meetings with DPLSA and DWSD (.50); meetings with Easley regarding labor restructuring issues involving the Detroit Police Department, the Detroit Fire Department, and the Detroit Water and Sewerage Department (1.10); meeting with McCormick (DWSD), Wolfson (DWSD) and other DWSD leaders and advisors regarding DWSD restructuring issues (2.00); meetings with Mays (City) and Easley regarding labor restructuring issues and coordination of restructuring team (1.10); meeting with Mays (City), Human Resources Director Tyler and Easley regarding human resources restructuring issues (.50); meeting with Orr and Mays (City) regarding DPLSA restructuring issues and other labor restructuring matters (.50); meeting with DPLSA leadership, Orr, and Easley regarding DPLSA implemented City Employment Terms (.80); analysis of DPLSA implemented terms compared to DPOA Act 312 Award in order to prepare response to DPLSA (.40); research Michigan wages laws pertaining to dues check off issues (.30).			
08/06/13	B W EASLEY	6.70	725.00	4,857.50
	Prepare for and attend meeting with Detroit Water and Sewer Department (DWSD) regarding labor strategy issues and pension/health care restructuring plan (2.20); prepare for (1.00) and attend (.80) meeting with Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding implementation of City Employment Terms (CETs) for employees represented by DPLSA; meeting with Orr and Mays (City) regarding implementation of CETs for labor unions regarding active health care restructuring plan (1.20); review correspondence from Satchel (City) regarding implementation of CET (.60); review/analysis of draft memoranda of agreement with respect to Detroit Department of Transportation (DDOT) collective bargaining agreement with Teamsters union (.40); correspondence to/from Satchel (City) regarding negotiations with unions representing Detroit Department of Transportation (DDOT) employees (.30); correspondence to McNeil (AFSCME Council No. 25) regarding follow-up meeting to discuss active health care restructuring (.20).			
08/06/13	E MILLER	1.50	900.00	1,350.00
	Call with Easley on labor strategy (.60); review AFSCME Kreisberg letters (.90).			

JONES DAY

258183-609011

Page 7

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/06/13	S C WOO	7.50	375.00	2,812.50
	Correspondence regarding active health insurance meeting (1.50); research interaction between Act 312 and Act 436 (6.00).			
08/07/13	D S BIRNBAUM	3.00	575.00	1,725.00
	Review correspondence from AFSCME demanding bargaining regarding modifications to active health plan (.30); review and revise draft response to same (.20); finalize response to DPLSA request to delay implementation of certain changes to terms and conditions of employment (.20); review e-mail memorandum from Woo regarding treatment of Act 312 awards in bankruptcy (.40); review draft DDOT 13(c) bargaining proposals (.20); review correspondence from Brown (Butzel Long) regarding comparator police department collective bargaining agreements (.20); preliminary review of key terms of comparator agreements in connection with restructuring DPD (1.10); review e-mail memorandum from Woo regarding legal issues in connection with deduction of union dues (.20); review Shifman's 36th District Court status report (.20).			
08/07/13	B W EASLEY	3.30	725.00	2,392.50
	Correspondence to/from Mays (City) and Satchel (City) regarding increase in staffing levels for Emergency Service Operations (.40); review correspondence from Tyler and Taranto (Milliman) regarding active health care restructuring plan (.30); prepare and revise response to AFSCME bargaining demand with respect to health care restructuring (.30); correspondence to/from Taranto (Milliman) and Miller regarding meetings with labor unions regarding active health care restructuring proposal (.30); continue research and analysis regarding Detroit Police Department (DPD) restructuring plan (.60); correspondence to/from Gannon (Conway MacKenzie) regarding DPD restructuring plan (.20); prepare and revise letter to Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding implementation of City Employment Terms (CETs) (.40); correspondence to/from Orr and Satchel (City) regarding implementation of CETs (.20); continue review/analysis of draft memoranda of agreement with respect to Detroit Department of Transportation (DDOT) collective bargaining agreement with Teamsters union (.30); review research regarding dues checkoff administrative fees (.30).			
08/07/13	E MILLER	0.50	900.00	450.00
	Review AFSCME demand for bargaining (.30); e-mails with Easley regarding same (.20).			
08/07/13	S C WOO	8.60	375.00	3,225.00
	Draft letter in response to union's bargaining demand (1.40); draft summary of Act 312 and Act 436 research (2.00); research legal implications of CET provision (4.10); correspondence regarding same (1.10).			
08/08/13	D S BIRNBAUM	1.10	575.00	632.50
	Prepare e-mail correspondence to Mays (City) regarding pending labor issues (.20); correspond with Gannon (Conway MacKenzie) regarding Detroit Police Department restructuring issues (.20); review draft DWSD term sheet and correspondence from Sedlak regarding same (.30); correspond with Hoffmann and Seidman regarding employee demographics (.20); review e-mail memorandum from Woo regarding dues check off issues (.20).			
08/08/13	B W EASLEY	4.30	725.00	3,117.50
	Review and revise draft Term Sheet for South East Michigan Water and Sewer Authority (.30); prepare and revise summary of upcoming meetings with labor unions representing Detroit employees (.60); correspondence to/from Tedder (State), Mays (City), Satchel (City) and Lewis regarding upcoming union meetings (.40); correspondence to Taranto (Milliman) and Miller regarding meeting with AFSCME Council 25 to discuss active health care restructuring plan (.20); prepare responses to health care information requests (.40); review correspondence from Herman (Miller Buckfire) and Lennox regarding response to health care information requests (.30); correspondence to/from Satchel (City), Oxendine (City), and Hoffmann regarding application of automatic stay to pending grievance and arbitration proceedings (.60); review correspondence from Satchel (City) and Hayes (City) regarding staffing plan for Emergency Service Operations (.30); plan and prepare for meeting with Detroit Police Department (DPD) regarding restructuring plan (.30); correspondence to/from Gannon (Conway MacKenzie) regarding DPD restructuring plan (.20); correspondence to/from Nowling (City) regarding disclosure of Milliman actuarial reports (.30); review research regarding deduction of administrative fees from union dues check-off (.40).			

JONES DAY

258183-609011

Page 8
October 21, 2013
Invoice: 32627867

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/08/13	S C WOO	9.30	375.00	3,487.50
	Finalize correspondence in response to union's bargaining demand (1.60); gather information regarding upcoming labor meetings (1.60); correspondence regarding same (.80); correspondence regarding retiree data (1.60); draft summary of research regarding legal implications of CET provision (1.20); continue review of collective bargaining agreements (2.50).			
08/09/13	D S BIRNBAUM	4.40	575.00	2,530.00
	Review correspondence from Satchel (City) regarding status of implementation of terms for certain uniform unions (.20); review current draft CET covering DFFA bargaining unit (.60); telephone conference with Kushiner (Conway MacKenzie) regarding human resources restructuring project (.30); participate in weekly labor call with Satchel (City) and Conway MacKenzie regarding ongoing labor restructuring projects (1.00); continue analysis of DPD restructuring including issues relating to workforce flexibility and disciplinary programs (.50); prepare responses to DWSD requests for information (.50); finalize draft guidelines for processing grievances under automatic stay (.20); review correspondence from Zack (Detroit Police Department) regarding Detroit Police Department restructuring efforts (.30); review 6th Circuit retiree benefits decision in City of Pontiac case (.60); review correspondence from Kreisberg regarding AFSCME request to discuss active health restructuring issues (.20).			
08/09/13	B W EASLEY	3.40	725.00	2,465.00
	Prepare for and participate in labor relations strategy call with Satchel (City), Gannon (Conway MacKenzie), Hand (Conway MacKenzie) and Kushiner (Conway MacKenzie) (.80); correspondence to/from Zack (Detroit Police Department) regarding Detroit Police Department restructuring plan (.30); correspondence to/from Nowling (City), Taranto (Milliman), Griffin and Miller regarding active health care restructuring and upcoming meeting with AFSCME to discuss health care issues (.40); review correspondence from Detroit Police Command Officers Association (DPCOA) regarding City Employment Terms (CETs) (.10); correspondence to/from Satchel (City) regarding labor strategy for DPCOA (.20); review correspondence to Detroit Police Lieutenants and Sergeants Association (DPLSA) and AFSCME regarding implementation of CETs (.30); correspondence to/from Satchel (City), Dick, Bryant (City) and Hughes (City) regarding union notice letters pertaining to outsourcing of fleet maintenance (.30); review correspondence from Haggard (Miller Buckfire), Lennox, Sedlak and Kates regarding term sheet for Southeastern Michigan Water and Sewer Authority (SEMWSA) (.30); review correspondence from Satchel (City) regarding negotiations with unions representing employees at Detroit Department of Transportation (DDOT) (.30); review draft CETs for Detroit Fire Department (.40).			
08/09/13	S C WOO	7.80	375.00	2,925.00
	Communicate with Gannon (Conway MacKenzie), Easley, and Birnbaum regarding upcoming DPD meeting (1.50); communicate with Easley regarding labor strategy (1.30); compile DDOT materials for Rossman (.90); finalize union notices regarding outsourcing (2.00); communicate with Gannon (Conway MacKenzie) regarding same (.40); compile DWSD materials for Birnbaum (.50); correspondence regarding retiree data (.40); review correspondence regarding upcoming union meetings (.80).			
08/10/13	D S BIRNBAUM	0.30	575.00	172.50
	Communicate with Satchel (City) regarding DPCOA request for meeting with EM.			
08/11/13	B W EASLEY	1.20	725.00	870.00
	Plan and prepare for meeting with Detroit Police Department (DPD) to review and update restructuring plans (.60); review and revise City of Detroit guidelines for processing grievances and arbitration proceedings (.40); correspondence to/from Mays (City) regarding City of Detroit guidelines for processing grievances and arbitration proceedings (.20).			

JONES DAY

258183-609011

Page 9

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	D S BIRNBAUM	8.20	575.00	4,715.00
	Prepare for meetings with DPLSA and DPD (.50); meeting with Young (DPLSA), Sizemore (DPLSA) and Easley regarding restructuring issues (1.20); analysis of restructuring issues and proposals relating to DPLSA (1.3); meeting with Detroit Police Department restructuring team (including White, Ewing, and Zack) and Conway MacKenzie regarding DPD restructuring planning and strategy (2.30); analysis of restructuring issues and planning relating to DPOA, including potential modifications to disciplinary procedures (1.10); meeting with Mays (City) regarding DPLSA and DPD restructuring strategy issues (.40); telephone conference with Gannon (Conway MacKenzie) regarding police restructuring planning (.30); communicate with Rossman regarding 13(c) collective bargaining strategy (.30); prepare guidelines for processing grievances and administrative claims (.40); prepare responses to DWSD requests for information (.40).			
08/12/13	B W EASLEY	5.80	725.00	4,205.00
	Prepare for and attend meeting with Detroit Police Department (DPD) regarding DPD restructuring plan (1.80); meetings with Mays (City) and Satchel (City) regarding labor strategy issues and pending negotiations (1.60); review correspondence from Dillon (State), Orr and Lennox regarding status of Detroit Department of Transportation (DDOT) collective bargaining agreements (.40); review revised term sheet for Southeastern Michigan Water and Sewer Authority (SEMWSA) (.30); review correspondence from Doak (Miller Buckfire), Lennox and Austin regarding revisions to draft SEMWSA term sheet (.30); review summary of public safety union collective bargaining agreements and City Employment Terms (CETs) (.40); revise and finalize City of Detroit guidelines for processing grievances and arbitration proceedings (.50); correspondence to/from Tedder (State) regarding upcoming meetings with City of Detroit labor unions (.50).			
08/12/13	E M ROSSMAN	1.20	650.00	780.00
	Communicate with Birnbaum regarding status of DDOT negotiations (.20); review materials related to DDOT negotiations to prepare for Wednesday negotiation sessions (1.00).			
08/12/13	S C WOO	9.10	375.00	3,412.50
	Review uniform city employment terms (2.00); review uniform Act 312 awards (2.00); draft side-by-side comparison of uniform labor terms (5.10).			
08/13/13	D S BIRNBAUM	4.30	575.00	2,472.50
	Prepare for meeting with AFSCME regarding active health care plan issues (.50); prepare correspondence to Wolfson (DWSD) and McCormick (DWSD) regarding labor restructuring planning (.80); finalize uniform guidelines document pertaining to grievance processing and agency charges (.20); correspondence to Satchel (City) regarding DPCOA restructuring issues (.20); correspond with Zack (Detroit Police Department) regarding Detroit Police Department restructuring issues (.40); continue analysis of DPD restructuring plan (.50); review pending unit clarification petitions pertaining to DWSD bargaining units (.50); telephone conference with Rossman regarding restructuring strategy pertaining to 13(c) unions (.50); review working documents pertaining to Detroit Fire Department restructuring (.70).			

JONES DAY

258183-609011

Page 10

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/13/13	B W EASLEY	3.70	725.00	2,682.50
	Correspondence to AFSCME regarding meeting to discuss active health care restructuring plan (.20); review AFSCME request for information pertaining to health care restructuring proposal (.20); correspondence to/from Satchel (City) regarding health care opener notice for Detroit Police Officers Association (DPOA) (.20); correspondence to/from labor unions regarding requests for proposal pertaining to fleet maintenance services (.30); review correspondence from attorneys for public safety unions regarding labor issues (.20); correspondence to/from Miller and Lennox regarding meeting with attorneys for public safety unions to discuss pending grievances and arbitrations (.20); review correspondence from Satchel (City) regarding applicability of automatic stay to pending grievance and arbitration proceedings (.30); review correspondence from Michigan Employee Relations Commission regarding pending AFSCME unfair labor practice charge (.20); review correspondence from Wolfson (DWSD), McCormick (DWSD) and Austin regarding term sheet for South Eastern Michigan Water & Sewer Authority (.40); correspondence to/from Satchel (City) regarding negotiations with Detroit Department of Transportation (DDOT) unions (.20); telephone conferences with Satchel (City) and Rossman regarding negotiation meetings with DDOT unions (.40); correspondence to/from Satchel (City) regarding Detroit Police Lieutenants and Sergeants (DPLSA) City Employment Terms (CETs) (.20); review correspondence from DPLSA President Young regarding group medical plan issues (.20); review correspondence from Zack (Detroit Police Department) regarding Detroit Police Department (DPD) restructuring plan (.30); correspondence to Tedder (State) regarding upcoming meetings with City of Detroit Labor Unions (.20).			
08/13/13	E MILLER	1.30	900.00	1,170.00
	Conference with Easley regarding status of health negotiations with DPLSA (.60); conference with Satchel (City) regarding same (.70).			
08/13/13	E M ROSSMAN	2.50	650.00	1,625.00
	Communicate with Easley regarding plan for DDOT negotiations (.20); review materials to prepare for Wednesday negotiation session (.30); review materials related to 13(c) and prior negotiations to prepare for same (2.00).			
08/14/13	D S BIRNBAUM	7.50	575.00	4,312.50
	Communicate with Wolfson (DWSD) regarding changes to active health plan and open enrollment strategy (.30); meetings with Rossman and Satchel (City) regarding 13(c) collective bargaining issues (.40); review documents prepared by Miller Canfield pertaining to restructuring of Fire Department including draft CET, draft organizational chart, draft promotions chart, and draft job classification specifications (1.30); continue analysis of Detroit Police Department restructuring and review chart prepared by Woo comparing terms and conditions for the various police unions (.80); attend meeting with Young (DPLSA), Sizemore (DPLSA), Kennedy (DPLSA), and Easley regarding terms and conditions of employment (2.00); attend meetings with AFSCME pertaining to active health care issues (1.50); meeting with Easley, Mays (City), and Orr regarding restructuring of Detroit Police Department (.20); meetings with Easley and Mays (City) regarding labor strategy issues (.50); correspondence with Satchel (City) regarding automatic stay issues (.10); prepare draft proposed revisions to DPLSA terms and conditions of employment (.40).			

JONES DAY

258183-609011

Page 11

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/14/13	B W EASLEY	6.90	725.00	5,002.50
	Meetings with Orr and Mays (City) regarding implementation of Detroit Police Lieutenants and Sergeants Association (DPLSA) City Employment Terms (CETs) (1.20); prepare for and participate in meeting with AFSCME regarding active health care restructuring plan (1.30); meetings with Mays (City) and Satchel (City) regarding implementation of CETs and labor strategy issues (1.20); correspondence to/from attorney Erman (Erman Teicher) and Lennox regarding meeting with attorneys for public safety unions regarding pending grievance and arbitration proceedings (.30); review/analysis of unit clarification petitions filed by City of Detroit pertaining to Detroit Water and Sewer Department (DWSD) (.60); review draft timeline for establishment of South East Michigan Water and Sewer Authority (.20); analysis of potential settlement with DPLSA with respect to bankruptcy and grievance proceedings (.60); review summary of employment terms for Detroit Police Department (DPD) unions (.40); review documents pertaining to elimination of longevity bonuses (.40); review correspondence from U.S. Department of Labor compliance with Section 13(c) of the Federal Transit Act in connection with Detroit Department of Transportation (DDOT) negotiations (.40); review correspondence from Satchel (City) regarding DDOT negotiations (.30).			
08/14/13	E MILLER	3.50	900.00	3,150.00
	Conferences with Easley regarding new DC plan for AFSCME DDOT (1.00); meet with AFSCME to discuss health benefits changes.(1.50); conferences with Taranto (Milliman) regarding active health (1.00).			
08/14/13	E M ROSSMAN	4.80	650.00	3,120.00
	Attend and participate in negotiations with 13(c) unions (4.00); various conversations with client (Satchel) and Jones Day team to prepare for same (.80).			
08/14/13	S C WOO	6.50	375.00	2,437.50
	Draft side-by-side comparison of uniform labor terms (2.40); research legal constraints on disciplinary procedures (2.40); draft summary of same (1.70).			
08/15/13	D S BIRNBAUM	6.20	575.00	3,565.00
	Correspondence with City team and advisors regarding memorandum pertaining to grievance and administrative claims processing (.30); correspondence to McNeil (AFSCME) regarding union's data request (.20); analysis of Detroit Fire Department restructuring issues including workforce restructuring issues and potential revisions to be included in future collective bargaining agreements (1.30); correspond with Hand (Conway MacKenzie) regarding Fire Department restructuring strategy (.20); research issues pertaining to longevity pay and treatment of union claims for longevity pay in bankruptcy (.70); correspond with Merrett and Ellman regarding same (.30); telephone conference with Wolfson (DWSD) regarding various restructuring issues relating to DWSD (.40); review AFSCME information requests regarding active health plan issues (.30); continue analysis of restructuring of Detroit Police Department disciplinary processes (.80); correspond with Zack (Detroit Police Department) regarding same (.20); telephone conference with Rossman regarding bargaining strategy for 13(c) unions (.40); correspondence with Santambrogio (Ernst & Young) regarding budget for police restructuring (.20); telephone conference and correspondence with Doak (Miller Buckfire) regarding employee communications issues in order to coordinate message with DWSD (.30); correspondence to Miller regarding potential meetings with DWSD unions regarding active health plan issues (.20); telephone conference with Easley regarding same (.20); telephone conference with Wolfson (DWSD) regarding same (.20).			

JONES DAY

258183-609011

Page 12
October 21, 2013
Invoice: 32627867

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/15/13	B W EASLEY	5.20	725.00	3,770.00
	Telephone conference with Mays (City) regarding labor strategy issues (.30); review correspondence from Satchel (City) regarding meeting with AFSCME local unions pertaining to Detroit Department of Transportation (DDOT) negotiations (.30); correspondence to/from Mays (City), Satchel (City) and Rossman regarding DDOT negotiations and ATU objections submitted to U.S. Department of Transportation (.60); conference call with Moore (Conway MacKenzie), Miller and Griffin regarding [REDACTED] (.80); telephone conference with Miller regarding employee benefit issues in connection with on-going discussions with Detroit Police Lieutenants and Sergeants Association (DPLSA) (.60); review correspondence from Zack (Detroit Police Department) regarding Detroit Police Department restructuring issues (.30); correspondence to/from Mays (City), Satchel (City) and Lennox regarding automatic stay issues (.40); telephone conference with Lennox regarding automatic stay issues (.30); correspondence to/from Hand (Conway MacKenzie) regarding restructuring plan for Detroit Fire Department (DFD) (.30); correspondence to/from Wolfson (DWSD) regarding restructuring plan for Detroit Water and Sewer Department (DWSD) (.30); correspondence to E. McNeil (AFSCME Council 25) regarding health care restructuring issues (.20); prepare response to AFSCME request for information pertaining to health care restructuring plan (.30); correspondence to/from Santambrogio (Ernst & Young) and Merrett regarding longevity pay issues (.30); review correspondence from Gannon (Conway MacKenzie) regarding Detroit Police Department restructuring plan (.20).			
08/15/13	E MILLER	2.50	900.00	2,250.00
	Prepare DWSD active employee proposal.			
08/15/13	S C WOO	6.20	375.00	2,325.00
	Review correspondence regarding longevity pay (.50); draft correspondence regarding requests for proposals (.50); review disciplinary provisions of existing uniform collective bargaining agreements (3.20); communicate with Birnbaum regarding same (1.00); review notes from active health meeting with union regarding data requests (1.00).			
08/16/13	D S BIRNBAUM	4.80	575.00	2,760.00
	Review summary of 13(c) bargaining meeting prepared by Rossman (.30); correspondence with bankruptcy team regarding Guidelines for Grievance Processing and potential union communications regarding same (.60); continue preparation of revised disciplinary procedures for DPD unions (.80); review correspondence and documents from Zack regarding same (.40); review DDOT communications materials and correspondence from Kushiner (Conway MacKenzie) regarding same (.30); review expired DPOA collective bargaining agreement (.50); review correspondence to unions regarding fleet maintenance and service vehicle assets RFPs (.40); correspond with Miller and Easley regarding AFSCME requests for information regarding active medical issues (.20); [REDACTED] review DPLSA health care proposals (.30); telephone conference with Wolfson (DWSD) regarding roll out of new active health plan to DWSD unions and related strategic issues (.40); review correspondence from Rossman regarding status of 13(c) negotiations (.20); telephone conference with Rossman regarding same (.20).			

JONES DAY

258183-609011

Page 13

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/16/13	B W EASLEY	3.80	725.00	2,755.00
	Review/analysis of Detroit Police Lieutenants and Sergeants Association (DPLSA) health care proposal (.60); correspondence to/from attorney Erman (Erman Teicher) regarding automatic stay issues pertaining to uniformed labor unions (.30); review correspondence from Satchel (City) and Gannon (Conway MacKenzie) regarding fleet maintenance outsourcing proposal (.30); review correspondence from Zack (Detroit Police Department) and Gannon (Conway MacKenzie) regarding Detroit Police Department restructuring plan (.30); review correspondence from Jerneycic (Ernst & Young) and Miller regarding Detroit Water and Sewer Department (DWSD) labor strategy and health care presentation (.20); telephone conference with Miller regarding DWSD health care presentation (.30); correspondence to/from Miller regarding follow-up conference call with AFSCME Council 25 regarding health care restructuring plan (.20); review correspondence from Satchel (City), Nowling (City), Sedlak and Rossman regarding negotiation meetings with unions representing Detroit Department of Transportation (DDOT) employees (.40); telephone conference with Rossman regarding DDOT negotiation strategy issues (.30); continue review/analysis of ATU objections submitted to U.S. Department of Transportation (.70); review correspondence from Hand (Conway MacKenzie) regarding Detroit Fire Department restructuring (.20).			
08/16/13	E M ROSSMAN	4.80	650.00	3,120.00
	Draft update regarding 8/14/13 ATU negotiations (1.00); review IUOE and Teamsters proposals and communicate with Jones Day team regarding same (.50); review various successorship clauses and develop strategy related to same (.80); assess overall status of 13(c) negotiations (.50); review ATU 13(c) objections and develop strategy related to same (2.00).			
08/16/13	S C WOO	0.50	375.00	187.50
	Review correspondence regarding 13(c) unions.			
08/17/13	D S BIRNBAUM	0.60	575.00	345.00
	Review correspondence pertaining to recent DDOT grant objections made by 13(c) unions.			
08/17/13	B W EASLEY	0.20	725.00	145.00
	Review correspondence from King (DDOT Foremen's Association) regarding negotiation schedule.			
08/18/13	D S BIRNBAUM	1.00	575.00	575.00
	Continue research and analysis regarding treatment of certain forms of compensation provided pursuant to collective bargaining agreements in bankruptcy (.80); review correspondence from Easley regarding upcoming meetings with organized labor (.20).			
08/18/13	B W EASLEY	1.90	725.00	1,377.50
	Continue preparation of Detroit Police Lieutenants and Sergeants Association (DPLSA) settlement proposal pertaining to bankruptcy and grievance issues (1.10); review research and analysis pertaining to longevity pay (.30); correspondence to Tedder (State) and Mays (City) regarding upcoming meetings with labor unions representing City of Detroit employees (.40); review correspondence from Hand (Conway MacKenzie) regarding Detroit Fire Department restructuring (.10).			

JONES DAY

258183-609011

Page 14

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	D S BIRNBAUM	8.40	575.00	4,830.00
	Review DDOT grant objections and prepare to respond to same (.40); review draft IUOE and Teamsters 13(c) proposals (.30); review documents pertaining to Detroit Police Department disciplinary rules and practices in connection with analysis of plan to restructure same (.70); review summary of 13(c) negotiations prepared by Rossman (.30); review DPLSA's prescription drug proposal (.20); correspond with Wilson regarding uniform unions request that automatic stay cover actions against public safety employees (.30); correspond with Hand (Conway MacKenzie) regarding Detroit Fire Department restructuring issues (.20); review teletypes pertaining to implementation of terms for DPLSA (.20); correspondence to Miller regarding potential meeting with DWSD unions to discuss active health care proposal (.20); communicate with Wolfson (DWSD) regarding same (.30); correspondence from Conerway (City) regarding list of unions to invite to DWSD (DWSD) active health meetings (.20); review active health care information request from uniform unions (.30); prepare draft letter to DPLSA regarding postponement of implemented terms (1.00); research regarding status of DPLSA's 2013 longevity pay (1.20); review e-mail memorandum from Merrett regarding same (.30); review documents pertaining to Fire Department restructuring (1.50); review correspondence from Piggott (Dykema) regarding 13(c) and M-1 Rail issues (.30); review correspondence from Kreisberg (AFSCME) requesting meeting to discuss active health plan (.20); review document from Zack (Detroit Police Department) regarding DPLSA and DPCOA wages to those earned by similarly situated police in other jurisdictions (.30).			
08/19/13	B W EASLEY	7.40	725.00	5,365.00
	Prepare for and attend meeting with attorneys for public safety unions regarding status of pending grievance and arbitration proceedings (1.40); meeting with Satchel (City) regarding negotiations with unions representing employees at Detroit Department of Transportation (DDOT) (.90); review correspondence from Satchel (City) and Rossman regarding memoranda of agreement with Teamsters unions pertaining to DDOT employees (.40); review documents and correspondence from Satchel (City) and Rossman regarding DDOT light rail project and applicability of Section 13(c) of the Federal Transit Act to the transaction (.50); meeting with Mays (City) regarding labor strategy issues (1.30); correspondence to/from Mays (City) and Hand (Conway MacKenzie) regarding Detroit Fire Department (DPD) restructuring (.20); review correspondence from Detroit Police Lieutenants and Sergeants Association (DPLSA) President Young regarding delay in implementation of City Employment Terms (CETs) (.20); telephone conference with Young regarding delay in implementation of CETs for DPLSA members (.30); prepare and revise letter delaying implementation of CETs for DPLSA members (.50); continue preparation of DPLSA settlement proposal pertaining to bankruptcy and grievance issues (.50); review research pertaining to DPLSA grievances and longevity pay (.50); review correspondence from Zack (Detroit Police Department) regarding wage scale for Detroit Police Department (DPD) (.30); review correspondence from AFSCME regarding active health care restructuring (.20); review correspondence from attorneys for public safety unions regarding health care restructuring proposal (.20).			
08/19/13	E M ROSSMAN	3.90	650.00	2,535.00
	Review IUOE and Teamsters proposals and related documentation to prepare for DDOT bargaining (2.00); review materials related to ATU 13(c) objections and develop strategy related to same (1.90).			
08/19/13	S C WOO	1.00	375.00	375.00
	Review correspondence regarding longevity pay, 13(c) issues, and active health proposal.			
08/20/13	D S BIRNBAUM	3.30	575.00	1,897.50
	Review e-mail memorandum from Griffin regarding proposed pension restructuring for uniform unions (.40); review memorandum regarding requirements a deferred contribution plan must meet to qualify as alternative for social security (.40); meeting with Woo regarding response to AFSCME July 19, 2013 letter (.20); prepare outline response to same (.30); correspond with DWSD unions regarding August 23 health care meetings (.40); plan and prepare for and coordinate August 23 health care meetings (.30); continue analysis of restructuring of DPD disciplinary procedures (.40); continue research regarding legal requirements in connection with same (.50); review research memorandum from Woo regarding FMLA issues in connection with DPD restructuring (.40).			

JONES DAY

258183-609011

Page 15

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	B W EASLEY	4.40	725.00	3,190.00
	Plan and prepare for active health care restructuring meetings with unions representing employees at Detroit Water and Sewer Department (DWSD) (.60); correspondence to labor unions representing DWSD employees regarding active health care restructuring meetings (.30); review correspondence from Miller and Griffin regarding pension and health care restructuring issues (.40); correspondence to Detroit Police Lieutenants and Sergeants Association (DPLSA) President Young regarding implementation of City Employment Terms (CETs) (.20); telephone conferences with Mays (City) and Young regarding implementation of CETs for employees represented by DPLSA (.40); prepare DPLSA CETs for implementation of Detroit Police Department (DPD) restructuring plan (.50); review research pertaining to implementation of DPLSA CETs (.60); correspondence to/from Zack (Detroit Police Department) regarding DPD restructuring plan (.20) review correspondence from Satchel (City) and Gannon (Conway MacKenzie) regarding fleet maintenance outsourcing proposal (.20); review correspondence from Mays (City) and Satchel (City) regarding negotiation meetings with unions representing Detroit Department of Transportation (DDOT) employees (.40); telephone conference with Rossman regarding DDOT negotiation strategy issues (.30); review documents and correspondence received from Shifman (City) regarding adverse arbitration award issued against 36th District Court (.30).			
08/20/13	E M ROSSMAN	6.10	650.00	3,965.00
	Participate in negotiations with BCT union and prepare for same (2.50); address issues related to ATU objections (1.00); address issues related to M1 Rail/13(c) (2.00); review IUOE and Teamsters proposals and address issues related to same (.40); communicate with Easley regarding labor developments (.20).			
08/20/13	S C WOO	10.00	375.00	3,750.00
	Research eligibility of uniform employees for federal family medical leave (2.00); research existence of state family medical leave law (.50); research applicability of state civil service laws to uniform employees (2.00); communicate with Birnbaum regarding upcoming DWSD meeting and unit clarification petitions (1.00); draft correspondence to DWSD unions regarding upcoming active health meeting (1.50); correspondence with DWSD regarding upcoming meeting and guidelines for processing grievances (.50); review DWSD unit clarification petitions (1.50); review Detroit Police Department disciplinary procedures (1.00).			
08/21/13	D S BIRNBAUM	1.90	575.00	1,092.50
	Review correspondence from Austin, Gannon (Conway MacKenzie) and Mays (City) regarding furlough days (.30); correspond with DWSD unions regarding August 23 active health meetings (.30); review memorandum from Woo regarding pending DWSD unit clarification petitions and strategic issues relating to same (.30); review DPD disciplinary matrix and DPD guidelines for discipline in connection with restructuring of department's disciplinary processes (.80); review labor/ benefits 2013 restructuring timeline (.20).			
08/21/13	B W EASLEY	3.60	725.00	2,610.00
	Plan and prepare for active health care restructuring meetings with unions representing employees at Detroit Water and Sewer Department (DWSD) (.60); correspondence to/from Taranto (Milliman) regarding DWSD active health care restructuring meetings (.20); review correspondence from IUOE regarding DWSD active health care restructuring meetings (.10); correspondence to/from Miller and Griffin regarding pension and health care restructuring issues (.40); correspondence to/from Assistant Chief White (Detroit Police Department), Zack (Detroit Police Department), Satchel (City) and Gannon (Conway MacKenzie) regarding Detroit Police Department restructuring plan (.40); correspondence to/from Whitehorn (City) and Hand (Conway MacKenzie) regarding restructuring plan for Detroit Fire Department (DFD) (.20); correspondence to/from Mays (City) and Gannon (Conway MacKenzie) regarding furlough days for City of Detroit employees (.30); prepare and revise workplan and timeline for labor and employment issues in connection with City of Detroit bankruptcy (.60); correspondence to/from Lennox and Miller regarding workplan and timeline (.30); review/analysis of City of Detroit Family and Medical Leave policy (.30); review correspondence from Bryant (City) regarding outsourcing issues and requests for proposal (.20).			

JONES DAY

258183-609011

Page 16

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	E M ROSSMAN	7.70	650.00	5,005.00
	Prepare for and participate in negotiations with AFSCME union (3.00) ; communicate with DOL regarding ATU objections and develop plan for response to same (2.00); participate in conference call with M1 Rail related to 13(c) issues and prepare for same (2.00); communicate with Brown (City) and Mays (City) regarding various 13(c) issues (.50); communicate with Easley regarding 13(c) developments (.20).			
08/21/13	S C WOO	8.80	375.00	3,300.00
	Draft timeline of labor projects for workplan (2.00); respond to correspondence regarding upcoming DWSD meeting (.80); review unit clarification petitions (3.50); draft summary of same (.50); review DPD disciplinary procedures (1.50); communicate with Birnbaum regarding same (.50).			
08/22/13	D S BIRNBAUM	10.50	575.00	6,037.50
	Correspond with Hand (Conway MacKenzie) and Whitehorn (City) regarding issues pertaining to restructuring of Detroit Fire Department (.30); review documents pertaining to ATU wage pop-up (.30); [REDACTED] review draft discovery requests to unions, retiree systems, retiree associations, UAW, AFSCME, and public safety unions (.80); attend meetings with Young, Sizemore, Kennedy, Curran (all of DPLSA), Easley, and Zack (Detroit Police Department) pertaining to DPLSA terms and conditions of employment (2.00); meeting with Zack (Detroit Police Department) and Easley regarding restructuring plan for Detroit Police Department (1.50); [REDACTED] prepare for August 25 meetings with DWSD unions pertaining to active health benefits (.40); meeting with Loesch (Sage Global) and Andrews (Sage Global) regarding Detroit Police Department restructuring issues (1.00); meeting with Assistant Chief White, Gannon (Conway MacKenzie), Zack (Detroit Police Department), and Easley regarding Detroit Police Department restructuring issues (1.00); meeting with Police Chief J. Craig, Assistant Chief White, Gannon (Conway MacKenzie) and Zack (Detroit Police Department) regarding Detroit Police Department restructuring issues (1.00); continue research and analysis regarding procedures for resolving pre-petition claims (.60); [REDACTED]			
08/22/13	B W EASLEY	10.90	725.00	7,902.50
	Meeting with Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding potential settlement of open bankruptcy and labor issues (1.80); meeting with Zack (Detroit Police Department) regarding pending DPLSA grievances (1.20); meeting with Loesch (Sage Global Solutions) regarding Detroit Police Department (DPD) restructuring (1.20); meeting with Assistant Chief White, Zack (Detroit Police Department) and Gannon (Conway MacKenzie) regarding DPD restructuring (1.50); meeting with Chief J. Craig, Assistant Chief White, Zack (Detroit Police Department) and Gannon (Conway MacKenzie) regarding DPD restructuring (1.20); review correspondence from Assistant Chief White and Gannon (Conway MacKenzie) regarding DPD restructuring (.20); meeting with Rossman regarding status of negotiations with Detroit Department of Transportation (DDOT) unions (.80); review draft response to objections filed with U.S. Department of Labor by Affiliated Transportation Union (ATU) (.40); review correspondence from Kushiner (Conway MacKenzie) and Rossman regarding response to ATU objections (.20); review draft interrogatories to pension funds, actuaries and labor unions in connection with pension restructuring (.30); review presentation of health care restructuring meeting with unions representing employees at Detroit Water and Sewer Department (DWSD) (.40); review list of attendees for DWSD health care restructuring meeting (.20); review correspondence from Taranto (Milliman) and Miller regarding DWSD health care restructuring meeting (.30); review correspondence from Herman (Miller Buckfire), Moore (Conway MacKenzie) and Lennox regarding labor strategy issues (.30); review Bankruptcy Court order appointing retiree committee (.20); correspondence to/from Heiman, Lennox and Miller regarding appointment of retiree committee (.30); telephone conference with Detroit Fire Fighters Association (DFFA) President McNamara regarding Detroit Fire Department (DFD) restructuring (.20); review correspondence from Whitehorn (City) and Hand (Conway MacKenzie) regarding DFD restructuring plan (.20).			

JONES DAY

258183-609011

Page 17

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/22/13	E M ROSSMAN	3.50	650.00	2,275.00
	Develop plans related to 13(c) negotiations with unions (.50); develop response to DOL related to ATU 13(c) objections (2.00); review 13(c) agreements provided by M1 Rail and assess impact on M1 Rail negotiations (1.00).			
08/22/13	S C WOO	10.80	375.00	4,050.00
	Research in preparation for response to ATU's objections to referral terms (4.0); draft same (4.5); communicate with Rossman regarding same (.80); [REDACTED] confirm attendance of union representations at upcoming DWSD meeting (1.00).			
08/23/13	D S BIRNBAUM	8.80	575.00	5,060.00
	Review draft interrogatories to retiree associations, retirement systems and UAW (.50); prepare for DWSD meetings pertaining to active health care issues including preparation of handouts (1.00); attend meetings with DWSD leadership (including S. McCormick and Wolfson) and advisors regarding active health care plan issues (.80); attend meetings with DWSD labor unions regarding City's active health proposals (1.30); attend post-meeting recap with DWSD leadership regarding union meeting pertaining to active health issues (.60); review 2013 bargaining unit health care matrix provided by Taranto (Milliman) (.30); correspond with Satchel (City) regarding automatic stay issues (.30); correspond with Arbitrator Ashford regarding impact of automatic stay on pending Hughes (DPLSA) grievance (.30); correspond with Santambrogio (Ernst & Young) regarding DPLSA proposed terms and conditions and related cost impact (.30); review correspondence from Palmer (Pillsbury Winthrop) regarding solid waste RFP (.40); review correspondence and documents from Young (DPLSA) regarding proposed terms and conditions of employment (.50); correspond with Hoffmann and Ellman regarding process for settling pre-petition claims (.30); [REDACTED] review outsourcing initiatives document provided by Gannon (Conway MacKenzie) (.30); analysis of pending DPLSA grievances and disciplines (.60); review e-mail memorandum from Woo regarding due process requirements in connection with analysis of current DPD disciplinary processes and potential modifications to same (.60); e-mail correspondence and telephone conference with Zack (Detroit Police Department) regarding Detroit Police Department restructuring issues (.30).			
08/23/13	B W EASLEY	8.20	725.00	5,945.00
	Prepare for (.70) and attend meeting with Detroit Water and Sewer Department (DWSD) unions to review active health care restructuring plan (1.20); meetings with DWSD leadership regarding collective bargaining issues and health care restructuring (1.20); review correspondence from Taranto (Milliman) and Miller regarding DWSD active health care presentation (.30); review Detroit Police Lieutenants and Sergeants Association (DPLSA) proposal for settlement of open bankruptcy and labor issues (.60); prepare DPLSA settlement proposal (.80); correspondence to Santambrogio (Ernst & Young) regarding DPLSA proposal (.20); review research regarding due process requirements for public safety employee disciplinary proceedings (.30); review correspondence from Arbitrator Ashford regarding application of automatic stay to award in Hughes arbitration (DPLSA) (.20); correspondence to/from Satchel (City) and Ellman regarding collective bargaining with unions representing Detroit Department of Transportation (DDOT) employees (.30); conference call with Satchel (City), Miller and Rossman regarding collective bargaining with DDOT unions (.40); continue preparation of response to objections filed with U.S. Department of Labor by Affiliated Transportation Union (ATU) (.40); review correspondence from Kushiner (Conway MacKenzie) and Rossman regarding response to ATU objections (.20); review correspondence from Bronner-Wilson regarding implementation of City Employment Terms for AFSCME Emergency Service Operators (.20); correspondence to/from Mays (City) and Gannon (Conway MacKenzie) regarding request for proposal pertaining to fleet operations (.40); review AFSCME request of information (.20); review correspondence from Herman (Miller Buckfire) and Lennox regarding response to AFSCME request for information (.20); correspondence to/from Satchel (City), Ellman and Hoffmann regarding resolution of pending grievance matters (.40).			
08/23/13	E MILLER	4.80	900.00	4,320.00
	Prepare for (3.60) and make (1.20) presentation to Water & Sewer Unions on active health benefits.			

JONES DAY

258183-609011

Page 18

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	E M ROSSMAN	5.00	650.00	3,250.00
	Participate in negotiations with ATU and prepare for same (3.00); various communications with Brown (City), Satchel (City), Miller, and Easley regarding 13(c) negotiation status (1.00); review/edit response to ATU 13(c) objections (1.00).			
08/23/13	S C WOO	9.40	375.00	3,525.00
	Review correspondence regarding upcoming DWSD meeting (1.40); prepare information relating to union's responses with regard to representation of retirees (2.00); prepare correspondence regarding same (.50); research due process requirements regarding disciplinary hearings (3.00); draft summary of same (.50); communicate with Birnbaum regarding same (1.00); review Detroit Police Department disciplinary procedures (1.00).			
08/24/13	D S BIRNBAUM	1.20	575.00	690.00
	Prepare draft collective bargaining agreement for DPLSA-represented employees (1.10); review correspondence from Ashford (Arbitrator) regarding impact of bankruptcy stay on pending Hughes arbitration (.10).			
08/24/13	B W EASLEY	1.70	725.00	1,232.50
	Prepare and revise response to objections filed with U.S. Department of Labor by Affiliated Transportation Union (ATU) alleging violations of Section 13(c) of the Federal Transit Act (.70); review correspondence from Satchel (City) and Rossman regarding response to ATU objections (.30); prepare and revise settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) bankruptcy and labor issues (.70).			
08/24/13	E M ROSSMAN	3.20	650.00	2,080.00
	Edit/revise response to ATU objections and various communications with Easley and Woo regarding same.			
08/24/13	S C WOO	4.40	375.00	1,650.00
	Research in preparation for response to ATU's objections to referral terms (2.40); revise draft of same (2.00).			
08/25/13	B W EASLEY	1.30	725.00	942.50
	Review correspondence from Mays (City) regarding labor relations issues (.20); review correspondence from Herman (Miller Buckfire) and Lennox regarding labor and employment strategy issues (.30); continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) bankruptcy and labor issues (.80).			
08/26/13	D S BIRNBAUM	11.20	575.00	6,440.00
	Prepare comprehensive proposal for future DPLSA collective bargaining agreement and to resolve all outstanding DPLSA claims (7.10); fact investigation and research in connection with issues relating to DPLSA proposal (2.70); communicate with Griffin regarding preparation of pension proposal for uniform unions (.70); correspond with Santambrogio (Ernst & Young) regarding costing of proposal for future DPLSA CBA (.20); correspond with Lennox regarding DWSD labor strategy (.30); review correspondence from SCATA to Orr regarding DWSD labor issues (.20).			

JONES DAY

258183-609011

Page 19

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/26/13	B W EASLEY	7.30	725.00	5,292.50
	Prepare for and attend negotiation meeting with AFSCME pertaining to Detroit Department of Transportation (DDOT) (1.60); meeting with Satchel (City) to prepare for DDOT negotiations with AFSCME representatives (.80); review AFSCME proposals for DDOT negotiations (.40); [REDACTED] (.50); review correspondence from Taranto (Milliman) and Miller regarding active health care restructuring (.40); telephone conference with Miller regarding [REDACTED] (.20); review and revise response to Affiliated Transportation Union (ATU) objections filed with U.S. Department of Labor alleging violations of Section 13(c) of the Federal Transit Act (.60); correspondence to/from Rossman regarding response to ATU Section 13(c) objections (.30); meetings with Penn (City), Mays (City) and Miller regarding status of labor negotiations and labor strategy issues (.80); review correspondence from Herman (Miller Buckfire) and Lennox regarding discovery requests pertaining to City of Detroit collective bargaining agreements (.20); correspondence from Satchel (City) regarding cancellation of negotiations with DDOT Foremen's Association (.10); review correspondence from Lennox and Sedlak regarding restructuring plan for Detroit Water and Sewer Department (DWSD) (.30); review correspondence from Sanitary Chemists and Technicians Association regarding DWSD restructuring issues (.20); continue preparation of Detroit Police Lieutenants and Sergeants Association (DPLSA) proposal for settlement of open bankruptcy and labor issues (.60); correspondence to/from Santambrogio (Ernst & Young) regarding DPLSA settlement proposal (.30).			
08/26/13	S H GRIFFIN	5.50	800.00	4,400.00
	Teleconference with Birnbaum regarding DPLSA discussions and assignment (1.70); [REDACTED]			
08/26/13	E MILLER	1.80	900.00	1,620.00
	[REDACTED] call with Easley regarding same (.30); conferences with Taranto regarding insurance pricing (.70).			
08/26/13	S C WOO	9.80	375.00	3,675.00
	Finalize DDOT's Response to ATU's 13(c) Objections to Referral Terms (3.30); communicate with Rossman regarding same (.50); review materials as part of drafting of DPLSA labor terms (3.00); communicate with Birnbaum regarding same (.50); draft response to AFSCME regarding effect of automatic stay on grievance procedures (2.50).			
08/27/13	D S BIRNBAUM	4.40	575.00	2,530.00
	Correspondence with Herman (Miller Buckfire) and Woo regarding current City CBAs and data room issues (.30); prepare response to AFSCME request for information regarding processing of grievances under automatic stay (.30); review DPD timekeeping policy and DROP payment lists and correspond with Zack (Detroit Police Department) regarding same (.30); correspondence with Mays (City) and D. Moss regarding issues relating to contractors supervising City employees (.30); preliminary research regarding same (.70); correspondence with Lennox regarding status of DWSD collective bargaining agreements (.20); research potential request to lift stay in connection with pending DPLSA discharge case (.40); review and revise draft response to AFSCME's August 19, 2013 letter (.50); correspondence from Zack (Detroit Police Department) regarding costs incurred by DPD in connection with trial board proceedings (.30); review draft pension proposal for uniform unions prepared by Griffin (.60); prepare executive summary of proposed changes to terms and conditions for DPLSA for Orr (.50).			

JONES DAY

258183-609011

Page 20
October 21, 2013
Invoice: 32627867

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	B W EASLEY	4.80	725.00	3,480.00
	Prepare and revise proposal for settlement of bankruptcy and grievance issues with Detroit Police Lieutenants and Sergeants Association (DPLSA) (.70); correspondence to/from Mays (City), Zack (Detroit Police Department) and Santambrogio (Ernst & Young) regarding DPLSA settlement proposal (.60); telephone conference with Orr regarding DPLSA settlement proposal and labor strategy issues (.30); review and revise draft letter to AFSCME regarding grievance and arbitration issues and applicability of automatic stay (.60); correspondence to/from Satchel (City) and Lennox regarding revisions to AFSCME letter regarding grievance and arbitration issues (.40); correspondence to/from Mays (City) regarding contractors supervising City of Detroit employees (.30); review research regarding contractors supervising City of Detroit employees (.30); correspondence to/from Herman (Miller Buckfire) regarding status of various collective bargaining agreements (.30); review and revise draft light rail agreement for Detroit Department of Transportation (DDOT) (.40); Rossman regarding revisions to DDOT light rail agreement (.30); review correspondence from Edwards and Rossman regarding revisions to DDOT light rail agreement (.40); review correspondence from Satchel (City) regarding negotiations with DDOT Supervisors and Foreman's Association (.20).			
08/27/13	E M ROSSMAN	2.00	650.00	1,300.00
	Edit/revise M1 Rail 13(c) language (1.60) and various communications with client (Edwards) related to same (.40).			
08/27/13	S C WOO	6.60	375.00	2,475.00
	Review fire department materials and fire agreements in preparation for meeting with DFD (1.00); review DWSD CBAs for pension and retiree medical provisions (1.50); correspondence regarding same (.50); draft letter in response to union's request for information regarding active health care plan (2.1); research implications of independent contractors supervising City employees (1.00); communicate with Easley and Birnbaum regarding outstanding labor issues (.50).			
08/28/13	D S BIRNBAUM	4.60	575.00	2,645.00
	Prepare for (.70) and attend (.90) meeting with Wolfson (DWSD) regarding DWSD restructuring issues; continue analysis of Detroit Police Department restructuring plan, including potential changes in terms and conditions for DPLSA (1.10); continue analysis of pending unit clarification petitions pertaining to DWSD bargaining units in order to determine strategy (.60); correspond with Santambrogio (Ernst & Young) regarding cost of potential changes to terms and conditions for DPLSA (.30); communicate with Shifman (City) regarding pending employment claims against 36th District Court and strategy regarding same (.40); research and fact investigation regarding same (.60).			
08/28/13	B W EASLEY	7.90	725.00	5,727.50
	Prepare for (1.20) and attend (1.60) meeting with Detroit Fire Department (DFD) regarding restructuring plan; continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (1.2); correspondence to/from Zack (Detroit Police Department) and Gannon (Conway MacKenzie) regarding Detroit Police Department restructuring and disciplinary issues (.70); correspondence to/from Miller regarding pension issues pertaining to DPLSA proposal (.20); review documents and correspondence from Satchel (City), Griffin and Rossman regarding negotiations with unions representing employees at Detroit Department of Transportation (DDOT) (.60); telephone conferences with Rossman regarding DDOT negotiation issues (.60); review revised draft DDOT light rail agreement (.70); telephone conference with Rossman regarding revisions to DDOT light rail agreement (.20); review arbitration award issued against 36th District Court (.50); correspondence to/from Shifman (City), Erens and Hoffmann regarding applicability of automatic stay to 36th District Court arbitration award (.40).			
08/28/13	E M ROSSMAN	0.50	650.00	325.00
	Evalutate issues related to ATU 13(c) objections.			

JONES DAY

258183-609011

Page 21

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/28/13	S C WOO	8.50	375.00	3,187.50
	Communicate with Easley in preparation for upcoming meeting with DFD (1.30); meet with representatives from DFD regarding restructuring issues and to discuss labor terms (2.00); meet with representative from DWSD regarding restructuring issues (1.20); review civil service rules (.50); correspondence with DFD regarding labor terms (.50); review DFFA draft agreement and expired CBA (3.00).			
08/29/13	D S BIRNBAUM	8.20	575.00	4,715.00
	Meeting with Easley and Zack (Detroit Police Department) regarding Detroit Police Department restructuring issues (.80); attend meetings with DPLSA pertaining to terms and conditions of employment (2.00); meeting and telephone conference with Santambrogio (Ernst & Young) regarding potential cost impact of potential changes to terms and conditions of employment for the DPLSA bargaining unit (.60); review data provided by Santambrogio (Ernst & Young) regarding same (.20); communicate with Griffin regarding preparation of pension proposals and related issues (.30); plan for and attend 13(c) collective bargaining meeting with Building Construction Trades union (1.50); telephone conference with Rossman regarding same (.30); review request for information from uniform unions regarding City's health care proposal (.10); correspondence from Zack (Detroit Police Department) regarding police department restructuring initiatives (.20); review 60 day pension report (.60); review DFFA list of pending claims (.30); review working GRS pension proposal for 13(c) unions (.50); continue analysis of 36th District Court's pending employment related liabilities (.20); telephone conference with Erens regarding same (.20).			
08/29/13	B W EASLEY	8.30	725.00	6,017.50
	Prepare for (.80) and attend (1.00) meeting with Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding potential settlement of bankruptcy and grievance issues (1.80); meeting with Zack (Detroit Police Department) regarding DPLSA settlement strategy and pending grievances (.60); review correspondence from Zack (Detroit Police Department) regarding DPLSA settlement strategy issues (.30); continue revision of DPLSA settlement proposal (.60); meeting with Satchel (City) and Birnbaum regarding negotiations with unions representing employees at Detroit Department of Transportation (DDOT) (1.00); review correspondence from Satchel (City) and Griffin regarding DDOT negotiations and pension issues (.50); review correspondence from Piggott (Dykema) and Rossman regarding revisions to draft DDOT light rail agreement (.40); review correspondence from Santambrogio (Ernst & Young) regarding financial analysis of potential DPLSA settlement (.40); review list of grievances pending at Detroit Fire Department (DPD) (.30); review correspondence from attorneys for public safety unions regarding active medical plan restructuring (.20); review draft employee communications pertaining to pension and health care structuring (.20); review Emergency Manager's report pertaining to pension and welfare benefit administration (.20); review correspondence from Lennox and Sedlak regarding potential restructuring of Detroit Water and Sewer Department (DWSD).			
08/29/13	E M ROSSMAN	3.00	650.00	1,950.00
	Various communications with Easley, Birnbaum and Griffin regarding DDOT bargaining issues and status of pension proposal (1.00); develop strategy related to DDOT negotiations (.50); review M1 rail proposed contract revisions (1.00); various additional tasks related to DDOT negotiations (.50).			
08/29/13	S C WOO	5.50	375.00	2,062.50
	Communicate with Easley, Birnbaum, and Zack (Detroit Police Department) regarding upcoming meeting with DPLSA (1.00); meet with DPLSA regarding labor terms (1.80); correspondence with Nelson regarding upcoming union meetings (1.00); correspondence to DWSD regarding active health restructuring presentation (.20); correspondence regarding subpoena of documents (1.50).			

JONES DAY

258183-609011

Page 22

October 21, 2013

Labor & Employment Matters

Invoice: 32627867

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/30/13	D S BIRNBAUM	2.40	575.00	1,380.00
	Fact investigation regarding City's existing 457(b) plan in connection with development of pension restructuring proposals (.30); telephone conference with Wolfson (DWSD) regarding same (.20); telephone conference with Griffin and Wolfson (DWSD) regarding City's (DWSD) 457(b) plan (.50); telephone conference with Rossman and Easley regarding 13(c) negotiations and pension proposal (.20); continue preparation of DPLSA collective bargaining agreement (.40); research regarding sick leave accruals in connection with potential changes to terms and conditions of employment (.30); telephone conference and e-mail correspondence with Zack (Detroit Police Department) regarding cost impact of potential changes to terms and conditions of employment for police unions (.30); review correspondence from Satchel (City) regarding 13(c) negotiations (.20).			
08/30/13	B W EASLEY	5.20	725.00	3,770.00
	Telephone conference with Detroit Police Lieutenants and Sergeants Association (DPLSA) President Young regarding potential settlement of open bankruptcy and labor issues (.40); continue preparation of DPLSA settlement proposal (.60); review financial analysis of potential DPLSA proposals received from Santambrogio (Ernst & Young) (.40); review documents and correspondence received from Zack (Detroit Police Department) regarding sick leave liability and accrual at Detroit Police Department (.40); review research regarding payment of sick leave upon termination of employment or retirement under Michigan law (.30); conference calls with Satchel (City) and Rossman regarding negotiations with unions representing Detroit Department of Transportation (DDOT) employees (.70); review correspondence from Satchel (City) and Rossman regarding DDOT negotiations (.40); review correspondence from Conerway regarding negotiations with unions representing employees at Detroit Water and Sewer Department (DWSD) (.40); revise letter to AFSCME regarding health care restructuring plan (.30); review draft employee communications pertaining to active group medical plan restructuring (.40); review correspondence from Reil, Herman (Miller Buckfire), Moore (Conway MacKenzie), Miller and Griffin regarding active and retiree benefits restructuring plan and draft employee communications (.60); telephone conference with Miller regarding pension and medical restructuring issues (.30).			
08/30/13	E MILLER	0.30	900.00	270.00
	Conference with Easley regarding DDOT and DPLSA pensions.			
08/30/13	E M ROSSMAN	3.20	650.00	2,080.00
	Participate in negotiations with DDOT Supervisors and prepare for same (3.00); various communications with Satchel (City), Mays (City) and Easley regarding issues related to DDOT negotiations (.20).			
08/30/13	S C WOO	8.50	375.00	3,187.50
	Compile documents in response to subpoena (2.50); correspondence regarding same (.50); research legal implications of making changes to accrual of labor benefits (3.00); communicate with Birnbaum regarding same (.80); finalize letter in response to AFSCME's letter regarding active health plan (.50); review correspondence regarding DWSD labor issues (.70); review collective bargaining agreements (.50).			
08/31/13	D S BIRNBAUM	2.60	575.00	1,495.00
	Continue preparation of potential DPLSA collective bargaining agreement and analysis of cost impact of potential changes.			
08/31/13	B W EASLEY	0.80	725.00	580.00
	Continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) pertaining to bankruptcy and grievance issues (.60); communicate with Miller regarding follow-up active health care presentation for unrepresented employees at Detroit Water and Sewer Department (DWSD) (.20).			
08/31/13	S C WOO	3.70	375.00	1,387.50
	Research legal implications of making changes to accrual of labor benefits (2.30); correspondence regarding same (.40); review new DWSD UC petitions (1.00).			
TOTAL		507.20	USD	296,315.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609012

Invoice: 32627868

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Pension Matters

USD 109,240.00

TOTAL

USD 109,240.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609012/32627868 IN YOUR PAYMENT

JONES DAY

258183-609012

Page 2
October 21, 2013
Invoice: 32627868

Pension Matters

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	3.30	1,000.00	3,300.00
S H GRIFFIN	50.80	800.00	40,640.00
D G HEIMAN	7.30	975.00	7,117.50
H LENNOX	7.70	900.00	6,930.00
E MILLER	17.40	900.00	15,660.00
COUNSEL			
M M REIL	38.20	650.00	24,830.00
ASSOCIATE			
B C LOWE	28.70	375.00	10,762.50
TOTAL	153.40	USD	109,240.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Pension Matters included the following:

- (1) Participated in discussions of pension issues and strategies with the City and its other advisors;
- (2) Reviewed and analyzed pension plan documents, programs and historical activities, and actuarial data and analyses, and developed or refined related restructuring initiatives and plan design alternatives;
- (3) Evaluated legal issues relating to potential pension redesign alternatives [REDACTED];
- (4) Evaluated issues relating to (a) agreements under section 218 of the Social Security Act to provide social security benefits to certain employees, (b) exclusions from section 218 agreements and related Social Security benefits and (c) the requirements for "replacement plans" in connection with these agreements;
- (5) Evaluated issues relating to deferred compensation plans under section 457(b) of the Internal Revenue Code;
- (6) Prepared for and participated in restructuring meetings with pension trustees and advisors for the pensions systems regarding potential pension modifications and other restructuring issues;
- (7) Assisted the City in preparing FAQs and other materials to answer common questions raised by retirees relating to the City's restructuring; and
- (8) [REDACTED]

JONES DAY

258183-609012

Pension Matters

Page 3
October 21, 2013
Invoice: 32627868



JONES DAY

258183-609012

Page 4

October 21, 2013

Pension Matters

Invoice: 32627868

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	B S BENNETT Conference with Ernst & Young, Miller Buckfire regarding formulation of proposals for pension and OPEB claims.	3.00	1,000.00	3,000.00
08/01/13	D G HEIMAN Attend team meeting to review legal, financial and strategic issues on pension and OPEB.	3.00	975.00	2,925.00
08/01/13	E MILLER Prepare for and meeting with Jones Day team and Buckfire (Miller Buckfire) to analyze pension and OPEB claim strategy and valuations.	3.80	900.00	3,420.00
08/01/13	M M REIL Review/analyze GRS actuarial reports in connection with UAAL reporting [REDACTED] (.80); correspondence with Miller regarding same (.50); review the Ordinance regarding allocation of regular interest to various funds maintained under the GRS system (.30); review correspondence from Sachs (Miller Canfield) regarding IRS determination letters for GRS and PFRS (.10); review determination letters (.20).	1.90	650.00	1,235.00
08/02/13	S H GRIFFIN Review and revise Moore (Conway MacKenzie) responses to City employees questions about bankruptcy and benefits.	2.80	800.00	2,240.00
08/02/13	M M REIL Review/analyze trust and custody documents for GRS (.60); communicate with Deckert (Miller Canfield) regarding obtaining copies of custody documents with BONY (.10); review responses to participant inquiries prepared by Moore (Conway MacKenzie) (.40); communicate with Griffin regarding same (.20); review response to Moore (Conway MacKenzie) from Griffin (.20).	1.50	650.00	975.00
08/03/13	E MILLER Conferences with Moore (Conway MacKenzie) [REDACTED].	0.50	900.00	450.00
08/03/13	M M REIL Draft/revise [REDACTED] (.50); communicate with Moore (Conway MacKenzie) regarding same (.30).	0.80	650.00	520.00
08/05/13	B S BENNETT Telephone conference with Heiman regarding pension issue, response to court orders, related matters.	0.30	1,000.00	300.00
08/05/13	D G HEIMAN Conference with Bennett regarding pension strategy.	0.30	975.00	292.50
08/05/13	M M REIL Review/analyze BONY documents forwarded by Miller Canfield (.50); communicate with Miller regarding absence of formal trust agreement for GRS and PFRS (.30); [REDACTED] review materials forwarded by Esuchanko (Actuarial Service Company) (.90); communicate with Miller regarding same (.20).	2.10	650.00	1,365.00
08/08/13	H LENNOX Review 2012 Gabriel Roeder valuations and related information (.80); conference with Seidman regarding pension research (.20).	1.00	900.00	900.00
08/08/13	E MILLER [REDACTED]	0.50	900.00	450.00

JONES DAY

258183-609012

Page 5
October 21, 2013
Invoice: 32627868

Pension Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/08/13	M M REIL Review/analyze contents of CD forwarded by Moore (Conway MacKenzie) (.50); communicate with Miller and Herman (Miller Buckfire) regarding information requested by AMBAC/Goldin (.30); communicate with Malhotra (Ernst & Young) and Jerneycic (Ernst and Young), Miller and Lennox regarding [REDACTED] (.40); review [REDACTED] (.30).	1.50	650.00	975.00
08/09/13	M M REIL Review/analyze pension materials requested by Nowling (City) (.30); conference with Miller regarding FOIA requests (.20); e-mail correspondence with Nowling (City) regarding same (.20); correspondence with Seidman regarding PBGC benefit guarantee limits (.30).	1.00	650.00	650.00
08/12/13	D G HEIMAN Conference with Lennox regarding pension meeting on 8/9.	0.50	975.00	487.50
08/13/13	D G HEIMAN Review letter from Police counsel (.20); prepare for 8/19 meetings with pension systems (.20); conference with Lennox regarding same (.10).	0.50	975.00	487.50
08/13/13	H LENNOX Review letters regarding pension exhaustion.	0.20	900.00	180.00
08/14/13	S H GRIFFIN Attend Pension Task Force (Miller, Reil, Moore (Conway), Sachs (Miller Canfield)) call (1.00); review Section 218 Agreement (.50).	1.50	800.00	1,200.00
08/14/13	H LENNOX Update call with Miller regarding pensions.	0.30	900.00	270.00
08/14/13	E MILLER Conference with Lennox (.30); prepare for GRS/PFRS meeting (.20).	0.50	900.00	450.00
08/14/13	M M REIL Attended Pension Task Force (Miller, Reil, Moore (Conway), Sachs (Miller Canfield)) weekly conference call.	1.00	650.00	650.00
08/15/13	S H GRIFFIN Discuss Section 218 Agreement terms and issues with Lowe (.70); [REDACTED] research Section 3121 requirements for retirement system (1.80); review Section 218 Agreement and revise Lowe e-mail memo regarding coverage of PFRS members under Social Security in response to US Trustee request (4.50).	7.80	800.00	6,240.00
08/15/13	B C LOWE Review client materials to determine whether police/fire excluded from 218 agreement (5.50); draft memorandum to Griffin regarding same (.80)	6.30	375.00	2,362.50
08/15/13	E MILLER Conferences with Moore (Conway MacKenzie) and Griffin regarding pension restructuring.	1.50	900.00	1,350.00
08/16/13	S H GRIFFIN Teleconference with Warren (Milliman) regarding ability to analyze the PFRS status [REDACTED] (.30); finalize and send e-mail memo regarding coverage of PFRS members under Social Security and Medicare to Lennox in response to US Trustee questions (2.00).	2.30	800.00	1,840.00
08/16/13	B C LOWE Communicate with Griffin regarding police/fire exclusion from 218 agreement (.60); research requirements [REDACTED] (5.30); research procedures for modifying 218 agreement (2.10); draft memorandum to Griffin regarding results of aforementioned research (1.00).	9.00	375.00	3,375.00
08/16/13	E MILLER Review and evaluate pension contributions data.	0.50	900.00	450.00

JONES DAY

258183-609012

Page 6
October 21, 2013
Invoice: 32627868

Pension Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/18/13	S H GRIFFIN Review memo by Lowe outlining [REDACTED]	1.00	800.00	800.00
08/18/13	H LENNOX Review pension documents for GRS and Bildisco research.	0.60	900.00	540.00
08/19/13	S H GRIFFIN Review and edit Lowe memo regarding [REDACTED] [REDACTED] (.50); [REDACTED] [REDACTED] teleconference with Sachs (Miller Canfield) regarding his investigation [REDACTED] [REDACTED] (.30).	5.30	800.00	4,240.00
08/19/13	D G HEIMAN Attend part of meeting with Pension systems (1.70); follow up with Lennox and Miller (.30).	2.00	975.00	1,950.00
08/19/13	H LENNOX Pre-meeting with City pension team to prepare for meeting with pension funds (2.00); meeting with pension funds (2.50); follow-up with Heiman, Miller (.30).	4.80	900.00	4,320.00
08/19/13	B C LOWE Revise "retirement system" requirements memo to incorporate input from Griffin.	6.00	375.00	2,250.00
08/19/13	E MILLER Prepare for (1.30) and attend (1.70) pre-meeting with professional advisors regarding meeting with GRS and PFRS counsel and advisors; meet with same (1.50); post-meeting conference with Heiman (.30)	4.80	900.00	4,320.00
08/19/13	M M REIL Review/analyze memoranda from Griffin and Lowe regarding exclusion of police and fire employees from Social Security.	0.60	650.00	390.00
08/20/13	S H GRIFFIN Review and respond to correspondence regarding extending social security to police and fire with less than 10 years service (.30); teleconference with Reil [REDACTED] (.20); review IRS regulations regarding qualified participants in a retirement system [REDACTED] (2.50); review and revise [REDACTED] (.30); teleconference with Lowe regarding qualified participant guidance (.30).	6.50	800.00	5,200.00
08/20/13	B C LOWE Research [REDACTED] (2.50); draft and revise term sheet for proposed plan (.80); research [REDACTED] (.70).	4.00	375.00	1,500.00
08/20/13	M M REIL Review/analyze correspondence from Griffin and memorandum prepared by Lowe regarding coverage of police and fire employees under Social Security (.60); review correspondence from Griffin, Miller and Easley [REDACTED] (.30); examination of law regarding retroactive effective date issue (.40); communicate with Griffin regarding same (.30).	1.60	650.00	1,040.00
08/21/13	S H GRIFFIN Attend Pension Task Force call with Moore (Conway MacKenzie), Miller Canfield, Milliman (1.00); [REDACTED] respond to US Trustee question regarding vesting schedules under the GRS and PFRS (.30); analyze [REDACTED] incorporating comments by Reil (1.50).	3.50	800.00	2,800.00
08/21/13	E MILLER Prepare pension restructuring proposal (.80); conference with Pension Task Force (Reil, Griffin, Moore (Conway), Sachs (Miller Canfield) regarding same (1.00).	1.80	900.00	1,620.00

JONES DAY

258183-609012

Page 7

October 21, 2013

Pension Matters

Invoice: 32627868

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	M M REIL	3.60	650.00	2,340.00
	Attended Pension Task Force (Reil, Griffin, Moore (Conway), Sachs (Miller Canfield) weekly status call (.80); conference with Miller, Griffin and Moore (Conway MacKenzie) [REDACTED] review/revise [REDACTED] plan (.60); communicate with Griffin regarding same (.20); communicate with Lennox, Miller and Griffin regarding vesting provisions of GRS and PFRS (.30); review GRS and PFRS regarding vesting provisions (.60).			
08/22/13	B C LOWE	2.30	375.00	862.50
	Research [REDACTED] (1.80); draft memorandum to Griffin regarding same (.50)			
08/23/13	M M REIL	2.40	650.00	1,560.00
	Draft/revise document production [REDACTED] (2.30); transmittal of comments to Eaton (.10).			
08/26/13	S H GRIFFIN	1.40	800.00	1,120.00
	Correspond with Easley regarding proposed vesting schedule (.20); review and revise e-mail memo regarding [REDACTED] (1.20).			
08/26/13	D G HEIMAN	1.00	975.00	975.00
	Conference call with Miller and Lennox regarding new strategies for OPEB and Pension.			
08/26/13	B C LOWE	0.30	375.00	112.50
	Revise e-mail to Griffin regarding minimum benefits requirements of retirement systems.			
08/26/13	E MILLER	1.70	900.00	1,530.00
	Prepare for pension modifications call with Heiman (1.20); conferences with Lennox and Heiman regarding same (.50).			
08/26/13	M M REIL	3.90	650.00	2,535.00
	Draft/revise Q&A relating to benefit matters (1.70); review of materials [REDACTED] in preparation for requesting additional information from GRS and PFRS (.20); communicate with Miller and Griffin regarding same (.30); communicate with Moore (Conway MacKenzie) regarding contact information for Reich [REDACTED] (.10); review of prior information requests and Orders from the Emergency manager relating to GRS and PFRS (.50); conferences with Griffin [REDACTED] relating to [REDACTED] (.40).			
08/27/13	S H GRIFFIN	3.50	800.00	2,800.00
	Teleconference with Reil regarding [REDACTED] (.70); [REDACTED] (1.80); teleconference with Reil regarding final changes (1.00).			
08/27/13	S H GRIFFIN	1.50	800.00	1,200.00
	Draft transmittal e-mail and review materials for Warren and Bowen at Milliman regarding [REDACTED]			
08/27/13	S H GRIFFIN	1.50	800.00	1,200.00
	Teleconference with Reich (Conway Mackenzie) and Reil regarding [REDACTED]			
08/27/13	B C LOWE	0.80	375.00	300.00
	Review Griffin's draft of plan terms to verify compliance with retirement system and qualified participant rules.			

JONES DAY

258183-609012

Page 8

October 21, 2013

Pension Matters

Invoice: 32627868

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	M M REIL Review/revise documents relating to pension proposal [REDACTED] [REDACTED] attended conference with Griffin and Reil (Conway Mackenzie) regarding [REDACTED] [REDACTED]; review analysis regarding qualification of [REDACTED] [REDACTED] plan under Social Security regulations (.50); communicate with Griffin regarding same (.00).	4.10	650.00	2,665.00
08/28/13	S H GRIFFIN Attend Pension Task Force (Miller, Reil, Sachs (Miller Canfield, Moore Conway) conference call (.70); review Q&A and Request for Information (1.00).	1.70	800.00	1,360.00
08/28/13	M M REIL Draft/revise Q&A for employees and transmittal to Griffin (1.20); attended Pension Task Force meeting (.70); review/revise request for documents prepared by Reich (Conway Mackenzie) (1.40); communicate with Moore (Conway MacKenzie) regarding proper party to direct information request (.10).	3.40	650.00	2,210.00
08/29/13	S H GRIFFIN Review Satchel (City) memo and request (.20); teleconference with Rossman [REDACTED] [REDACTED] revise proposal for DWSA [REDACTED] (.20); correspond with Pension Task Force members regarding GKO [REDACTED] (2.00); attend conference call with Moore (Conway MacKenzie) and Reil (Conway Mackenzie) and Reil regarding [REDACTED] [REDACTED]	6.50	800.00	5,200.00
08/29/13	H LENNOX Review [REDACTED] [REDACTED]	0.80	900.00	720.00
08/29/13	M M REIL Review/analyze request for information prepared by Conway Mackenzie (.90); review correspondence from Griffin regarding [REDACTED] (.10); review materials relating to the 457 Deferred Compensation Plan maintained by the City (.50); attended conference call with Reich and Moore (Conway Mackenzie) and Griffin (1.10); review/revise [REDACTED] [REDACTED]; communicate with Griffin regarding same (2.10); preparation of Q&A for employees regarding benefit matters (1.20).	5.70	650.00	3,705.00
08/30/13	S H GRIFFIN Participate in call with Moore (Conway MacKenzie) and Reich (Conway MacKenzie) regarding [REDACTED] [REDACTED] (.50); teleconference with Satchel (City) regarding [REDACTED] (.50); teleconference with Rossman regarding union negotiations (.20); revise union retirement plan proposals (1.60); teleconference with Reil regarding changes to retirement plan proposals (.70); teleconference with B. Wolfson (DWSA), Conerway (DWSA), Birnbaum regarding [REDACTED] [REDACTED]	4.00	800.00	3,200.00
08/30/13	E MILLER Review Pension Q&As for website (1.00); conference with Moore (Conway MacKenzie) on pension matters (.80).	1.80	900.00	1,620.00
08/30/13	M M REIL Review/analyze [REDACTED] [REDACTED] [REDACTED] prepared by Reich (Conway MacKenzie) (.50); attended conference call with Reich (Conway Mackenzie), Moore (Conway MacKenzie) and Griffin regarding same (.80); review/revise updated [REDACTED] prepared by Griffin (.90); conferences with Griffin regarding same (.70); review correspondence relating to process for obtaining information relating to the City's current deferred compensation plan and relating to the bargaining process (.40).	3.10	650.00	2,015.00
TOTAL		153.40	USD	109,240.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609013

Invoice: 32627869

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

OPEB Matters

USD 50,880.00

TOTAL

USD 50,880.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609013/32627869 IN YOUR PAYMENT

JONES DAY

258183-609013

OPEB Matters


Page 2
October 21, 2013
Invoice: 32627869

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
E KAPLAN	19.30	600.00	11,580.00
E MILLER	36.40	900.00	32,760.00
OF COUNSEL			
S B MCCLURE	10.90	600.00	6,540.00
	<hr/>		<hr/>
TOTAL	66.60	USD	50,880.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to OPEB Matters included the following:

- (1) Evaluated various healthcare plan changes and timing and cost issues, and conducted supporting research;
- (2) Prepared healthcare proposals for restructuring discussions;
- (3) 
and
- (4) Assisted in the preparation of benefit booklets and other materials for 2014 benefit enrollment.

JONES DAY

258183-609013

Page 3

October 21, 2013

OPEB Matters

Invoice: 32627869

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/05/13	E MILLER Conferences and e-mails on OPEB restructuring issues with Taranto (Milliman).	1.50	900.00	1,350.00
08/09/13	E MILLER Review [REDACTED]	0.50	900.00	450.00
08/12/13	E MILLER Evaluate retiree health issues (.70); conferences with Taranto (Milliman) regarding same (.70); conference call with Orr (City) [REDACTED] (.60).	2.00	900.00	1,800.00
08/14/13	E KAPLAN [REDACTED]	3.70	600.00	2,220.00
08/14/13	E MILLER [REDACTED]	6.20	900.00	5,580.00
08/15/13	E KAPLAN [REDACTED]	5.20	600.00	3,120.00
08/15/13	E MILLER Analyze HRA issues (1.50); conference with Kaplan and Livingston regarding same (.80).	2.30	900.00	2,070.00
08/16/13	E KAPLAN [REDACTED]	3.50	600.00	2,100.00
08/16/13	E MILLER [REDACTED]	7.50	900.00	6,750.00
08/16/13	E MILLER Review and evaluate replacement health plans for active employees.	1.50	900.00	1,350.00
08/19/13	E KAPLAN [REDACTED]	0.70	600.00	420.00
08/19/13	E MILLER Conference with Taranto (Milliman) regarding retiree health issues (.70); conference with Jerneycic (Ernst & Young) [REDACTED] (.30).	1.00	900.00	900.00
08/20/13	E KAPLAN Telephone conference with Miller and Livingston regarding (.20), and review current statutory guidance on (1.30) minimum essential coverage.	1.50	600.00	900.00
08/21/13	E KAPLAN Review guidance on minimum essential coverage.	1.00	600.00	600.00
08/22/13	E MILLER Research guidance on minimum essential coverage for purposes of retirees obtaining federal subsidy.	2.70	900.00	2,430.00
08/26/13	S B MCCLURE Research regarding [REDACTED]	2.20	600.00	1,320.00
08/26/13	E MILLER Conference with Taranto regarding insurance pricing (.50); conference with Detroit HR team on roll-out issues (1.20); prepare and conference [REDACTED] (1.50).	3.20	900.00	2,880.00

JONES DAY

258183-609013

Page 4
October 21, 2013
Invoice: 32627869

OPEB Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	E KAPLAN Telephone conference regarding [REDACTED] benefits administration.	1.20	600.00	720.00
08/27/13	S B MCCLURE Research regarding [REDACTED]	3.20	600.00	1,920.00
08/27/13	E MILLER Review and analyze [REDACTED] Taranto (Milliman) regarding same (.60).	3.70	900.00	3,330.00
08/28/13	E KAPLAN Research [REDACTED], discuss with Miller.	1.00	600.00	600.00
08/28/13	E MILLER Draft outline of retiree health contract structure and implementation issues (.80); [REDACTED] (1.00).	1.80	900.00	1,620.00
08/29/13	E KAPLAN Review final 5000A regulations (1.00), [REDACTED] (.50).	1.50	600.00	900.00
08/29/13	E MILLER Conferences with City HR regarding retiree health and implement issues (.30); draft Benefit Booklet (1.00); [REDACTED] (.70).	2.00	900.00	1,800.00
08/30/13	S B MCCLURE Finalize research [REDACTED] retiree medical benefits (1.20); review research (2.00) and draft memorandum (2.30) regarding contractual nature of retiree medical benefits [REDACTED]	5.50	600.00	3,300.00
08/30/13	E MILLER Prepare retiree health specifics for January 1, 2014 (.30); conference with Brown (City) regarding same (.20).	0.50	900.00	450.00
TOTAL		66.60	USD	50,880.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609015

Invoice: 32627870

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Debt and Financing Issues

USD 5,482.50

TOTAL

USD 5,482.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609015/32627870 IN YOUR PAYMENT

JONES DAY

258183-609015

Page 2
October 21, 2013
Invoice: 32627870

Debt and Financing Issues

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B B ERENS	2.10	850.00	1,785.00
ASSOCIATE			
M C RUDD	4.50	575.00	2,587.50
O S ZELTNER	3.70	300.00	1,110.00
	<hr/>		<hr/>
TOTAL	10.30	USD	5,482.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Debt and Financing Issues included the following:

- (1) Analyzed various issues relating to the treatment of the City's general obligation bonds;
and
- (2) Evaluated due diligence requests from certain monoline insurers relating to these bonds.

JONES DAY

258183-609015

Debt and Financing Issues

Page 3
October 21, 2013
Invoice: 32627870

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/02/13	B B ERENS Review cases regarding general obligation analysis.	1.30	850.00	1,105.00
08/07/13	M C RUDD Communicate (in firm) with Erens and Hoffmann regarding potential legal restrictions on using excess water and sewer revenues.	1.10	575.00	632.50
08/07/13	M C RUDD Determine amount of outstanding water and sewer bonds subject to various insurer rights.	3.40	575.00	1,955.00
08/16/13	B B ERENS Review cases from memo regarding general obligation bonds.	0.50	850.00	425.00
08/16/13	O S ZELTNER Conference call with Mays (City) and others regarding Book Cadillac hotel financing (.60); research and discussions with Mays (City) regarding same (3.10).	3.70	300.00	1,110.00
08/22/13	B B ERENS Finalize review of cases regarding general obligation analysis.	0.30	850.00	255.00
TOTAL		10.30	USD	5,482.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609016

Invoice: 32627871

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Emergency Manager and Michigan Statutes

USD 52,212.50

TOTAL

USD 52,212.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609016/32627871 IN YOUR PAYMENT

JONES DAY

258183-609016

Page 2
October 21, 2013
Invoice: 32627871

Emergency Manager and Michigan Statutes

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	25.50	825.00	21,037.50
B R HEIFETZ	4.40	775.00	3,410.00
ASSOCIATE			
M E GREENFIELD	11.40	525.00	5,985.00
D T MOSS	36.30	600.00	21,780.00
TOTAL	77.60	USD	52,212.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Emergency Manager and Michigan Statutes included the following:

- (1) Assisted the Emergency Manager, as requested, on various issues relating to fulfilling his statutory duties under Public Act 436;
- (2) Prepared proposed revisions to the Financial Stability Agreement (the "FSA") between the City and the State and participated in discussions of these matters with representatives of the Financial Advisory Board (the "FAB");
- (3) Prepared or revised various orders and directives for issuance by the Emergency Manager (including with respect to blight, lighting and vacation pay issues), researched related legal issues and advised the Emergency Manager on these matters;
- (4) Assisted the Emergency Manager with requests for information pursuant to the Freedom of Information Act;
- (5) [REDACTED] and [REDACTED]
- (6) [REDACTED]

JONES DAY

258183-609016

Page 3

October 21, 2013

Emergency Manager and Michigan Statutes

Invoice: 32627871

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	J B ELLMAN Review updated Financial Stability Agreement (.30); communicate with Bassett (Miller Canfield), Penn (City), Orr regarding same (.20).	0.50	825.00	412.50
08/01/13	J B ELLMAN Review and revise demolition licensing order (.30); communicate with Moss regarding same (.10).	0.40	825.00	330.00
08/01/13	B R HEIFETZ Review notices of appearances regarding state/AG (.20); meet with Moss regarding same (.30); review privilege/common interest issues, Michigan rules regarding same (.70).	1.20	775.00	930.00
08/01/13	D T MOSS Communicate with Penn (City) and Mays (City) regarding PLA Trust Agreement and EM Order (.50); review proposed edits to Wrecking Order (.30); communicate with Ellman, Mays (City) and Bell regarding edits to wrecking order (.20); [REDACTED]	2.00	600.00	1,200.00
08/02/13	J B ELLMAN Communicate with Penn (City) regarding state updated draft of Financial Stability Agreement (.20); review issues regarding same (.20); review EM order regarding blight and licensing (.20); conference with Moss regarding same (.20).	0.80	825.00	660.00
08/02/13	M E GREENFIELD [REDACTED]	0.30	525.00	157.50
08/02/13	B R HEIFETZ [REDACTED]	1.20	775.00	930.00
08/02/13	D T MOSS [REDACTED] communicate with Mays (City) and Penn (City) regarding EM Order related to wrecking requirements (.40); edit and revise EM order regarding wrecking (1.10).	2.00	600.00	1,200.00
08/03/13	J B ELLMAN Review and revise updated and reconfigured draft of Financial Stability Agreement.	2.00	825.00	1,650.00
08/04/13	J B ELLMAN [REDACTED] communicate with Moss regarding same (.10); review and revise state draft of revised Financial Stability Agreement (2.90); review PA 436 and related materials for same (.60).	3.70	825.00	3,052.50
08/04/13	B R HEIFETZ [REDACTED]	1.50	775.00	1,162.50
08/04/13	D T MOSS [REDACTED]	3.00	600.00	1,800.00
08/05/13	J B ELLMAN Review updates to wrecking order for blight removal (.20); conference with Moss regarding same (.10); review and update Financial Stability Agreement to address state revisions (1.80); conference call with Orr, Penn (City), Miller Canfield regarding same (.50).	2.60	825.00	2,145.00
08/05/13	D T MOSS Communicate with Mays (City) and Penn (City) regarding EM orders outstanding and edits related to circulated drafts (1.30); edit and revise EM orders based on comments from Mays (City) and Penn (City) (.70); review Detroit code and resolutions regarding extension of vacation time and use (1.00).	3.00	600.00	1,800.00

JONES DAY

258183-609016

Page 5
October 21, 2013
Invoice: 32627871

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	D T MOSS Communicate with Penn (City), Mays (City), and King regarding vacation extension order, and other issues (1.20); review vacation extension ordinance as passed by City Council (.50).	2.30	600.00	1,380.00
08/13/13	J B ELLMAN Assemble and review material for FAB meeting.	0.50	825.00	412.50
08/13/13	M E GREENFIELD Draft memorandum on FOIA exemptions.	7.10	525.00	3,727.50
08/13/13	D T MOSS review City ordinances related to vacation and leave (.50).	0.80	600.00	480.00
08/14/13	J B ELLMAN Review, revise and update Financial Stability Agreement in advance of FAB meeting (4.00); prepare for (1.50) and attend (1.00) meeting with EM and FAB regarding same and FAB role; follow up conference with Orr, Penn (City), Mays (City) regarding same and related issues (.50).	7.00	825.00	5,775.00
08/14/13	M E GREENFIELD Revise FOIA memorandum.	0.70	525.00	367.50
08/14/13	D T MOSS Communicate with Keelean (City) regarding FOIA memo and vacation statute (.40); review Greenfield memo regarding FOIA exceptions (.50); communicate with Greenfield regarding edits to memo (.10).	1.00	600.00	600.00
08/15/13	B R HEIFETZ Communicate with Moss regarding open meetings act (.20); review state's response to Davis filing (.30).	0.50	775.00	387.50
08/15/13	D T MOSS Communicate with Keelean (City) and law department legislative assistant regarding vacation order and modifications to City ordinance (.50); update Ellman regarding the same (.10).	0.80	600.00	480.00
08/16/13	D T MOSS Review PA 436 for Lennox regarding DWSD restructuring (.20); communicate with Lennox regarding the same (.10); communicate with Penn (City), Mays (City) and others regarding various orders and PA 436 questions (.30); communicate with MSHDA and Penn (City) regarding edits to wrecking order (.20).	0.80	600.00	480.00
08/18/13	J B ELLMAN Review and revise Financial Stability Agreement following FAB meeting (2.20); communicate with Orr regarding same (.20); draft overview to Lennox regarding same (.40).	2.80	825.00	2,310.00
08/19/13	D T MOSS Communicate with Mays (City) and Penn (City) regarding next steps on various orders (.60); communicate with Orr and Penn (City) regarding PLA research (.20).	1.00	600.00	600.00
08/19/13	D T MOSS	6.20	600.00	3,720.00
08/21/13	J B ELLMAN Communicate with Bonsall (City) and Moss regarding vacation pay restriction and status.	0.20	825.00	165.00
08/22/13	D T MOSS Communicate with Brader (State) regarding joint defense agreement.	0.50	600.00	300.00

JONES DAY

258183-609016

Page 6
October 21, 2013
Invoice: 32627871

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	D T MOSS Communicate with EM's office regarding EM order related to vacation.	0.30	600.00	180.00
08/26/13	D T MOSS Communicate with Penn (City) and Mays (City) regarding logistics for Orr (City) and EM orders.	0.30	600.00	180.00
08/26/13	D T MOSS [REDACTED]	0.60	600.00	360.00
08/27/13	J B ELLMAN Review updated EM order regarding blight and wrecking permits (.40); conference with Moss regarding same (.20); review related ordinances (.20).	0.80	825.00	660.00
08/27/13	M E GREENFIELD Research application of FOIA exemption.	0.90	525.00	472.50
08/27/13	D T MOSS Revise EM order regarding wrecking based on comments from MSHDA, City and others (1.20); communicate with MSHDA and City Departments regarding wrecking order (.30); communicate with Ellman regarding wrecking order and edits thereto (.20); communicate with Penn (City) and Mays (City) regarding issue related to contractor supervising City employees (.30).	2.00	600.00	1,200.00
08/27/13	D T MOSS [REDACTED]	1.70	600.00	1,020.00
08/28/13	J B ELLMAN Review updated wrecking order.	0.10	825.00	82.50
08/28/13	D T MOSS Revise wrecking order based on comments from MSHDA and City Department (.30); communicate with City department regarding edits (.10); edit and revise memo for Mays (City) regarding designation for HUD grants (.50); communicate with Brader (State) regarding joint defense (.40).	1.30	600.00	780.00
08/29/13	J B ELLMAN Revise final wrecking order regarding blight (.20); review and revise memo for EM designating Mays (City) for Order No. 7 activities (.30); communicate with Moss regarding same (.10).	0.60	825.00	495.00
08/29/13	D T MOSS Communicate with Mays (City) regarding final edits to wrecking order [REDACTED] (.30); revise memo regarding [REDACTED] final wrecking order edits (.70).	1.00	600.00	600.00
08/30/13	J B ELLMAN Review final wrecking order for EM (.20); conference with Moss regarding same (.10).	0.30	825.00	247.50
TOTAL		77.60	USD	52,212.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609021

Invoice: 32627872

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Plan of Adjustment

USD 34,182.50

TOTAL

USD 34,182.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609021/32627872 IN YOUR PAYMENT

JONES DAY

258183-609021

Plan of Adjustment

Page 2
October 21, 2013
Invoice: 32627872

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	10.70	1,000.00	10,700.00
D G HEIMAN	7.10	975.00	6,922.50
H LENNOX	18.40	900.00	16,560.00
TOTAL	36.20	USD	34,182.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Plan of Adjustment included the following:

- (1) Evaluated and developed strategies for the City's plan of adjustment;
- (2) Participated in meetings with the City and its other outside advisors to develop proposals for the plan of adjustment and related plan negotiating strategies;
- (3) Developed a plan process timeline and evaluated related issues, such as plan voting issues; and
- (4) Analyzed certain restructuring proposals from FGIC, one of the City's monoline insurers, and engaged in discussions with FGIC regarding this proposal.

JONES DAY

258183-609021

Page 3
October 21, 2013
Invoice: 32627872

Plan of Adjustment

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	H LENNOX Meeting with Jones Day, Miller Buckfire, Conway Mackenzie and Ernst & Young teams regarding restructuring plan issues.	4.00	900.00	3,600.00
08/05/13	D G HEIMAN Conference with Orr regarding strategy for plan development (.60); outline plan development strategy (.40).	1.00	975.00	975.00
08/06/13	B S BENNETT Prepare memorandum to Buckfire (Miller Buckfire) regarding DWSD impairment in June 14 proposal.	0.20	1,000.00	200.00
08/06/13	B S BENNETT Analysis of JPM report on Detroit credit.	0.30	1,000.00	300.00
08/06/13	B S BENNETT Prepare memorandum to Miller Buckfire, E&Y, CM regarding JPM report and plan issues.	0.20	1,000.00	200.00
08/06/13	D G HEIMAN [REDACTED] conference with Orr regarding same (.50).	1.50	975.00	1,462.50
08/08/13	B S BENNETT [REDACTED]	0.70	1,000.00	700.00
08/08/13	H LENNOX [REDACTED]	1.60	900.00	1,440.00
08/13/13	B S BENNETT Analysis of and respond to memorandum from Doak (Miller Buckfire) regarding FGIC meeting.	0.10	1,000.00	100.00
08/13/13	B S BENNETT Telephone conference with Heiman regarding strategic issues in negotiations on plan.	0.40	1,000.00	400.00
08/13/13	B S BENNETT Analysis of and respond to memorandum from Lennox regarding plan matters.	0.20	1,000.00	200.00
08/13/13	B S BENNETT Telephone conference with Lennox regarding plan matters.	0.20	1,000.00	200.00
08/13/13	B S BENNETT Prepare for FGIC conference regarding restructuring issues.	0.50	1,000.00	500.00
08/13/13	D G HEIMAN Conferences with Orr, Bennett and Buckfire (Miller Buckfire) regarding development of plan strategy.	0.50	975.00	487.50
08/13/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding plan of adjustment strategy.	0.50	975.00	487.50
08/13/13	H LENNOX [REDACTED] telephone conference with Bennett regarding plan process (.10).	0.40	900.00	360.00
08/14/13	B S BENNETT Prepare for conference with FGIC, Weil, Houlihan regarding restructuring issues.	0.30	1,000.00	300.00
08/14/13	B S BENNETT Meeting with FGIC, Weil, Houlihan regarding restructuring issues.	2.30	1,000.00	2,300.00
08/14/13	H LENNOX Meeting with Bennett, FGIC and its professionals (2.30); follow-ups with Bennett, Buckfire (Miller Buckfire), Heiman regarding same (.20).	2.50	900.00	2,250.00

JONES DAY

258183-609021

Page 4
October 21, 2013
Invoice: 32627872

Plan of Adjustment

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/15/13	D G HEIMAN Conference with Orr (City) regarding plan of adjustment strategy, meetings and postpetition financing issues.	0.50	975.00	487.50
08/16/13	D G HEIMAN Conference with Mays (City) regarding plan strategy (.50); follow-up with Lennox regarding plan strategy issues (1.00).	1.50	975.00	1,462.50
08/20/13	D G HEIMAN Review revised cash flow charts.	0.30	975.00	292.50
08/21/13	H LENNOX Draft agenda for 8/27 plan meeting (.40) and draft plan timeline (1.00).	1.40	900.00	1,260.00
08/22/13	H LENNOX Conference with Heiman regarding agenda for 8/27 plan meetings (.50); review and revise same and plan timeline (.50).	1.00	900.00	900.00
08/26/13	B S BENNETT Analysis of and revise agenda for plan meeting.	0.30	1,000.00	300.00
08/26/13	D G HEIMAN Review new cash flows from Ernst & Young for plan meeting.	0.80	975.00	780.00
08/26/13	H LENNOX Review, revise and circulate agenda for 8/27 plan meetings (1.00); conferences with Heiman, Miller, Buckfire (Miller Buckfire), Malhotra (Ernst & Young) regarding same (.60).	1.60	900.00	1,440.00
08/27/13	B S BENNETT Conference with Orr (City), staff, Buckfire (Miller Buckfire), Doak (Miller Buckfire), Malhotra (Ernst & Young), Wilson, Heiman, Lennox, others regarding plan related matters.	4.00	1,000.00	4,000.00
08/27/13	D G HEIMAN Review FGIC plan proposal.	0.50	975.00	487.50
08/27/13	H LENNOX Meeting with EM's office, Heiman, Bennett regarding strategy for plan negotiation (1.00); meeting with same parties, Buckfire (Miller Buckfire), Doak (Miller Buckfire), Malhotra (Ernst & Young), Moore (Conway MacKenzie), MacKenzie regarding same (4.20).	5.20	900.00	4,680.00
08/29/13	B S BENNETT Analysis of FGIC proposal for a plan.	0.50	1,000.00	500.00
08/29/13	B S BENNETT Prepare memorandum to Buckfire (Miller Buckfire), Doak (Miller Buckfire), Heiman regarding evaluation of FGIC proposal and proposed response.	0.50	1,000.00	500.00
08/29/13	H LENNOX Review documents regarding bondholder/monoline plan voting.	0.70	900.00	630.00
TOTAL		36.20	USD	34,182.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609022

Invoice: 32627873

Keyvn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Contract Issues

USD 79,482.50

TOTAL

USD 79,482.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609022/32627873 IN YOUR PAYMENT

JONES DAY

258183-609022

Page 2

October 21, 2013

Contract Issues

Invoice: 32627873

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	8.10	825.00	6,682.50
B B ERENS	16.40	850.00	13,940.00
E MILLER	3.70	900.00	3,330.00
ASSOCIATE			
M F EATON	3.00	575.00	1,725.00
T HOFFMANN	73.80	650.00	47,970.00
D J MERRETT	2.20	525.00	1,155.00
J M TILLER	7.80	600.00	4,680.00
TOTAL	115.00	USD	79,482.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Contract Issues included the following:

- (1) Evaluated various contract issues relating to vendor management and assisted the City in addressing various vendor-related issues in connection with the chapter 9 case and the City's restructuring efforts;
- (2) Participated in regular meetings with the City and its financial advisors regarding vendor management matters, contract administration and restructuring initiatives;
- (3) Evaluated issues relating to the potential treatment of certain prepetition contracts, including (a) a wholesale energy agreement with DTE and a related adequate assurance request under section 366 of the Bankruptcy Code and [REDACTED]; and
- (4) Evaluated and assisted the City in connection with certain new agreements to be entered into in connection with the City's restructuring efforts, including with respect to benefits administration and trash removal.

JONES DAY

258183-609022

Page 3

October 21, 2013

Contract Issues

Invoice: 32627873

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	T HOFFMANN	2.10	650.00	1,365.00
	Review and revise vendor information letter (.40); communicate with Bonsall (City) regarding letter (.20); review and analyze various issues relating to the Detroit Building Authority's vendors (1.20); communicate with Duncombe (DBA) and Hand (Conway MacKenzie) via email regarding Detroit Building Authority (.30).			
08/01/13	J M TILLER	1.50	600.00	900.00
	Communicate with Mays (City) and Hoffmann regarding DBA funding issues, including a letter from contractor seeking adequate assurances (.30); review documents regarding same (1.20).			
08/02/13	B B ERENS	1.30	850.00	1,105.00
	Conferences with Hoffmann regarding all vendor and contract issues (.50); prepare for trip to Detroit with client regarding the same (.50); prepare for Orr call regarding the same (.30).			
08/02/13	T HOFFMANN	4.80	650.00	3,120.00
	Review and analyze various issues and related documents and correspondence relating to Detroit Building Authority vendors (1.60); draft and revise vendor letter for Detroit Building Authority (.40); communicate with Duncombe (Detroit Building Authority), Pickering (Ernst & Young) and Mays (City) regarding Detroit Building Authority (.60); review and revise separate vendor letter (.30); multiple communications with Bonsall (City), Mays (City) and Pickering (Ernst & Young) regarding vendor issues (.90); review and analyze materials regarding solid waste removal and recycling proposal (.50); communicate with Erens regarding various vendor issues (.50).			
08/02/13	J M TILLER	0.50	600.00	300.00
	Review and analyze revised DBA letter and communications regarding same.			
08/04/13	B B ERENS	0.30	850.00	255.00
	Review documents regarding potential lease issues for City.			
08/05/13	B B ERENS	2.30	850.00	1,955.00
	Conference with Mays (City) regarding all contract and related issues (1.30); meeting with legal team regarding self insured fund (.70); follow up with Hoffmann regarding the same (.30).			
08/05/13	T HOFFMANN	3.60	650.00	2,340.00
	Review and analyze various issues relating to self insurance programs (.80); meet with Erens and Keelean (City) regarding self insurance programs (.50); review and analyze various correspondence and other vendor related materials (1.30); multiple meetings with Pickering (Ernst & Young) and Lee (Ernst & Young) regarding status of various vendor related issues (.70); conference with Erens regarding self insured fund (.30).			
08/06/13	B B ERENS	1.50	850.00	1,275.00
	Meeting with Mays (City) regarding all contract and vendor issues.			
08/06/13	T HOFFMANN	3.20	650.00	2,080.00
	Review and analyze various vendor issues and related documents, including certain proposal requests (2.00); communicate with Pickering (Ernst & Young), Bonsall (City), Lee (Ernst & Young) and others regarding various vendor issues (1.20).			
08/07/13	B B ERENS	0.50	850.00	425.00
	Review list of open items for vendor issues (.30) and draft email to Hoffmann regarding the same (.20).			
08/07/13	T HOFFMANN	2.80	650.00	1,820.00
	Review and analyze materials and correspondence relating to various vendor related issues (1.60); communicate with Pickering (Ernst & Young), Mays (City) and others regarding various vendor issues (1.20).			
08/07/13	E MILLER	0.50	900.00	450.00

JONES DAY

258183-609022

Page 4
October 21, 2013
Invoice: 32627873

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/08/13	E MILLER [REDACTED]	0.50	900.00	450.00
08/11/13	T HOFFMANN Review and analyze various issues relating to open supplier issues in preparation for meetings (.80); draft and revise letter responding to supplier related issues (.90).	1.70	650.00	1,105.00
08/12/13	J B ELLMAN Review Fed Ex contract issues.	0.10	825.00	82.50
08/12/13	T HOFFMANN Review and analyze various vendor issues, related agreements, correspondence and other materials (4.90); multiple conferences with Pickering (Ernst & Young), Lee (Ernst & Young) and others regarding open vendor issues (1.20).	6.10	650.00	3,965.00
08/13/13	J B ELLMAN Review DTE correspondence regarding section 366 request (.10); communicate with Merrett, Lennox regarding same (.30).	0.40	825.00	330.00
08/13/13	T HOFFMANN Review issues relating to self-insurance programs.	1.40	650.00	910.00
08/13/13	T HOFFMANN Review and revise vendor letter regarding payment of postpetition obligations (1.20); communicate with Bonsall (City) and Orr regarding letter (.30); review and analyze various other vendor issues, related contracts and other materials (3.30); communicate with Pickering (Ernst & Young), Lee (Ernst & Young) and various vendors regarding numerous vendor issues (1.80).	6.60	650.00	4,290.00
08/14/13	J B ELLMAN [REDACTED]	0.30	825.00	247.50
08/14/13	T HOFFMANN Review and analyze various vendor issues (3.00); communicate with Pickering (Ernst & Young), Lee (Ernst & Young) and various vendors regarding payment and other related issues (1.40).	4.40	650.00	2,860.00
08/14/13	T HOFFMANN Review and analyze self insurance statute and related items.	0.90	650.00	585.00
08/15/13	J B ELLMAN Conference with Orr, Penn (City), Hoffmann regarding DTE contract (.30); review related materials (.40); communicate with Lennox regarding approach (.20).	0.90	825.00	742.50
08/15/13	T HOFFMANN Review and analyze various vendor issues, including DTE related payment issues (1.70); communicate with Orr and Ellman regarding vendor issues (.30).	2.00	650.00	1,300.00
08/16/13	J B ELLMAN Review materials regarding DTE contract (.40); review Pickering (Ernst & Young) analysis regarding same (.20); conference with Lee (Ernst & Young) regarding same (.20).	0.80	825.00	660.00
08/16/13	B B ERENS Review miscellaneous e-mails regarding contract issues for prepetition vendors.	0.50	850.00	425.00
08/17/13	J B ELLMAN Review materials regarding [REDACTED]	0.60	825.00	495.00
08/19/13	J B ELLMAN Review DTE contract and adequate assurance issues (.30); conference with Merrett regarding same (.20); review Ernst & Young update regarding prepetition amounts (.10).	0.60	825.00	495.00
08/19/13	B B ERENS Review emails regarding miscellaneous prepetition vendor payments.	0.30	850.00	255.00

JONES DAY

258183-609022

Page 5
October 21, 2013
Invoice: 32627873

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	T HOFFMANN	2.30	650.00	1,495.00
	Review and revise vendor agreement (1.40); multiple communications with Maffei (G4S) regarding vendor agreement (.30); review and analyze other vendor issues and related materials (.60).			
08/20/13	J B ELLMAN	1.20	825.00	990.00
	Review DTE adequate assurance issues (.20); conference with Johnson (DTE counsel) regarding same (.20); conference with Merrett regarding response to adequate assurance request (.20); review and revise response letter regarding same (.40); [REDACTED]			
08/20/13	B B ERENS	0.30	850.00	255.00
	Review emails from Hoffmann and others regarding status of vendor payments.			
08/20/13	T HOFFMANN	2.40	650.00	1,560.00
	Review and revise vendor agreement (1.20); review and analyze various issues and related materials regarding vendors (1.20).			
08/20/13	D J MERRETT	2.20	525.00	1,155.00
	Draft and revise letter responding to adequate assurance request of DTE and wholesale contract (2.10); communicate with Ellman regarding same (.10).			
08/21/13	J B ELLMAN	0.30	825.00	247.50
	Review DTE adequate assurance issues (.20); communicate with Orr regarding same (.10).			
08/21/13	J B ELLMAN	0.20	825.00	165.00
	Review updates for DTE assurance letter response.			
08/21/13	T HOFFMANN	5.30	650.00	3,445.00
	Review and analyze issues and other materials relating to various vendors (2.20); communications with Pickering (Ernst & Young), Lee (Ernst & Young), Bonsall (City) and others regarding numerous vendor issues and other inquiries (2.00); review and analyze issues relating to surety bond (.60); participate in conference calls regarding open requests for proposals (.50).			
08/22/13	J B ELLMAN	0.60	825.00	495.00
	Review materials regarding DTE adequate assurance and contract issues (.20); conference with Hoffmann regarding same (.20); communicate with Lee (Ernst & Young), Pickering (Ernst & Young) regarding reconciliation of prepetition balances (.20).			
08/22/13	B B ERENS	0.50	850.00	425.00
	Emails to and from working team regarding payment of prepetition vendors (.30); telephone calls with Hoffmann regarding the same (.20).			
08/22/13	T HOFFMANN	6.70	650.00	4,355.00
	Review and revise supplier agreements (.90); communicate with various vendors, Erens, Ellman, Bonsall (City) and Pickering (Ernst & Young) regarding payment issues (3.20); review and analyze various vendor issues, correspondence and related materials (2.40); communicate with Ellman regarding DTE (.20).			
08/23/13	B B ERENS	1.30	850.00	1,105.00
	Telephone calls with Hoffmann and Mays (City) regarding upcoming meetings in New York regarding vendors and related issues (.30); prepare regarding the same (.70); telephone call with Hoffmann regarding the same (.30).			
08/23/13	T HOFFMANN	5.20	650.00	3,380.00
	Finalize supplier agreements and address various related issues (2.30); review and analyze various open supplier issues (1.80); multiple conferences with Bonsall (City) and Pickering (Ernst & Young) regarding supplier and other related issues (1.10).			
08/26/13	M F EATON	3.00	575.00	1,725.00
	Draft/revise contract with Milliman in light of court order precluding non-disclosure agreements.			

JONES DAY

258183-609022

Page 6
October 21, 2013
Invoice: 32627873

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/26/13	J B ELLMAN Communicate with Johnson (DTE counsel) regarding adequate assurance demand (.10); finalize letter response regarding same (.20); communicate with Orr regarding same (.10); review Hoffmann and Sedlak update regarding DTE (.20).	0.60	825.00	495.00
08/26/13	B B ERENS Prepare for meetings in Detroit with client regarding remaining vendor and contract issues (.80); telephone calls with Hoffmann regarding same (.50).	1.30	850.00	1,105.00
08/26/13	T HOFFMANN Review/analyze various supplier related issues, including related documents and correspondence (1.50); communicate with Pickering (Ernst & Young) and Bonsall (City) regarding various vendor related issues (.80); review and revise certain agreements (1.30); communicate with Erens regarding open vendor issues (.50).	4.10	650.00	2,665.00
08/27/13	J B ELLMAN Finalize and send adequate assurance response letter to DTE.	0.40	825.00	330.00
08/27/13	B B ERENS Meetings with Ernst & Young and City regarding remaining vendor issues and contracting process (4.20); telephone calls with Hoffmann regarding the same (.50).	4.70	850.00	3,995.00
08/27/13	T HOFFMANN Review and analyze various vendor issues and related documents and correspondence (1.40); communicate with Robinson (NAPA) regarding NAPA contract (.30); communicate with Bonsall (City), Pickering (Ernst & Young) and Lee (Ernst & Young) regarding various vendor and contract related issues (.70); communicate with Erens regarding vendor related issues (.50).	2.90	650.00	1,885.00
08/27/13	E MILLER Prepare Milliman contract amendments.	2.00	900.00	1,800.00
08/28/13	J B ELLMAN Communicate with Moss, Miller and Merrett regarding [REDACTED]	0.20	825.00	165.00
08/28/13	B B ERENS Telephone calls with Tiller regarding new projects and vendor-related matters (.30); separate calls with Mays (City) regarding the same (.50); conference with Pickering (Ernst & Young) regarding the same and restructuring timeline (.30); telephone calls with working team regarding current vendor issues at 36 District Court (.20).	1.30	850.00	1,105.00
08/28/13	T HOFFMANN Review and revise software contract (2.60); review and analyze various supplier issues and related correspondence and other documents (1.70).	4.30	650.00	2,795.00
08/28/13	E MILLER Communicate with Milliman regarding amending contract.	0.70	900.00	630.00
08/29/13	J B ELLMAN Communicate with Lee (Ernst & Young) regarding DTE claims and adequate assurance (.20); communicate with Sedlak regarding same (.10); draft summary of status for EM (.10).	0.40	825.00	330.00
08/29/13	B B ERENS Telephone call with Birnbaum regarding vendor payments at 36 District Court.	0.30	850.00	255.00
08/30/13	J B ELLMAN Review update on DTE status and claims in connection with adequate assurance request (.30); draft correspondence to Orr, Sedlak regarding same (.20).	0.50	825.00	412.50
08/30/13	T HOFFMANN Review and analyze various supplier issues and related correspondence and documents.	1.00	650.00	650.00

JONES DAY

258183-609022

Page 7
October 21, 2013
Invoice: 32627873

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/30/13	J M TILLER Review documents regarding city contracts (3.30); review information regarding trash contract (2.50).	5.80	600.00	3,480.00
TOTAL		115.00	USD	79,482.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609023

Invoice: 32627874

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Non-Working Travel

USD 184,307.50

Less 50% Discount

(92,153.75)

USD 92,153.75

TOTAL

USD 92,153.75

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609023/32627874 IN YOUR PAYMENT

JONES DAY

258183-609023

Non-Working Travel

Page 2
October 21, 2013
Invoice: 32627874

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	11.90	1,000.00	11,900.00
T F CULLEN JR	6.00	950.00	5,700.00
J B ELLMAN	15.80	825.00	13,035.00
B B ERENS	10.00	850.00	8,500.00
D G HEIMAN	27.50	975.00	26,812.50
D J KATES	12.50	725.00	9,062.50
H LENNOX	32.10	900.00	28,890.00
E M ROSSMAN	14.60	650.00	9,490.00
G M SHUMAKER	14.30	825.00	11,797.50
OF COUNSEL			
M L HALE	15.00	650.00	9,750.00
ASSOCIATE			
D S BIRNBAUM	30.20	575.00	17,365.00
T HOFFMANN	18.90	650.00	12,285.00
D T MOSS	9.00	600.00	5,400.00
B ROSENBLUM	8.90	725.00	6,452.50
S C WOO	5.50	375.00	2,062.50
O S ZELTNER	10.60	300.00	3,180.00
PARALEGAL			
J E CALLAWAY	10.50	250.00	2,625.00
TOTAL	253.30	USD	184,307.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the activities of Jones Day relating to Non-Working Travel included the following:

- (1) Travel to various client meetings, court hearings and other case activities.

JONES DAY

258183-609023

Page 3
October 21, 2013
Invoice: 32627874

Non-Working Travel

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	D G HEIMAN Travel to Detroit for 8/2/13 hearing.	2.00	975.00	1,950.00
08/01/13	H LENNOX Travel to Detroit for meetings with restructuring team and 8/2 hearing.	3.00	900.00	2,700.00
08/01/13	G M SHUMAKER Travel to Detroit for 8/2 hearing.	2.50	825.00	2,062.50
08/02/13	D G HEIMAN Return travel to Cleveland following 8/2/13 hearing.	2.50	975.00	2,437.50
08/02/13	H LENNOX Travel to Cleveland from Detroit following 8/2 hearing.	3.00	900.00	2,700.00
08/02/13	G M SHUMAKER Return travel from Detroit after hearing.	2.00	825.00	1,650.00
08/04/13	B B ERENS Travel to Detroit for client meetings.	3.00	850.00	2,550.00
08/04/13	T HOFFMANN Travel from Chicago to Detroit for vendor meetings.	3.20	650.00	2,080.00
08/06/13	D S BIRNBAUM Non-working travel time from Chicago to Detroit (3.20) and from Detroit to Chicago (2.70) regarding meetings.	5.90	575.00	3,392.50
08/06/13	B B ERENS Travel back from Detroit to Chicago from client meetings.	2.00	850.00	1,700.00
08/06/13	T HOFFMANN Travel from Detroit to Chicago after vendor meetings.	3.20	650.00	2,080.00
08/07/13	T F CULLEN JR Travel to New York for litigation preparations.	3.00	950.00	2,850.00
08/07/13	D J KATES Travel to and from Detroit for meetings on debt issues (DWSD).	5.50	725.00	3,987.50
08/07/13	H LENNOX Travel to and from Detroit regarding meeting with DWSD and counties.	6.00	900.00	5,400.00
08/09/13	T F CULLEN JR Travel from New York to Washington following meetings.	3.00	950.00	2,850.00
08/11/13	T HOFFMANN Travel from Chicago to Detroit for vendor meetings.	3.00	650.00	1,950.00
08/12/13	D S BIRNBAUM Non-working travel time from Chicago to Detroit (2.00) and from Detroit back to Chicago (2.20) for labor meetings.	4.20	575.00	2,415.00
08/12/13	D G HEIMAN Travel to Detroit for meetings.	3.00	975.00	2,925.00
08/13/13	D S BIRNBAUM Non-working travel time from Chicago to Detroit for labor meetings.	4.00	575.00	2,300.00
08/13/13	J B ELLMAN Travel to Detroit for FAB meeting.	3.50	825.00	2,887.50

JONES DAY

258183-609023

Page 4
October 21, 2013
Invoice: 32627874

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/13/13	J B ELLMAN Travel to Detroit for FAB meeting (delays).	1.20	825.00	990.00
08/14/13	D S BIRNBAUM Non-working travel time from Detroit to Chicago following meetings.	2.80	575.00	1,610.00
08/14/13	J B ELLMAN Return travel to Atlanta following meeting.	3.90	825.00	3,217.50
08/14/13	T HOFFMANN Travel from Detroit to Chicago following meetings.	3.10	650.00	2,015.00
08/14/13	D J KATES Travel to Detroit for DWSD meetings.	3.00	725.00	2,175.00
08/14/13	H LENNOX Travel to Detroit regarding 8/15 DWSD meeting with counties.	4.00	900.00	3,600.00
08/14/13	E M ROSSMAN Travel to and from Detroit for negotiations with 13(c) unions.	5.50	650.00	3,575.00
08/14/13	O S ZELTNER Travel from Cleveland to Detroit for assistance of EM office.	2.50	300.00	750.00
08/15/13	D J KATES Travel from Detroit to Chicago following DWSD meetings.	4.00	725.00	2,900.00
08/15/13	H LENNOX Travel to Cleveland from DWSD meetings in Detroit.	4.00	900.00	3,600.00
08/16/13	O S ZELTNER Travel from Detroit to Cleveland following meetings.	2.50	300.00	750.00
08/18/13	H LENNOX Travel to Detroit regarding meetings with pension funds, safety unions.	3.30	900.00	2,970.00
08/18/13	O S ZELTNER Travel from Cleveland to Detroit for assistance of EM office.	2.80	300.00	840.00
08/19/13	D G HEIMAN Travel to/from Detroit and Cleveland for pension meetings.	5.50	975.00	5,362.50
08/19/13	H LENNOX Travel home from union and pension meetings in Detroit.	3.00	900.00	2,700.00
08/20/13	C BALL Travel to Detroit for hearing.	2.50	1,000.00	2,500.00
08/20/13	J B ELLMAN Travel from Atlanta to Detroit for meetings.	4.00	825.00	3,300.00
08/20/13	D G HEIMAN Travel from Cleveland to Detroit for hearings.	3.00	975.00	2,925.00
08/20/13	T HOFFMANN Travel to Detroit from Chicago for vendor meetings.	3.20	650.00	2,080.00
08/20/13	E M ROSSMAN Travel from Columbus to Detroit related to DDOT negotiations.	3.20	650.00	2,080.00
08/20/13	G M SHUMAKER Non-working travel to Detroit for litigation activities.	1.50	825.00	1,237.50

JONES DAY

258183-609023

Page 5
October 21, 2013
Invoice: 32627874

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	C BALL Travel to New York following hearing in Detroit.	5.50	1,000.00	5,500.00
08/21/13	D S BIRNBAUM Non-working travel time from Hartford to Detroit for labor meetings.	4.00	575.00	2,300.00
08/21/13	J B ELLMAN Return travel to Atlanta following meetings.	3.20	825.00	2,640.00
08/21/13	D G HEIMAN Travel from Detroit to Cleveland following hearings.	2.50	975.00	2,437.50
08/21/13	B ROSENBLUM Travel from hearing in American Roads' bankruptcy case to office.	0.60	725.00	435.00
08/21/13	G M SHUMAKER Return non-working travel from Detroit following hearing.	2.30	825.00	1,897.50
08/23/13	D S BIRNBAUM Non-working travel time from Detroit to Chicago following labor meeting.	3.50	575.00	2,012.50
08/23/13	T HOFFMANN Travel from Detroit to Chicago following meeting.	3.20	650.00	2,080.00
08/23/13	E M ROSSMAN Travel from Detroit to Columbus related to City of Detroit 13(c) labor issues.	2.70	650.00	1,755.00
08/23/13	O S ZELTNER Travel from Detroit to Cleveland following meeting.	2.80	300.00	840.00
08/26/13	B B ERENS Travel from Chicago to Detroit for vendor meetings.	2.00	850.00	1,700.00
08/26/13	M L HALE Travel to Detroit MI to meet with Keelean (City) regarding eligibility discovery.	1.50	650.00	975.00
08/26/13	H LENNOX Travel to Detroit regarding 8/27 meetings and 8/28 hearing.	3.00	900.00	2,700.00
08/27/13	C BALL Travel from New York to Detroit for hearing.	3.90	1,000.00	3,900.00
08/27/13	M L HALE Travel from Detroit, MI to Washington, DC following discovery activities.	3.00	650.00	1,950.00
08/27/13	D G HEIMAN Return travel from Detroit to Cleveland following coordination and strategy meetings.	2.00	975.00	1,950.00
08/27/13	D G HEIMAN Travel to Detroit for meetings with Orr and assistants.	2.50	975.00	2,437.50
08/27/13	D T MOSS Travel from Washington, DC to Detroit for Syncora matters.	3.00	600.00	1,800.00
08/27/13	G M SHUMAKER Non-working travel to Detroit for litigation activities.	2.00	825.00	1,650.00
08/27/13	S C WOO Non-working travel time from Chicago to Detroit for restructuring meeting with Detroit Fire Department.	3.00	375.00	1,125.00
08/28/13	D S BIRNBAUM Non-working travel time from Chicago to Detroit for meetings.	2.90	575.00	1,667.50

JONES DAY

258183-609023

Page 6
October 21, 2013
Invoice: 32627874

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/28/13	B B ERENS Travel back to Chicago from client meetings in Detroit.	3.00	850.00	2,550.00
08/28/13	M L HALE Travel from Washington to Detroit, MI for eligibility discovery.	5.00	650.00	3,250.00
08/28/13	D G HEIMAN Travel from Cleveland to Detroit for meetings with Retiree Committee counsel.	2.00	975.00	1,950.00
08/28/13	H LENNOX Travel to Cleveland regarding 8/27 meetings and 8/28 hearing.	2.80	900.00	2,520.00
08/28/13	B ROSENBLUM Travel from New York to Detroit regarding swap matters.	4.30	725.00	3,117.50
08/29/13	D S BIRNBAUM Non-working travel time from Detroit to Chicago following meeting regarding Fire Department restructuring strategy and a meeting with the DPLSA regarding terms and conditions of employment for bargaining unit members.	2.90	575.00	1,667.50
08/29/13	J E CALLAWAY Travel from District of Columbia to Detroit, MI regarding eligibility document review and collection.	4.50	250.00	1,125.00
08/29/13	D G HEIMAN Return travel from Detroit to Cleveland following meeting with Retiree Committee counsel and mediation session.	2.50	975.00	2,437.50
08/29/13	B ROSENBLUM Travel from Detroit to New York.	4.00	725.00	2,900.00
08/29/13	S C WOO Non-working travel time from Detroit to Chicago for restructuring meetings with the Detroit Fire Department and the Detroit Water and Sewerage Department.	2.50	375.00	937.50
08/30/13	J E CALLAWAY Travel from Detroit, MI to District of Columbia following document collection.	6.00	250.00	1,500.00
08/30/13	M L HALE Travel from Detroit, MI to Washington, DC after eligibility discovery.	5.50	650.00	3,575.00
08/30/13	D T MOSS Return travel from Orr deposition to Richmond, VA.	6.00	600.00	3,600.00
08/30/13	E M ROSSMAN Travel from Columbus to Detroit related to DDOT negotiations.	3.20	650.00	2,080.00
08/30/13	G M SHUMAKER Return travel to Washington following Orr deposition.	4.00	825.00	3,300.00
TOTAL		253.30	USD	184,307.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609024

Invoice: 32627875

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Postpetition/Exit Financing

USD 185,422.50

TOTAL

USD 185,422.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS
PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609024/32627875 IN YOUR PAYMENT

JONES DAY

258183-609024

Page 2

October 21, 2013

Postpetition/Exit Financing

Invoice: 32627875

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	20.70	1,000.00	20,700.00
B S BENNETT	20.50	1,000.00	20,500.00
B B ERENS	37.10	850.00	31,535.00
R J GRAVES	26.60	850.00	22,610.00
D G HEIMAN	19.30	975.00	18,817.50
H LENNOX	17.10	900.00	15,390.00
ASSOCIATE			
D A HALL	46.40	575.00	26,680.00
T HOFFMANN	28.00	650.00	18,200.00
B ROSENBLUM	11.90	725.00	8,627.50
A ZAHEER	6.30	375.00	2,362.50
TOTAL	233.90	USD	185,422.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Postpetition / Exit Financing included the following:

- (1) Assisted in developing the potential structure of a postpetition financing facility for the City and identifying related tasks, strategies and timelines;
- (2) Evaluated factual and legal issues relating to the City's proposed postpetition financing, including [REDACTED]
- (3) Prepared a draft financing term sheet and a request for financing proposals that was distributed to potential lenders;
- (4) Engaged in discussions with potential lenders regarding a postpetition financing facility;
- (5) Negotiated and drafted the terms of nondisclosure agreements with potential lenders in connection with financing discussions and the prospective lenders' access to due diligence materials; and
- (6) Assisted in managing due diligence activities and addressing issues relating to the data room.

JONES DAY

258183-609024

Page 3
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	C BALL Communicate with Erens regarding [REDACTED]	0.70	1,000.00	700.00
08/01/13	R J GRAVES Review postpetition financing term sheet and related documents (1.50); internal conferences with Erens and Hall regarding same (.50).	2.00	850.00	1,700.00
08/01/13	D A HALL Call with Doak (Miller Buckfire) and Hoffmann regarding postpetition financing term sheet issues (.20); revise same (.50).	0.70	575.00	402.50
08/01/13	D A HALL Revise postpetition financing term sheet per Erens comments.	0.50	575.00	287.50
08/01/13	A ZAHEER Research statutory language and requirements relating to [REDACTED]	5.00	375.00	1,875.00
08/02/13	B B ERENS Review materials regarding potential postpetition financing process.	0.30	850.00	255.00
08/02/13	R J GRAVES Review postpetition financing term sheet and related documents.	1.00	850.00	850.00
08/02/13	A ZAHEER Research statutory language and requirements [REDACTED] (1.10); discuss results with Hoffmann (.20).	1.30	375.00	487.50
08/05/13	B S BENNETT Analysis of memorandum from Doak (Miller Buckfire) regarding financing alternatives for swap agreement.	0.20	1,000.00	200.00
08/05/13	B S BENNETT Prepare memorandum to Miller Buckfire regarding Ambac and insurer interest in postpetition loan.	0.10	1,000.00	100.00
08/05/13	B S BENNETT Telephone conference with Dubrow (Arent Fox) regarding Ambac and other insurer interest in postpetition loan.	0.20	1,000.00	200.00
08/05/13	B B ERENS Consider strategy and structure regarding postpetition financing (1.00); conference call with working team regarding the same (1.50); separate call with Hall and Hoffmann regarding the same (.20); prepare for group call regarding the same (.30); and review e-mails from Lennox regarding the same (.30).	3.30	850.00	2,805.00
08/05/13	R J GRAVES Review postpetition financing proposals and background materials (.50); conference call with clients regarding postpetition financing issues (1.50).	2.00	850.00	1,700.00
08/05/13	D A HALL Review NDA for financing solicitations (.70); [REDACTED] (.60); call with financing team to discuss strategy (.50).	1.80	575.00	1,035.00
08/05/13	D G HEIMAN Review memorandum from Doak (Miller Buckfire) regarding postpetition financing issues (.20); conference with Buckfire (Miller Buckfire) regarding same (.30).	0.50	975.00	487.50
08/05/13	T HOFFMANN Review and analyze documents relating to potential postpetition financing (1.60); participate in call with Erens, Graves, Orr and state representatives regarding postpetition financing (.90); review and analyze various issues relating to non-disclosure agreements (.80).	3.30	650.00	2,145.00

JONES DAY

258183-609024

Page 4
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/06/13	B B ERENS Meeting with Mays (City) and State of Michigan regarding postpetition financing structure (1.00); calls with Hoffmann, Doak (Miller Buckfire) and other team members regarding the same (1.50); separate call with CFO and Doak (Miller Buckfire) regarding the same (1.00); all hands call regarding the same (.50); prepare for calls and consider issues regarding the same (1.00).	5.00	850.00	4,250.00
08/06/13	R J GRAVES Review postpetition proposals and background materials (.70); conference call with clients regarding postpetition financing issues (1.30).	2.00	850.00	1,700.00
08/06/13	D A HALL Review [REDACTED], send comments to Erens (.50); review comments from lenders on NDAs (.50).	1.00	575.00	575.00
08/06/13	D G HEIMAN Conferences with Bennett and Ball regarding [REDACTED]	0.50	975.00	487.50
08/06/13	D G HEIMAN Review memorandum from Doak (Miller Buckfire) regarding [REDACTED]	0.50	975.00	487.50
08/06/13	T HOFFMANN Review and analyze various issues involving postpetition financing structure and related materials and correspondence (1.90); participate in conference call addressing potential postpetition financing (.80).	2.70	650.00	1,755.00
08/06/13	H LENNOX Telephone conferences with Doak (Miller Buckfire), Ball regarding postpetition financing issues.	0.90	900.00	810.00
08/07/13	C BALL Communicate with Buckfire and Doak (Miller Buckfire) regarding [REDACTED] (.70); communicate with McGee regarding [REDACTED] and issues (.50); follow up call with Massaron (Miller Canfield), Bulger (Miller Canfield) and McGee (Miller Canfield) regarding [REDACTED] (.90); communicate with Erens and McGee (Miller Canfield) regarding same (.80).	2.90	1,000.00	2,900.00
08/07/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) and Heiman regarding postpetition financing.	0.40	1,000.00	400.00
08/07/13	B B ERENS Telephone call with Ball regarding postpetition financing structure (.30); conference with Hoffmann regarding the same (.50); office conference with Hall regarding the same and confidentiality agreements (.50); review confi regarding the same (.80); and e-mails to working team regarding issues regarding the same (.20).	2.30	850.00	1,955.00
08/07/13	R J GRAVES Review postpetition financing proposals and background materials.	0.50	850.00	425.00
08/07/13	D A HALL Meeting with Erens regarding data room for process, NDA comments and [REDACTED] (.50); review 3 lender NDA comments and prepare notations regarding same (1.00); [REDACTED] (1.00); correspondence with Doak (Miller Buckfire) regarding postpetition financing term sheet and marketing material (.50).	3.00	575.00	1,725.00
08/07/13	D G HEIMAN Conferences with Erens and Bennett regarding financing (.50); conference call with Buckfire and Bennett regarding [REDACTED] (1.00).	1.50	975.00	1,462.50
08/07/13	D G HEIMAN Conference with Orr regarding [REDACTED]	0.50	975.00	487.50

JONES DAY

258183-609024

Page 5
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/07/13	T HOFFMANN	3.20	650.00	2,080.00
	Communicate with Nelson regarding postpetition financing and associated research (.20); review and revise materials relating to potential collateral for postpetition financing (2.20); communicate with Erens and Rudd regarding potential postpetition financing structure (.80).			
08/08/13	C BALL	2.30	1,000.00	2,300.00
	Communicate with Buckfire and Doak (Miller Buckfire) (.70); communicate with McGee (Miller Canfield) regarding [REDACTED] (.40); communicate with Massaron (Miller Canfield) and Green (Miller Canfield) regarding [REDACTED] (.30); follow up with Erens and Buckfire (Miller Buckfire) (.20); review termsheet (.70).			
08/08/13	B S BENNETT	0.20	1,000.00	200.00
	Telephone conference with Melwani of Centerbridge regarding postpetition financing.			
08/08/13	B B ERENS	2.30	850.00	1,955.00
	Telephone calls with Hoffmann regarding term sheet and strategy on postpetition structure (.50); conferences with Hoffmann regarding the same (.30); e-mails to working team regarding the same (.20); separate call with Hoffmann and Hall regarding confidentiality agreements (.50); telephone call with client regarding the same (.30); and consider issues regarding structure regarding loan transaction (.50).			
08/08/13	R J GRAVES	0.50	850.00	425.00
	Review postpetition financing proposals and background materials.			
08/08/13	D A HALL	1.00	575.00	575.00
	Revise postpetition term sheet per comments from Ball and Doak (Miller Buckfire).			
08/08/13	D A HALL	5.80	575.00	3,335.00
	Review all NDA mark ups from interested lenders for postpetition financing process and discuss with Hoffman (2.00); revise NDAs per comments (2.00); call with certain potential lenders regarding NDAs (1.80).			
08/08/13	D A HALL	0.50	575.00	287.50
	Call with Doak (Miller Buckfire) regarding strategy (.30); meeting with Hoffmann regarding postpetition financing strategy (.20).			
08/08/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Erens regarding [REDACTED]			
08/08/13	T HOFFMANN	6.10	650.00	3,965.00
	Review and analyze comments to non-disclosure agreements (2.10); communicate with Hall regarding non-disclosure agreement comments and data room (.90); review and analyze various issues relating to potential collateral for postpetition financing (1.20) and related documents (1.90).			
08/08/13	H LENNOX	0.80	900.00	720.00
	Telephone conferences with Ball, Hoffmann regarding postpetition financing and related issues.			
08/09/13	C BALL	5.90	1,000.00	5,900.00
	Prepare for postpetition financing conference call regarding termsheet (1.60); communicate with McGee (Miller Canfield) regarding state law issues (0.80); research regarding certificates of indebtedness (1.70); research into other preemption areas (1.80).			
08/09/13	B S BENNETT	3.20	1,000.00	3,200.00
	Telephone conference with postpetition financing working group regarding formulation of proposal for RFP (.90); analysis of law regarding [REDACTED] (.50); telephone conference with Ball regarding financing issues (.20); telephone conference with Erens regarding financing issues (.20); telephone conference with Heiman regarding financing issues (.20); telephone conference with Buckfire (Miller Buckfire) regarding financing issues (.20); telephone conference with Heiman regarding financing issues (.20); revise term sheet regarding postpetition financing (.50); analysis and respond to memoranda regarding postpetition financing terms (.30).			

JONES DAY

258183-609024

Page 6
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/09/13	B B ERENS Calls with Hoffmann regarding postpetition financing structure and progress (.80); e-mails to and from working team regarding all legal issues regarding the same (2.50); telephone call with Bennett regarding the same (.20); consider issues regarding the same (.80); and separate review of materials and legal issues regarding loan transaction regarding the same (.50).	4.80	850.00	4,080.00
08/09/13	R J GRAVES Review postpetition proposals and background materials (1.00); conference call with clients regarding postpetition financing issues (1.50).	2.50	850.00	2,125.00
08/09/13	D A HALL Call with Doak (Miller Buckfire), client, state of Michigan and Jones Day team regarding postpetition financing structure and process.	1.00	575.00	575.00
08/09/13	D A HALL Review revised postpetition financing term sheet (.30); review correspondence between Erens and Ball regarding postpetition financing structure (.20).	0.50	575.00	287.50
08/09/13	D G HEIMAN Review financing term sheet.	0.50	975.00	487.50
08/09/13	D G HEIMAN Conference with Orr regarding postpetition financing structure.	0.50	975.00	487.50
08/09/13	D G HEIMAN Conference with Lennox and Bennett regarding ██████████ (.80); conference with Bennett regarding lien strategy (.70).	1.50	975.00	1,462.50
08/09/13	T HOFFMANN Review and revise postpetition financing documents (2.80); review and analyze issues relating to collateral and related issues (2.10); participate in conference call with Bennett, Ball, Erens, Orr (City) and others regarding postpetition financing (.80); separate conferences with Erens regarding structure of postpetition financing (.50).	6.20	650.00	4,030.00
08/09/13	H LENNOX Communications with Hoffmann, Heiman, Bennett regarding postpetition financing issues.	1.10	900.00	990.00
08/09/13	B ROSENBLUM Research regarding postpetition financing and jurisdiction issues (2.00); draft memorandum regarding same (.50).	2.50	725.00	1,812.50
08/10/13	B S BENNETT Prepare memorandum to Miller Canfield regarding financing (.20); revise term sheet for postpetition financing (1.00); analysis of Miller Canfield memorandum on financing (.20); analysis of response by Miller Canfield regarding financing (.10).	1.50	1,000.00	1,500.00
08/10/13	D A HALL Revise postpetition financing term sheet per comments from Bennett.	1.30	575.00	747.50
08/10/13	D A HALL Review correspondence from Miller Canfield and Jones Day regarding potential postpetition financing strategy and structure (.20); review and revise Lender NDA for postpetition financing Process (.80); resolve Lender postpetition financing NDA (.50).	1.50	575.00	862.50
08/10/13	D G HEIMAN Conference with Bennett (.30); review memoranda regarding ██████████ (.40); conference call with Orr and Bennett regarding postpetition financing (.80).	1.50	975.00	1,462.50
08/11/13	B S BENNETT Analysis of legal research regarding postpetition financing (.30); analysis of comments to postpetition financing document (.20).	0.50	1,000.00	500.00

JONES DAY

258183-609024

Page 7
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/11/13	B B ERENS Telephone calls with Hoffmann regarding drafting RFP for postpetition financing process (.50); calls with Rosenblum regarding legal issues regarding loan structure (.50); e-mails to and from working team regarding the same (.50).	1.50	850.00	1,275.00
08/11/13	T HOFFMANN Review and analyze latest term sheet for postpetition financing (.40); review and analyze analysis from certain research projects relating to postpetition financing (.50); communicate with Erens and Hall regarding postpetition financing (.30).	1.20	650.00	780.00
08/11/13	B ROSENBLUM Research [REDACTED] draft e-mail memoranda to Ball regarding same (.50); draft e-mail memorandum to Erens and Hoffmann regarding same (.50).	8.10	725.00	5,872.50
08/12/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire), Doak (Miller Buckfire) regarding postpetition financing (.30); telephone conference with Orr (City), Buckfire (Miller Buckfire), Heiman, Ball regarding settlement and financing status (.70); analysis of and respond to Dillon (State) memorandum regarding program remarks and 506(c) (.20); telephone conference with McGee (Miller Canfield) regarding postpetition financing (.50).	1.70	1,000.00	1,700.00
08/12/13	B B ERENS Calls and e-mails to working team regarding postpetition financing structure (2.00); telephone calls with Hall regarding confidentiality agreements (.20); and review proposed term sheets regarding postpetition financing structure (.30).	2.50	850.00	2,125.00
08/12/13	R J GRAVES Review postpetition financing proposals and related legal issues.	1.00	850.00	850.00
08/12/13	D A HALL Review lender comments to NDA (.30); call with Erens regarding postpetition financing structure (.20); revise postpetition financing term sheet per comments from Ball (1.50); call with creditor regarding NDA for postpetition financing process (.50); call with Hoffmann regarding postpetition financing (.20).	2.70	575.00	1,552.50
08/12/13	D G HEIMAN Telephone conference with Mendelsohn (Goldman Sachs) regarding postpetition financing.	0.50	975.00	487.50
08/12/13	T HOFFMANN Review and analyze various legal issues relating to potential postpetition financing and related materials (1.50); call with Hall regarding postpetition financing (.20).	1.70	650.00	1,105.00
08/12/13	B ROSENBLUM Analyze protections afforded postpetition lender under the Bankruptcy Code (.40); communicate with Ball regarding same (.10).	0.50	725.00	362.50
08/13/13	C BALL Communicate with Hall regarding postpetition financing termsheet.	0.50	1,000.00	500.00
08/13/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire), Corio (Miller Buckfire) regarding postpetition financing.	0.50	1,000.00	500.00
08/13/13	B B ERENS Emails to and from working team regarding postpetition financing structure (1.20); revise confidentiality agreement regarding the same (.30); telephone calls with Hoffmann regarding status regarding the same (.30); telephone call with Heiman regarding the same (.20).	2.00	850.00	1,700.00
08/13/13	R J GRAVES Review postpetition financing proposals and background materials.	2.50	850.00	2,125.00

JONES DAY

258183-609024

Page 8
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/13/13	D A HALL Communicate with Hoffmann regarding NDA issues and revisions (.30); communicate with Doak (Miller Buckfire) regarding NDA issue (.20).	0.50	575.00	287.50
08/13/13	D A HALL Revise lender NDA per lender comments and circulate for discussion (.40); call with Rosenblum regarding NDA-related issue (.20); call with Ball regarding term sheet (.40).	1.00	575.00	575.00
08/13/13	T HOFFMANN Review various issues relating to non-disclosure agreements (.60); communicate with Hall regarding non-disclosure agreements (.30); review and analyze documents relating to postpetition financing (.40).	1.30	650.00	845.00
08/14/13	C BALL Communicate with Bennett and Hall regarding Post Petition Financing.	0.90	1,000.00	900.00
08/14/13	B B ERENS Emails and voicemails to working team regarding finalization of postpetition financing structure and confidentiality agreement issues.	1.00	850.00	850.00
08/14/13	D A HALL Call with potential lender regarding NDA changes (.20); call with Ball regarding financing (.10).	0.30	575.00	172.50
08/14/13	D A HALL Call with Hoffmann regarding issues on various NDAs.	0.40	575.00	230.00
08/14/13	D A HALL Call with Mays (City) regarding NDA issue regarding postpetition financing.	0.40	575.00	230.00
08/14/13	D A HALL Call with potential lender counsel regarding NDA changes.	0.40	575.00	230.00
08/14/13	D G HEIMAN Conference with Bennett regarding cash flows and sizing for financing.	0.50	975.00	487.50
08/14/13	B ROSENBLUM Review BAML documents (.40); communicate with Hall regarding same in connection with postpetition financing process (.10).	0.50	725.00	362.50
08/15/13	B S BENNETT Telephone conference with Lennox regarding financing matters (.30); review and revise term sheet for postpetition financing (.80); analysis of comments on term sheet for postpetition financing (.30); telephone conference with Heiman, Lennox, Ball regarding financing matters (.40); prepare memorandum to Miller Buckfire, Miller Canfield regarding financing matters (.20); conference with Ball regarding financing and three insurer proposal (.30); telephone conference with Miller Canfield regarding state law issues in connection with financing (.40); telephone conference with Heiman regarding financing matters (.30).	3.00	1,000.00	3,000.00
08/15/13	R J GRAVES Review postpetition financing proposals and background materials (1.30); meeting with Hall regarding legal issues and term sheet (.70).	2.00	850.00	1,700.00
08/15/13	D A HALL Revise term sheet per comments from Bennett and Heiman (1.20); meeting with Graves regarding postpetition financing status and term sheet (.70); revise term sheet per Graves comments (2.10); various correspondence with JD working team regarding postpetition financing structure and related issues (.80).	4.80	575.00	2,760.00
08/15/13	D G HEIMAN Conference with Bennett regarding postpetition financing solicitation (.30); review and comment on amended term sheet (.20).	0.50	975.00	487.50
08/15/13	D G HEIMAN Review revised term sheet for financing (.50); conference call with Bennett, Lennox and Ball regarding same (1.00).	1.50	975.00	1,462.50

JONES DAY

258183-609024

Page 9

October 21, 2013

Postpetition/Exit Financing

Invoice: 32627875

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/15/13	D G HEIMAN Conference with Orr and Mays (City) regarding postpetition financing term sheet.	0.50	975.00	487.50
08/15/13	T HOFFMANN Review and analyze potential postpetition financing structures (.40); communicate with Kates and Erens regarding structure (.10).	0.50	650.00	325.00
08/15/13	H LENNOX Conferences with Bennett, Buckfire (Miller Buckfire), Green (Miller Canfield) regarding postpetition financing structure (1.20); review and comment on term sheet (.30).	1.50	900.00	1,350.00
08/16/13	C BALL Prepare for call with National, Assured and Ambac counsel and financial advisors (Blackstone/Golden) and Miller Buckfire regarding postpetition financing (1.10); conference call with Orr, Buckfire (Miller Buckfire) and Jones Day regarding termsheet and relating timeline issues (1.20); follow up with Bennett on time line (.50).	2.80	1,000.00	2,800.00
08/16/13	B S BENNETT Analysis of memorandum from Green (Miller Canfield) regarding financing term sheet (.20); telephone conference with Heiman regarding financing (.20); telephone conference with Ball regarding conference with insurers and financing (.20); telephone conference with Erens regarding financing (.20); telephone conference with Buckfire (Miller Buckfire), Doak (Miller Buckfire), Corio (Miller Buckfire), Orr (City), Ball, Heiman regarding postpetition financing and related matters (1.10).	1.90	1,000.00	1,900.00
08/16/13	B B ERENS Telephone call with Bennett regarding postpetition financing structure and timing (.20); conferences with Hall regarding all issues regarding the same (.80).	1.00	850.00	850.00
08/16/13	R J GRAVES Review postpetition financing proposals and background materials.	1.00	850.00	850.00
08/16/13	D A HALL Call with Erens regarding: status issues, postpetition financing, NDA and data room.	0.90	575.00	517.50
08/16/13	D A HALL Review materials in data room regarding postpetition financing process.	2.00	575.00	1,150.00
08/16/13	D G HEIMAN Attend all-hands call regarding postpetition financing term sheet.	1.00	975.00	975.00
08/16/13	D G HEIMAN Follow-up with Bennett and Orr regarding term sheet call.	0.50	975.00	487.50
08/16/13	H LENNOX Conferences with Green (Miller Canfield), Heiman regarding postpetition financing issues (.40); conference with Orr and postpetition financing team advisors regarding postpetition financing term sheet (1.20).	1.60	900.00	1,440.00
08/18/13	B S BENNETT Review and revise financing term sheet.	2.00	1,000.00	2,000.00
08/18/13	B B ERENS Review revised postpetition financing term sheet (.60); e-mails regarding the same (.20); continue review of settlement objections on B of A transaction (.50).	1.30	850.00	1,105.00
08/18/13	R J GRAVES Review objections to postpetition financing and related background materials.	1.50	850.00	1,275.00
08/19/13	B S BENNETT Telephone conference with Erens regarding asset disposition provisions of financing.	0.20	1,000.00	200.00
08/19/13	B S BENNETT Analysis of memoranda from Ball and Buckfire (Miller Buckfire) regarding exit on financing.	0.10	1,000.00	100.00

JONES DAY

258183-609024

Page 10
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	B B ERENS Telephone calls with Heiman regarding confidentiality contracts for postpetition financing process and process regarding the same (.80); telephone call with Doak (Miller Buckfire) regarding the same (.20); prepare for meeting with Hoffmann regarding the same (.20); telephone call with Hoffmann and Miller Buckfire regarding data room (.20); telephone call with Bennett regarding postpetition financing term sheet and confidentiality provisions (.30); e-mails to working group regarding the same (.30); and draft issues lists regarding financing (.30).	2.30	850.00	1,955.00
08/19/13	R J GRAVES Review and comment on draft postpetition financing term sheet (.70); internal conferences regarding same (.30); review objections (1.00).	2.00	850.00	1,700.00
08/19/13	D A HALL Calls with 3 different potential lenders regarding NDA issues (1.20); revise NDA per call with potential lenders (1.30); call with Miller Buckfire regarding data room issues (.50); review latest draft of term sheet and relate comments, discuss with Erens (.10).	3.10	575.00	1,782.50
08/20/13	C BALL Prepare for conference call regarding cashflows and financing proposal.	1.40	1,000.00	1,400.00
08/20/13	B S BENNETT Telephone conference with Ernst & Young, Miller Buckfire, Orr (City) regarding postpetition financing (1.00); telephone conference with Malhotra (Ernst & Young) regarding financing matters (.30); analysis of projections regarding case position on financing and no financing cases (.30).	1.60	1,000.00	1,600.00
08/20/13	B B ERENS Telephone calls with Heiman regarding postpetition financing process and confidentiality agreements (.50); review e-mails to and from working team regarding the same (.50).	1.00	850.00	850.00
08/20/13	R J GRAVES Review and comment on draft postpetition financing term sheet (.20); internal conferences regarding same (.50); review objections (.10).	0.80	850.00	680.00
08/20/13	D A HALL Review cash projections and needs (1.00); call with Brown (City) regarding swap information (.50); review data room materials in connection with postpetition financing diligence (1.00); team call regarding cash projections (1.00).	3.50	575.00	2,012.50
08/20/13	H LENNOX Participate in advisor, Orr (City) call regarding postpetition timing, cash flows and term sheet (1.00); follow-up with Heiman (.20).	1.20	900.00	1,080.00
08/21/13	C BALL Communicate with Corio (Miller Buckfire) regarding postpetition financial terms and market receptivity.	0.90	1,000.00	900.00
08/21/13	B S BENNETT Analysis of updated objections on financing (.30); telephone conference with financing team, state representatives regarding postpetition financing (part of call) (.50); telephone conference with Erens regarding postpetition financing and NDA's with potential participants (.20); telephone conference with Orr (City), Buckfire (Miller Buckfire), Doak (Miller Buckfire), Heiman, Ball regarding financing (1.00).	2.00	1,000.00	2,000.00
08/21/13	B B ERENS Review new postpetition financing materials (1.00); telephone calls with Lennox regarding the same (.20); call regarding NDAs and process (.50); telephone call with Doak (Miller Buckfire) regarding the same (.20); telephone call with lender regarding the same (.30); call with State of Michigan regarding the same and prepare regarding the same (1.00); follow up call with Lennox regarding the same (.20); follow up call with Heiman regarding the same (.30); telephone call with Hall and Hoffmann regarding next steps (.30).	4.00	850.00	3,400.00

JONES DAY

258183-609024

Page 11
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	R J GRAVES Review and comment on draft postpetition financing term sheet (.40); internal conferences regarding same (1.10).	1.50	850.00	1,275.00
08/21/13	D A HALL Call with Erens regarding postpetition financing status and open issues for lender diligence process (.50); complete review of material in data room (1.00); call with Mays (City) regarding NDA related issues (.30); review draft of postpetition financing term sheet and related timeline and prepare issues list for team call (.50).	2.30	575.00	1,322.50
08/21/13	D G HEIMAN Attend team call regarding status of financing.	1.00	975.00	975.00
08/21/13	H LENNOX Telephone conference with Erens regarding various postpetition financing open issues (.50); review documents in preparation of advisor call (.40); participate in State, advisor call (1.10); follow-ups with Erens, Bennett, Massaron (Miller Canfield) (.60); call with Orr (City), Heiman, Bennet, Buckfire (Miller Buckfire), Doak (Miller Buckfire) regarding same (.90).	3.50	900.00	3,150.00
08/22/13	C BALL Communicate with Lennox regarding [REDACTED]	0.90	1,000.00	900.00
08/22/13	C BALL Communicate with Lennox regarding additional questions from State regarding financing.	0.80	1,000.00	800.00
08/22/13	B B ERENS Telephone call with Heiman regarding NDA process (.20); respond to inquiries regarding postpetition financing timeline (.30).	0.50	850.00	425.00
08/22/13	D G HEIMAN Conference with Orr regarding state approval process regarding postpetition financing (.30); conference with Bennett regarding same (.20).	0.50	975.00	487.50
08/22/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding postpetition financing issues.	0.30	975.00	292.50
08/22/13	H LENNOX Multiple conferences with Heiman, Buckfire (Miller Buckfire), Ball, Brader (State), Bennett, Treasury regarding postpetition financing issues.	2.00	900.00	1,800.00
08/23/13	R J GRAVES Review draft postpetition financing term sheet.	1.00	850.00	850.00
08/23/13	D G HEIMAN Conference call with Dillon (State) regarding financing issues (.50); follow-up calls with Brader (State), Lennox, Orr, Buckfire (Miller Buckfire) and Bennett regarding financing alternatives (1.00).	1.50	975.00	1,462.50
08/23/13	D G HEIMAN Review Lennox bullet-points on revenue issues and remedies (.40); conference with Lennox regarding same (.30).	0.70	975.00	682.50
08/23/13	D G HEIMAN Conferences with Orr and Buckfire (Miller Buckfire) regarding state issues regarding financing.	0.80	975.00	780.00
08/23/13	H LENNOX Multiple telephone conferences with Brader (State), Ball, Orr (City), Buckfire (Miller Buckfire), Bennett regarding postpetition financing issues.	2.80	900.00	2,520.00
08/24/13	B S BENNETT Telephone conference with Dillon (State), Saxton (State), Orr (City), Heiman regarding financing matters.	0.20	1,000.00	200.00

JONES DAY

258183-609024

Page 12
October 21, 2013
Invoice: 32627875

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/24/13	B S BENNETT Telephone conference with Heiman regarding financing matters.	0.40	1,000.00	400.00
08/24/13	D G HEIMAN Telephone conference with Orr (City) regarding developments on financing (.50); conference with Bennett, Lennox and Buckfire (Miller Buckfire) regarding financing proposals (.50); conference call with Dillon (State) regarding financing proposal (.50).	1.50	975.00	1,462.50
08/24/13	H LENNOX Multiple calls with Bennett, Ball, Heiman, Orr (City), Brader (State), Dillon (State), Saxton (State) regarding postpetition financing issues.	1.70	900.00	1,530.00
08/25/13	B S BENNETT Analysis of RFP for financing and prepare memorandum to Buckfire (Miller Buckfire) and Doak (Miller Buckfire) regarding same.	0.30	1,000.00	300.00
08/26/13	B B ERENS Telephone calls with Doak (Miller Buckfire) regarding postpetition financing process and contacts (.50); office conferences with Hall regarding term sheet regarding the same (.30); telephone calls with lenders regarding NDAs (.20).	1.00	850.00	850.00
08/26/13	D A HALL Finalize postpetition financing transaction term sheet for distribution.	1.00	575.00	575.00
08/26/13	T HOFFMANN Review and analyze various open issues and correspondence relating to non-disclosure agreements and the postpetition financing process (1.40); review and analyze communicate with Hall regarding postpetition financing process (.40).	1.80	650.00	1,170.00
08/27/13	B S BENNETT Analysis of memorandum regarding FOIA and financing proposals.	0.10	1,000.00	100.00
08/27/13	B B ERENS Telephone calls with Hall regarding NDAs for postpetition financing (.20); follow up with Hall and Doak (Miller Buckfire) regarding the same (.30).	0.50	850.00	425.00
08/27/13	R J GRAVES Review postpetition financing term sheet and objections to assumption of swap contracts (1.00); internal conferences with Hale and Erens regarding same (.30).	1.30	850.00	1,105.00
08/29/13	B B ERENS Telephone calls and e-mails to Hall regarding remaining NDAs (.20); review chart regarding same (.30).	0.50	850.00	425.00
08/29/13	D A HALL Revisions to various NDAs and circulate to potential lenders (3.10); correspondence with potential lenders and counsel regarding NDA issues (1.00); correspondence with Doak (Miller Buckfire) and Erens regarding status of NDA process and related issues (.20); correspondence with Mays (City) regarding signature pages to NDAs (.20).	4.50	575.00	2,587.50
08/30/13	C BALL Communicate with Doak (Miller Buckfire) regarding financing RFP and participants and role of NDA.	0.70	1,000.00	700.00
08/30/13	B S BENNETT Analysis of memorandum from Klein of Jefferies regarding financing.	0.10	1,000.00	100.00
08/30/13	B S BENNETT Prepare memorandum to Buckfire (Miller Buckfire) and Doak (Miller Buckfire) regarding financing.	0.10	1,000.00	100.00
08/30/13	R J GRAVES Review financial information and postpetition financing package (.70); review legal issues regarding proposed postpetition financing (.80).	1.50	850.00	1,275.00

JONES DAY

258183-609024

Page 13

October 21, 2013

Postpetition/Exit Financing

Invoice: 32627875

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/30/13	B ROSENBLUM	0.30	725.00	217.50
	Communicate with Smith (Bingham) and Marsh (Bingham) regarding postpetition financing (.10); communicate with Erens and Hall regarding same (.10); review correspondence regarding same (.10).			
TOTAL		233.90	USD	185,422.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609028

Invoice: 32627877

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Eligibility Issues and Litigation

USD 504,040.00

TOTAL

USD 504,040.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS
PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609028/32627877 IN YOUR PAYMENT

JONES DAY

258183-609028

Page 2

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	12.30	1,000.00	12,300.00
T F CULLEN JR	4.00	950.00	3,800.00
J B ELLMAN	5.00	825.00	4,125.00
B R HEIFETZ	74.50	775.00	57,737.50
G S IRWIN	32.50	725.00	23,562.50
H LENNOX	24.70	900.00	22,230.00
E MILLER	29.60	900.00	26,640.00
G M SHUMAKER	5.20	825.00	4,290.00
G S STEWART	14.00	875.00	12,250.00
OF COUNSEL			
M L HALE	43.20	650.00	28,080.00
COUNSEL			
K B BYRD	18.00	575.00	10,350.00
M M REIL	5.70	650.00	3,705.00
ASSOCIATE			
S F AMIR	11.00	325.00	3,575.00
S T BOYCE	53.40	575.00	30,705.00
A J DICK	117.40	475.00	55,765.00
C J DIPOMPEO	26.80	475.00	12,730.00
M F EATON	66.10	575.00	38,007.50
J JOHNSON	40.40	475.00	19,190.00
D J MERRETT	14.40	525.00	7,560.00
D T MOSS	24.90	600.00	14,940.00
R D NEWMAN	43.00	575.00	24,725.00
J H ROTH	11.50	350.00	4,025.00
J L SEIDMAN	19.40	400.00	7,760.00
T A WILSON	85.80	600.00	51,480.00
O S ZELTNER	40.00	300.00	12,000.00
PARALEGAL			
J E CALLAWAY	19.50	250.00	4,875.00
B J YAKOVICH	11.70	225.00	2,632.50
LEGAL SUPPORT			
T J DUHIG	7.20	275.00	1,980.00
B T LEATHERMAN	15.10	200.00	3,020.00
TOTAL	876.30	USD	504,040.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Eligibility Issues and Litigation included the following:

- (1) Reviewed and analyzed over 100 objections to the City's eligibility to be a chapter 9 debtor, including voluminous supporting materials and declarations, and prepared a comprehensive summary of all such objections;
- (2) Prepared a comprehensive omnibus reply to all objections to eligibility, and conducted supporting research;

JONES DAY

258183-609028

Page 3

October 21, 2013

Invoice: 32627877

Eligibility Issues and Litigation

- (3) Analyzed various state and federal constitutional issues and other legal issues relating to the City's eligibility to be a chapter 9 debtor;
- (4) Developed and refined a litigation strategy to address disputes over the City's eligibility to be a chapter 9 debtor; and
- (5) Engaged in extensive and expedited discovery in connection with the determination of the City's eligibility to be a chapter 9 debtor, including by (a) analyzing voluminous discovery requests from numerous objecting parties, (b) reviewing tens of thousands of pages of potentially responsive documents for relevance and privilege, (c) evaluating objections to certain discovery requests and drafting discovery responses, (d) coordinating the efforts of various contractors retained to assist in discovery activities, (e) coordinated the collection of discovery materials from the City and its other advisors, (f) preparing offensive discovery requests on behalf of the City and (g) preparing to defend multiple depositions in a compressed timeframe.

JONES DAY

258183-609028

Page 4
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/01/13	A J DICK Research constitutional issues and eligibility for Chapter 9 for eligibility reply.	2.50	475.00	1,187.50
08/02/13	B S BENNETT Telephone conference with Lennox regarding order on eligibility procedures.	0.10	1,000.00	100.00
08/02/13	B S BENNETT Review eligibility support materials in preparation for reply.	3.00	1,000.00	3,000.00
08/02/13	A J DICK Research on authorization to file for Chapter 9 for eligibility reply.	8.20	475.00	3,895.00
08/03/13	A J DICK Research on state law and Chapter 9 authorization for eligibility reply.	2.00	475.00	950.00
08/04/13	A J DICK Research introduction for brief on Chapter 9 authorization for eligibility reply.	2.50	475.00	1,187.50
08/05/13	A J DICK Research constitutional issues for insert for brief on Chapter 9 authorization for eligibility reply.	7.00	475.00	3,325.00
08/05/13	T A WILSON Research regarding eligibility issues.	2.00	600.00	1,200.00
08/06/13	B S BENNETT Draft eligibility legal argument regarding authorization.	0.70	1,000.00	700.00
08/06/13	A J DICK Draft/revise insert for brief on Chapter 9 authorization for eligibility reply.	5.20	475.00	2,470.00
08/06/13	G S STEWART Communicate with DiPompeo (.50), review and revise draft filing (.50); communicate with Cullen, Shumaker, Ball, Moss regarding procedural issues (.20).	1.20	875.00	1,050.00
08/06/13	T A WILSON Research regarding issues related to eligibility.	2.20	600.00	1,320.00
08/07/13	A J DICK Draft/revise constitutional issues for insert for brief on Chapter 9 authorization for eligibility reply.	5.70	475.00	2,707.50
08/08/13	A J DICK Draft/revise state law insert for brief on Chapter 9 authorization for eligibility reply.	5.50	475.00	2,612.50
08/08/13	B R HEIFETZ Review draft argument regarding constitutional challenges to Detroit's Chapter 9 authorization for eligibility reply.	1.70	775.00	1,317.50
08/09/13	A J DICK Research Chapter 9 preemption of state constitution.	6.30	475.00	2,992.50
08/09/13	D J MERRETT Communicate with Dick regarding eligibility (.20); review Prichard, Ala. and Central Falls, RI docket in connection with same (.30).	0.50	525.00	262.50
08/10/13	A J DICK Research Chapter 9 preemption of state constitution for eligibility.	1.80	475.00	855.00
08/11/13	A J DICK Research Chapter 9 preemption of state constitution for eligibility.	2.30	475.00	1,092.50

JONES DAY

258183-609028

Page 5

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/12/13	A J DICK Research Chapter 9 preemption of state constitution for eligibility.	1.30	475.00	617.50
08/12/13	T A WILSON Research related to eligibility issues.	1.20	600.00	720.00
08/13/13	A J DICK Research Chapter 9 preemption of state constitution.	1.80	475.00	855.00
08/13/13	T A WILSON Research related to eligibility issues in anticipation of drafting consolidated reply to objections.	3.80	600.00	2,280.00
08/14/13	A J DICK Research Stern v. Marshall issues regarding eligibility objections.	3.00	475.00	1,425.00
08/14/13	A J DICK Research Chapter 9 preemption of state constitution regarding eligibility objections.	1.00	475.00	475.00
08/14/13	T A WILSON Research regarding support of eligibility reply (2.50); draft form of reply in support of eligibility (1.00).	3.50	600.00	2,100.00
08/14/13	O S ZELTNER Research (7.20) and draft memo (2.20) regarding courts within the Sixth Circuit interpreting Stern v. Marshall.	9.40	300.00	2,820.00
08/15/13	B S BENNETT Telephone conference with Larose (Winston & Strawn) regarding proposed stipulation regarding discovery in connection with eligibility and other matters.	0.40	1,000.00	400.00
08/15/13	T A WILSON Research related to eligibility issues in anticipation of drafting consolidated reply to objections.	3.00	600.00	1,800.00
08/15/13	T A WILSON Review Zeltner memoranda related to treatment of Stern v. Marshall in 6th Circuit (.20); review related case law (.50); communicate with Ball, Zeltner regarding same (.50).	1.20	600.00	720.00
08/16/13	H LENNOX Review individual objections to eligibility.	0.20	900.00	180.00
08/16/13	J L SEIDMAN Draft summary chart of responses to objections to eligibility (.80); communicate with Wilson regarding same (.10).	0.90	400.00	360.00
08/16/13	T A WILSON Communicate with Seidman regarding preparation of objection summary chart (.30); review files for template regarding same (.20); draft reply in support of eligibility (1.20).	1.70	600.00	1,020.00
08/19/13	B S BENNETT Preliminary analysis of eligibility objections.	2.00	1,000.00	2,000.00
08/19/13	B S BENNETT Telephone conference with Heiman regarding eligibility response planning.	0.20	1,000.00	200.00
08/19/13	A J DICK Review/analyze various filed objections to eligibility in preparation for opposition research.	3.30	475.00	1,567.50
08/19/13	J B ELLMAN Review selected eligibility objections (2.00); conference with Wilson regarding same and possible responses (1.00); conference with Lennox regarding same (.40); brief research of Stern v. Marshall issue in ED Michigan in response to objections (.40); review precedent in support of omnibus reply (.30).	4.10	825.00	3,382.50
08/19/13	B R HEIFETZ Review eligibility objections.	2.70	775.00	2,092.50

JONES DAY

258183-609028

Page 6

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/19/13	H LENNOX Review eligibility objections that are being filed (.50) and conference with Wilson regarding same (.20).	0.70	900.00	630.00
08/19/13	D J MERRETT Communicate with Ellman regarding form of exhibit to consolidated reply to eligibility objections (.20); preliminary review of key objections (.80).	1.00	525.00	525.00
08/19/13	J L SEIDMAN Draft chart for summarizing objections to eligibility (.50); various communications with Yakovich and Botsch regarding entering data into same (.40); review and analyze objections to eligibility (4.50).	5.40	400.00	2,160.00
08/19/13	T A WILSON Communicate with Ellman, Seidman, Merrett regarding template for eligibility objection chart (.50); communicate with Lennox regarding eligibility objection chart (.10); communicate with Yakovich, Seidman regarding collection and circulation of objections to eligibility (.30); communicate with Lennox, Ellman regarding notice of constitutional challenge filed by AFSCMB (.10); review objections to eligibility and revise outline of consolidated reply in connection with same (5.50).	6.50	600.00	3,900.00
08/19/13	T A WILSON Communicate with Zeltner regarding eligibility research.	0.10	600.00	60.00
08/19/13	B J YAKOVICH Conference with Wilson regarding request for certain eligibility objections (.20); conference with Seidman regarding preparation of schedule identifying eligibility objections (2.80); review eligibility objections and revise schedule (2.70); coordinate distribution of eligibility pleadings to Wilson and Seidman (.30).	6.00	225.00	1,350.00
08/20/13	B S BENNETT Telephone conference with eligibility litigation team on discovery and dealing with objections.	0.70	1,000.00	700.00
08/20/13	B S BENNETT Telephone conference with Wilson regarding eligibility reply brief.	0.20	1,000.00	200.00
08/20/13	A J DICK Review/analyze eligibility objections filed.	4.00	475.00	1,900.00
08/20/13	M F EATON Draft/revise discovery requests to objectors to eligibility.	2.20	575.00	1,265.00
08/20/13	B R HEIFETZ Review objections to eligibility (2.30); review cases for our response to objections to eligibility (1.50); communicate with Moss regarding response to objections to eligibility (.20).	4.00	775.00	3,100.00
08/20/13	H LENNOX Conference call with Bennett, Cullen, Shumaker, Wilson regarding process to respond to eligibility objections and discovery.	0.50	900.00	450.00
08/20/13	E MILLER Review eligibility objections (5.80); conferences with Cullen, Heifetz, and Dick regarding discovery issues (.50).	6.30	900.00	5,670.00
08/20/13	D T MOSS Communicate with Miller regarding discovery requests for objectors to eligibility (.70); communicate with Cullen and Stewart regarding case plan and objections (.30); edit and revise document requests, interrogatories and witness list for Miller (.60); communicate with Heifetz and DiPompeo regarding constitutional issues related to eligibility (.60); review objections and exhibits filed related to eligibility (2.10); communicate with Wilson regarding planning and next steps (.50).	3.70	600.00	2,220.00
08/20/13	J L SEIDMAN Review and analyze all objections to eligibility (6.80); draft and revise chart summarizing same (6.00).	12.80	400.00	5,120.00
08/20/13	G M SHUMAKER Telephone conference with internal team on proving affirmative case and handling objections to eligibility.	0.70	825.00	577.50

JONES DAY

258183-609028

Page 7
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	T A WILSON Participate in conference call with Jones Day team regarding objections to eligibility (.50); review objections to eligibility and revise outline of consolidated reply in connection with same (1.50); communicate with Bennett regarding reply brief (.20); review chart summarizing objections to eligibility (.40); communicate with Seidman regarding same (.10); research related to eligibility (1.80).	4.50	600.00	2,700.00
08/20/13	B J YAKOVICH Review objections to chapter 9 petition (.50) and update schedule identifying same (2.70); communications with Wilson and Seidman regarding same (.50); review docket regarding additional filings and distribute to working team (.70); further updates to schedule (1.30); communication with team regarding request for recently filed pleadings (.50).	5.70	225.00	1,282.50
08/20/13	O S ZELTNER Research past MI bankruptcy authorization statutes per Wilson's request (3.50); draft memo on same (1.00).	4.50	300.00	1,350.00
08/21/13	B S BENNETT Review and analyze eligibility objections.	1.50	1,000.00	1,500.00
08/21/13	B S BENNETT Draft eligibility reply points.	0.50	1,000.00	500.00
08/21/13	B S BENNETT Prepare memorandum to Wilson regarding constitutional argument.	0.20	1,000.00	200.00
08/21/13	T F CULLEN JR Draft plan for organization of trial efforts for assumption and eligibility hearing (3.10); review of results of hearing and impact on same (.90).	4.00	950.00	3,800.00
08/21/13	A J DICK Review/analyze eligibility objections filed.	3.50	475.00	1,662.50
08/21/13	M F EATON Draft/revise written discovery to multiple objectors to eligibility for Detroit to proceed under Chapter 9.	8.20	575.00	4,715.00
08/21/13	B R HEIFETZ Meet with DiPompeo, Dick regarding response to eligibility objections (1.20); review Pensions Clause information for response to eligibility objections (1.70); review materials regarding constitutionality of chapter 9 for response to eligibility objections (2.20).	5.10	775.00	3,952.50
08/21/13	H LENNOX Review summary of objections to eligibility (.70); communications with Wilson, Heifetz regarding same (.20).	0.90	900.00	810.00
08/21/13	D J MERRETT Communicate with Wilson regarding prior authorization statutes (.10); research regarding same (2.20).	2.30	525.00	1,207.50
08/21/13	E MILLER Draft interrogatories and document requests on third party objectors to eligibility.	7.80	900.00	7,020.00
08/21/13	D T MOSS Review and evaluate objections to eligibility in context of litigation (6.00); communicate with Heifetz and Stewart regarding objections, argument development, responses and other issues (1.00); outline fact elements needed for depositions, witnesses and other items (2.10); review document requests drafted by Miller and Eaton (.70); communicate with Eaton regarding eligibility issues and document requests needed (.20).	10.00	600.00	6,000.00

JONES DAY

258183-609028

Page 8

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/21/13	T A WILSON	4.70	600.00	2,820.00
	Review Zeltner and Merrett research regarding status of municipal bankruptcy filings at time of Michigan constitutional convention (.30); communicate with Merrett, Zeltner regarding same (.20); review objections to eligibility and conduct research with respect to same (2.30); revise outline of reply in support of eligibility (1.70); communicate with Heifetz regarding procedural issues related to reply (.10); communicate with Bennett regarding reply in support of eligibility (.10).			
08/21/13	O S ZELTNER	2.30	300.00	690.00
	Revise memo regarding historical statutes authorizing chapter 9 filings in Michigan (.70); research same (1.60).			
08/22/13	B S BENNETT	0.30	1,000.00	300.00
	Telephone conference with Heiman regarding DLA, eligibility brief, financing.			
08/22/13	A J DICK	4.80	475.00	2,280.00
	Draft/revise outline of reply to eligibility objections.			
08/22/13	C J DIPOMPEO	0.30	475.00	142.50
	Review objections to eligibility regarding Stern v. Marshall.			
08/22/13	C J DIPOMPEO	8.50	475.00	4,037.50
	Draft organizational chart regarding Syncora and eligibility litigation.			
08/22/13	C J DIPOMPEO	3.90	475.00	1,852.50
	Multiple communications with Cullen, G. Shumaker, Stewart, Miller, Heiman, Ball, Moss and others regarding next steps in assumption and eligibility litigation.			
08/22/13	C J DIPOMPEO	0.50	475.00	237.50
	Multiple communications with Lennox, Heifetz, Wilson, Dick, and Moss regarding eligibility response brief.			
08/22/13	M F EATON	12.20	575.00	7,015.00
	Draft/revise written discovery requests to objectors of eligibility for Detroit to proceed under Chapter 9.			
08/22/13	B R HEIFETZ	5.00	775.00	3,875.00
	Telephone conference with Lennox, Wilson, Dick, Newman regarding response to eligibility objections (.50); review materials regarding PA 436 for responses to eligibility objections (3.80); review draft outline to eligibility objections (.70).			
08/22/13	J JOHNSON	2.00	475.00	950.00
	Review UAW objections to eligibility (.60); begin reviewing AFSCME objections (.80); communicate with Heifetz regarding state law section of eligibility brief (.60).			
08/22/13	H LENNOX	3.70	900.00	3,330.00
	Telephone conferences with Shumaker, Miller, Stewart regarding discovery for eligibility (.70); review and revise same (1.50); conference call with reply briefing team regarding constitutional arguments (.90); conferences with Miller, Shumaker regarding data room (.60).			
08/22/13	D J MERRETT	0.10	525.00	52.50
	Communicate with Wilson regarding Stern v. Marshall issues relating to eligibility.			
08/22/13	E MILLER	7.30	900.00	6,570.00
	Revise discovery requests relating to eligibility.			
08/22/13	D T MOSS	3.80	600.00	2,280.00
	Communicate with Heifetz regarding constitutional challenges and related issues for eligibility (.60); communicate with professional advisors regarding incoming discovery requests and logistics to collect documents (.30); review proposed document requests and interrogatories for objectors to eligibility (1.50); communicate with Stewart regarding fact presentation and potential witnesses for eligibility litigation (.80); review preliminary draft of response to objectors (.60).			

JONES DAY

258183-609028

Page 9
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/22/13	M M REIL Draft/revise requests for document production (1.90); conferences with Griffin and Eaton regarding same (.30); review actuarial reports and objections to eligibility regarding factual information (1.00).	3.20	650.00	2,080.00
08/22/13	G S STEWART Communicate with Miller, Heiman, Lennox, Woo regarding dealings with unions eligibility discovery (.50); review materials regarding same (.90); review summary of objections, outline proofs on eligibility (.50); review forms of document requests (.80); review and comment on draft interrogatories to unions/retirement plans (.30) communicate with Eaton, Miller and others regarding same (.20).	3.20	875.00	2,800.00
08/22/13	T A WILSON Communicate with Heifetz regarding reply in support of eligibility (.20); review labor-related document requests related to eligibility hearing (.20); review objections to eligibility and revise outline of reply to same (2.00); research related to same (2.50); communicate with Zeltner regarding motion to exceed page limit for eligibility reply (.20); participate in call with Lennox, Heifetz, Dick, Newman regarding eligibility reply brief (.40).	5.50	600.00	3,300.00
08/22/13	O S ZELTNER Draft motion to exceed page limit in response to eligibility objections (2.70); discuss same with Wilson (.20).	2.90	300.00	870.00
08/23/13	S T BOYCE Draft/revise a table compiling eligibility-related discovery requests.	8.70	575.00	5,002.50
08/23/13	C J DIPOMPEO Communicate with Cullen, G. Shumaker, Stewart, Heiman, Ball, Moss and others regarding work assignments and strategy for eligibility and litigation.	1.40	475.00	665.00
08/23/13	M F EATON Draft/revise written discovery to objectors regarding City of Detroit's eligibility to proceed under Chapter 9.	11.40	575.00	6,555.00
08/23/13	B R HEIFETZ Review draft outline regarding pensions clause response to eligibility objections (.70); communicate with Dick regarding same (.70); communicate with Johnson regarding response to objections (.70); review eligibility objections (1.20); review cases for response to objections (2.70).	6.00	775.00	4,650.00
08/23/13	J JOHNSON Communicate with Heifetz about structure of eligibility brief (.30); review state constitution arguments regarding eligibility (.90).	1.20	475.00	570.00
08/23/13	B T LEATHERMAN Communicate with potential external collection vendors (Xact, UHY, and FTI Consulting) and internal Jones Day collection team regarding discovery response and collection planning (1.50); review Michigan Private Investigator license requirements and communicate with Xact, UHY, and FTI regarding same (.50).	2.00	200.00	400.00
08/23/13	H LENNOX Review and comment on eligibility discovery (.40); review and respond to objectors' inquires regarding discovery (.40).	0.80	900.00	720.00
08/23/13	E MILLER Review and comment on discovery requests related to eligibility.	3.80	900.00	3,420.00
08/23/13	D T MOSS Communicate with litigation support team regarding document collection and review logistics and applicable Michigan law (.80); communicate with City, EM Office, and other City advisors regarding document collection process (1.30); review discovery requests to various objectors (1.60); review discovery requests from various objectors (.80); communicate with Boyce regarding logistics and planning for discovery requests (.30).	4.80	600.00	2,880.00

JONES DAY

258183-609028

Page 10
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	J L SEIDMAN Draft memorandum to Moss regarding objections to eligibility.	0.30	400.00	120.00
08/23/13	G M SHUMAKER Participate in team call regarding responsibilities in connection with presenting case on eligibility.	1.30	825.00	1,072.50
08/23/13	G S STEWART Review and revise diagram of issues and proofs for eligibility hearing and discussion with Moss regarding same (.10); communicate with Eaton regarding specifications for document requests, preparation of subpoena upon Gabriel Roeder and related procedural issues (.40); meeting with Moss, Boyce regarding steps for analysis of objectors' discovery requests (.60); meeting with DiPompeo regarding 30(b)(6) topics (.10); communicate with Lennox, Woo regarding negotiations with unions, retirement plans and retirees and collection and review of documents relating thereto (1.00); preparation for meeting with Hale on response to discovery requests (.20).	2.40	875.00	2,100.00
08/23/13	T A WILSON Review objections to eligibility and revise outline in connection with same (.80); research regarding same (1.80); communicate with Moss regarding objection summary and discovery requests (.20).	2.80	600.00	1,680.00
08/24/13	B S BENNETT Analysis of memoranda regarding eligibility discovery issues.	0.20	1,000.00	200.00
08/24/13	B S BENNETT Telephone conference with eligibility litigation team regarding discovery matters.	0.40	1,000.00	400.00
08/24/13	S T BOYCE Draft/revise tracking chart compiling eligibility-related document requests (4.00); participate in meeting with Stewart, Moss, Cullen, and Hale regarding eligibility-related document requests (3.00); and participate in conference call regarding upcoming eligibility-related depositions (.50).	7.50	575.00	4,312.50
08/24/13	M F EATON Review/analyze discovery requests from objectors to eligibility in order to prepare responses.	2.00	575.00	1,150.00
08/24/13	M L HALE Various communications with Keelean (City) and Dodd (City) regarding document collection plan and Detroit computer systems.	0.20	650.00	130.00
08/24/13	M L HALE Communicate with Stewart, Boyce and Moss regarding document requests and plan for production (3.00); teleconference with Duhig regarding litigation support needs for document collection and possible vendors (.30); review requests and plan for production (.10).	3.40	650.00	2,210.00
08/24/13	J JOHNSON Summarize state law objections to PA 436 (.80); evaluate PA 436 regarding home rule objections (1.00); research regarding anti-delegation issues for eligibility reply (1.60).	3.40	475.00	1,615.00
08/24/13	J JOHNSON Draft anti-delegation section of eligibility reply (1.60) and perform accompanying research (1.70).	3.30	475.00	1,567.50
08/24/13	J JOHNSON Begin Home Rule research for eligibility reply.	0.80	475.00	380.00
08/24/13	H LENNOX Review objections filed to eligibility (1.10) and revise outline for replying to same (.70).	1.80	900.00	1,620.00
08/24/13	H LENNOX Multiple communications with litigation team, Orr regarding discovery (offensive and defensive) issued in eligibility matter and responses to same.	2.10	900.00	1,890.00
08/24/13	R D NEWMAN Review/analyze creditors' filings challenging constitutionality of Chapter 9.	3.50	575.00	2,012.50

JONES DAY

258183-609028

Page 11

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/24/13	G M SHUMAKER	0.80	825.00	660.00
	Telephone conference with internal team regarding approach to discovery requests directed at City employees and other discovery issues (.30); communicate with Lennox regarding eligibility discovery issues (.50).			
08/24/13	G S STEWART	4.10	875.00	3,587.50
	Conference call with Cullen, Heiman, G. Shumaker and others regarding representation of Mayor Bing and others (.20); meeting with Hale, Boyce, Moss and Cullen (by phone for part of meeting) to analyze eligibility objectors document requests, responses thereto and organize effort to identify, collect, and review and produce documents (3.00); communicate with Eaton regarding responses to interrogatories and communicate with respect to same (.20); communicate with Moss regarding issues with respect to preparation of witnesses for deposition (.70).			
08/25/13	S T BOYCE	4.80	575.00	2,760.00
	Draft/revise table compiling eligibility-related requests for admission and document review materials (3.50); and participate in meeting with Hale, Stewart, and Eaton regarding eligibility-related interrogatories (1.30).			
08/25/13	A J DICK	3.50	475.00	1,662.50
	Review/analyze eligibility objections filed (1.40) and revise outline of reply to objections (2.10).			
08/25/13	T J DUHIG	2.00	275.00	550.00
	Prepare for and participate on IT collections call with the City of Detroit regarding eligibility discovery (1.50); follow up communications with Hale afterwards to discuss next steps of the project (.30); contact Leatherman to provide updates and discuss collections vendor options and the vendor acceptance process for the City of Detroit regarding eligibility discovery (.20).			
08/25/13	M F EATON	6.30	575.00	3,622.50
	Review/analyze written discovery from objectors in order to draft responses (5.00); conference with Hale, Boyce, Eaton regarding interrogatories (1.30).			
08/25/13	M L HALE	6.30	650.00	4,095.00
	Draft chart of document requests and potential sources regarding eligibility discovery (3.70); teleconference with Duhig regarding discovery issues (.20); draft topic list for discovery review (.20); e-mail Eaton regarding same (.20); draft document collection interview (.50); e-mail Nelson and Fea (Miller Buckfire) regarding document room (.20); meet with Stewart, Eaton, and Boyce regarding interrogatories (1.30).			
08/25/13	M L HALE	0.40	650.00	260.00
	Conference call with Duhig, Keelean (City) and Dodd (City) regarding e-mail system in Detroit and plan to collect documents.			
08/25/13	G S IRWIN	6.30	725.00	4,567.50
	Review eligibility motion, declarations in support, and related materials to assist in developing a plan for litigation (2.60); review and evaluate eligibility objections, discovery requests, and related work product (3.70).			
08/25/13	B T LEATHERMAN	1.00	200.00	200.00
	Evaluate best process for collection, processing, and review planning in response to discovery requests (.50); communicate with Duhig regarding same and vendors to assist with data collection, processing, and review (.50).			
08/25/13	H LENNOX	3.10	900.00	2,790.00
	Revise outline for reply and circulate to reply team (2.60); communications with Boyce, Herman (Miller Buckfire), Ceccotti (Cohen Weiss), Miller regarding discovery and subpoena issues (.50).			
08/25/13	E MILLER	1.00	900.00	900.00
	Draft workplan for deposition scheduling (.50); analyze eligibility objections (.50).			
08/25/13	R D NEWMAN	8.00	575.00	4,600.00
	Review cases cited in creditors' briefs challenging constitutionality of chapter 9.			

JONES DAY

258183-609028

Page 12
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/25/13	T A WILSON Communicate with Hale regarding eligibility discovery issues.	0.10	600.00	60.00
08/26/13	S T BOYCE Draft/revise tracking chart compiling eligibility-related document requests.	4.60	575.00	2,645.00
08/26/13	K B BYRD Telephone conferences with Hale and Eaton concerning responses to objectors' requests for production of documents concerning eligibility (.50); review internal summary of objectors' requests or production of documents concerning eligibility (.70).	1.20	575.00	690.00
08/26/13	A J DICK Draft/revise reply to eligibility objections.	5.50	475.00	2,612.50
08/26/13	C J DIPOMPEO Communicate with Heifetz, Moss, Dick, Johnson, and Newman regarding response to eligibility objections.	1.00	475.00	475.00
08/26/13	M F EATON Review/analyze written discovery propounded by eligibility objectors (4.00); review/analyze court order (DI #642) regarding rulings with respect to eligibility objectors (.50).	4.50	575.00	2,587.50
08/26/13	M L HALE Meet with Keelean (City) regarding discovery requests (2.90); teleconference with LaPlante (Miller Canfield), Yelton (Miller Canfield), and Leatherman regarding document review (.70); teleconference with Leatherman regarding vendor status (.30); communication with Byrd, Valentine, Hirtzel, Leatherman, Nelson regarding document review details (.50); teleconference with Mays (City) regarding document collection (.30); communication from Nowling (City) regarding document collection (.20); communication with Irwin and Boyce regarding Judge's order on discovery (.50); review and revise chart regarding document demands (2.00).	7.40	650.00	4,810.00
08/26/13	B R HEIFETZ Telephone conference with Newman regarding response to eligibility objections.	0.70	775.00	542.50
08/26/13	B R HEIFETZ Review/revise outline of response to eligibility objections (1.20); review/revise draft of response to eligibility objections (3.20); review memoranda regarding Pensions Clause for response to eligibility objection (1.20).	5.60	775.00	4,340.00
08/26/13	G S IRWIN Continue to review materials relating to eligibility objections and discovery requests (2.60); prepare for (1.00) and meet with G. Shumaker to discuss short-term projects and strategy (.40).	4.00	725.00	2,900.00
08/26/13	J JOHNSON Research regarding anti-delegation and home rule issues for eligibility reply.	1.80	475.00	855.00
08/26/13	J JOHNSON Revise delegation argument for eligibility reply.	0.70	475.00	332.50
08/26/13	J JOHNSON Continue home rule research for eligibility reply.	4.70	475.00	2,232.50
08/26/13	J JOHNSON Communicate with Newman and Dick about eligibility arguments and responses to them.	0.40	475.00	190.00
08/26/13	B T LEATHERMAN Communicate with potential external collection vendors regarding project scope and expertise required to assist with collection (1.00); attend conference with Hale and Miller Canfield regarding document review staffing and data processing capabilities (.40).	1.40	200.00	280.00

JONES DAY

258183-609028

Page 13
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/26/13	H LENNOX Multiple communications with JD litigators, Jung, state regarding discovery, depositions, subpoenas (1.10); review Court order regarding scheduling of mediation arguments and discovery issues (.30); conferences with Heiman, litigators, Green (Miller Canfield) regarding same (.70).	2.10	900.00	1,890.00
08/26/13	D J MERRETT Research regarding Stern v. Marshall issues for eligibility briefing.	1.20	525.00	630.00
08/26/13	D T MOSS Communicate with litigation team regarding coordinated response to discovery, witness depositions and other trial preparation items (1.20); communicate with Tedder (State) and Lennox regarding eligibility order entered by Rhodes (.30); review Rhodes order (.30); communicate with Heifetz and Issues and Appeals team regarding bankruptcy issues and related arguments for chapter 9 eligibility (.80).	2.60	600.00	1,560.00
08/26/13	R D NEWMAN Review/analyze cases cited in objections to Detroit's eligibility for chapter 9.	1.50	575.00	862.50
08/26/13	R D NEWMAN Draft/revise section of eligibility brief on the constitutionality of chapter 9.	9.00	575.00	5,175.00
08/26/13	R D NEWMAN Communicate (in firm) with Heifetz, Moss, DiPompeo, Johnson, and Dick regarding briefing strategy.	0.80	575.00	460.00
08/26/13	G M SHUMAKER Telephone conference with internal team regarding handling discovery (.50); review Judge Rhodes' Order on discovery in connection with eligibility motion (.30) and communicate with team regarding same (.20).	1.00	825.00	825.00
08/26/13	G S STEWART Review documents for deposition preparation (1.70); communicate with Irwin regarding 30(b)(6) topics (.20).	1.90	875.00	1,662.50
08/26/13	T A WILSON Draft reply to objections to eligibility (1.50); research related to same (.50); communicate with Lennox, Heifetz regarding same (.20); communicate with Merrett regarding Stern-related arguments for eligibility reply (.20); communicate with Zeltner regarding summary chart of miscellaneous objections to eligibility and hearing transcripts (.30); review scheduling order for eligibility hearings and communicate with Lennox, Bennett, Moss regarding same (.90).	3.60	600.00	2,160.00
08/26/13	T A WILSON Communicate with DiPompeo regarding page limits for reply briefs.	0.20	600.00	120.00
08/26/13	O S ZELTNER Draft table of miscellaneous arguments in objections to eligibility.	1.00	300.00	300.00
08/26/13	O S ZELTNER Draft motion to exceed page limit in reply to eligibility objections.	1.50	300.00	450.00
08/27/13	S F AMIR Conference call with Byrd, Kollmeyer, and Roth regarding internal document protocol (.30); review checklist and response documents for collection and edit per requirements of current collection (.60); draft communication to custodian regarding document collection (.40), discuss same with Roth and Kollmeyer (.30); draft and send individualized communication with custodians (1.40).	3.00	325.00	975.00
08/27/13	B S BENNETT Analysis of order regarding eligibility objection and issues to be heard September 8, 9.	0.30	1,000.00	300.00
08/27/13	S T BOYCE Draft/revise tracking chart compiling eligibility-related discovery requests (1.00); and participate in discovery coordination meeting (.80).	1.80	575.00	1,035.00

JONES DAY

258183-609028

Page 14
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	K B BYRD	2.10	575.00	1,207.50
	Meet with Hale concerning collection of internal documents and documents from City of Detroit's advisors in connection with objectors' requests for production of documents concerning eligibility (.80); telephone conference with Leatherman concerning collection of internal documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Ernst & Young concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.30); telephone conference with Miller Buckfire concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.30); telephone conferences with Hale concerning collection of internal documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Conway MacKenzie concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.30).			
08/27/13	J E CALLAWAY	2.50	250.00	625.00
	Draft and revise list of potential custodians from whom to collect materials for pre-production processing (1.50); draft and revise list of City of Detroit attorneys for privilege review (1.00).			
08/27/13	A J DICK	9.80	475.00	4,655.00
	Draft/revise reply to Eligibility Objections.			
08/27/13	C J DIPOMPEO	0.30	475.00	142.50
	Communicate with Wilson and Merrett regarding eligibility objections.			
08/27/13	M F EATON	5.90	575.00	3,392.50
	Review/analyze objectors' discovery requests.			
08/27/13	M L HALE	3.70	650.00	2,405.00
	Communicate with Callaway regarding charts on custodians and attorneys for eligibility discovery (.60); review sample documents regarding document request and revised chart (.30); communicate with Leatherman and Duhig, Cullen, Lennox and G. Shumaker regarding vendors for eligibility discovery (.70); meet with Byrd regarding discovery from city advisors (1.00); meet with Irwin regarding Judge's order (.30); review Judge's Order (.30); communicate with McLean regarding litigation holds (.30); communicate with Hayes (City), King (City) regarding scheduling of interviews (.20).			
08/27/13	B R HEIFETZ	7.60	775.00	5,890.00
	Review and revise draft response eligibility to objections (3.70); review cases for draft response to eligibility objections (1.20); telephone conference with State AG and Lennox regarding objections to eligibility (1.50); review objections to eligibility (1.20).			
08/27/13	G S IRWIN	5.80	725.00	4,205.00
	Review eligibility discovery requests (.90) and consider process and strategy to address same (.60); prepare for (.40) and meet with (.70) Hale to discuss document collection; prepare for (.90) and meet with (.90) Boyce and Eaton to discuss written discovery responses and related matters; prepare materials for eligibility discovery responses (1.40).			
08/27/13	J JOHNSON	8.10	475.00	3,847.50
	Prepare list of eligibility related questions for discussion with state AG (.40); communicate with Wilson about draft reply brief (.10); discuss with Newman and Dick (.40); continue Home Rule research for eligibility reply (2.80); communicate with Michigan AG's Office regarding eligibility reply (1.40); draft home rule section of eligibility brief (2.20) and perform related incidental research into Home Rule issues (.80).			
08/27/13	B T LEATHERMAN	6.50	200.00	1,300.00
	Communicate with Xact regarding electronic data and hardcopy collections from the City of Detroit (1.50); coordinate and communicate with BlackLetter regarding document review staffing, setup, and requirements (1.50); coordinate and communicate with AlphaLit regarding data processing, hosting, review, and production requirements (1.00); communicate with Hale, Byrd, Duhig, and Boyce regarding collection issues, setup recommendations, processing logistics, and project timelines (1.50); prepare for and organize internal Jones Day data collection requirements for submission to Cleveland Technical Support team (1.00).			

JONES DAY

258183-609028

Page 15
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/27/13	H LENNOX	3.20	900.00	2,880.00
	Telephone conference with Nowling (City) regarding court's new scheduling order (.30); telephone conference with Wilson, Miller, Heifetz regarding issues regarding reply brief (.50); conference call with Heifetz, Nelson, Schneider regarding reply issues (1.50); conferences with Irwin, Brader (State) regarding discovery issues (.80); review and revise motion to exceed page limit (.10).			
08/27/13	D J MERRETT	0.80	525.00	420.00
	Communicate with Wilson (.20), DiPompeo (.10) regarding bankruptcy court authority to hear constitutional challenge to chapter 9; review AFSCME eligibility objection in connection with same (.20); research regarding same (.30).			
08/27/13	E MILLER	3.00	900.00	2,700.00
	Meeting with Heifetz and Lennox regarding structure of constitutional arguments for eligibility reply.			
08/27/13	R D NEWMAN	6.50	575.00	3,737.50
	Draft/revise section of eligibility brief on constitutionality of chapter 9.			
08/27/13	R D NEWMAN	2.00	575.00	1,150.00
	Review/analyze objections and relevant case law pertaining to collateral estoppel issue.			
08/27/13	J H ROTH	2.90	350.00	1,015.00
	Conference call with Byrd, Kollmeyer, and Amir regarding requests for production of documents possessed by Jones Day attorneys (.50); review/revise custodian document retention checklist and questionnaire (1.40) and confer with Kollmeyer, Amir, and Leatherman regarding same (.30); draft e-mails individual custodians regarding document collection (.70).			
08/27/13	T A WILSON	9.30	600.00	5,580.00
	Communicate with Lennox, Ellman, Merrett, Heifetz regarding recent scheduling order and outline of eligibility brief (.50); draft reply brief in support of eligibility (6.40); communicate with Merrett, DiPompeo regarding Stern v. Marshall argument to be included in reply brief (.40); communicate with Dick, Newman, Turner regarding inserts to eligibility brief (.30); participate in conference call with Nelson (Michigan), Schneider (Michigan), Flancher (Michigan), Lennox, Heifetz regarding eligibility issues (1.40); review and revise motion to exceed page limit for eligibility reply (.20); communicate with Zeltner, Lennox regarding same (.10).			
08/27/13	O S ZELTNER	1.70	300.00	510.00
	Draft motion to exceed page limitation in reply to eligibility objections.			
08/28/13	S F AMIR	1.90	325.00	617.50
	Communicate (in firm) with assistants regarding document collection protocols from JD timekeepers (1.70); communicate with Byrd, Leatherman, Roth and Amadi regarding status of collection (.20).			
08/28/13	B S BENNETT	0.20	1,000.00	200.00
	Prepare memorandum to Wilson regarding eligibility and analysis of response.			
08/28/13	S T BOYCE	6.00	575.00	3,450.00
	Draft/revise document review procedures and protocols (4.50); and coordinate document review set-up (1.50).			
08/28/13	K B BYRD	2.60	575.00	1,495.00
	Telephone conversations with Hale, Leatherman concerning collection of internal documents and documents from City of Detroit advisors in connection with objectors' requests for production of documents concerning eligibility (.60); telephone conference with Miller Canfield concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Conway MacKenzie concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Ernst & Young concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.10); meetings with Amir, Amadi, Kollmeyer, Roth, Leatherman concerning collection of internal documents in connection with objectors' requests for production of documents concerning eligibility (1.50).			

JONES DAY

258183-609028

Page 16
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/28/13	J E CALLAWAY Research and determine public availability of selected documents requested for production on the Internet.	2.00	250.00	500.00
08/28/13	A J DICK Draft/revise reply to eligibility objections.	8.50	475.00	4,037.50
08/28/13	C J DIPOMPEO Draft response to objection that the bankruptcy court cannot adjudicate the constitutionality of PA 436 (6.40); communicate with Heifetz regarding same (.30).	6.70	475.00	3,182.50
08/28/13	T J DUHIG Discuss collection vendor status with Hale in preparation of IT call for tomorrow (1.20); participate on call with Reizen from XACT to discuss the upcoming collection and conversion of e-mail file (.80); participate in call with Hale regarding the data room files (.30); discuss data room collections option with Boyce (City) (.20); discuss status of process issues with the Group Wise e-mail conversion (.70).	3.20	275.00	880.00
08/28/13	M F EATON Review/analyze written discovery requests from eligibility objectors in order to prepare responses.	4.40	575.00	2,530.00
08/28/13	M L HALE Various communications with Duhig regarding status of vendors and document collection (.80); various communications with Byrd regarding document collection at third parties advisors (.60); communicate with Hubbard regarding training contract attorneys regarding privilege issues (.20); communicate with Callaway regarding Detroit documents on web (.20); review Privilege Guidelines memo for review of documents (.30); communicate with Greenfield regarding privilege issue (.40); communicate with Duhig and Leatherman regarding status of discovery vendor retention (.30); communicate with Boyce regarding production issue (.20); communicate with Byrd regarding status of advisor collection (.40); draft and revise search terms for e-mail review (.50); communicate with Irwin regarding paper document collection (.20); communicate with Leatherman regarding Jones Day collection (.20); communicate with Gardner and Byrd regarding notice to potential Jones Day custodians (.20); draft document hold notice to potential custodians (.60).	5.10	650.00	3,315.00
08/28/13	B R HEIFETZ Meet with Newman regarding draft response to eligibility objections (1.70); review and revise draft response to eligibility objections (5.20); review cases regarding draft response to eligibility objections (1.20).	8.10	775.00	6,277.50
08/28/13	G S IRWIN Review certain objections and related discovery requests in connection with same.	1.50	725.00	1,087.50
08/28/13	J JOHNSON Research regarding state control over municipalities for eligibility reply.	3.40	475.00	1,615.00
08/28/13	D J MERRETT Research regarding bankruptcy authority to hear and determine constitutional challenges (4.60); draft and revise response to AFSCME objection regarding same (3.10).	7.70	525.00	4,042.50
08/28/13	R D NEWMAN Research Michigan collateral estoppel law (2.00); meet with Heifetz regarding section of eligibility brief on constitutionality of chapter 9 (1.00); revise section of eligibility brief on constitutionality of chapter 9 (5.00); draft section of brief on collateral estoppel (2.70).	10.70	575.00	6,152.50
08/28/13	J H ROTH Review/analyze completed document retention checklists (.60); draft retention checklists for designated custodians (.70); confer with Kollmeyer and Amir regarding document review (.40); conference call with Byrd, Kollmeyer, Amadi, Amir, and Leatherman regarding document collection (.30).	2.00	350.00	700.00
08/28/13	T A WILSON Draft reply in support of petition and statement of qualifications (10.20); communicate with Zeltner regarding affidavits in support of reply (.30).	10.50	600.00	6,300.00

JONES DAY

258183-609028

Page 17
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/28/13	O S ZELTNER Research enactment date and effective date of statute cited in eligibility reply brief.	0.20	300.00	60.00
08/28/13	O S ZELTNER Draft communications to Lennox, Heiman, Miller, and Bennett regarding evidentiary support for eligibility reply brief (.50); discuss same with Wilson (.30).	0.80	300.00	240.00
08/29/13	S F AMIR Review documents for production (3.00) and draft correspondence and answer questions of custodians regarding same (1.00); conference call regarding status update with Byrd and others (.10).	4.10	325.00	1,332.50
08/29/13	S T BOYCE Draft/revise document review procedures and protocols and related materials (5.00); coordinate document review set-up (2.50); and participate in discovery coordination conference call with Hale and Irwin (.50).	8.00	575.00	4,600.00
08/29/13	K B BYRD Meeting with Boyce concerning collection of internal documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Miller Canfield concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Miller Buckfire concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20); teleconferences with Amir, Amadi, Kollmeyer, Roth, Leatherman, Hale concerning collection of internal documents in connection with objectors' requests for production of documents concerning eligibility (2.60); telephone conference with Miller Buckfire concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conference with Ernst & Young concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20); telephone conferences with Irwin concerning collection of internal documents and documents from City of Detroit advisors in connection with objectors' requests for production of documents concerning eligibility (.60); communicate with Conway MacKenzie concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.40); review revised internal discovery tracking and summary materials (.40).	5.00	575.00	2,875.00
08/29/13	J E CALLAWAY Plan and prepare for document collection from City of Detroit for pre-production processing (2.00); prepare materials to assist in same (4.00).	6.00	250.00	1,500.00
08/29/13	A J DICK Draft/revise reply to eligibility objections.	7.80	475.00	3,705.00
08/29/13	C J DIPOMPEO Revise response to objection that the bankruptcy court cannot adjudicate the constitutionality of PA 436.	1.80	475.00	855.00
08/29/13	M F EATON Communicate (in firm) with Miller and Irwin regarding discovery responses (1.00); review and analyze background and factual materials in order to draft responses to interrogatories (2.50).	3.50	575.00	2,012.50
08/29/13	J B ELLMAN Communicate with Hale (.20), Amir (.20) regarding eligibility discovery issues; review documents for same (.50).	0.90	825.00	742.50

JONES DAY

258183-609028

Page 18

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/29/13	ML HALE	7.80	650.00	5,070.00
	Communication with Leatherman regarding conference call with Dodd (City) (.10); respond to Lennox email regarding question from custodian (.10); meeting with Dodd (City) and Millender (City) regarding IT issues (.20); conference call with Leatherman, Duhig; Dodd (City), Millender (City) and Nick Reizen (Xact Data Discovery) and others from Xact Data Discovery regarding IT issues relating to electronic documents, and plan to collect information (1.20); meeting with Keelean (City) regarding issues relating to vendor contracts (.20); conference call with Ellman, Keelean (City) relating to vendor contracts (.20); teleconference with Leatherman regarding request of vendors (.10); meeting with Keelean (City), and Orr (EM) regarding vendor contracts (.20); interview document custodians (3.50); meeting with Keelean (City) regarding issues related to custodians (.50); teleconference with Callaway (several times) regarding collection of hard copy documents (.50); meet with Keelean (City) regarding notice to potential custodians (.20); conference call with Irwin and Boyce regarding custodians and other collection issues (.50); emails with Irwin and Boyce regarding 30b6 notice (.30).			
08/29/13	B R HEIFETZ	9.00	775.00	6,975.00
	Review and revise draft response to eligibility objections (8.00); meet with Johnson regarding draft response to objections (1.00).			
08/29/13	G S IRWIN	4.40	725.00	3,190.00
	Meetings with Byrd regarding scope of City advisor search and document production (.80); review and analyze eligibility objections and discovery requests from UAW, AFSCME, safety unions, retiree associations and previous individual objectors (3.10); meet with Hale and Boyce to discuss City document sweep and custodian plan (.50)			
08/29/13	J JOHNSON	0.30	475.00	142.50
	Review Newman's sections of eligibility reply.			
08/29/13	J JOHNSON	1.20	475.00	570.00
	Revise eligibility reply in light of meeting with Heifetz (.60); revise inserts to brief on various topics (.60).			
08/29/13	J JOHNSON	0.90	475.00	427.50
	Prepare for and attend meeting with Heifetz about Home Rule / delegation section of eligibility reply.			
08/29/13	B T LEATHERMAN	3.00	200.00	600.00
	Coordinate electronic and hardcopy collection logistics with Xact, the City of Detroit, and Jones Day (1.00); prepare for (.30) and attend (1.20) conference call with Duhig, Hale, Xact, and Detroit's IT department regarding data mapping and collection parameters for acquiring data from the city's networks; review Xact, Black Letter, and AlphaLit SOW's (.50); communicate with Xact, N1, AlphaLit regarding processing and hosting setup (1.00).			
08/29/13	H LENNOX	2.40	900.00	2,160.00
	Review and revise opening statement of eligibility brief (1.40); telephone conference with Zeltner regarding creditor meeting issues (.10); communications with JD lawyers regarding discovery issues (.60); review new discovery requests (.30).			
08/29/13	D J MERRETT	0.80	525.00	420.00
	Communicate with DiPompeo, Wilson regarding authority of bankruptcy court to hear federal constitutional challenge to chapter 9 (.20); review and revise argument regarding same for eligibility reply (.20); review and analyze insert from DiPompeo regarding court's authority to hear state constitutional challenges for eligibility reply (.30); communicate with Wilson regarding same (.10).			
08/29/13	E MILLER	0.40	900.00	360.00
	Meet with Irwin regarding responses to interrogatories and deposition schedule.			
08/29/13	R D NEWMAN	0.50	575.00	287.50
	Communicate with Heifetz regarding draft section of eligibility brief on constitutionality of chapter 9.			
08/29/13	R D NEWMAN	0.50	575.00	287.50
	Incorporate additional edits into section of eligibility brief on constitutionality of chapter 9.			

JONES DAY

258183-609028

Page 19
October 21, 2013
Invoice: 32627877

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/29/13	M M REIL Review/analyze request for document production (.20); conferences with Roth and Byrd regarding same (.20); preparation of response (.80).	1.20	650.00	780.00
08/29/13	J H ROTH Multiple communications with multiple individuals regarding document collection for eligibility production (3.60); review/revise documents submitted by custodians (1.80); conference call with Byrd, Kollmeyer, Amadi, and Amir regarding collection status (.20); confer with Leatherman regarding collection of voluminous hard copy documents (.20); coordinate with Amir, Kollmeyer, and Uchechi regarding document collection from additional custodians (.50); review production materials (.30).	6.60	350.00	2,310.00
08/29/13	G S STEWART Communicate with Moss, DiPompeo, G. Shumaker regarding scheduling of and preparation for Malhotra (Ernst & Young) deposition (.30); communicate with team regarding adjudication of pending motions, dissolution of TRO, and details of September 23 hearing (.20).	0.50	875.00	437.50
08/29/13	T A WILSON Draft reply in support of eligibility (7.00); communicate with Zeltner regarding same (.50); review and revise motion to exceed page limit for reply and communicate with Lennox, Zeltner regarding same (.40); communicate with Boyce regarding eligibility discovery (.20).	8.10	600.00	4,860.00
08/29/13	O S ZELTNER Review documents for information to be included in affidavit attached to eligibility reply (.60); discuss same with Wilson (.20).	0.80	300.00	240.00
08/29/13	O S ZELTNER Research and provide citations and parentheticals for eligibility reply.	5.70	300.00	1,710.00
08/30/13	S F AMIR Revise data collection documents (1.00) and data for document review (1.00).	2.00	325.00	650.00
08/30/13	B S BENNETT Telephone conference with Lennox regarding eligibility discovery and support on constitutional issues.	0.20	1,000.00	200.00
08/30/13	B S BENNETT Analysis of memorandum regarding discovery in connection with eligibility.	0.10	1,000.00	100.00
08/30/13	B S BENNETT Research regarding eligibility decision in San Bernardino case.	0.30	1,000.00	300.00
08/30/13	S T BOYCE Draft/revise document review procedures and protocols and related materials (3.00); coordinate document review set-up (2.50); and participate in discovery coordination conference call with discovery team (1.00).	6.50	575.00	3,737.50
08/30/13	K B BYRD Prepare for and participate in teleconference with Lennox, Irwin concerning eligibility discovery issues and projects (.90); teleconferences and e-mail correspondence with Irwin concerning collection of advisor documents in connection with objectors' requests for production of documents concerning eligibility (1.10); teleconferences and correspondence with Miller Buckfire concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (1.40); internal communications with Boyce concerning Miller Buckfire collection of documents in connection with objectors' requests for production of documents concerning eligibility (.30); telephone conference with Ernst & Young concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.10); teleconference with Conway MacKenzie concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.10); review internal document review binder and coding materials (.30); correspondence with Leatherman concerning internal collection of documents in connection with objectors' requests for production of documents concerning eligibility (.90); telephone conference with Miller Canfield concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20).	5.30	575.00	3,047.50

JONES DAY

258183-609028

Page 20

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/30/13	J E CALLAWAY Collect hardcopy documents from selected custodians of the City of Detroit (7.50); prepare same for pre-production processing (1.50).	9.00	250.00	2,250.00
08/30/13	A J DICK Draft/revise reply to eligibility objections.	9.30	475.00	4,417.50
08/30/13	C J DIPOMPEO Revise response to objection that the bankruptcy court cannot adjudicate the constitutionality of PA 436.	1.90	475.00	902.50
08/30/13	T J DUHIG Discuss search terms with Boyce (.30); contact AlphaLit regarding database (.50); evaluate production data from Megatron (.50); review e-mails from XACT regarding the ongoing collection (.20); participate on call with Alpha to discuss the review workflow (.50).	2.00	275.00	550.00
08/30/13	M F EATON Review/analyze background information and factual materials to draft responses to interrogatories from objectors regarding eligibility (1.50); communicate with Lennox, Irwin, Byrd, Hale, and Boyce regarding discovery responses (1.00).	2.50	575.00	1,437.50
08/30/13	M L HALE Meet with Callaway regarding document collection (.20); meetings with Detroit document custodians regarding document collection (1.00); interview Detroit document custodians regarding electronic and hard copy document collection (2.70); meet with Callaway and Xact Discovery consultants regarding documents from custodians and other issues (several times) (2.00); assist Callaway in collection of hard copy documents from custodians (2.30); conference call with Lennox, Irwin (both JD) and other JD lawyers regarding discovery issues (.70).	8.90	650.00	5,785.00
08/30/13	B R HEIFETZ Review and revise draft response to objections (10.00); communicate with Wilson regarding draft response to eligibility objections (.20); telephone conference with State AG's office, Lennox regarding response to objections (.80).	11.00	775.00	8,525.00
08/30/13	G S IRWIN Prepare materials for deposition planning and Rule 30(B)(6) topics (2.60); prepare for (1.20) and participate in (.50) call with Lennox and others to discuss defensive discovery status and timeline, prepare additional discovery materials (2.00); meetings with Boyce, Hale, Byrd and others on document production and related issues (2.70); review recent submissions on eligibility discovery (.90) and discuss related issues with counsel to objectors (.60).	10.50	725.00	7,612.50
08/30/13	J JOHNSON Draft and revise eligibility reply, including pursuant to Heifetz and Wilson comments (4.40); communicate with Heifetz regarding same (.50); review materials relating to questions from Heifetz, Dick regarding eligibility (.90); respond to same (.40); communicate with AG's office regarding constitutional issues for eligibility reply (.50).	6.70	475.00	3,182.50
08/30/13	H LENNOX Conference call with Heifetz, Wilson, Nelson, Schneider, Linstrom (State AG) regarding eligibility issues (.50); review and revise reply brief (2.70).	3.20	900.00	2,880.00
08/30/13	M M REIL Draft/revise response to document production request.	1.30	650.00	845.00
08/30/13	G S STEWART Communicate with DiPompeo, Moss regarding preparation for and rescheduling of Malhotra (Ernst & Young) deposition (.30); communicate with trial team regarding document retention and progress of defensive discovery efforts (.20); communicate with Eaton regarding Gabriel Roeder document production issues (.10); review memorandum from G. Shumaker regarding Orr deposition (.10).	0.70	875.00	612.50

JONES DAY

258183-609028

Page 21

October 21, 2013

Eligibility Issues and Litigation

Invoice: 32627877

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/30/13	T A WILSON Revise reply in support of eligibility (8.00); various communications with Lennox, Heifetz, Zeltner regarding same (1.00); participate in conference call with State representatives, Lennox, Heifetz regarding eligibility brief (.50).	9.50	600.00	5,700.00
08/30/13	O S ZELTNER Research (2.90) and draft citations (2.40) regarding various questions to assist Wilson in preparing eligibility reply.	5.30	300.00	1,590.00
08/31/13	B S BENNETT Review and revise eligibility reply brief.	0.80	1,000.00	800.00
08/31/13	S T BOYCE Draft/revise document review procedures and protocols (3.80); coordinate document review set-up (1.00); and research case law related to depositions (.70).	5.50	575.00	3,162.50
08/31/13	K B BYRD E-mail correspondence with Lennox, Irwin, Hale, Boyce (1.20) and telephone conversations with Irwin (.40) concerning collection of Miller Buckfire documents in connection with objectors' requests for production of documents concerning eligibility; e-mail correspondence with Miller Buckfire concerning collection of documents in connection with objectors' requests for production of documents concerning eligibility (.20).	1.80	575.00	1,035.00
08/31/13	A J DICK Draft/revise full brief replying to eligibility objections.	1.30	475.00	617.50
08/31/13	C J DIPOMPEO Revise response to objection that the bankruptcy court cannot adjudicate the constitutionality of PA 436.	0.50	475.00	237.50
08/31/13	M F EATON Review/analyze background and factual materials in order to draft responses to interrogatories posed by objectors to eligibility (2.00); draft/revise background memorandum for contract attorneys to conduct document review (1.00).	3.00	575.00	1,725.00
08/31/13	B R HEIFETZ Review and revise draft response to eligibility objections.	8.00	775.00	6,200.00
08/31/13	J JOHNSON Revise eligibility reply pursuant to Heifetz comments.	1.50	475.00	712.50
08/31/13	B T LEATHERMAN Coordinate ongoing collection logistics for both City of Detroit data (Groupwise, networks, laptops, mobile phones, hard copy) and internal Jones Day data, and communicate with Xact regarding same.	1.20	200.00	240.00
08/31/13	G M SHUMAKER Telephone conference with Irwin regarding latest developments on eligibility discovery and appropriate strategy in connection with same (.60); review Irwin's communication regarding proposed approach to eligibility discovery (.20) and communicate with Bennett, Lennox and Irwin regarding same (.20); review Ball communication regarding Orr deposition takeaways (.20) and communicate with Ball, Cullen, Stewart and Irwin regarding reaction to same (.20).	1.40	825.00	1,155.00
08/31/13	T A WILSON Revise reply in support of eligibility (1.60); communicate with internal Jones Day group regarding same (.20).	1.80	600.00	1,080.00
08/31/13	O S ZELTNER Research (2.20) and draft citations (1.70) for eligibility reply regarding issues including collateral estoppel and court orders entered in violation of the automatic stay.	3.90	300.00	1,170.00
TOTAL		876.30	USD	504,040.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609029

Invoice: 32627878

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Mediation Activities

USD 119,767.50

TOTAL

USD 119,767.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294
Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609029/32627878 IN YOUR PAYMENT

JONES DAY

258183-609029

Page 2

October 21, 2013

Mediation Activities

Invoice: 32627878

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	27.50	1,000.00	27,500.00
B S BENNETT	9.30	1,000.00	9,300.00
B W EASLEY	2.80	725.00	2,030.00
J B ELLMAN	30.00	825.00	24,750.00
D G HEIMAN	19.70	975.00	19,207.50
H LENNOX	8.10	900.00	7,290.00
E MILLER	4.00	900.00	3,600.00
J S TELPNER	3.80	925.00	3,515.00
ASSOCIATE			
D J MERRETT	9.80	525.00	5,145.00
B ROSENBLUM	18.00	725.00	13,050.00
T A WILSON	7.30	600.00	4,380.00
TOTAL	140.30	USD	119,767.50

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Mediation Activities included the following:

- (1) Evaluated the Court's comprehensive mediation process, developed strategic approaches to these mediation proceedings and coordinated the City's efforts with respect to these matters;
- (2) Engaged in initial discussions with the mediators for various restructuring topics;
- (3) Prepared an opening meditation statement for the Court-ordered mediation of plan and labor issues;
- (4) Prepared a mediation statement for the Court-ordered mediation of disputes relating to the City's interest rate swaps and the proposed settlement with the swap counterparties; and
- (5) Prepared for and participated in a mediation session with the counterparties to the City's swap agreements.

JONES DAY

258183-609029

Page 3
October 21, 2013
Invoice: 32627878

Mediation Activities

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/06/13	B S BENNETT Prepare memorandum to working group regarding mediation and examiner process.	0.10	1,000.00	100.00
08/13/13	D G HEIMAN Conference with Bennett, Lennox and Hertzberg regarding mediation process.	0.50	975.00	487.50
08/13/13	H LENNOX Review mediation order and telephone conference with Heiman regarding same (.20).	0.20	900.00	180.00
08/16/13	B S BENNETT Analysis of order referring matters to mediation (.10); analysis of and respond to memoranda regarding mediation (.10); analysis of order scheduling first mediation (.10).	0.30	1,000.00	300.00
08/16/13	B W EASLEY Review Bankruptcy Court order referring labor negotiations to mediation (.20); correspondence to/from Mays (City), Lennox and Ellman regarding mediation order (.40); telephone conference with Lennox regarding impact of mediation order (.20).	0.80	725.00	580.00
08/16/13	J B ELLMAN Review and evaluate mediation orders (.20); communicate with core team regarding impact and implementation of same (.70).	0.90	825.00	742.50
08/16/13	D G HEIMAN Conferences with Lennox and Bennett regarding mediation order.	0.50	975.00	487.50
08/16/13	H LENNOX Review mediation orders and communications with team, McConnell, Lemke (Walker Lansden) regarding same.	0.90	900.00	810.00
08/16/13	T A WILSON Communicate with Lennox, Ellman regarding first mediation order.	0.50	600.00	300.00
08/19/13	C BALL [REDACTED]	1.40	1,000.00	1,400.00
08/19/13	B S BENNETT [REDACTED]	0.50	1,000.00	500.00
08/19/13	J B ELLMAN Conference with Wilson regarding mediation status and process.	0.30	825.00	247.50
08/19/13	D G HEIMAN Telephone conference with Judge Rosen regarding mediation issues (.40); conference call with team regarding September 17 meeting (.60).	1.00	975.00	975.00
08/19/13	H LENNOX [REDACTED]	0.70	900.00	630.00
08/19/13	T A WILSON Communicate with Ellman, Lennox, Green (Miller Canfield) regarding mediation order filed under seal (.50); participate in call with Jones Day personnel regarding mediation update (.50); communicate with Hartmann (Miller Canfield) regarding mediation order filed under seal (.40).	1.40	600.00	840.00
08/20/13	J B ELLMAN Review mediation orders (.20); conference with Heiman (.30), Lennox (.40) regarding same; review materials for initial draft statement (.50); communicate with Miller, Erens, Easley regarding same (.50).	1.90	825.00	1,567.50
08/20/13	D G HEIMAN [REDACTED]	0.80	975.00	780.00

JONES DAY

258183-609029

Page 4
October 21, 2013
Invoice: 32627878

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	D G HEIMAN Conference with Nowling (City) and Lennox regarding mediation press release.	0.30	975.00	292.50
08/20/13	D G HEIMAN Telephone conference with Judge Rosen regarding mediation process (.50); e-mail communications with team regarding order naming mediators (.20).	0.70	975.00	682.50
08/20/13	H LENNOX [REDACTED] telephone conferences with Neal (Sidley Austin), court regarding mediation participants (.30).	0.60	900.00	540.00
08/20/13	H LENNOX Telephone conferences with Ellman regarding mediation statement.	0.80	900.00	720.00
08/20/13	T A WILSON Communicate with Lennox, Ellman, Yakovich regarding revised mediation order.	0.20	600.00	120.00
08/21/13	B S BENNETT [REDACTED]	0.20	1,000.00	200.00
08/21/13	B W EASLEY [REDACTED] correspondence to/from Ellman regarding mediation statement of position (.20).	0.60	725.00	435.00
08/21/13	J B ELLMAN [REDACTED]	2.60	825.00	2,145.00
08/21/13	D G HEIMAN Follow-up meetings with Bank counsel regarding mediation, etc.	0.50	975.00	487.50
08/21/13	D G HEIMAN Telephone conference with Judge Perris regarding mediation issues.	0.30	975.00	292.50
08/21/13	T A WILSON Communicate with Ellman regarding mediation statement related to restructuring-related mediation (.30); [REDACTED]	0.40	600.00	240.00
08/22/13	C BALL [REDACTED] communicate with Bank counterparties regarding extension and mediation and scheduling issues (1.40); communicate with monolines (NPF, AmBAC and Assured) regarding mediation and Perris conversations (.60).	6.70	1,000.00	6,700.00
08/22/13	J B ELLMAN [REDACTED]	5.50	825.00	4,537.50
08/22/13	D G HEIMAN [REDACTED]	0.70	975.00	682.50
08/22/13	H LENNOX [REDACTED]	0.30	900.00	270.00
08/22/13	T A WILSON [REDACTED]	0.80	600.00	480.00
08/23/13	C BALL Review mediation order regarding swap (.70); [REDACTED]	2.60	1,000.00	2,600.00

JONES DAY

258183-609029

Page 5
 October 21, 2013
 Invoice: 32627878

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/23/13	B W EASLEY	0.70	725.00	507.50
08/23/13	J B ELLMAN	0.30	825.00	247.50
08/23/13	D J MERRETT	1.60	525.00	840.00
08/23/13	T A WILSON	3.50	600.00	2,100.00
08/24/13	J B ELLMAN	0.20	825.00	165.00
08/24/13	D J MERRETT	5.60	525.00	2,940.00
				review and analyze creditor presentation and first day materials in connection with same (1.90);
08/24/13	E MILLER	2.90	900.00	2,610.00
08/24/13	B ROSENBLUM	3.80	725.00	2,755.00
				communicate with Ball, G. Shumaker, Cullen, Lennox, Heiman and Hertzberg (Pepper Hamilton) regarding mediation order (.10).
08/25/13	C BALL	1.90	1,000.00	1,900.00
08/25/13	B W EASLEY	0.70	725.00	507.50
08/25/13	J B ELLMAN	1.20	825.00	990.00
08/25/13	D J MERRETT	1.20	525.00	630.00
08/25/13	B ROSENBLUM	6.00	725.00	4,350.00
08/25/13	T A WILSON	0.30	600.00	180.00
08/26/13	B S BENNETT	3.00	1,000.00	3,000.00
08/26/13	J B ELLMAN	6.90	825.00	5,692.50

JONES DAY

258183-609029

Page 6
October 21, 2013
Invoice: 32627878

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/26/13	D G HEIMAN Review Judge Perris' mediation order regarding swap (1.00);	1.30	975.00	1,267.50
08/26/13	D G HEIMAN	0.50	975.00	487.50
08/26/13	D G HEIMAN	0.50	975.00	487.50
08/26/13	D G HEIMAN Telephone conference with Judge Rosen regarding mediator disclosures and constituencies.	0.40	975.00	390.00
08/26/13	H LENNOX telephone conference with counsel for BHAC regarding first mediation (.40);	2.80	900.00	2,520.00
08/26/13	D J MERRETT	0.50	525.00	262.50
08/26/13	B ROSENBLUM	5.20	725.00	3,770.00
08/26/13	T A WILSON	0.20	600.00	120.00
08/27/13	C BALL communicate with Ellenberg (Cadwalader) and Stromfeld (Cadwalader) regarding same (.70); communicate with Mayer (Kramer Levin) regarding mediations (.70).	2.70	1,000.00	2,700.00
08/27/13	B S BENNETT	0.50	1,000.00	500.00
08/27/13	B S BENNETT	3.00	1,000.00	3,000.00
08/27/13	B S BENNETT	0.20	1,000.00	200.00
08/27/13	J B ELLMAN	3.70	825.00	3,052.50
08/27/13	D G HEIMAN	1.00	975.00	975.00
08/27/13	H LENNOX	1.00	900.00	900.00
08/27/13	B ROSENBLUM	2.90	725.00	2,102.50
08/27/13	J S TELPNER	3.80	925.00	3,515.00
08/28/13	C BALL Communicate with Ellenberg (Cadwalader), Stromfeld (Cadwalader), Smith and Rosenblum regarding new schedule and mediation directions.	1.60	1,000.00	1,600.00

JONES DAY

258183-609029

Page 7
October 21, 2013
Invoice: 32627878

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/28/13	B S BENNETT [REDACTED]	1.00	1,000.00	1,000.00
08/28/13	B S BENNETT [REDACTED]	0.20	1,000.00	200.00
08/28/13	J B ELLMAN [REDACTED]	6.50	825.00	5,362.50
	[REDACTED] draft correspondence to court regarding final submission (.10).			
08/28/13	D G HEIMAN [REDACTED]	1.50	975.00	1,462.50
08/28/13	D G HEIMAN [REDACTED]	1.00	975.00	975.00
08/28/13	H LENNOX [REDACTED]	0.80	900.00	720.00
08/28/13	D J MERRETT [REDACTED]	0.90	525.00	472.50
08/28/13	E MILLER [REDACTED]	0.80	900.00	720.00
08/28/13	B ROSENBLUM Communicate with Ellman regarding market value of swap [REDACTED]	0.10	725.00	72.50
08/29/13	C BALL [REDACTED]	9.80	1,000.00	9,800.00
08/29/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding mediation report.	0.20	975.00	195.00
08/29/13	D G HEIMAN [REDACTED]	1.00	975.00	975.00
08/29/13	D G HEIMAN [REDACTED]	6.50	975.00	6,337.50
08/29/13	E MILLER [REDACTED]	0.30	900.00	270.00
08/30/13	B S BENNETT [REDACTED] swap settlement matters.	0.30	1,000.00	300.00
08/30/13	D G HEIMAN [REDACTED]	0.50	975.00	487.50
08/31/13	C BALL Communicate with Buckfire (Miller Buckfire) regarding mediation and next steps in swap dispute.	0.80	1,000.00	800.00
TOTAL		140.30	USD	119,767.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

October 21, 2013

258183-609030

Invoice: 32627879

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period August 1, 2013 through August 31, 2013:

Fee Examiner

USD 18,765.00

TOTAL

USD 18,765.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609030/32627879 IN YOUR PAYMENT

JONES DAY

258183-609030

Page 2
October 21, 2013
Invoice: 32627879

Fee Examiner

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	16.80	825.00	13,860.00
D G HEIMAN	3.90	975.00	3,802.50
ASSOCIATE			
M E GREENFIELD	2.10	525.00	1,102.50
TOTAL	22.80	USD	18,765.00

Summary of Services

During the time period August 1, 2013 through August 31, 2013, the work performed by Jones Day relating to Mediation Activities included the following:

- (1) Reviewed and commented on the proposed order establishing a professional fee review process and engaged in discussions with the Fee Examiner regarding the fee review order and process;
- (2) Evaluated privilege issues relating to the fee review process;
- (3) Communicated with other City professionals regarding the fee review process; and
- (4) Began the review of Jones Day's postpetition July invoices for compliance with the Fee Examiner's guidelines.

JONES DAY

258183-609030

Page 3

October 21, 2013

Fee Examiner

Invoice: 32627879

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
08/20/13	J B ELLMAN Review fee examiner order (.20); outline issues to address regarding same (1.20); review related materials (.60); conference with Heiman regarding same (.20); revise timekeeper list for same (.30); meeting with Heiman and Fishman to discuss fee examiner process, per court's order (1.90); follow up with Lennox regarding same and next steps (.30); review 943(b)(3) standard and case law (.20); conference with Green (Miller Canfield) regarding fee examiner process (.30).	5.20	825.00	4,290.00
08/20/13	D G HEIMAN Meeting with Fee Examiner and Ellman.	1.90	975.00	1,852.50
08/26/13	J B ELLMAN Review and respond to Heiman issues and questions regarding fee review order (.40); review and revise order to address internal comments (.60); communicate with Malhotra (Ernst & Young) regarding postpetition billing requirements (.10) conference with Whiting regarding same (.10); communicate with Fishman (Shaw Fishman) regarding order (.20).	1.40	825.00	1,155.00
08/26/13	D G HEIMAN Review Ellman mark-up of proposed fee examiner order and comment on same.	0.50	975.00	487.50
08/26/13	D G HEIMAN Review and comment on proposed fee examiner order.	0.50	975.00	487.50
08/27/13	J B ELLMAN Conference with Fishman (Shaw Fishman) regarding fee review order (.40); draft comments on same (1.20); conference with Heiman regarding same and open issues (.30); draft summary of same (.30); communicate with Greenfield and Heifetz regarding privilege issues regarding fee review process (.20); review post-petition July invoice for compliance (2.00); draft correspondence to Orr regarding fee review process (.20).	4.60	825.00	3,795.00
08/27/13	M E GREENFIELD Research and analyze draft of proposed order on fee examiner for privilege concerns.	2.10	525.00	1,102.50
08/27/13	D G HEIMAN Review proposed fee examiner order (.30); conference with Ellman regarding same (.20).	0.50	975.00	487.50
08/28/13	J B ELLMAN Conference with Orr (City) regarding fee examiner process (.10); conference with Heiman regarding same (.20); review billing information for same (.30); revise proposed fee review order (.20); conference with Fishman (Shaw Fishman) regarding same (.20).	1.00	825.00	825.00
08/29/13	J B ELLMAN Review July postpetition bill for compliance (.80); communicate with Fishman (Shaw Fishman) regarding fee review order and issues (.20); review and revise same (.70); review UST guidelines regarding same (.80); communicate with Heiman regarding issues for same (.20); draft memo to timekeepers regarding new requirements (.60).	3.30	825.00	2,722.50
08/30/13	J B ELLMAN Review and comment on final fee review order (.20); communicate with Fishman regarding same (.20); communicate with Heiman regarding same (.20); draft memo to other professionals regarding Fee Examiner requirements (.20); revise internal memo regarding same (.20); review fee guidelines regarding same (.30).	1.30	825.00	1,072.50
08/30/13	D G HEIMAN Review and comment on Ellman fee memorandum regarding examiner process.	0.50	975.00	487.50
TOTAL		22.80	USD	18,765.00

EXHIBIT C

Summary of Compensation by Project Category - July 23rd - August 31, 2013:

Project Category	Total Hours	Total Fees
Land Bank	11.6	\$5,510.00
Municipal Parking Authority	50.2	\$23,845.00
Detroit Water and Sewer	134.0	\$63,650.00
Lease Negotiations	13.3	\$6,317.50
Total Hours and Fees	209.10	\$99,322.50

4834-4855-8102.1

Summary of Compensation by Professional – July 23rd - August 31, 2013:

NAME OF PROFESSIONAL INDIVIDUAL	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL FEES BILLED
Heidi H. Jeffrey	\$475.00	27.5	\$13,062.50
Thomas B. Spillane Jr.	\$475.00	5.6	\$2,660.00
David Y. Bannard	\$475.00	4.8	\$2,280.00
Bruce A. Keyes	\$475.00	6.7	\$3,182.50
Katherine R. Catanese	\$475.00	3.8	\$1,805.00
David M. DiRita	\$475.00	4.5	\$2,137.50
Meredith A. Brooks	\$475.00	6.2	\$2,945.00
George J. Schaefer, III	\$475.00	5.6	\$2,660.00
Robert Nederhood	\$475.00	54.0	\$25,650.00
Annette De La Torre	\$475.00	5.2	\$2,470.00
Timothy J. Bramwell	\$475.00	11.5	\$5,462.50
Catherine M. Basic	\$475.00	10.8	\$5,130.00
Nicholas E. Kyriakopoulos	\$475.00	45.6	\$21,660.00
Felicia S. O'Connor	\$475.00	11.9	\$5,652.50
Maria A. Kacso	\$475.00	0.4	\$190.00
Elizabeth A. Shelton	\$475.00	4.0	\$1,900.00
Jennifer B. Iwata	\$475.00	1.0	\$475.00
Total Time		209.10	\$99,322.50

4834-4855-8102.1



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3488
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Revised: January 8, 2014
Invoice No.: 35096592
Our Ref. No.: 106322-0101

Services through
August 31, 2013

Amount due for professional services rendered regarding
Land Bank \$5,510.00

Total Amount Due: \$5,510.00

Please reference your account number 106322-0101 and your invoice number 35096592 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Professional Services Detail

07/23/13	DMDR	Review of inquiries by Jones Day regarding whether a large number of properties could be transferred from the City to the Detroit Land Bank Authority via a single quit claim deed (.3); follow-up discussions with R. Nederhood and S. Fox on the general strategy and mechanics around the transfer of properties (.2).	0.5
07/24/13	RN	Strategize regarding transfer of properties to Detroit Land Bank Authority (.5); research statutory authority and other resources with respect to same (2.5); draft memorandum to Jones Day regarding transfer of properties to Detroit Land Bank Authority (1.0); exchange emails regarding same (.5).	4.5
07/24/13	DMDR	Review of memorandum regarding legality and advisability of transferring a large number of properties via a single quit claim deed (.1); telephone conference with R. Nederhood to discuss memorandum and general strategy (.4); telephone conference with C. Lewand to discuss mechanics around transfer of the properties to the Detroit Land Bank Authority (.5).	1.0
07/24/13	TBSJ	Reviewing Detroit Land Bank memo.	0.3
07/25/13	RN	Participate in phone conference with D. DiRita, S. Fox and C. Lewand regarding transfer of properties to the Detroit Land Bank.	0.4
07/25/13	NEK	Begin preliminary research addressing Jones Day Memorandum (Jones Day Memorandum refers to a memorandum from Jones Day which analyzed the ability of the Emergency Manager and the City to transfer the assets of the Detroit Water and Sewerage Department to a separate authority) (2.10).	2.1
07/25/13	DMDR	Review of Land Transfer Agreement (.1); conference call with C. Lewand and S. Fox regarding same (.4).	0.5
07/29/13	RN	Review and revise Land Transfer Agreement (.7); participate in phone conference with S. Fox, C. Lewand and D. Di Rita regarding Land Transfer Agreement (.4); exchange emails with S. Fox, C. Lewand and D. Di Rita regarding same (.2).	1.3
07/29/13	DMDR	Review of memo regarding Land Transfer and comments to agreement (.7); telephone call with C. Lewand regarding same (.3).	1.0
Hours Total:			11.6

Professional Services Summary

Detroit, City of
Our Ref. No.: 106322-0101
Invoice No.: 35096592

Page 3
Foley & Lardner LLP
October 24, 2013
Revised: January 8, 2014

Timekeeper	Initials	Hours	Rate	Dollars
Thomas B. Spillane Jr.	TBSJ	0.3	\$475.00	\$142.50
David M. Di Rita	DMDR	3.0	\$475.00	\$1,425.00
Nicholas E. Kyriakopoulos	NEK	2.1	\$475.00	\$997.50
Robert Nederhood	RN	6.2	\$475.00	\$2,945.00
Totals		11.6		\$5,510.00



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Revised: January 8, 2014
Invoice No.: 35096594
Our Ref. No.: 106322-0103

Services through
August 31, 2013

Amount due for professional services rendered regarding
Municipal Parking Authority \$23,845.00

Total Amount Due: \$23,845.00

Please reference your account number 106322-0103 and your invoice
number 35096594 with your remittance payable to Foley & Lardner
LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Professional Services Detail

08/12/13	RN	Research statute and case law with respect to public private partnerships involved in parking facilities and the operation thereof (Parking P3s), including the ability of the City to institute a payment-in-lieu-of-taxes (PILOT) program without specific statutory authority, and the past use of the Municipal Sewage and Water System Act (2.4).	2.4
08/12/13	HH	Review questions asked by Jones Day related to indemnifications and Parking P3 issues, including questions related to the City's ability to provide indemnification to a third party, authority for public private partnerships under Michigan law and restrictions on mortgaging a leasehold interest in parking facilities.	3.1
08/13/13	HH	Review research on Parking P3's involved in parking facilities and the operation thereof.	2.2
08/13/13	GJS	Research ability of home rule municipality to provide indemnification and any restrictions on third party encumbering leasehold interest in municipal assets (4.6); summarize findings (1.0).	5.6
08/14/13	NEK	Research questions from Jones Day regarding parking restructuring.	2.4
08/14/13	RN	Research use of Parking P3s in Michigan (2.4); research statute and case law regarding delegation of enforcement powers (1.4); participate in phone conference with N. Kyriakopoulos regarding same (.2).	4.0
08/14/13	HH	Revise and circulate memorandum relating to parking issues.	1.5
08/15/13	RN	Research legal questions regarding parking issues in response to Jones Day questions (1.4); participate in conference call with N. Kyriakopoulos regarding same (.4); draft memorandum regarding same (1.3).	3.1
08/15/13	NEK	Research and draft responses to Jones Day parking questions.	1.7
08/16/13	RN	Revise memorandum summarizing responses to Jones Day questions related to Parking P3 issues (1.8); research case law and statutes with respect to parking P3 issues, including the ability of the City to institute a payment-in-lieu-of-taxes (PILOT) program, and the past use of the Municipal Sewage and Water System Act (1.8).	3.6

Detroit, City of
Our Ref. No.: 106322-0103
Invoice No.: 35096594

Page 3
Foley & Lardner LLP
October 24, 2013
Revised: January 8, 2014

08/16/13	NEK	Research case law and draft answers in response to the following Jones Day questions: 1) whether the City can institute a PILOT program with specific statutory authorization; 2) how the Municipal Sewage and Water System Act has been used; 3) how have municipalities transferred or leased assets to the Authority? 3) has the Municipal Water Supply Systems Act ever been used in Michigan to create an Authority that covers wastewater? 4) provide examples of the uses of the Municipal Sewage and Water System Act and the Water Supply System Act; 5) describe the benefits from creating a separate Finance Authority to issue bonds on behalf of the Water and Sewer Authority.	1.3
08/17/13	HH	Review and revise parking memo.	1.4
08/18/13	RN	Strategy call with H. Jeffery and D. Di Rita regarding parking issues (.5); review comments to memorandum regarding parking issues (.4).	0.9
08/18/13	HH	Call with R. Nederhood regarding parking memo.	0.5
08/18/13	DMDR	Review and analyze City of Detroit Parking memorandum.	1.0
08/19/13	RN	Revise memorandum regarding parking questions (3.0); exchange emails with N. Kyriakopoulos regarding same (.3); review case law regarding restrictions on lengths of franchises and leases (3.4); participate in phone conference with N. Kyriakopoulos regarding same (.2).	6.9
08/19/13	NEK	Finalize research and response to Jones Day questions regarding parking.	4.7
08/19/13	HH	Review and revise parking memorandum.	0.8
08/20/13	RN	Review documents relating to Ann Arbor Parking P3.	0.2
08/21/13	NEK	Review and forward contract documents to R. Nederhood regarding parking lease with municipalities.	0.3
08/26/13	RN	Review Ann Arbor and Kalamazoo parking lease documents (1.0); exchange emails with N. Kyriakopoulos regarding follow-up questions (.4).	1.4
08/26/13	NEK	Contact parking authorities to obtain lease agreements.	0.2
08/27/13	NEK	Contact Traverse City and Ann Arbor in an attempt to obtain lease documents regarding their parking operations.	0.4
08/28/13	MKAC	Draft Freedom of Information Act request for agreement regarding obtaining contact information for parking operations in Battle Creek, Ann Arbor, Kalamazoo and Traverse City.	0.4
08/30/13	NEK	Contact Ann Arbor regarding master lease for parking with development authority.	0.2
		Hours Total:	50.2

Detroit, City of
Our Ref. No.: 106322-0103
Invoice No.: 35096594

Page 4
Foley & Lardner LLP
October 24, 2013
Revised: January 8, 2014

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Heidi H. Jeffery	HH	9.5	\$4,512.50
David M. Di Rita	DMDR	1.0	\$475.00
George J. Schaefer, III	GJS	5.6	\$2,660.00
Nicholas E. Kyriakopoulos	NEK	11.2	\$5,320.00
Robert Nederhood	RN	22.5	\$10,687.50
Maria A. Kacso	MKAC	0.4	\$190.00
Totals		50.2	\$23,845.00



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Revised: January 8, 2014
Invoice No.: 35096595
Our Ref. No.: 106322-0105

Services through
August 31, 2013

Amount due for professional services rendered regarding Detroit Water and Sewer	\$63,650.00
--	-------------

Total Amount Due: \$63,650.00

Please reference your account number 106322-0105 and your invoice number 35096595 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Professional Services Detail

07/23/13	RN	Review questions from Jones Day relating to Detroit Water and Sewerage Department (DWSD) and Transfer to Detroit Land Bank Authority.	0.4
07/24/13	RN	Reviewed and researched responses to Jones Day questions relating to the Detroit Water and Sewerage Department.	0.5
07/25/13	HH	Review Jones Day memorandum titled "City of Detroit's Water and Sewerage Assets" to review the analysis and conclusions concerning water system (.8); draft memorandum in response to two points (1.4).	2.2
07/25/13	RN	Participate in phone conference with N. Kyriakopoulos and exchange emails with N. Kyriakopoulos and T. Spillane regarding DWSD issues.	0.7
07/26/13	NEK	Continue research on Municipal Water Authorities Act and draft response to questions presented in Jones Day Memorandum.	2.3
07/29/13	HH	Research New York model and alternative models (1.5); research benefits of independent system (.8); revise and circulate memorandum on water authority (.5).	2.8
07/29/13	NEK	Continue to draft response to questions in Jones Day Memorandum on Municipal Water Authorities.	2.0
07/29/13	EAWA	Research legislative history of Michigan statute section 124.281 regarding Michigan Municipal Sewage and Water Supply Act.	2.0
07/29/13	RN	Research Michigan statutory authority and other resources regarding Detroit Water and Sewerage Department issues (1.0); participate in conference with N. Kyriakopoulos regarding same (.7); review and revise memorandum to Jones Day regarding same (1.0); participate in phone conference with N. Kyriakopoulos regarding same (.3).	3.0
07/30/13	HH	Strategize regarding memo response to Jones Day-water and sewer issues (.6); review water and sewer article (.2); review sewer and water act (.9); follow up with R. Nederhood regarding same (.5).	2.2
07/30/13	RN	Participate in phone conference with N. Kyriakopoulos regarding DWSD issues (.6); participate in conference with N. Kyriakopoulos regarding same (.5); research DWSD questions from Jones Day (1.5).	2.6
07/30/13	NEK	Continue research of municipal water authority's act and authorities established under act (3.0); address questions of Jones Day Memorandum (1.4); attend strategy call with H. Jeffery, R. Nederhood and T. Spillane (.6).	5.0

07/30/13	TBSJ	Research regarding DWSD transaction regarding potential new authority in response to the following questions from Jones Day: 1) whether the City can institute a payment-in-lieu-of-taxes (PILOT) program without specific statutory authorization; 2) how has the Municipal Sewage and Water System Act been used in the past? How have municipalities transferred or leased assets to the Authority; 3) has the Municipal Water Supply Systems Act ever been used in Michigan to create an authority that covers waste water? 4) provide examples of the uses of the Municipal Sewage and Water System Act and the Water Supply System Act; 5) describe benefits from creating separate finance authority to issue bonds on behalf of a water and sewer authority.	0.7
07/30/13	EAWA	Research legislative history of Michigan statute section 124.251 for N. Kyriakopoulos.	2.0
07/31/13	FOC	Research regarding power of the Financial Advisory Board regarding potential sale of City assets.	1.7
07/31/13	HH	Call with R. Nederhood and N. Kyriakopoulos regarding chart (.2); correspond with B. Keyes (.2); call with R. Nederhood and N. Kyriakopoulos regarding Jones Day memorandum entitled "City of Detroit's Water and Sewer Assets" response water and sewer issues (.7); review questions related to water and sewer systems of other municipalities (1.0).	2.1
07/31/13	RN	Participate in strategy call with team regarding DWSD issues (.7); research responses to questions from Jones Day (1.0); review and revise template of questions related to best practices for Water and Sewer departments nationwide (.4).	2.1
07/31/13	NEK	Continue drafting memorandum addressing questions presented in Jones Day Memorandum (3.5); create template for Mini-Survey team (1.2); attend strategy call with H. Jeffery and R. Nederhood (.7).	5.4
07/31/13	CMB	Strategy call with B. Keyes regarding research on municipal water and sewage districts to support Jones Day memorandum.	0.7
07/31/13	TBSJ	Reviewing issues regarding DWSD transfer including the following issues raised by Jones Day: 1) whether the City can institute a PILOT program without specific statutory authorization; 2) how has the Municipal Sewage and Water System Act been used in the past? How have municipalities transferred or leased assets to the Authority; 3) has the Municipal Water Supply Systems Act ever been used in Michigan to create an authority that covers waste water? 4) provide examples of the uses of the Municipal Sewage and Water System Act and the Water Supply System Act; 5) describe benefits from creating separate finance authority to issue bonds on behalf of a water and sewer authority.)	1.0

07/31/13	BAK	Telephone conference with H. Jeffery (.2); reviewed Jones Day memorandum regarding Detroit Water and Sewerage Department (DWSD) (.2); review background materials researched by Foley attorneys, including articles, regarding transfer of assets from DWSD to separate authority and Articles of Incorporation of Water Authority (1.7).	2.6
08/01/13	NEK	Continue research on questions posed by Jones Day Memorandum (a memorandum from Jones Day which analyzed the ability of the Emergency Manager and the City to transfer the assets of the Detroit Water and Sewerage Department to a separate Authority) (1.5); attend call with H. Jeffery and R. Nederhood regarding same (.5).	2.0
08/01/13	RN	Participate in phone conference with N. Kyriakopoulos and H. Jeffery regarding Detroit Water and Sewerage Department issues (.5); research permissibility of payment in lieu of taxes arrangement (1.0); compose summary of same (.3); research use of Municipal Sewage and Water system Act and Municipal Water Supply Systems Act in Michigan (1.3).	3.1
08/01/13	BAK	Preparation for and conference call with N. Kyriakopoulos, H. Jeffery and R. Nederhood regarding DWSD issues (.7); review and revise proposed survey questions (.8); review financing structural issues (.7).	2.2
08/01/13	HH	Call with R. Nederhood and B. Keyes regarding DWSD transfer (.5); revise and circulate survey questions (.7).	1.2
08/01/13	CMB	Reviewing Milwaukee Metropolitan Sewage District's authority and structure (.7); conference call with H. Jeffery, B. Keyes, N. Kyriakopoulos, R. Nederhood regarding status of research (.5).	1.2
08/01/13	KC	Research needed regarding City of Buffalo water and sewer (1.0); review article regarding privatization of Detroit water (.2); review template memo regarding privatization (.2).	1.4
08/01/13	ADLT	Research Buffalo Water Department (Water Department of Buffalo, New York, for information on mini-survey (2.0); compile mini-survey related to Water Department in the city of Buffalo (2.4).	4.4
08/02/13	RN	Review and revise memorandum to Jones Day responding to DWSD questions (2.2); research Michigan statutes regarding PILOT programs (payment in lieu of taxes, a Michigan statutory concept) (1.0).	3.2
08/02/13	DYB	Review of Boston Water & Sewer Commission and Mass. Water Resources Authority materials.	1.9
08/02/13	MEAB	Review and analyze informational questions regarding DWSD issues (.2); review recent City of Chicago Department of Water Management offering document (.2).	0.4

Detroit, City of
Our Ref. No.: 106322-0105
Invoice No.: 35096595

Page 5
Foley & Lardner LLP
October 24, 2013
Revised: January 8, 2014

08/02/13	CMB	Analyze responses to Jones Day's questions including: 1) whether the City can institute a PILOT program without specific statutory authorization; 2) how has the Municipal Sewage and Water System Act been used in the past? How have municipalities transferred or leased assets to the Authority; 3) has the Municipal Water Supply Systems Act ever been used in Michigan to create an authority that covers waste water? 4) provide examples of the uses of the Municipal Sewage and Water System Act and the Water Supply System Act; 5) describe benefits from creating separate finance authority to issue bonds on behalf of a water and sewer authority.	0.5
08/02/13	TJBR	Complete mini-surveys for water and sewer authorities in Miami, Orlando and Jacksonville (.5); research offering statements and municipal code of ordinances (.8).	1.3
08/02/13	BAK	Review Milwaukee survey materials (.2); conference with C. Basic regarding same (2).	0.4
08/02/13	NEK	Continue to revise memorandum addressing questions from Jones Day (3.0); research and draft mini-survey for San Francisco and Los Angeles water departments (2.8).	5.8
08/02/13	KC	Conference with A. Deltorre regarding research and conclusions regarding water for City of Buffalo.	0.2
08/02/13	HH	Conference call with C. Basic regarding our analysis and response to Jones Day's questions.	0.5
08/03/13	MEAB	Review City of Chicago Second Lien Water Revenue Bonds, Project Series 2012 Official Statement dated May 10, 2012 (2.1); review applicable code provisions (.4).	2.5
08/03/13	TJBR	Complete mini-surveys for water and sewer authorities in Miami, Orlando and Jacksonville (1.0); research offering statements and municipal code of ordinances (.5).	1.5
08/03/13	KC	Review and revise memo on Buffalo water and sewer.	1.8
08/04/13	HH	Review and revise draft memo regarding DWSD transfer issues.	1.5
08/04/13	MEAB	Research Chicago Department of Water Management structure (1.1); respond to informational questions and compile documents for distribution (1.4).	2.5
08/04/13	TJBR	Complete mini-surveys for water and sewer authorities in Miami, Orlando and Jacksonville (1.0); research offering statements and municipal code of ordinances (.5).	1.5
08/04/13	CMB	Conduct state and municipal law research regarding the Milwaukee Water Works and the Milwaukee Metropolitan Sewage District (1.0); begin drafting responses to water mini-survey for the City of Milwaukee (1.0).	2.0

08/05/13	RN	Review and revise memorandum related to Detroit Water & Sewerage Department (1.2); participate in phone conferences with N. Kyriakopoulos, H. Jeffery and B. Keyes regarding same (.8); review case law with respect to PILOT programs (payment in lieu of taxes, which is a Michigan statutory concept) (1.2).	3.2
08/05/13	MEAB	Send miniature survey on Chicago Department of Water Management and attachments to H. Jeffery and N. Kyriakopoulos.	0.8
08/05/13	HH	Complete research and finalize response regarding the City of Chicago Department of Water Management structure as part of the mini-survey of questions related to possible restructure of Detroit Water and Sewerage Department (4.3).	4.3
08/05/13	DYB	Legal research - MWRA and BWSC enabling acts (1.2); draft memorandum regarding same (1.7).	2.9
08/05/13	NEK	Finish memoranda addressing Jones Day's questions including: 1) whether the City can institute a PILOT program without specific statutory authorization; 2) how has the Municipal Sewage and Water System Act been used in the past? How have municipalities transferred or leased assets to the Authority; 3) has the Municipal Water Supply Systems Act ever been used in Michigan to create an authority that covers waste water? 4) provide examples of the uses of the Municipal Sewage and Water System Act and the Water Supply System Act; 5) describe benefits from creating separate finance authority to issue bonds on behalf of a water and sewer authority (4.6); attend strategy call with R. Nederhood, H. Jeffery and B. Keyes regarding water memorandum (.8).	5.4
08/05/13	KC	Conference with A. Deltorre regarding finalizing memo and sending same regarding Buffalo water and sewer.	0.4
08/05/13	ADLT	Discuss water and sewer mini survey with K. Catanese (.4); review same (.4).	0.8
08/05/13	TBSJ	Reviewing memo regarding DWSD issues (.5); research regarding same (.5).	1.0
08/05/13	CMB	Finish researching state and municipal law regarding the structure of Milwaukee water supply and sewage district (4.2); finish drafting responses to water mini-survey (2.2).	6.4
08/05/13	TJBR	Complete mini-surveys for water and sewer authorities in Miami, Orlando and Jacksonville (3.0); research offering statements and municipal code of ordinances (4.2).	7.2
08/05/13	BAK	Telephone conference with R. Nederhood, H. Jeffery and N. Kyriakopoulos regarding memorandum and status of response to Jones Day request for information (.8); review same (.1).	0.9
08/05/13	JBI	Research PILOT (payment in lieu of taxes, which is a Michigan statutory concept) cases and statutes.	1.0

Detroit, City of
 Our Ref. No.: 106322-0105
 Invoice No.: 35096595

Page 7
 Foley & Lardner LLP
 October 24, 2013
 Revised: January 8, 2014

08/06/13	RN	Revise DWSD Memo to Jones Day (1.6); exchange emails with M. Austin regarding memo (.2); research follow up questions (.8).	2.6
08/06/13	NEK	Finalize Memorandum addressing Jones Day questions.	1.8
08/06/13	BAK	Review and comment on summary memorandum to incorporate additional comments about regionalization of system.	0.6
08/06/13	HH	Review and circulate comments on Jones Day memorandum on the City of Detroit's Water and Sewer Assets.	0.8
08/07/13	RN	Prepare for phone conference regarding DWSD follow-up questions (.3); participate in phone conference with M. Austin (Jones Day) and H. Jeffery regarding same (.4); participate in phone conference with Alma City Manager regarding Gratiot Area Water Authority (.3); review statute with respect to transfer of assets (2.3).	3.3
08/07/13	HH	Follow-up telephone call with M. Austin regarding Jones Day memorandum on the City of Detroit's Water and Sewer Assets.	0.4
08/07/13	NEK	Search for case law and resources on sections 7 and 8 of PA 233 of 1955 (1.6); attend call with H. Jeffery and Jones Day (.4).	2.0
08/08/13	RN	Research Articles of Incorporation for existing Michigan water and sewer authorities (.4); draft email to M. Austin (Jones Day) regarding same (.2).	0.6
08/08/13	NEK	Call with Saginaw-Midland Water Authority (.4); forward articles of incorporation to R. Nederhood (.2).	0.6

Hours Total: 134.0

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Bruce A. Keyes	BAK	6.7	\$3,182.50
David Y. Bannard	DYB	4.8	\$2,280.00
Heidi H. Jeffery	HH	18.0	\$8,550.00
Thomas B. Spillane Jr.	TBSJ	2.7	\$1,282.50
Annette De La Torre	ADLT	5.2	\$2,470.00
Catherine M. Basic	CMB	10.8	\$5,130.00
Felicia S. O'Connor	FOC	1.7	\$807.50
Katherine R. Catanese	KC	3.8	\$1,805.00
Meredith A. Brooks	MEAB	6.2	\$2,945.00
Nicholas E. Kyriakopoulos	NEK	32.3	\$15,342.50
Robert Nederhood	RN	25.3	\$12,017.50
Timothy J. Bramwell	TJBR	11.5	\$5,462.50

Detroit, City of
Our Ref. No.: 106322-0105
Invoice No.: 35096595

Page 8
Foley & Lardner LLP
October 24, 2013
Revised: January 8, 2014

Timekeeper	Initials	Hours	Dollars
Elizabeth A. Shelton	EAWA	4.0	\$1,900.00
Jennifer B. Iwata	JBI	1.0	\$475.00
Totals		134.0	\$63,650.00



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3409
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Invoice No.: 35096596
Our Ref. No.: 106322-0106

Services through
August 31, 2013

Amount due for professional services rendered regarding
Lease Negotiations \$6,317.50

Total Amount Due: \$6,317.50

Please reference your account number 106322-0106 and your invoice number 35096596 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Detroit, City of
 Our Ref. No.: 106322-0106
 Invoice No.: 35096596

Page 2
 Foley & Lardner LLP
 October 24, 2013

Professional Services Detail

08/21/13	TBSJ	Reviewing legal issues regarding holdover tenant.	1.0	\$475.00
08/21/13	FOC	Research regarding Michigan holdover tenant law, specifically the ability of the landlord to hold a holdover tenant to the terms of the original lease.	5.6	\$2,660.00
08/22/13	TBSJ	Research regarding holdover tenant issues (.7); reviewing and revising memo regarding same (.9).	1.6	\$760.00
08/22/13	DMDR	Review of hold-over tenancy memo and comments to same.	0.5	\$237.50
08/22/13	FOC	Research regarding Michigan landlord tenant law, draft memo regarding whether landlord can hold holdover tenant to the terms of original lease.	4.6	\$2,185.00
Services Total:			13.3	\$6,317.50

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Thomas B. Spillane Jr.	TBSJ	2.6	\$1,235.00
David M. Di Rita	DMDR	0.5	\$237.50
Felicia S. O'Connor	FOC	10.2	\$4,845.00
Totals		13.3	\$6,317.50



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3488
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

Detroit, City of

Date: October 24, 2013
Invoice No.: 35096596
Our Ref. No.: 106322-0106

Remittance Advice

Current Invoice:

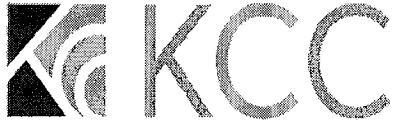
10/24/2013 - 35096596 \$6,317.50

Total Amount Due: \$6,317.50

Should you wish to remit your payment via wire transfer, please include our reference no. 106322-0106 and/or invoice no. 35096596 and forward to:

U.S. Bank
Wire Transfer Dept.
777 E. Wisconsin Ave.
Milwaukee, WI 53202
Routing #075000022
ACCT #112031389
ACCT NAME: Foley & Lardner
LLP
Swift Code: USBKUS44IMT

EXHIBIT D



January 14, 2014

City of Detroit, Michigan
Sonya Mays
Mayor's Office
2 Woodward Ave., Suite 1126
Detroit, MI 48226

Re: City of Detroit, Michigan
USBC Case No. 13-53846

Dear Sonya Mays:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period July 18, 2013 to July 31, 2013 in the amount of \$14,320.14 for the above referenced matter.

If you have any questions, please feel free to contact me at (310) 776-7377 or gmullins@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read 'G. Mullins', with a long horizontal stroke extending to the right.

Gerry M. Mullins
Chief Financial Officer

Enclosures

Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, California 90245 phone 310-823-9000 fax 310-823-9133 kccllc.com



January 14, 2014

Copy Parties

Jeffrey Ellman
Jones Day
1420 Peachtree St., NE, Suite 800
Atlanta, GA 30309

Kurtzman Carson Consultants LLC

Account Number	70504KCC	Invoice Date	January 14, 2014
Invoice Number	US_KCC628772	Due Date	Due upon receipt

City of Detroit, Michigan Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$25,473.00
Client Courtesy Discount	\$(12,736.50)
Total of Hourly Fees	\$12,736.50
<u>Expenses</u>	
Expenses	\$1,583.64
Total Expenses	\$1,583.64
Total Invoice	\$14,320.14

 Please detach and return this portion of the statement with your check to KCC.
 Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70504KCC
 Invoice Number US_KCC628772
 Total Amount Due \$14,320.14
 Amount Paid \$

Check Payments to:
 Kurtzman Carson Consultants LLC
 Dept CH 16639
 Palatine, IL 60055-6639

Wire Payments to:
 Kurtzman Carson Consultants LLC
 HSBC Bank, NA
 452 Fifth Avenue, New York, NY 10018
 Account # 000183571
 FED ABA # 021001088
 ACH Routing # 022000020

US_KCC628772 City of Detroit, Michigan

Page 3 of 13

Kurtzman Carson Consultants
City of Detroit Matter Narrative and Summary of Fees & Expenses
For July 18 - July 31, 2013

Matter Name	Matter Narrative	Fees	Expenses	Total
Case Administration/Maintenance	Administrative duties include general correspondence with City, case conferences, preparation of Invoice.	\$1,929.50		\$1,929.50
Communications/ Call Center	Communications duties include responding to creditor inquiries, correspondences with creditors, and fielding of any case-related communications from known or potential creditors. This includes setting up and manning a call center to respond to general and historic matters.	\$2,136.00	\$179.13	\$2,315.13
Contract Review	Review contracts and identify creditor and contract data including creditor contact information, contract terms, contract numbers, and contract dates. Prepare and revise listing of contracts and creditor information.	\$177.00		\$177.00
Creditor Matrix	Prepare and update creditor list with changes received from Jones Day and Ernst & Young. Update names to Last Name, First Name for various parties. Review individual names and compare against employee listings to identify parties who are potentially employees.	\$206.50		\$206.50
Document Processing	Process, scan, input and review various documents including proofs of claim, notices of transfer and pleadings filed with the Court. Post and link documents to various sections of the public access website, including Court Documents, Important Dates, Notes and other customized areas of the website. Expenses relating to Case Administration/Maintenance include photocopies and electronic scanning of documents.	\$4,388.00	418.08	\$4,806.08
Maintenance of Public Access Website	Review and maintain information available on website in order to ensure accuracy. Download pleadings filed on Pacer and post on public access website.	\$643.50		\$643.50
Noticing	Daily service of pleadings filed by City of Detroit to be served on Special Service List and affected parties per Jones Day service instructions. Communication with Jones Day regarding the manner and method of service, preparation and electronic filing of affidavits of service and administrative close of mailings. Also, preparation and maintenance of various notice lists and FedEx computer for daily mailings including Master Service List, 2002 list and special notice lists.	\$15,992.50	\$986.43	\$16,978.93
Sub-Total		\$25,473.00	\$1,583.64	\$27,056.64
Discounts	50% Discount on Fees	\$12,736.50		\$12,736.50
Grand Total		\$12,736.50	\$1,583.64	\$14,320.14
85% of Fees and 100% of Expenses:		\$10,826.03	\$1,583.64	\$12,409.67

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
		SC	22.00	\$260.00	\$5,720.00
AAE	Andres Estrada	CON	0.20	\$150.00	\$30.00
ADA	Aja Anderson	SMC	0.30	\$295.00	\$88.50
AML	Angela Nguyen	PS	0.10	\$140.00	\$14.00
BSZ	Bobbie Szlembarska	CL	0.20	\$60.00	\$12.00
CES	Cesar Munoz	CON	0.50	\$185.00	\$92.50
CHD	Christopher Do	CON	0.20	\$55.00	\$11.00
CKC	Charles Chol	SMC	0.10	\$390.00	\$39.00
DHA	David Hartie	SMC	2.10	\$390.00	\$819.00
DSH	David Sharp	SC	0.10	\$260.00	\$26.00
GAR	Gustavo Ruiz	PS	0.10	\$140.00	\$14.00
HMO	Hugo Morales	CON	6.10	\$200.00	\$1,220.00
JBU	Joseph Bunning	CON	9.90	\$160.00	\$1,584.00
JEF	Jeffrey Sellers	CL	0.10	\$60.00	\$6.00
JEG	Jeffery Green	CL	0.10	\$60.00	\$6.00
JLO	Julio Lopez	CON	24.70	\$180.00	\$4,446.00
JMG	Jennifer Goldman	CL	0.20	\$55.00	\$11.00
LBW	Linda Bautista-Williams	CON	32.30	\$180.00	\$5,814.00
LYP	Lydia Pastor	SMC	16.60	\$295.00	\$4,897.00
MJP	Michael Paque	PS	0.10	\$140.00	\$14.00
MLC	Mercedes Clanton	CL	4.50	\$50.00	\$225.00
OC	Other Clerical	CL	1.10	\$55.00	\$60.50
PMA	Patrick Mangan	SMC	0.10	\$350.00	\$35.00
PWA	Peter Walsh	CL	1.90	\$55.00	\$104.50
RCM	Rachael Martnez	CL	0.20	\$55.00	\$11.00
SMI	Sueae Misaalefua	SMC	0.40	\$295.00	\$118.00
SRB	Sheryl Betance	CL	0.20	\$50.00	\$10.00
TOP	Toemeka Parker	SC	0.20	\$225.00	\$45.00
VRQ	Vanessa Quinones				
			Total		\$25,473.00

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/18/2013	AML	Attn to request form for ECF courtesy notice	SMC	Case Administration / Maintenance	0.30
7/18/2013	JBU	Setup the Chapter 9 information line; record and test the voice message; participate in training sessions to ensure consultants answer inquiries in an accurate manner	CON	Communications / Call Center	3.50
7/18/2013	MJP	Coordinate review and update of communications plan in preparation for filing	SMC	Communications / Call Center	0.20
7/18/2013	MJP	Oversee finalization and activation of communications hotline	SMC	Communications / Call Center	0.40
7/18/2013	MJP	Review creditor matrix in preparation for filing	SMC	Creditor Matrix	0.20
7/18/2013	MJP	Review and update public access website with case information	SMC	Maintenance of Public Access Website	0.90
7/18/2013	MJP	Coordinate update of public access website with case and counsel information	SMC	Maintenance of Public Access Website	0.10
7/18/2013	MJP	Coordinate preparation for first day filing including review of service parties and service plan	SMC	Noticing	0.40
7/18/2013	MJP	Coordinate preparation for service of pleadings on core / 2002 parties	SMC	Noticing	3.70
7/18/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
7/18/2013	SRB	Review status of case filing including review of public access website and court case information to ensure accuracy and completeness	SMC	Case Administration / Maintenance	0.40
7/18/2013	LYP	Prepare and format service lists for first day motion mailings	CON	Noticing	2.20
7/18/2013	LYP	Generate First Day Motions mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	3.10
7/18/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	3.10
7/18/2013	AAE	Call with KCC team re open items for case filing; coordinate with call center, production and RSS consultants re same	SC	Communications / Call Center	1.00
7/18/2013	AAE	Oversee service of first day mailing including, but not limited to, maintenance of public access website, email and phone communications with counsel, coordinating service of first day pleadings and related correspondence with KCC team	SC	Noticing	7.10
7/18/2013	AAE	Oversee service of First Day Service [DNs 10-14]	SC	Noticing	0.10
7/18/2013	AAE	Update special service list and first day service summary with additional first day pleadings; correspond with counsel re same	SC	Noticing	0.70
7/18/2013	AAE	Coordinate and generate First Day Pleadings mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	1.30
Total for 7/18/2013					29.70
7/19/2013	GAR	Office conference with KCC GSG team re case status	SC	Case Administration / Maintenance	0.10
7/19/2013	DHA	Office conference with KCC GSG team re case status	SMC	Case Administration / Maintenance	0.10
7/19/2013	DSH	Office conference with KCC GSG team re case status	SMC	Case Administration / Maintenance	0.10
7/19/2013	JBU	Participate in training sessions to ensure representatives respond to creditor inquiries in a timely and accurate manner	CON	Communications / Call Center	2.00
7/19/2013	MJP	Corr with counsel and financial advisors re creditor matrix updates	SMC	Creditor Matrix	0.30
7/19/2013	MJP	Review and update public access website with case information	SMC	Maintenance of Public Access Website	0.30

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/19/2013	MJP	Oversee service of pleadings on core / 2002 parties	SMC	Noticing	0.60
7/19/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
7/19/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
7/19/2013	CES	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.10
7/19/2013	PWA	Office conference with KCC GSG team re case status	SMC	Noticing	0.10
7/19/2013	LYP	Update Core/2002 Notice List with notices of appearance filed on court docket	CON	Noticing	2.30
7/19/2013	LYP	Prepare affidavit of service for 7/18-7/19 - First Day Motions mailing	CON	Noticing	0.60
7/19/2013	LYP	Generate First Day Motions mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.60
7/19/2013	LYP	Update and prepare Core/2002 service list to post of case website	CON	Noticing	0.50
7/19/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	3.50
7/19/2013	JEF	GSG case team meeting re status update	CON	Noticing	0.10
7/19/2013	AAE	Administrative quality control review of top 20 creditors list and special service list comparison to case management motion	SC	Noticing	1.10
7/19/2013	AAE	Coordinate continuation of first day service	SC	Noticing	2.00
7/19/2013	AAE	Attention first day service summary and tracking sheet; update with notes related to filed and served pleadings	SC	Noticing	1.00
7/19/2013	AAE	Oversee updating of public access website	SC	Noticing	0.20
7/19/2013	AAE	Oversee service of First Day Service 2 [DNs 18-20, 39, 53, 56, 58]	SC	Noticing	0.10
7/19/2013	AAE	Prepare general and special service list for uploading to public access website	SC	Noticing	0.30
7/19/2013	AAE	Prepare and send special service list to various requesting parties	SC	Noticing	0.30
Total for 7/19/2013					19.30
7/22/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (3)	CL	Communications / Call Center	0.10
7/22/2013	PMA	Respond to creditor inquiries (4) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.50
7/22/2013	RCM	Respond to creditor inquiries (6) regarding questions related to status of bankruptcy	CL	Communications / Call Center	1.40
7/22/2013	JBU	Respond to creditor inquiries (1) regarding the Chapter 11 filing; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	0.30
7/22/2013	MJP	Oversee update of public access website with case information	SMC	Maintenance of Public Access Website	0.20
7/22/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.30
7/22/2013	MJP	Coordinate preparation for service of pleadings on core / 2002 parties	SMC	Noticing	0.30
7/22/2013	MJP	Coordinate review and update of core/2002 lists per notice requests received	SMC	Noticing	0.10
7/22/2013	MJP	Coordinate service of pleadings on core / 2002 parties	SMC	Noticing	0.80
7/22/2013	MJP	Review status of call center and inquiries received	SMC	Communications / Call Center	0.20
7/22/2013	MLC	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/22/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
7/22/2013	LYP	Prepare affidavit of service for 7/18-7/22 - First Day Motions and Ex Parte Order mailing	CON	Noticing	2.10
7/22/2013	LYP	Generate Supplemental First Day Motions and Ex Parte Order mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	4.50
7/22/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	3.30
7/22/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.20
7/22/2013	JEF	Research municipal bond data via bloomberg	CON	Noticing	2.90
7/22/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
7/22/2013	AAE	Coordinate and generate Ex Parte Order mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	0.40
7/22/2013	AAE	Oversee service of expedited initial hearing order including review of documents and service lists and coordinate service with counsel	SC	Noticing	1.30
7/22/2013	AAE	Administrative quality control review of general and special service list	SC	Noticing	0.30
7/22/2013	AAE	Administrative quality control review of first day pleadings and hearing certificate of service	SC	Noticing	0.90
7/22/2013	AAE	Oversee service of Ex Parte Order Sched Hearings [DN 65]	SC	Noticing	0.10
7/22/2013	AAE	Update public access website with initial hearing dates	SC	Maintenance of Public Access Website	0.20
7/22/2013	AAE	Update general and special service list with 2002 email requests	SC	Noticing	0.20
Total for 7/22/2013					21.30
7/23/2013	PMA	Respond to creditor inquiries (4) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.60
7/23/2013	RCM	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.10
7/23/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.10
7/23/2013	MJP	Coordinate response to creditor inquiries re case status	SMC	Communications / Call Center	0.10
7/23/2013	MJP	Review certificate of service in preparation for filing	SMC	Noticing	1.30
7/23/2013	MJP	Oversee update of special service list per additional contacts received	SMC	Noticing	0.10
7/23/2013	MJP	Review service of pleadings on special and general service list parties	SMC	Noticing	0.70
7/23/2013	MJP	Review status of KCC retention including review of services agreement and required forms	SMC	Case Administration / Maintenance	0.20
7/23/2013	MJP	Oversee filing of affidavit of service for first day mailings	SMC	Noticing	0.30
7/23/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
7/23/2013	LYP	Prepare affidavit of service for 7/18-7/22 - First Day Motions and Ex Parte Order mailing	CON	Noticing	1.30
7/23/2013	LYP	Update Core/2002 Notice List with notices of appearances filed on court docket	CON	Noticing	2.40
7/23/2013	LYP	Update and prepare Core/2002 service list to post of case website	CON	Maintenance of Public Access Website	0.50

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/23/2013	LYP	Generate Ex Parte Motion and Reply [DNs 126 and 128] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.50
7/23/2013	LYP	Generate Supplemental First Day Motion and Ex Parte Order mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.30
7/23/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	3.50
7/23/2013	JEF	Research municipal bond data via bloomberg terminal	CON	Noticing	2.50
7/23/2013	AAE	Oversee service of Ex Parte Motion and Reply [DNs 126 and 128]	SC	Noticing	0.10
7/23/2013	AAE	Prepare certificate of service for first day pleadings	SC	Noticing	1.20
7/23/2013	AAE	Prepare and file certificate of service related to first day service and hearing; file ECF notification request with court	SC	Noticing	1.40
Total for 7/23/2013					19.70
7/24/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
7/24/2013	LBW	Respond to creditor inquiries (2) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.20
7/24/2013	RCM	Respond to creditor inquiries (3) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.40
7/24/2013	JBU	Respond to creditor inquiries regarding the proof of claim procedures; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	0.30
7/24/2013	MJP	Coordinate response to creditor inquiries re case status	SMC	Communications / Call Center	0.20
7/24/2013	MJP	Review status of hearing and first day motion status	SMC	Noticing	0.60
7/24/2013	MJP	Review case status including hearing and status of approval of motions	SMC	Case Administration / Maintenance	0.60
7/24/2013	MJP	Call to E. Lee re contract review process	SMC	Contract Review	0.10
7/24/2013	CES	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CL	Communications / Call Center	0.10
7/24/2013	LYP	Update Core/2002 Notice List with notices of appearances filed on court docket	CON	Noticing	0.90
7/24/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.50
7/24/2013	JEF	Research municipal bond data via bloomberg	CON	Noticing	0.80
7/24/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
Total for 7/24/2013					5.90
7/25/2013	MJP	Oversee service of Orders [DNs 166-167] on General and Special Service Lists	SMC	Noticing	0.20
7/25/2013	MJP	Review service of pleadings via email to notice parties	SMC	Noticing	0.10
7/25/2013	MJP	Review case status including contract review and creditor matrix	SMC	Case Administration / Maintenance	0.60
7/25/2013	MJP	Corr with E. Lee re contract review	SMC	Contract Review	0.10
7/25/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
7/25/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.20

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/25/2013	LYP	Generate Orders [DNs 166-167] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.80
7/25/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.20
7/25/2013	JEF	Research municipal bond data via bloomberg terminal	CON	Noticing	1.60
7/25/2013	AAE	Oversee service of Orders [DNs 166-167]	SC	Noticing	0.10
Total for 7/25/2013					5.40
7/26/2013	ADA	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.20
7/26/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.10
7/26/2013	MJP	Review status of case and document filings	SMC	Case Administration / Maintenance	0.50
7/26/2013	MJP	Oversee responses to creditor inquiries re case status and service	SMC	Communications / Call Center	0.10
7/26/2013	LYP	Update Core/2002 Notice List with notices of appearances filed on court docket	CON	Noticing	0.80
7/26/2013	LYP	Prepare affidavit of service for 7/23 - Ex Parte Motion and Reply [DNs 126 and 128] mailing	CON	Noticing	1.50
7/26/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.40
Total for 7/26/2013					4.60
7/29/2013	DSH	Review and verify public security CUSIP information	SMC	Case Administration / Maintenance	1.10
7/29/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.20
7/29/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.20
7/29/2013	JEF	Research municipal bond data via bloomberg terminal	CON	Noticing	2.00
Total for 7/29/2013					4.50
7/30/2013	DSH	Review and verify public security CUSIP information	SMC	Case Administration / Maintenance	0.90
7/30/2013	MJP	Review contract review status and creditor matrix compilation	SMC	Contract Review	0.40
7/30/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.30
Total for 7/30/2013					3.60
7/31/2013	MJP	Prepare for hearing including review of retention status and materials	SMC	Case Administration / Maintenance	0.60
7/31/2013	MJP	Coordinate update of public access website	SMC	Maintenance of Public Access Website	0.20
7/31/2013	MJP	Oversee service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10
7/31/2013	MJP	Review executed services agreement and corr with D. Merrett re same	SMC	Case Administration / Maintenance	0.10
7/31/2013	MJP	Coordinate preparation for service of notices on core / 2002 parties	SMC	Noticing	0.20
7/31/2013	MJP	Call from S. Panagiotakis re update of creditor matrix list	SMC	Creditor Matrix	0.20

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/31/2013	BSZ	Assist with Amended List of Top 20 Creditors [DN 205] Mailing	PS	Noticing	0.10
7/31/2013	HMO	Assist with Amended List of Top 20 Creditors [DN 205] Mailing	PS	Noticing	0.10
7/31/2013	JEG	Assist with Amended List of Top 20 Creditors [DN 205] Mailing	CL	Noticing	0.10
7/31/2013	JLO	Assist with Amended List of Top 20 Creditors [DN 205] Mailing	CL	Noticing	0.10
7/31/2013	LYP	Update Core/2002 Notice List with notices of appearances filed on court docket	CON	Noticing	2.70
7/31/2013	LYP	Update and prepare Core/2002 service list to post of case website	CON	Noticing	0.70
7/31/2013	LYP	Generate Amended List of Top 20 Creditors [DN 205] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.80
7/31/2013	CHD	Assist with Amended List of Top 20 Creditors [DN 205] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
7/31/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.70
7/31/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.20
7/31/2013	JMG	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.40
7/31/2013	VRQ	Facilitate Amended List of Top 20 Creditors [DN 205] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
7/31/2013	AAE	Oversee service of Amended List of Top 20 Creditors [DN 205]	SC	Noticing	0.10
7/31/2013	AAE	Call with KCC case team re 8/2 hearing and creditor matrix status	SC	Communications / Call Center	0.20
7/31/2013	AAE	Administrative quality control review of 7/23 certificate of service	SC	Noticing	0.30
Total for 7/31/2013					10.60
Total Hours					124.60

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Expenses

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Electronic Imaging	6,778	\$0.06	\$406.68
Photocopies	228	\$0.05	\$11.40
Case related phone costs			\$179.13
First Class Mail			\$114.82
Printing and Mailing Expenses (See Exhibit)			\$871.61
		Total Expenses	\$1,583.64

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
7/18/2013	First Day Service [DNs 10-14]	16	Bindings	\$1.25	\$20.00
		1	Express Mail		
		7	FedEx		
		7,016	Image notice printing for 7 documents, including Detroit DN 10 Statement of Qualification.pdf, Detroit DN 11 Declaration of Orr.pdf, Detroit DN 12 Declaration of Malhotra.pdf, Detroit DN 13 Declaration of Moore.pdf, Detroit DN 14 Memo.pdf, Detroit DN 15 Top 20.pdf, Detroit DN 17 .pdf	\$0.05	\$350.80
		1	Labels	\$0.02	\$0.02
		1	Notary	\$10.00	\$10.00
7/19/2013	First Day Service 2 [DNs 18-20, 39, 53, 56, 58]	1	Express Mail		
		11	FedEx		
		4,248	Image notice printing for 7 documents, including Detroit DN 18 Commencement Motion.pdf, Detroit DN 19 KCC Motion.pdf, Detroit DN 20 Retiree Committee Motion.pdf, Detroit DN 39 Case Management Motion.pdf, Detroit DN 53.pdf, Detroit DN 56 Motion to Extend Ch 9 Stay.pdf, Detroit DN 58 Motion for Expedited Hearing.pdf	\$0.05	\$212.40
		1	Labels	\$0.02	\$0.02
		1	Notary	\$10.00	\$10.00
		8	Bindings	\$1.25	\$10.00
7/19/2013	First Day Pleadings (day 1) - Failed Email	4	FedEx		
		3,508	Image notice printing for 7 documents, including Detroit DN 10 Statement of Qualification, Detroit DN 11 Declaration of Orr, Detroit DN 12 Declaration of Malhotra, Detroit DN 13 Declaration of Moore, Detroit DN 14 Memo.pdf, Detroit DN 15 Top 20, Detroit DN 17 Settlement Agreement	\$0.05	\$175.40
		1	Labels	\$0.02	\$0.02
		1	Notary	\$10.00	\$10.00
7/22/2013	Ex Parte Order Sched Hearings [DN 65]	1	Express Mail		
		48	Faxed Images	\$0.05	\$2.40
		7	FedEx		
		56	Image notice printing for 1 document, including Detroit DN 65.pdf	\$0.05	\$2.80
		1	Labels	\$0.02	\$0.02
		1	Notary	\$10.00	\$10.00
7/23/2013	Ex Parte Motion and Reply [DNs 126 and 128]	2	Express Mail		
		144	Faxed Images	\$0.05	\$7.20
		6	FedEx		
		184	Image notice printing for 2 documents, including Detroit DN 126.pdf, Detroit DN 128.pdf	\$0.05	\$9.20
		2	Labels	\$0.02	\$0.04
		1	Notary	\$10.00	\$10.00
7/25/2013	Orders [DNs 166-167]	54	Faxed Images	\$0.05	\$2.70
		8	First Class Mail		
		64	Image notice printing for 2 documents, including Detroit DN 166.pdf, Detroit DN 167.pdf	\$0.05	\$3.20
		8	Labels	\$0.02	\$0.16
		8	Non-Standard Envelopes	\$0.25	\$2.00
		1	Notary	\$10.00	\$10.00
		85	Faxed Images	\$0.05	\$4.25
8	First Class Mail				

Kurtzman Carson Consultants LLC

07/18/2013 - 07/31/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
7/31/2013	Amended List of Top 20 Creditors [DN 205]	162	Image notice printing for 1 document, including Detroit DN 205.pdf	\$0.05	\$8.10
		1	Notary	\$10.00	\$10.00
		9	Standard Envelopes	\$0.10	\$0.90
Total Printing and Mailing Expenses					\$871.61



January 14, 2014

City of Detroit, Michigan
Sonya Mays
Mayor's Office
2 Woodward Ave., Suite 1126
Detroit, MI 48226

Re: City of Detroit, Michigan
USBC Case No. 13-53846

Dear Sonya Mays:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period August 1, 2013 to August 31, 2013 in the amount of \$143,776.95 for the above referenced matter.

If you have any questions, please feel free to contact me at (310) 776-7377 or gmullins@kccellc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read 'G. Mullins', with a horizontal line extending to the right.

Gerry M. Mullins
Chief Financial Officer

Enclosures



January 14, 2014

Copy Parties

Jeffrey Ellman
Jones Day
1420 Peachtree St., NE, Suite 800
Atlanta, GA 30309

Kurtzman Carson Consultants LLC

Account Number	70504KCC	Invoice Date	January 14, 2014
Invoice Number	US_KCC628773	Due Date	Due upon receipt

City of Detroit, Michigan Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$94,176.00
Client Courtesy Discount	\$(47,088.00)
Total of Hourly Fees	\$47,088.00
 <u>Expenses</u>	
Expenses	\$96,688.95
Total Expenses	\$96,688.95
 Total Invoice	 \$143,776.95

Please detach and return this portion of the statement with your check to KCC.
Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70504KCC
 Invoice Number US_KCC628773
 Total Amount Due \$143,776.95
 Amount Paid \$

Check Payments to:
 Kurtzman Carson Consultants LLC
 Dept CH 16639
 Palatine, IL 60055-6639

Wire Payments to:
 Kurtzman Carson Consultants LLC
 HSBC Bank, NA
 452 Fifth Avenue, New York, NY 10018
 Account # 000183571
 FED ABA # 021001088
 ACH Routing # 022000020

US_KCC628773 City of Detroit, Michigan

Kurtzman Carson Consultants
 City of Detroit Matter Narrative and Summary of Fees & Expenses
 For August 1 - 31, 2013

Matter Name	Matter Narrative	Fees	Expenses	Total
Case Administration/Maintenance	Administrative duties include general correspondence with City, case conferences, preparation of invoice.	\$2,671.00		\$2,671.00
Claims Analysis	Review of proofs of claim that have been input into KCC CaseView and review and maintain claims register in order to ensure accuracy. Respond to any requests from City or professionals for data and reports regarding the Creditor List and/or the proofs of claim.	\$1,418.00		\$1,418.00
Communications/ Call Center	Communications duties include responding to creditor inquiries, correspondences with creditors, and fielding of any case-related communications from known or potential creditors. This includes setting up and manning a call center to respond to general and historic matters.	\$37,464.50	\$1,906.78	\$39,371.28
Contract Review	Review contracts and identify creditor and contract data including creditor contact information, contract terms, contract numbers, and contract dates. Prepare and revise listing of contracts and creditor information.	\$624.50		\$624.50
Creditor Matrix	Prepare and update creditor list with changes received from Jones Day and Ernst & Young. Update names to Last Name, First Name for various parties. Review individual names and compare against employee listings to identify parties who are potentially employees.	\$6,494.50		\$6,494.50
Document Processing	Process, scan, input and review various documents including proofs of claim, notices of transfer and pleadings filed with the Court. Post and link documents to various sections of the public access website, including Court Documents, Important Dates, Notes and other customized areas of the website. Expenses relating to Case Administration/Maintenance include photocopies and electronic scanning of documents.	\$9,970.50	\$912.66	\$10,883.16
Maintenance of Public Access Website	Review and maintain information available on website in order to ensure accuracy. Download pleadings filed on Pacer and post on public access website.	\$1,286.00		\$1,286.00
Noticing	Daily service of pleadings filed by City of Detroit to be served on Special Service List and affected parties per Jones Day service instructions. Communication with Jones Day regarding the manner and method of service, preparation and electronic filing of affidavits of service and administrative close of mailings. Also, preparation and maintenance of various notice lists and FedEx computer for daily mailings including Master Service List, 2002 list and special notice lists.	\$27,956.00	\$93,869.51	\$121,825.51
Undeliverable Mail Processing	Process returned undeliverable mail from various mailings. Note post office forwarding addresses and re-send notices to creditors per forwarding addresses provided. Track returned packages to maintain historical record of undeliverable packages..	\$6,291.00		\$6,291.00
Sub-Total		\$94,176.00	\$96,688.95	\$190,864.95
Discounts	50% Discount on Fees	\$47,088.00		\$47,088.00
Grand Total		\$47,088.00	\$96,688.95	\$143,776.95
85% of Fees and 100% of Expenses:		\$40,024.80	\$96,688.95	\$136,713.75

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AAE	Andres Estrada	SC	43.10	\$260.00	\$11,206.00
ACH	Anson Chung	TPC	0.20	\$190.00	\$38.00
ADB	Aaron Butler	CL	2.90	\$60.00	\$174.00
ALC	Alberto Chachagua	CL	2.10	\$60.00	\$126.00
AMP	Aimee Parel	PS	1.20	\$140.00	\$168.00
BSZ	Bobble Szlembarska	PS	1.00	\$140.00	\$140.00
BTS	Brian Schauer	CON	2.00	\$200.00	\$400.00
CES	Cesar Munoz	CL	69.00	\$60.00	\$4,140.00
CHD	Christopher Do	CON	0.60	\$185.00	\$111.00
CKC	Charles Choi	CON	57.40	\$180.00	\$10,332.00
CYC	Charlyn Coronado	CL	2.80	\$55.00	\$154.00
FJT	Felicia Turner	CL	53.50	\$60.00	\$3,210.00
FTA	Frank Taylor	CL	0.20	\$60.00	\$12.00
GEC	Gregor Campbell	PS	0.20	\$105.00	\$21.00
HMO	Hugo Morales	PS	0.40	\$140.00	\$56.00
JAV	Jose Vergara	PS	3.00	\$140.00	\$420.00
JBU	Joseph Bunning	CON	33.10	\$200.00	\$6,620.00
JCW	Josh Wilson	CON	2.40	\$200.00	\$480.00
JDG	Jennifer Grageda	PS	4.90	\$80.00	\$392.00
JDF	Jeffrey Sellers	CON	3.10	\$160.00	\$496.00
JEG	Jeffery Green	CL	5.90	\$60.00	\$354.00
JLO	Julio Lopez	CL	0.20	\$60.00	\$12.00
JMG	Jennifer Goldman	CON	46.40	\$180.00	\$8,352.00
JOB	Jose Rico	CL	0.10	\$60.00	\$6.00
KDT	Keith Taylor	CL	0.20	\$60.00	\$12.00
KED	Kenny Dinh	CL	5.30	\$55.00	\$291.50
KOT	Kacie Tu	TPC	0.80	\$200.00	\$160.00
LKI	Lashaun Kiles	CL	4.20	\$50.00	\$210.00
LLE	Lucy Ledezma	CL	0.30	\$60.00	\$18.00
LLO	Lizette Lopez	CON	2.30	\$180.00	\$414.00
LYP	Lydia Pastor	CON	35.80	\$180.00	\$6,444.00
MDO	Matthew Orr	CON	2.90	\$200.00	\$580.00
MFM	Melissa Membrino	CON	7.00	\$160.00	\$1,120.00
MJP	Michael Paque	SMC	34.00	\$295.00	\$10,030.00
MLC	Marcedes Clanton	PS	2.30	\$140.00	\$322.00
OC	Other Clerical	CL	7.50	\$50.00	\$375.00
PCC	Peter Chung	PS	0.80	\$140.00	\$112.00
PMH	Paula Hernandez	CL	2.00	\$60.00	\$120.00
REB	Reyanna Burbank	CL	17.40	\$60.00	\$1,044.00
RFJ	Francisco Rodriguez	PS	28.00	\$140.00	\$3,920.00
RIB	Ross Bernstein	CON	1.30	\$80.00	\$104.00
RLV	Robert Valerio	CL	0.30	\$60.00	\$18.00
RMA	Raymundo Manjarrez	CL	5.80	\$60.00	\$348.00
ROS	Roxanne Sudario	CL	3.80	\$55.00	\$209.00

US_KCC628773 City of Detroit, Michigan

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RRO	Riordan Robinson	CON	0.20	\$200.00	\$40.00
RTE	Ricardo Tejada	CON	0.30	\$200.00	\$60.00
SEP	Stephanie Paranhos	CL	0.50	\$60.00	\$30.00
SMD	Stephanie Delgado	CL	6.80	\$60.00	\$408.00
SMI	Sueae Misaalefua	CL	8.80	\$55.00	\$484.00
SPD	Senlr Dacillo	CL	3.40	\$50.00	\$170.00
TEC	Terrius Carter	CL	1.80	\$60.00	\$108.00
TLJ	Tashina Jackson	CL	9.00	\$55.00	\$495.00
TMV	Tina Vasquez	CL	6.60	\$55.00	\$363.00
TOP	Toemeka Parker	CL	3.60	\$50.00	\$180.00
VDR	Vincent Rice	PS	0.20	\$140.00	\$28.00
VRQ	Vanessa Quinones	SC	3.00	\$225.00	\$675.00
VTM	Vien Marquez	CON	6.70	\$165.00	\$1,105.50
WKH	William Howard	CON	8.00	\$180.00	\$1,440.00
YIA	Yahjaira Arevalo	CON	85.10	\$180.00	\$15,318.00
			Total		\$94,176.00

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/1/2013	BTS	Assist with Various Docs [DNs 244, 250, 254] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/1/2013	JAV	Assist with Various Docs [DNs 244, 250, 254] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/1/2013	MJP	Respond to inquiry from D. Hirtzel re service of list of creditors	SMC	Noticing	0.10
8/1/2013	MJP	Review preparation for contract review	SMC	Contract Review	0.30
8/1/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
8/1/2013	TEC	Generate Various Docs [DNs 244, 250, 254] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.70
8/1/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.60
8/1/2013	LYP	Electronically file certificates of service with the court	CON	Noticing	0.50
8/1/2013	LYP	Generate Various Docs [DNs 244, 250, 254] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.20
8/1/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	3.40
8/1/2013	AAE	Review creditors list including review of employees listed on various schedules to ensure redaction	SC	Noticing	0.20
8/1/2013	AAE	Oversee service of Various Docs [DNs 244, 250, 254]	SC	Noticing	0.10
8/1/2013	JEF	Research and organize municipal bond data via Bloomberg	CON	Noticing	1.50
8/1/2013	MDO	Generate Various Docs [DNs 244, 250, 254] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 8/1/2013					10.30
8/2/2013	BTS	Assist with Motion for Order Lifting the Automatic Stay to Ext [DN 275] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/2/2013	JAV	Assist with Motion for Order Lifting the Automatic Stay to Ext [DN 275] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/2/2013	MJP	Review hearing status and review orders and motions	SMC	Case Administration / Maintenance	0.80
8/2/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/2/2013	LYP	Update launchfax report	CON	Case Administration / Maintenance	0.10
8/2/2013	LYP	Prepare affidavit of service for 7/23 - Ex Parte Motion and Reply [DNs 126 and 128] mailing	CON	Noticing	0.70
8/2/2013	LYP	Generate Motion for Order Lifting the Automatic Stay to Ext [DN 275] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.30
8/2/2013	LLO	Track undeliverable mail from returned FedEx packages	CON	Noticing	0.80
8/2/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.40
8/2/2013	AAE	Review proofs of claim input into KCC CaseView	SC	Claims Analysis	0.20
8/2/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 07/09	SC	Noticing	0.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/2/2013	AAE	Update public access website with link to claims register	SC	Maintenance of Public Access Website	0.20
8/2/2013	AAE	Call with KCC team re case maintenance	SC	Communications / Call Center	0.10
8/2/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 07/19	SC	Noticing	0.10
8/2/2013	AAE	Oversee service of Motion for Order Lifting the Automatic Stay to Ext [DN 275]	SC	Noticing	0.10
8/2/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
8/2/2013	MDO	Generate Motion for Order Lifting the Automatic Stay to Ext [DN 275] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 8/2/2013					8.20
8/4/2013	LYP	Administrative close of mailing including preparing mailing report for 7/31 - Amended List of Top 20 Creditors [DN 205]	CON	Noticing	0.10
8/4/2013	LYP	Administrative close of mailing including preparing mailing report for 7/25 -Orders [DNs 166-167]	CON	Noticing	0.10
8/4/2013	LYP	Administrative close of mailing including preparing mailing report for 7/23 - Ex Parte Motion and Reply [DNs 126 and 128]	CON	Noticing	0.10
8/4/2013	LYP	Administrative close of mailing including preparing mailing report for 7/19 - First Day Service 2 [DNs 18-20, 39, 53, 56, 58]	CON	Noticing	0.20
8/4/2013	LYP	Administrative close of mailing including preparing mailing report for 7/18 - First Day Service [DNs 10-14]	CON	Noticing	0.10
Total for 8/4/2013					0.60
8/5/2013	MJP	Coordinate finalization of retention agreement with additional updates	SMC	Case Administration / Maintenance	0.30
8/5/2013	MJP	Coordinate preparation for service of notice of commencement on creditor matrix	SMC	Noticing	0.20
8/5/2013	MJP	Call from Sofia from Ernst and Young	SMC	Creditor Matrix	0.20
8/5/2013	MJP	Call to K. Gullo re retention status	SMC	Case Administration / Maintenance	0.10
8/5/2013	MJP	Call to K. Gullo re notice of commencement language	SMC	Noticing	0.20
8/5/2013	MJP	Call to J. Seidman re status of Notice of Commencement	SMC	Noticing	0.10
8/5/2013	MJP	Call with T. Wilson re update of KCC retention order	SMC	Case Administration / Maintenance	0.20
8/5/2013	MJP	Corr with S. Panagiotis re preparation of creditor matrix	SMC	Creditor Matrix	0.20
8/5/2013	MJP	Corr with counsel re updates to retention order and notice of commencement	SMC	Noticing	0.30
8/5/2013	MJP	Corr with counsel re updates to notice of commencement	SMC	Noticing	0.30
8/5/2013	MJP	Review status of KCC Retention and corr with K. Gullo re same	SMC	Case Administration / Maintenance	0.10
8/5/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10
8/5/2013	MJP	Coordinate review and update of creditor matrix	SMC	Creditor Matrix	0.60
8/5/2013	MJP	Coordinate review and update of KCC's retention order	SMC	Case Administration / Maintenance	0.30

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/5/2013	MJP	Review pleadings filed on court docket and posting on public access website	SMC	Maintenance of Public Access Website	0.10
8/5/2013	MJP	Review draft Notice of Commencement in preparation for mailing	SMC	Noticing	0.20
8/5/2013	MJP	Review Notice of Commencement and coordinate update and finalization of notice in preparation for service	SMC	Noticing	0.20
8/5/2013	LYP	Prepare certificate of service for 7/25 - Orders [DNs 166-167] mailing	CON	Noticing	0.90
8/5/2013	LYP	Prepare certificate of service for 7/31 - Amended List of Top 20 Creditors [DN 205] mailing	CON	Noticing	0.40
8/5/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.70
8/5/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.30
8/5/2013	JMG	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.50
8/5/2013	AAE	Coordinate service deadlines for notice of commencement	SC	Noticing	0.10
8/5/2013	AAE	Review creditor list including review and update of formatting for updated information for employees and litigation parties	SC	Noticing	0.20
8/5/2013	JEF	Research municipal bond data via Bloomberg terminal	CON	Noticing	1.60
8/5/2013	VRQ	Correspond with case team re mailing deadline	SC	Noticing	0.20
Total for 8/5/2013					8.60
8/6/2013	BTS	Assist with Orders [DNs 296-297] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/6/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/6/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	7.50
8/6/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.10
8/6/2013	MJP	Coordinate preparation for service of Notice of Commencement on creditor matrix	SMC	Creditor Matrix	1.60
8/6/2013	MJP	Call from K. Gullo regarding Notice of Commencement	SMC	Noticing	0.10
8/6/2013	MJP	Corr with J. Ellman re preparation for service of notice of commencement	SMC	Noticing	0.10
8/6/2013	MJP	Review creditor matrix and cross reference to employee list for redacted parties	SMC	Creditor Matrix	3.60
8/6/2013	MLC	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/6/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/6/2013	RLV	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.20
8/6/2013	TEC	Generate Orders [DNs 296-297] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.30
8/6/2013	ACH	Renamed: Former Project Name: Project Mo Former Project Case No: 88-28000 New Case Name: City of Detroit, Michigan New Case No.: 1353846 in KCCApps, bugtracking, and copitrak.	TPC	Case Administration / Maintenance	0.20
8/6/2013	AMP	Input received proofs of claim into KCC CaseView	PS	Document Processing	0.10
8/6/2013	LYP	Prepare certificate of service for 8/1 - Various Docs [DNs 244, 250, 254] mailing	CON	Noticing	1.60
8/6/2013	LYP	Prepare certificate of service for 8/2 -Motion for Order Lifting the Automatic Stay to Ext [DN 275] mailing	CON	Noticing	1.40

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/6/2013	LYP	Electronically file certificates of service with the court	CON	Noticing	0.50
8/6/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.50
8/6/2013	LYP	Generate Orders [DNs 296-297] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.30
8/6/2013	JDG	Manage and review tracking of undeliverable mail re Motion for Order Lifting the Automatic Stay to Ext [DN 275]	PS	Undeliverable Mail Processing	0.10
8/6/2013	LLO	Track undeliverable mail from returned FedEx packages	CON	Noticing	0.30
8/6/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.80
8/6/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.40
8/6/2013	AAE	Review order re notice of commencement related to noticing requirements	SC	Noticing	0.10
8/6/2013	AAE	Submit service and support request for ECF email routing, case name and number updates, and create new ECF email distribution group in KCC systems	SC	Noticing	0.80
8/6/2013	AAE	Prepare for and participate in call with T Wilson re service of notice of commencement and creditor matrix	SC	Noticing	0.70
8/6/2013	AAE	Prepare service version of notice of commencement	SC	Noticing	0.20
8/6/2013	AAE	Format creditor matrix for import into CaseView	SC	Creditor Matrix	2.90
8/6/2013	AAE	Call with KCC team re service version of notice of commencement	SC	Communications / Call Center	0.10
8/6/2013	AAE	Coordinate claims processing	SC	Document Processing	0.10
8/6/2013	AAE	Administrative quality control review of General and special service list	SC	Noticing	0.20
8/6/2013	AAE	Oversee service of Orders [DNs 296-297]	SC	Noticing	0.10
8/6/2013	AAE	Coordinate publication of notice of commencement	SC	Noticing	0.50
8/6/2013	MFM	Facilitate claims processing, scan and input into KCC CaseView	CON	Document Processing	0.10
8/6/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
8/6/2013	VRQ	Facilitate Orders [DNs 296-297] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.10
8/6/2013	MDO	Generate Orders [DNs 296-297] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 8/6/2013					28.80
8/7/2013	YIA	Respond to creditor inquiries (1) regarding the commencement	CON	Communications / Call Center	0.10
8/7/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.30
8/7/2013	MJP	Oversee preparation for publication of notice of commencement	SMC	Noticing	0.90
8/7/2013	MJP	Oversee update of public access website with additional case information	SMC	Maintenance of Public Access Website	0.20
8/7/2013	MJP	Coordinate review and reformatting of creditor matrix in preparation for service of notice of commencement	SMC	Noticing	0.20
8/7/2013	JDG	Manage and review tracking of undeliverable mail re Orders [DNs 296-297]	PS	Undeliverable Mail Processing	0.10
8/7/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.30
8/7/2013	JMG	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/7/2013	JMG	Review and update case summary spreadsheet	CON	Case Administration / Maintenance	0.20
8/7/2013	AAE	Format and import creditor matrix into CaseView	SC	Creditor Matrix	6.20
8/7/2013	AAE	Update website with retiree committee notice	SC	Maintenance of Public Access Website	0.20
8/7/2013	AAE	Coordinate publication of notice of commencement	SC	Noticing	1.50
8/7/2013	VRQ	Review and update case summary sheet	SC	Case Administration / Maintenance	0.20
Total for 8/7/2013					10.50
8/8/2013	SPD	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.20
8/8/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	7.50
8/8/2013	MJP	Oversee service of notice of commencement on creditor matrix	SMC	Noticing	1.30
8/8/2013	MJP	Coordinate service of notice of commencement on supplemental creditor addresses	SMC	Noticing	0.10
8/8/2013	MJP	Call with D. Saldanha regarding contract review	SMC	Contract Review	0.70
8/8/2013	MJP	Oversee placement of notice of commencement in various publications	SMC	Noticing	0.80
8/8/2013	MJP	Review status of contract review and review timing and procedures	SMC	Contract Review	0.40
8/8/2013	MJP	Oversee update of creditor matrix per additional addresses received	SMC	Creditor Matrix	0.20
8/8/2013	PMH	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.10
8/8/2013	REB	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.10
8/8/2013	REB	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/8/2013	RLV	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/8/2013	CES	Respond to creditor inquiries (1) regarding the notice of commencement	CL	Communications / Call Center	7.00
8/8/2013	RFJ	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	14.00
8/8/2013	LYP	Generate Notice of Commencement mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.60
8/8/2013	CHD	Assist with Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.40
8/8/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.00
8/8/2013	AAE	Coordinate and generate Notice of Commencement mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	0.50
8/8/2013	AAE	Call with KCC team re notice of commencement service, contract review and publication	SC	Communications / Call Center	0.20
8/8/2013	AAE	Oversee service of Notice of Commencement	SC	Noticing	0.20
8/8/2013	AAE	Coordinate publication of notice of commencement	SC	Noticing	1.90
8/8/2013	VTM	Assist with Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	3.50

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/8/2013	VRQ	Facilitate Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
Total for 8/8/2013					42.10
8/9/2013	BTS	Assist with Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/9/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.10
8/9/2013	MJP	Oversee service of Notice of Commencement on Creditor Matrix	SMC	Noticing	0.10
8/9/2013	MJP	Oversee publication of notice in various newspapers	SMC	Noticing	0.70
8/9/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10
8/9/2013	MJP	Oversee update of public access website with additional case information	SMC	Maintenance of Public Access Website	0.20
8/9/2013	RRO	Facilitate Notice of Commencement Mailing	CON	Noticing	0.10
8/9/2013	BSZ	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/9/2013	CES	Respond to creditor inquiries (2) regarding the notice of commencement	CL	Communications / Call Center	7.00
8/9/2013	GEC	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/9/2013	HMO	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/9/2013	JEG	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	5.60
8/9/2013	RFJ	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	14.00
8/9/2013	LYP	Review and update Core/2002 service list	CON	Noticing	0.50
8/9/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.60
8/9/2013	AAE	Coordinate and generate supplemental Notice of Commencement - litigation mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	0.50
8/9/2013	AAE	Create list of ongoing litigation for inclusion in matrix	SC	Noticing	1.90
8/9/2013	AAE	Update website with retiree committee notice	SC	Maintenance of Public Access Website	0.40
8/9/2013	AAE	Administrative quality control review of general and special service list	SC	Noticing	0.30
8/9/2013	AAE	Coordinate publication of notice of commencement	SC	Noticing	0.40
8/9/2013	VRQ	Assist with Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.50
8/9/2013	MDO	Generate Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 8/9/2013					34.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/12/2013	BTS	Assist with Supp Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/12/2013	SPD	Listen to and log information from creditor calls to ensure a timely response (64)	CL	Communications / Call Center	3.20
8/12/2013	CKC	Respond to creditor inquiries (54) regarding questions related to status of bankruptcy	CON	Communications / Call Center	8.00
8/12/2013	YIA	Respond to creditor inquiries (69) regarding the commencement	CON	Communications / Call Center	9.00
8/12/2013	JBU	Respond to creditor inquiries regarding the notice of commencement and why it was received; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	5.90
8/12/2013	MJP	Coordinate service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10
8/12/2013	MJP	Coordinate update of creditor addresses per changes of address received	SMC	Case Administration / Maintenance	0.10
8/12/2013	MJP	Coordinate update of creditor matrix per revisions received	SMC	Creditor Matrix	0.10
8/12/2013	MJP	Review pleadings filed on ECF and update of public access website	SMC	Maintenance of Public Access Website	0.10
8/12/2013	MJP	Review and finalize July invoice time entries	SMC	Case Administration / Maintenance	0.30
8/12/2013	RRO	Facilitate Supp Notice of Commencement Mailing	CON	Noticing	0.10
8/12/2013	RTE	Conduct internet address research re Supplemental Notice of Commencement	CON	Noticing	0.30
8/12/2013	BSZ	Assist with Supp Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/12/2013	CES	Assist with Supp Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/12/2013	CES	Respond to creditor inquiries (55) regarding the notice of commencement	CL	Communications / Call Center	9.00
8/12/2013	GEC	Assist with Supp Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/12/2013	HMO	Assist with Supp Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/12/2013	KDT	Assist with Supp Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.20
8/12/2013	LYP	Generate Supplemental Notice of Commencement - Litigation parties mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	2.30
8/12/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.20
8/12/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.50
8/12/2013	AAE	Set up court ECF noticing for KCC case team	SC	Noticing	0.20
8/12/2013	AAE	Coordinate review and creation of litigation service list from complaint documents received from counsel	SC	Noticing	0.40
8/12/2013	MFM	Coordinate daily logs from creditor calls	CON	Communications / Call Center	0.20

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/12/2013	MFM	Review duplicate claims to ensure accuracy of KCC CaseView	CON	Document Processing	0.10
8/12/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (20)	CL	Communications / Call Center	0.70
8/12/2013	VTM	Assist with Supp Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.60
8/12/2013	VRQ	Facilitate Supp Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
Total for 8/12/2013					43.30
8/13/2013	BTS	Assist with Supplemental Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/13/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (68)	CL	Communications / Call Center	1.80
8/13/2013	CKC	Respond to creditor inquiries (38) regarding questions related to status of bankruptcy	CON	Communications / Call Center	8.00
8/13/2013	YIA	Respond to creditor inquiries (58) regarding the commencement	CON	Communications / Call Center	9.00
8/13/2013	JBU	Respond to creditor inquiries regarding the notice of commencement and why it was received; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	4.50
8/13/2013	MJP	Call with E. Lee regarding creditor matrix	SMC	Creditor Matrix	0.30
8/13/2013	MJP	Coordinate review of addresses and preparation for update to creditor matrix	SMC	Creditor Matrix	0.30
8/13/2013	PCC	Assist with Supplemental Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/13/2013	BSZ	Assist with Supplemental Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/13/2013	CES	Respond to creditor inquiries (50) regarding the notice of commencement	CL	Communications / Call Center	9.00
8/13/2013	FTA	Assist with Supplemental Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/13/2013	JLO	Assist with Supplemental Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/13/2013	LYP	Prepare certificate of service for 8/6 - Schwartz Orders [DNs 296-297] mailing	CON	Noticing	0.80
8/13/2013	LYP	Prepare certificate of service for 8/9-8/13 - Notice of Commencement mailing	CON	Noticing	1.10
8/13/2013	JDG	Manage and review tracking of undeliverable mail re Notice of Commencement	PS	Undeliverable Mail Processing	0.10
8/13/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.20
8/13/2013	AAE	Set up court ECF noticing for KCC case team	SC	Noticing	0.20
8/13/2013	AAE	Update creditors list with additional litigation parties received from counsel	SC	Noticing	0.30

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/13/2013	AAE	Coordinate and generate supplemental Notice of Commencement - litigation mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	0.30
8/13/2013	AAE	Administrative quality control review of assembled litigation service list from complaints documents received from counsel	SC	Noticing	0.20
8/13/2013	AAE	Review pleadings filed on court docket and posted on public access website for updates to creditor address information and update to schedule and claim information	SC	Case Administration / Maintenance	0.10
8/13/2013	MFM	Coordinate daily logs from creditor calls	CON	Communications / Call Center	0.20
8/13/2013	VTM	Assist with Supplemental Notice of Commencement mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.60
8/13/2013	VRQ	Facilitate Supplemental Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
8/13/2013	MDO	Generate Supplemental Notice of Commencement mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
Total for 8/13/2013					37.80
8/14/2013	BTS	Assist with Objection of Detroit [Case No. 13-12412 DN 63] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/14/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
8/14/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (36)	CL	Communications / Call Center	0.90
8/14/2013	CKC	Respond to creditor inquiries (30) regarding questions related to status of bankruptcy	CON	Communications / Call Center	8.00
8/14/2013	YIA	Respond to creditor inquiries (55) regarding the commencement	CON	Communications / Call Center	9.00
8/14/2013	RIB	Process and prepare changes of address received for scanning into KCC CaseView	CON	Document Processing	0.10
8/14/2013	ALC	Assist with mailing case related documents	CL	Document Processing	0.10
8/14/2013	JAV	Assist with Objection of Detroit [Case No. 13-12412 DN 63] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/14/2013	JBU	Respond to creditor inquiries regarding the notice of commencement and why it was received; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	4.80
8/14/2013	MJP	Oversee service of Objection of Detroit [Case No. 13-12412 DN 63]	SMC	Noticing	0.40
8/14/2013	MJP	Oversee response to creditor inquiries regarding case status	SMC	Communications / Call Center	0.20
8/14/2013	MJP	Oversee filing of affidavits of service for various mailings	SMC	Noticing	0.10
8/14/2013	MJP	Coordinate update of creditor matrix per additional addresses received	SMC	Creditor Matrix	0.20
8/14/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.20
8/14/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
8/14/2013	MLC	Manage and review tracking of undeliverable mail re various notices	PS	Document Processing	0.20
8/14/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/14/2013	PMH	Prepare and mail claim acknowledgement cards to creditors	CL	Noticing	0.20
8/14/2013	SMD	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	0.40
8/14/2013	TEC	Generate Objection of Detroit [Case No. 13-12412 DN 63] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.40
8/14/2013	CES	Respond to creditor inquiries (29) regarding the notice of commencement	CL	Communications / Call Center	8.40
8/14/2013	LYP	Generate Case No 13-12412 [DN 63] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.60
8/14/2013	LYP	Electronically file affidavits of service with the court	CON	Noticing	0.10
8/14/2013	ROS	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.20
8/14/2013	TLJ	Assist with confirmation card mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.20
8/14/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.40
8/14/2013	AAE	Correspond with KCC team re certificate of service re notice of commencement	SC	Noticing	0.10
8/14/2013	AAE	Oversee service of Objection of Detroit [Case No. 13-12412 DN 63]	SC	Noticing	0.10
8/14/2013	AAE	Coordinate inputting of changes of address	SC	Noticing	0.10
8/14/2013	MFM	Coordinate daily logs from creditor calls	CON	Communications / Call Center	0.10
Total for 8/14/2013					36.80
8/15/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.50
8/15/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (16)	CL	Communications / Call Center	0.40
8/15/2013	CKC	Respond to creditor inquiries (3) regarding questions related to status of bankruptcy	CON	Communications / Call Center	4.00
8/15/2013	YIA	Respond to creditor inquiries (41) regarding the commencement	CON	Communications / Call Center	9.00
8/15/2013	YIA	Respond to creditor inquiries (2) regarding the status of claims	CON	Communications / Call Center	0.40
8/15/2013	RIB	Process and prepare changes of address received for scanning into KCC CaseView	CON	Document Processing	0.60
8/15/2013	ALC	Administrative close of monthly mailings including print tracking and mail report input	CL	Noticing	0.10
8/15/2013	JBU	Respond to creditor inquiries regarding the notice of commencement and why it was received; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	3.90
8/15/2013	MJP	Coordinate execution and completion of various retention forms	SMC	Case Administration / Maintenance	0.20
8/15/2013	MJP	Review publication of notices in various newspapers	SMC	Noticing	0.40
8/15/2013	MJP	Review creditor matrix and generate listing of potential employees for redactions	SMC	Creditor Matrix	2.80
8/15/2013	REB	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	5.30
8/15/2013	SMD	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.30

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/15/2013	SMD	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	2.00
8/15/2013	SMD	Process and prepare changes of address received for scanning into KCC CaseView	CL	Document Processing	0.30
8/15/2013	RMA	Retrieve undeliverable mail at the Post Office for Notice of Commencement	CL	Undeliverable Mail Processing	0.80
8/15/2013	CES	Respond to creditor inquiries (12) regarding the notice of commencement	CL	Communications / Call Center	8.00
8/15/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
8/15/2013	ROS	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.70
8/15/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.40
8/15/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.80
8/15/2013	AAE	Update public access website with retiree committee formation meeting information	SC	Maintenance of Public Access Website	0.30
8/15/2013	AAE	Call with KCC team re publication	SC	Communications / Call Center	0.10
8/15/2013	AAE	Correspond with counsel re publication in the Detroit Free Press and Bond Buyer	SC	Noticing	0.40
8/15/2013	AAE	Correspond with counsel re publication in the Detroit Free Press and Bond Buyer	SC	Noticing	0.20
8/15/2013	MFM	Coordinate daily logs from creditor calls	CON	Communications / Call Center	0.10
8/15/2013	MFM	Facilitate sorting and tracking of undeliverable mail re various notices	CON	Undeliverable Mail Processing	0.10
8/15/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (5)	CL	Communications / Call Center	0.20
Total for 8/15/2013					42.40
8/16/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (7)	CL	Communications / Call Center	0.20
8/16/2013	CYC	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.90
8/16/2013	CKC	Respond to creditor inquiries (8) regarding questions related to status of bankruptcy	CON	Communications / Call Center	4.00
8/16/2013	YIA	Respond to creditor inquiries (22) regarding the commencement	CON	Communications / Call Center	7.00
8/16/2013	YIA	Respond to creditor inquiries (2) regarding the status of claims	CON	Communications / Call Center	0.60
8/16/2013	ALC	Retrieve undeliverable mail at the Post Office for Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.50
8/16/2013	ALC	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.30
8/16/2013	JBU	Respond to creditor inquiries regarding the notice of commencement and why it was received; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	4.00
8/16/2013	JCW	Review creditor listing and identify employee addresses for redaction	CON	Creditor Matrix	1.20
8/16/2013	MJP	Coordinate update of creditor matrix with potential redactions noted	SMC	Creditor Matrix	0.40

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/16/2013	REB	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	0.40
8/16/2013	TMV	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.90
8/16/2013	RMA	Retrieve undeliverable mail at the Post Office for Notice of Commencement	CL	Undeliverable Mail Processing	0.80
8/16/2013	CES	Respond to creditor inquiries (7) regarding the notice of commencement	CL	Communications / Call Center	5.00
8/16/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/16/2013	AMP	Input received proofs of claim into KCC CaseView	PS	Document Processing	0.10
8/16/2013	LYP	Prepare affidavit of service for 8/15 - Case No. 13-12412 [DN 63] mailing	CON	Noticing	0.50
8/16/2013	ROS	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.50
8/16/2013	WKH	Review creditor listing and identify employee addresses for redaction	CON	Creditor Matrix	5.00
8/16/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.50
8/16/2013	TLJ	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.20
8/16/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	4.10
8/16/2013	AAE	Oversee employee redaction review of creditor list	SC	Noticing	0.20
8/16/2013	MFM	Coordinate daily logs from creditor calls	CON	Communications / Call Center	0.10
8/16/2013	MFM	Facilitate sorting and tracking of undeliverable mail re Notice of Commencement	CON	Undeliverable Mail Processing	0.20
8/16/2013	MFM	Process and prepare changes of address received for scanning into KCC CaseView	CON	Document Processing	2.30
Total for 8/16/2013					41.00
8/19/2013	BTS	Assist with Debtors Objection and Brief [DNs 340-341] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/19/2013	BTS	Assist with Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/19/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.50
8/19/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (7)	CL	Communications / Call Center	0.70
8/19/2013	CKC	Respond to creditor inquiries (14) regarding questions related to status of bankruptcy	CON	Communications / Call Center	3.50
8/19/2013	YIA	Respond to creditor inquiries (46) regarding the commencement	CON	Communications / Call Center	7.00
8/19/2013	ADB	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.50
8/19/2013	JAV	Assist with Debtors Objection and Brief [DNs 340-341] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/19/2013	JAV	Assist with Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/19/2013	KOT	EZ Docs for City of Detroit per incident #26429 as requested by VRQ	TPC	Case Administration / Maintenance	0.30
8/19/2013	KOT	Set Up PacerDox for City of Detroit per incident #26425 as requested by VRQ	TPC	Case Administration / Maintenance	0.20
8/19/2013	MJP	Oversee service of Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345] on general and special service lists	SMC	Noticing	0.10
8/19/2013	MJP	Respond to creditor inquiry re status of case	SMC	Communications / Call Center	0.10
8/19/2013	MJP	Call from Maureen of K&E re update to website	SMC	Maintenance of Public Access Website	0.10
8/19/2013	MJP	Coordinate service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.80
8/19/2013	MJP	Coordinate update of website with updated case information	SMC	Maintenance of Public Access Website	0.20
8/19/2013	MJP	Review pleadings filed on court docket and oversee update of public access website	SMC	Maintenance of Public Access Website	0.30
8/19/2013	MLC	Retrieve undeliverable mail at the Post Office from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
8/19/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	1.00
8/19/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
8/19/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/19/2013	PMH	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/19/2013	REB	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	5.90
8/19/2013	SMD	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.40
8/19/2013	SMD	Process and prepare undeliverable mail from Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	0.60
8/19/2013	TEC	Generate Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.40
8/19/2013	TMV	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.50
8/19/2013	CES	Respond to creditor inquiries (18) regarding the notice of commencement	CL	Communications / Call Center	6.50
8/19/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/19/2013	AMP	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
8/19/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.70
8/19/2013	FJT	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.50
8/19/2013	LYP	Electronically file affidavits of service with the court	CON	Noticing	0.30
8/19/2013	LYP	Correspond with counsel re affidavit of service	CON	Case Administration / Maintenance	0.20
8/19/2013	LYP	Update Core/2002 Notice List	CON	Noticing	1.20
8/19/2013	LYP	Generate Debtors Objection and Brief [DNs 340-341] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.50

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/19/2013	LYP	Generate Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.80
8/19/2013	LYP	Prepare affidavit of service for 8/19 - Various Documents [DNs 340-342 and 345] mailing	CON	Noticing	0.60
8/19/2013	JDG	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	2.00
8/19/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.60
8/19/2013	ROS	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.00
8/19/2013	ROS	Retrieve undeliverable mail at the Post Office from Notice of Notice of Commencement	CL	Undeliverable Mail Processing	0.60
8/19/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.20
8/19/2013	TLJ	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/19/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	5.90
8/19/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.30
8/19/2013	AAE	Review 8/16 service including review of failed email service requests, comparison of list provided by counsel, and corresponding via email and phone with D Merrett re same	SC	Noticing	1.20
8/19/2013	AAE	Oversee service of Debtors Objection and Brief [DNs 340-341]	SC	Noticing	0.10
8/19/2013	AAE	Oversee service of Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345]	SC	Noticing	0.10
8/19/2013	MFM	Facilitate sorting and tracking of undeliverable mail re Notice of Commencement	CON	Undeliverable Mail Processing	0.10
8/19/2013	MFM	Sort and manage undeliverable mail from Notice of Commencement	CON	Undeliverable Mail Processing	0.40
8/19/2013	MFM	Process and prepare changes of address received for scanning into KCC CaseView	CON	Document Processing	0.10
8/19/2013	SMI	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.00
Total for 8/19/2013					59.00
8/20/2013	BTS	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/20/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
8/20/2013	TOP	Listen to and log information from creditor calls to ensure a timely response (9)	CL	Communications / Call Center	0.30
8/20/2013	KED	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.10
8/20/2013	CKC	Respond to creditor inquiries (9) regarding questions related to status of bankruptcy	CON	Communications / Call Center	2.50
8/20/2013	YIA	Respond to creditor inquiries (12) regarding the commencement	CON	Communications / Call Center	6.00
8/20/2013	JBU	Respond to creditor inquiries regarding the notice of commencement; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	2.50

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/20/2013	JCW	Review proofs of claim Input into KCC CaseView	CON	Claims Analysis	0.10
8/20/2013	MJP	Coordinate responses to creditor inquiries re vendor status	SMC	Communications / Call Center	0.10
8/20/2013	MJP	Review redaction of creditor address and corr with C. Forrester re same	SMC	Case Administration / Maintenance	0.10
8/20/2013	MJP	Review creditor addresses and service of notice to creditors	SMC	Noticing	0.40
8/20/2013	MJP	Review pleadings filed and oversee update of public access website	SMC	Maintenance of Public Access Website	0.10
8/20/2013	PCC	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/20/2013	PCC	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/20/2013	REB	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	5.00
8/20/2013	SMD	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.40
8/20/2013	SMD	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	0.60
8/20/2013	TMV	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.80
8/20/2013	RMA	Manage and review tracking of undeliverable mail re various notices	CL	Undeliverable Mail Processing	0.20
8/20/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
8/20/2013	BSZ	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/20/2013	CES	Respond to creditor inquiries (7) regarding the notice of commencement	CL	Communications / Call Center	3.00
8/20/2013	JOB	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/20/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/20/2013	FJT	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.30
8/20/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	4.40
8/20/2013	LYP	Administrative close of mailing including preparing mailing report for 8/9 - Notice of Commencement	CON	Noticing	0.10
8/20/2013	LYP	Administrative close of mailing including preparing mailing report for 8/6 - Orders [DNs 296-297]	CON	Noticing	0.10
8/20/2013	LYP	Administrative close of mailing including preparing mailing report for 8/2 - Motion for Order Lifting the Automatic Stay to Ext [DN 275]	CON	Noticing	0.10
8/20/2013	LYP	Administrative close of mailing including preparing mailing report for 8/1 - Various Docs [DNs 244, 250, 254]	CON	Noticing	0.10
8/20/2013	LYP	Update and post core2000 service list to public access website	CON	Maintenance of Public Access Website	0.40
8/20/2013	LYP	Review and update affidavit of service for 8/19 - Various Documents [DNs 340-342 and 345] mailing	CON	Noticing	0.80

Page 20 of 37

US_KCC628773 City of Detroit, Michigan

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/20/2013	JDG	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
8/20/2013	JDG	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	PS	Noticing	0.20
8/20/2013	ROS	Retrieve undeliverable mail at the Post Office from Notice of Notice of Commencement	CL	Undeliverable Mail Processing	0.30
8/20/2013	ROS	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.50
8/20/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Document Processing	0.60
8/20/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.90
8/20/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.70
8/20/2013	AAE	Update creditors list with additional litigation parties received from counsel and serve with notice of commencement	SC	Noticing	0.30
8/20/2013	AAE	Research undeliverable notifications received from bankruptcy court	SC	Noticing	0.50
8/20/2013	AAE	Call with T Wilson of Jones Day re undeliverable notifications received from bankruptcy court	SC	Communications / Call Center	0.10
8/20/2013	AAE	Administrative quality control review of general and special service list	SC	Noticing	0.20
8/20/2013	AAE	Coordinate filing of certificates of service for recent services and updating service lists on public access website	SC	Noticing	0.10
8/20/2013	AAE	Correspond with counsel re service practices	SC	Noticing	0.10
8/20/2013	MFM	Retrieve undeliverable mail at the Post Office from Notice of Notice of Commencement	CON	Undeliverable Mail Processing	0.20
8/20/2013	MFM	Sort and manage undeliverable mail from Notice of Commencement	CON	Undeliverable Mail Processing	0.60
8/20/2013	MFM	Facilitate sorting and tracking of undeliverable mail re Notice of Commencement	CON	Undeliverable Mail Processing	0.10
8/20/2013	SMI	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	3.50
8/20/2013	VTM	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.80
8/20/2013	VRQ	Facilitate Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
8/20/2013	VRQ	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	SC	Noticing	0.30
8/20/2013	MDO	Generate Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
Total for 8/20/2013					44.10
8/21/2013	BTS	Assist with Contracts CD mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/21/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
8/21/2013	CKC	Respond to creditor inquiries (2) regarding questions related to status of bankruptcy	CON	Communications / Call Center	1.50
8/21/2013	YIA	Respond to creditor inquiries (5) regarding the commencement	CON	Communications / Call Center	5.00

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/21/2013	JAV	Assist with Contracts CD mailing Including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/21/2013	JBU	Respond to creditor inquiries regarding the status of claims; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	1.00
8/21/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.20
8/21/2013	MJP	Oversee response to creditor inquiries re case status	SMC	Communications / Call Center	0.10
8/21/2013	MJP	Oversee response to creditor inquiries received	SMC	Communications / Call Center	0.10
8/21/2013	MJP	Prepare revised listing of redacted addresses and forward for review	SMC	Case Administration / Maintenance	1.90
8/21/2013	MJP	Review additional file for redaction and identify potential employees	SMC	Case Administration / Maintenance	0.70
8/21/2013	MJP	Corr with L. Willis re preparation of contract CD	SMC	Contract Review	0.10
8/21/2013	MJP	Oversee noticing center service of pleadings on core / 2002 and affected parties and review creditor listing	SMC	Noticing	0.60
8/21/2013	MJP	Coordinate update of public access website with additional case information	SMC	Maintenance of Public Access Website	0.10
8/21/2013	MJP	Review supplemental mailing list for parties subject to redaction	SMC	Creditor Matrix	0.10
8/21/2013	MJP	Review update of service lists per undeliverable notices received	SMC	Noticing	0.10
8/21/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.20
8/21/2013	MJP	Review pleadings filed on court docket and oversee update of public access website	SMC	Maintenance of Public Access Website	0.20
8/21/2013	MJP	Review finalization of retention forms	SMC	Case Administration / Maintenance	0.20
8/21/2013	MLC	File general case documents to maintain integrity of original document tracking system	PS	Document Processing	0.30
8/21/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/21/2013	SMD	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.30
8/21/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
8/21/2013	CES	Respond to creditor inquiries (7) regarding the notice of commencement	CL	Communications / Call Center	3.00
8/21/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.50
8/21/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
8/21/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.30
8/21/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.60
8/21/2013	JMG	Review and update case summary spreadsheet	CON	Case Administration / Maintenance	0.20
8/21/2013	AAE	Set up adversary case on public access website	SC	Maintenance of Public Access Website	0.20
8/21/2013	AAE	Update creditors list with additional litigation parties received from counsel and serve with notice of commencement	SC	Noticing	0.40
8/21/2013	AAE	Prepare and send contracts CD	SC	Contract Review	0.70

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/21/2013	AAE	Coordinate change of address processing	SC	Noticing	0.10
8/21/2013	AAE	Research undeliverable notifications received from bankruptcy court	SC	Noticing	1.70
8/21/2013	MFM	Facilitate sorting and tracking of undeliverable mail re Notice of Commencement	CON	Undeliverable Mail Processing	0.40
8/21/2013	MFM	Administrative close of monthly mailings including print tracking and mail report input	CON	Noticing	0.10
8/21/2013	MFM	Process and prepare changes of address received for scanning into KCC CaseView	CON	Document Processing	0.10
Total for 8/21/2013					29.40
8/22/2013	BTS	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/22/2013	BTS	Assist with Debtors Objection and Brief [DNs 571-572] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/22/2013	BTS	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/22/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.20
8/22/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.30
8/22/2013	YIA	Respond to creditor inquiries (4) regarding the commencement	CON	Communications / Call Center	5.00
8/22/2013	ADB	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.20
8/22/2013	ALC	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.30
8/22/2013	JAV	Assist with Debtors Objection and Brief [DNs 571-572] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/22/2013	MJP	Oversee service of Various Documents [DNs 563, 567, 568, 571 and 572] on core / 2002 and affected parties	SMC	Noticing	0.10
8/22/2013	MJP	Coordinate preparation for service of pleadings on special and general notice lists	SMC	Noticing	0.20
8/22/2013	MJP	Corr with C. Forrester re redaction of addresses	SMC	Creditor Matrix	0.10
8/22/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10
8/22/2013	MJP	Coordinate review of claim file and identification of addresses for redaction	SMC	Creditor Matrix	1.20
8/22/2013	MJP	Review pleadings filed on court docket for updates to creditor records and oversee update of public access website	SMC	Case Administration / Maintenance	0.10
8/22/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/22/2013	PCC	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/22/2013	PCC	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/22/2013	PCC	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/22/2013	RMA	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.00
8/22/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
8/22/2013	BSZ	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/22/2013	BSZ	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/22/2013	CES	Respond to creditor Inquiries (4) regarding the notice of commencement	CL	Communications / Call Center	2.00
8/22/2013	JEG	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.20
8/22/2013	JEG	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/22/2013	LLE	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/22/2013	LLE	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.20
8/22/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/22/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.00
8/22/2013	LYP	Update Core/2002 service list	CON	Noticing	0.80
8/22/2013	JDG	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	PS	Noticing	0.30
8/22/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
8/22/2013	CHD	Assist with Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.20
8/22/2013	WKH	Review creditor listing and identify employee addresses for redaction	CON	Creditor Matrix	3.00
8/22/2013	TLJ	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.50
8/22/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.10
8/22/2013	JMG	Compile service list for parties who filed Eligibility Objections	CON	Noticing	2.60
8/22/2013	AAE	Set up adversary case on public access website	SC	Maintenance of Public Access Website	0.40
8/22/2013	AAE	Update creditors list with additional litigation parties received from counsel and serve with notice of commencement	SC	Noticing	0.30
8/22/2013	AAE	Oversee service of Various Documents [DNs 563, 567, 568, 571 and 572]	SC	Noticing	0.10
8/22/2013	AAE	Oversee service of Debtors Objection and Brief [DNs 571-572]	SC	Noticing	0.10
8/22/2013	AAE	Coordinate service of discovery notices including preparing list of parties who objected to eligibility and call with counsel re same	SC	Noticing	1.50
8/22/2013	AAE	Correspond with counsel re procedures for service of orders	SC	Noticing	0.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/22/2013	MFM	Sort and manage undeliverable mail from Notice of Commencement	CON	Undeliverable Mail Processing	0.30
8/22/2013	SMI	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.40
8/22/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
8/22/2013	VTM	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.60
8/22/2013	VRQ	Facilitate Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
8/22/2013	VRQ	Facilitate Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
8/22/2013	MDO	Generate Various Documents [DNs 563, 567, 568, 571 and 572] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
8/22/2013	MDO	Generate Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
Total for 8/22/2013					33.90
8/23/2013	BTS	Assist with Interrogatories [DNs 601-610, 614-615] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/23/2013	BTS	Assist with Various Documents [DNs 581, 583-584] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/23/2013	KED	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.10
8/23/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.20
8/23/2013	YIA	Respond to creditor inquiries (8) regarding the commencement	CON	Communications / Call Center	3.00
8/23/2013	ALC	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.30
8/23/2013	JAV	Assist with Various Documents [DNs 581, 583-584] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/23/2013	JAV	Assist with Interrogatories [DNs 601-610, 614-615] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/23/2013	JBU	Respond to creditor Inquiries regarding the notice of commencement; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	1.80
8/23/2013	KOT	City of Detroit Adversary Proceeding per Incident #26497 as requested by AAE	TPC	Case Administration / Maintenance	0.30
8/23/2013	MLC	Maintain document tracking system of offsite storage facility	PS	Document Processing	0.10
8/23/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/23/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
8/23/2013	PMH	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.40
8/23/2013	REB	Maintain log of each tracking number for undeliverable overnights	CL	Undeliverable Mail Processing	0.10
8/23/2013	RMA	Manage and review tracking of undeliverable mail re various notices	CL	Undeliverable Mail Processing	0.20
8/23/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.20
8/23/2013	CES	Respond to creditor inquiries (1) regarding the notice of commencement	CL	Communications / Call Center	0.10
8/23/2013	AMP	Input received proofs of claim into KCC CaseView	PS	Document Processing	0.10
8/23/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/23/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.50
8/23/2013	LYP	Update Core2002 service list	CON	Noticing	0.60
8/23/2013	LYP	Generate Various Docs [DNs 581, 583-584, 592] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.90
8/23/2013	LYP	Generate Interrogatories [DNs 601-610, 614-615] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	2.30
8/23/2013	LYP	Administrative close of mailing including preparing mailing report for 8/14 - Objection of Detroit [Case No. 13-12412 DN 63]	CON	Noticing	0.10
8/23/2013	LYP	Administrative close of mailing including preparing mailing report for 8/12 - Supp Notice of Commencement	CON	Noticing	0.10
8/23/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.60
8/23/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	4.70
8/23/2013	AAE	Set up adversary case on public access website	SC	Maintenance of Public Access Website	0.30
8/23/2013	AAE	Coordinate and generate Discovery Requests mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	0.70
8/23/2013	AAE	Research undeliverable notifications received from bankruptcy court	SC	Noticing	0.70
8/23/2013	AAE	Review pleadings regarding appointment of official committee of retirees and compare to general service list to ensure exclusion of representatives	SC	Noticing	0.10
8/23/2013	AAE	Oversee service of Interrogatories [DNs 601-610, 614-615]	SC	Noticing	0.10
8/23/2013	AAE	Oversee service of Various Documents [DNs 581, 583-584]	SC	Noticing	0.10
8/23/2013	AAE	Coordinate service of discovery notices including preparing list of parties who objected to eligibility with counsel re same	SC	Noticing	1.60
8/23/2013	MFM	Sort and manage undeliverable mail from Notice of Commencement	CON	Undeliverable Mail Processing	0.30
8/23/2013	SMI	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.20
8/23/2013	SMI	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.30
Total for 8/23/2013					29.50
8/26/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/26/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.20
8/26/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
8/26/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.20
8/26/2013	YIA	Respond to creditor inquiries (1) regarding the commencement	CON	Communications / Call Center	3.00
8/26/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.10
8/26/2013	ADB	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.00
8/26/2013	ALC	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.30
8/26/2013	JBU	Respond to creditor inquiries regarding the notice of commencement; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	1.00
8/26/2013	MJP	Review update of core / 2002 list and court creditor list and service of pleadings by court noticing center	SMC	Noticing	0.70
8/26/2013	MJP	Oversee update of core / 2002 list per requests filed on court docket	SMC	Noticing	0.20
8/26/2013	MJP	Review and finalize July invoice	SMC	Case Administration / Maintenance	0.10
8/26/2013	MJP	Review and update public access website with additional case information	SMC	Maintenance of Public Access Website	0.20
8/26/2013	MJP	Review pleadings filed on court docket and update of public access website	SMC	Maintenance of Public Access Website	0.10
8/26/2013	SEP	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.20
8/26/2013	TMV	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.20
8/26/2013	RMA	Manage and review tracking of undeliverable mail re various notices	CL	Undeliverable Mail Processing	0.20
8/26/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
8/26/2013	CES	Respond to creditor inquiries (5) regarding the notice of commencement	CL	Communications / Call Center	0.50
8/26/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
8/26/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.70
8/26/2013	FJT	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.60
8/26/2013	LYP	Update Core2002 service list	CON	Noticing	0.30
8/26/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.30
8/26/2013	LLO	Track undeliverable mail from returned FedEx packages	CON	Noticing	0.50
8/26/2013	TLJ	File general case documents to maintain integrity of original document tracking system	CL	Document Processing	0.10
8/26/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.40
8/26/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.80
8/26/2013	AAE	Update general and special service list with fee examiner noticing information	SC	Noticing	0.20

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/26/2013	AAE	Research undeliverable notifications received from bankruptcy court	SC	Noticing	1.30
8/26/2013	MFM	Facilitate sorting and tracking of undeliverable mail re Notice of Commencement	CON	Undeliverable Mail Processing	0.10
8/26/2013	SMI	Sort and manage undeliverable mail from Notice of Confirmation of Plan [Docket No. 9464]	CL	Undeliverable Mail Processing	1.00
Total for 8/26/2013					17.10
8/27/2013	BTS	Assist with Various Docs [DNs 643, 645, 646] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/27/2013	BTS	Assist with Various Docs [DNs 643, 645, 646] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/27/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
8/27/2013	LKI	Update name records in KCC CaseView per received changes of address	CL	Document Processing	1.00
8/27/2013	CKC	Respond to creditor inquiries (2) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.70
8/27/2013	YIA	Respond to creditor inquiries (1) regarding the commencement	CON	Communications / Call Center	3.00
8/27/2013	JAV	Assist with Various Docs [DNs 643, 645, 646] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
8/27/2013	JBU	Respond to creditor inquiries regarding the notice of commencement; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	0.90
8/27/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/27/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
8/27/2013	TMV	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.20
8/27/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
8/27/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	5.50
8/27/2013	LYP	Update Core2002 service list	CON	Noticing	0.10
8/27/2013	LYP	Generate Various Docs [DNs 643, 645, 646] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.10
8/27/2013	LYP	Administrative close of mailing including preparing mailing report for 8/23 - Various Documents [DNs 581, 583-584]	CON	Noticing	0.10
8/27/2013	LYP	Administrative close of mailing including preparing mailing report for 8/22 - Debtors Objection and Brief [DNs 571-572]	CON	Noticing	0.10
8/27/2013	LYP	Administrative close of mailing including preparing mailing report for 8/23 - Interrogatories [DNs 601-610, 614-615]	CON	Noticing	0.10
8/27/2013	LYP	Administrative close of mailing including preparing mailing report for 8/19 - Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345]	CON	Noticing	0.10
8/27/2013	LYP	Administrative close of mailing including preparing mailing report for 8/19 - Debtors Objection and Brief [DNs 340-341]	CON	Noticing	0.10
8/27/2013	JDG	Process and prepare undeliverable mail from various notices to be sent to creditor per Post Office forwarding address	PS	Noticing	0.40
8/27/2013	TLJ	Assist with confirmation card mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.30

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/27/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.50
8/27/2013	AAE	Oversee service of Various Docs [DNs 643, 645, 646]	SC	Noticing	0.10
8/27/2013	AAE	Coordinate change of address processing	SC	Noticing	0.10
8/27/2013	MFM	Facilitate sorting and tracking of undeliverable mail re Notice of Commencement	CON	Undeliverable Mail Processing	0.10
8/27/2013	VRQ	Facilitate Various Docs [DNs 643, 645, 646] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
8/27/2013	MDO	Generate Various Docs [DNs 643, 645, 646] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.20
Total for 8/27/2013					17.80
8/28/2013	LKI	Update name records in KCC CaseView per received changes of address	CL	Document Processing	1.10
8/28/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/28/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (2)	CL	Communications / Call Center	0.10
8/28/2013	CKC	Respond to creditor inquiries (3) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.30
8/28/2013	YIA	Respond to creditor inquiries (1) regarding the commencement	CON	Communications / Call Center	3.00
8/28/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.10
8/28/2013	RIB	Input received proofs of claim into KCC CaseView	CON	Document Processing	0.10
8/28/2013	ALC	Administrative close of monthly mailings including print tracking and mail report input	CL	Noticing	0.20
8/28/2013	JBU	Respond to creditor inquiries regarding the procedures for filing a claim; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	1.00
8/28/2013	JCW	Process changes of address per creditor requests via public access website	CON	Noticing	0.20
8/28/2013	MJP	Review service of various pleadings on core / 2002 and affected parties	SMC	Noticing	0.20
8/28/2013	MJP	Review and finalize July Invoice	SMC	Case Administration / Maintenance	0.20
8/28/2013	MJP	Review pleadings filed on court docket for service items and website updates	SMC	Noticing	0.10
8/28/2013	PMH	Update name records in KCC CaseView per received changes of address	CL	Document Processing	0.60
8/28/2013	REB	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.10
8/28/2013	REB	Maintain log of each tracking number for undeliverable overnights	CL	Undeliverable Mail Processing	0.10
8/28/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.10
8/28/2013	RMA	Manage and review tracking of undeliverable mail re various notices	CL	Undeliverable Mail Processing	0.10
8/28/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.20
8/28/2013	CES	Respond to creditor inquiries (1) regarding the notice of commencement	CL	Communications / Call Center	0.10
8/28/2013	AMP	Input received proofs of claim into KCC CaseView	PS	Document Processing	0.10

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/28/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	7.00
8/28/2013	LYP	Prepare affidavit of service for 8/22 - Various Documents mailing	CON	Noticing	0.80
8/28/2013	TLJ	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.40
8/28/2013	TLJ	Update name records in KCC CaseView per received changes of address	CL	Document Processing	3.20
8/28/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.80
8/28/2013	AAE	Review recently filed pleadings and classify into appropriate categories; coordinate input of actionable pleadings in CaseView	SC	Document Processing	1.30
8/28/2013	AAE	Update public access website with motion hearing dates	SC	Maintenance of Public Access Website	0.40
8/28/2013	AAE	Call with BK court regarding noticing practices, maintenance of notice lists and undeliverable recipients	SC	Communications / Call Center	0.40
8/28/2013	AAE	Prepare certificate of service re notice of commencement	SC	Noticing	0.60
8/28/2013	AAE	Coordinate change of address processing	SC	Noticing	0.10
8/28/2013	MFM	Administrative close of monthly mailings including print tracking and mail report input	CON	Noticing	0.10
8/28/2013	SMI	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
Total for 8/28/2013					23.30
8/29/2013	BTS	Assist with Orders [DNs 684 and 688] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/29/2013	CKC	Respond to creditor inquiries (1) regarding questions related to status of bankruptcy	CON	Communications / Call Center	0.20
8/29/2013	YIA	Respond to creditor inquiries (2) regarding the commencement	CON	Communications / Call Center	3.00
8/29/2013	RIB	Input received proofs of claim into KCC CaseView	CON	Document Processing	0.20
8/29/2013	JBU	Respond to creditor inquiries regarding the notice of commencement and procedures for filing a claim; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	1.00
8/29/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.10
8/29/2013	MJP	Review and update July invoice	SMC	Case Administration / Maintenance	0.30
8/29/2013	PCC	Assist with Orders [DNs 684 and 688] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/29/2013	PMH	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.50
8/29/2013	PMH	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.10
8/29/2013	REB	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.30
8/29/2013	SEP	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.20
8/29/2013	SMD	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	CL	Noticing	0.50
8/29/2013	RMA	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/29/2013	BSZ	Assist with Orders [DNs 684 and 688] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/29/2013	JLO	Assist with Orders [DNs 684 and 688] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/29/2013	VDR	Assist with Orders [DNs 684 and 688] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.20
8/29/2013	AMP	Input received proofs of claim into KCC CaseView	PS	Document Processing	0.10
8/29/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.50
8/29/2013	LYP	Update Core/2002 service list	CON	Noticing	0.50
8/29/2013	LYP	Generate Orders [DNs 684 and 688] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.70
8/29/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
8/29/2013	JDG	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	PS	Noticing	0.10
8/29/2013	TLJ	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
8/29/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.00
8/29/2013	AAE	Prepare publication report re notice of commencement	SC	Noticing	0.40
8/29/2013	AAE	Call with court re matrix and 2002 noticing lists	SC	Communications / Call Center	0.20
8/29/2013	AAE	Oversee service of Orders [DNs 684 and 688]	SC	Noticing	0.10
8/29/2013	MFM	Facilitate claims processing, scan and input into KCC CaseView	CON	Document Processing	0.10
8/29/2013	MFM	Facilitate sorting and tracking of undeliverable mail re various notices	CON	Undeliverable Mail Processing	0.10
8/29/2013	SMI	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.10
8/29/2013	VTM	Assist with Orders [DNs 684 and 688] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
8/29/2013	VRQ	Facilitate Orders [DNs 684 and 688] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
8/29/2013	MDO	Generate Orders [DNs 684 and 688] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.20
Total for 8/29/2013					18.10
8/30/2013	BTS	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
8/30/2013	KED	Prepare and send mailing materials to Eastern District of Michigan Court per request of Court Clerk	CL	Document Processing	0.40
8/30/2013	KED	Update name records in KCC CaseView per received changes of address	CL	Undeliverable Mail Processing	4.70
8/30/2013	CKC	Respond to creditor inquiries (2) regarding questions related to status of bankruptcy	CON	Communications / Call Center	1.00

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/30/2013	YIA	Respond to creditor inquiries (1) regarding the commencement	CON	Communications / Call Center	3.00
8/30/2013	ADB	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.20
8/30/2013	JBU	Respond to creditor inquiries regarding the status of claims; oversee representatives in answering inquiries to ensure accurate and timely responses	CON	Communications / Call Center	0.80
8/30/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.20
8/30/2013	MJP	Coordinate finalization of July invoice	SMC	Case Administration / Maintenance	0.80
8/30/2013	MJP	Review service of pleadings on Core / 2002 and affected parties to ensure accuracy and completeness	SMC	Noticing	0.10
8/30/2013	MJP	Review pleadings filed on court docket for updates to creditor records and public access website	SMC	Maintenance of Public Access Website	0.10
8/30/2013	PCC	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/30/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
8/30/2013	BSZ	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
8/30/2013	CES	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/30/2013	CES	Respond to creditor inquiries (2) regarding the notice of commencement	CL	Communications / Call Center	0.20
8/30/2013	FTA	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
8/30/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.30
8/30/2013	LYP	Prepare affidavit of service for 8/22 - Various Documents mailing	CON	Noticing	1.00
8/30/2013	LYP	Prepare affidavit of service for 8/22 - Various Documents [DNs 581, 583-584] mailing	CON	Noticing	0.40
8/30/2013	LYP	Prepare affidavit of service for 8/22 - Interrogatories [DNs 601-610, 614-615] mailing	CON	Noticing	0.90
8/30/2013	LYP	Prepare affidavit of service for 8/27 - Various Docs [DN 643, 645, 646] mailing	CON	Noticing	0.40
8/30/2013	LLO	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.70
8/30/2013	TLJ	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.20
8/30/2013	TLJ	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
8/30/2013	AAE	Update creditors list with additional litigation parties received from counsel and serve with notice of commencement	SC	Noticing	0.90
8/30/2013	AAE	Administrative quality control review of general and special service list	SC	Noticing	0.10
8/30/2013	AAE	Review objections to chapter 9 delivered to KCC and compare to court docket to confirm filing with court	SC	Document Processing	0.30
8/30/2013	AAE	Coordinate sending FedEx package to court for POC return to KCC for processing	SC	Noticing	0.20

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/30/2013	MFM	Facilltate sorting and tracking of undeliverable mail re various notices	CON	Undeliverable Mail Processing	0.10
8/30/2013	MFM	Review changes of address Input into KCC CaseView	CON	Document Processing	0.20
8/30/2013	VTM	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
8/30/2013	VRQ	Facilltate Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.10
8/30/2013	MDO	Generate Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
Total for 8/30/2013					25.00
Total Hours					641.70

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Expenses

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Electronic Imaging	15,021	\$0.06	\$901.26
Photocopies	228	\$0.05	\$11.40
Case related phone costs			\$1,906.78
Federal Express			\$2,828.51
First Class Mail			\$57,059.29
Printing and Mailing Expenses (See Exhibit)			\$33,981.71
		Total Expenses	\$96,688.95

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
8/1/2013	Various Docs [DNs 244, 250, 254]	2	Express Mail		
		11	FedEx		
		1,807	Image notice printing for 3 documents, including Detroit DN 244.pdf, Detroit DN 250.pdf, Detroit DN 254.pdf	\$0.05	\$90.35
		2	Labels	\$0.02	\$0.04
		1	Notary	\$10.00	\$10.00
8/2/2013	Motion for Order Lifting the Automatic Stay to Ext [DN 275]	2	Express Mail		
		228	Faxed Images	\$0.05	\$11.40
		7	FedEx		
		333	Image notice printing for 1 document, including Detroit DN 275 Motion for Order Lifting the Automatic Stay to Ext .pdf	\$0.05	\$16.65
		2	Labels	\$0.02	\$0.04
8/6/2013	Orders [DNs 296-297]	1	Notary	\$10.00	\$10.00
		60	Faxed Images	\$0.05	\$3.00
		9	First Class Mail		
		126	Image notice printing for 2 documents, including Detroit DN 296.pdf, Detroit DN 297.pdf	\$0.05	\$6.30
		9	Labels	\$0.02	\$0.18
8/9/2013	Notice of Commencement	9	Non-Standard Envelopes	\$0.25	\$2.25
		111,903	First Class Mail		
		447,616	Image notice printing for 1 document, including Detroit - Case Commencement Notice -Reformatted.pdf	\$0.05	\$22,380.80
		1	Notary	\$10.00	\$10.00
		111,904	Standard Envelopes	\$0.10	\$11,190.40
8/9/2013	Notice of Commencement	42	First Class Mail		
		172	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$8.60
		42	Standard Envelopes	\$0.10	\$4.20
8/12/2013	Supp Notice of Commencement	87	First Class Mail		
		352	Image notice printing for 1 document, including Detroit - Case Commencement Notice -Reformatted.pdf	\$0.05	\$17.60
		1	Notary	\$10.00	\$10.00
8/13/2013	Supplemental Notice of Commencement	88	Standard Envelopes	\$0.10	\$8.80
		1	First Class Mail		
		8	Image notice printing for 1 document, including Supplemental Notice of Commencement	\$0.05	\$0.40
8/14/2013	Objection of Detroit [Case No. 13-12412 DN 63]	2	Standard Envelopes	\$0.10	\$0.20
		5	FedEx		
		80	Image notice printing for 1 document, including American Roads DN 63 Objection of the City of Detroit.pdf	\$0.05	\$4.00
8/19/2013	Debtors Objection and Brief [DNs 340-341]	1	Notary	\$10.00	\$10.00
		2	Express Mail		
		10	FedEx		
		1,032	Image notice printing for 2 documents, including Detroit DN 340 Shirley Scott Objection with Exhibits.pdf, Detroit DN 341 Shirley Scott Brief in Opposition.pdf	\$0.05	\$51.60
		2	Labels	\$0.02	\$0.04
8/19/2013	Debtor's Response and Debtor's List of Exhlbits and Witnesses [DNs 342 and 345]	2	Express Mail		

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
8/19/2013	Debtor's Response and Debtor's List of Exhibits and Witnesses [DNs 342 and 345]	10	FedEx		
		276	Image notice printing for 2 documents, including Detroit DN 342 Debtor Response to Robert Davis Motion.pdf, Detroit DN 345 Witness Exhibit List for Assumption Motion.pdf	\$0.05	\$13.80
		2	Labels	\$0.02	\$0.04
8/20/2013	Notice of Commencement - Supplemental Litigation	2	First Class Mail		
		12	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$0.60
		3	Standard Envelopes	\$0.10	\$0.30
8/21/2013	Contracts CD	1	CDs/DVDs	\$5.00	\$5.00
		1	FedEx		
8/22/2013	Various Documents [DNs 563, 567, 568, 571 and 572]	4	Faxed Images	\$0.05	\$0.20
		13	First Class Mail		
		352	Image notice printing for 5 documents, including Detroit DN 563.pdf, Detroit DN 567.pdf, Detroit DN 568.pdf, Detroit DN 571.pdf, Detroit DN 572.pdf	\$0.05	\$17.60
		14	Standard Envelopes	\$0.10	\$1.40
8/22/2013	Debtors Objection and Brief [DNs 571-572]	1	FedEx		
		18	Image notice printing for 2 documents, including Detroit DN 571.pdf, Detroit DN 572.pdf	\$0.05	\$0.90
8/22/2013	Notice of Commencement - Supplemental Litigation	1	First Class Mail		
		8	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$0.40
		2	Standard Envelopes	\$0.10	\$0.20
8/23/2013	Various Documents [DNs 581, 583-584]	2	Express Mail		
		10	FedEx		
		467	Image notice printing for 4 documents, including Detroit DN 581.pdf, Detroit DN 583.pdf, Detroit DN 584.pdf, Detroit DN 592 Order.pdf	\$0.05	\$23.35
		2	Labels	\$0.02	\$0.04
8/23/2013	Interrogatories [DNs 601-610, 614-615]	2	Express Mail		
		31	FedEx		
		895	Image notice printing for 12 documents, including Detroit DN 601 AFSCME.pdf, Detroit DN 602 AFSCME.pdf, Detroit DN 603 Detroit Public Safety Unions.pdf, Detroit DN 604 Detroit Public Safety Unions.pdf, Detroit DN 605 Retiree Association Parties.pdf, Detroit DN 606 Retiree Association Parties.pdf, Detroit DN 607 Detroit Retirement Systems.pdf, Detroit DN 608 Detroit Retirement Systems.pdf, Detroit DN 609 UAW .pdf, Detroit DN 610 UAW.pdf, Detroit DN 614 Retired Detroit Police Members Association.pdf, Detroit DN 615 Retired Detroit Police Members Association.pdf	\$0.05	\$44.75
		2	Labels	\$0.02	\$0.04
8/27/2013	Various Docs [DNs 643, 645, 646]	11	First Class Mail		
		121	Image notice printing for 3 documents, including Detroit DN 643, Detroit DN 645, Detroit DN 646	\$0.05	\$6.05
		11	Labels	\$0.02	\$0.22
		11	Non-Standard Envelopes	\$0.25	\$2.75

Kurtzman Carson Consultants LLC

08/01/2013 - 08/31/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
8/27/2013	Various Docs [DNs 643, 645, 646]	1	Express Mail		
		2	FedEx		
		20	Image notice printing for 3 documents, including Detroit DN 643, Detroit DN 645, Detroit DN 646	\$0.05	\$1.00
		1	Labels	\$0.02	\$0.02
8/29/2013	Orders [DNs 684 and 688]	11	First Class Mail		
		48	Image notice printing for 2 documents, including Detroit DN 684.pdf, Detroit DN 688.pdf	\$0.05	\$2.40
		12	Standard Envelopes	\$0.10	\$1.20
8/30/2013	Notice of Commencement - Supplemental Litigation	4	First Class Mail		
		44	Image notice printing for 3 documents, including Notice of Commencement, Stay Order, Protections Order	\$0.05	\$2.20
		4	Standard Envelopes	\$0.10	\$0.40
Total Printing and Mailing Expenses					\$33,981.71

EXHIBIT E



MILLER BUCKFIRE
A Stifel Company

Invoice

601 Lexington Avenue, 22nd Floor
New York, NY 10022

Date	Invoice #
10/21/2013	2273

Bill To
City of Detroit 1126 Coleman A. Young Municipal Center 2 Woodward Avenue Detroit, MI 48226 Attn: Kevyn Orr, Emergency Manager Sonya Mays, Senior Advisor to the Emergency Manager Shani Penn, Chief of Staff to the Emergency Manager

Fees Earned and Expenses Incurred in Period

Description	Amount
Monthly Advisory Fees for July 18, 2013 through July 31, 2013, pursuant to Contract Number 2874157 and Supplier Purchase Order (SPO) 2875679, as amended by Change Order #1 dated July 16, 2013	\$225,806.45
Monthly Advisory Fee for August 2013, pursuant to Contract Number 2874157 and Supplier Purchase Order (SPO) 2875679, as amended by Change Order #1 dated July 16, 2013	500,000.00
For out-of-pocket expenses, pursuant to Contract Number 2874157 and Supplier Purchase Order (SPO) 2875679, as amended by Change Order #1 dated July 16, 2013, and paragraph 16 of the Fee Review Order	22,508.46
Total Fees Earned and Expenses Incurred	\$748,314.91

Amount to be Promptly Paid

Description	Amount
Total Fees Earned and Expenses Incurred (above)	\$748,314.91
Less: 15% holdback of Monthly Advisory Fees for periods July 18, 2013 through July 31, 2013 and August 2013	(108,870.97)
Less: Prior payment of Monthly Advisory Fees for July 18, 2013 through July 31, 2013	(225,806.45)
Total Amount to be Promptly Paid	\$413,637.49

Payment Instructions

Wire Instructions	Remittance Instructions	Wire ID #
HSBC ABA 021001088 Account Name: Miller Buckfire & Co., LLC Account # 134758765 Ref: Your Company Name	Miller Buckfire & Co., LLC 601 Lexington Ave., 22 nd Fl New York, NY 10022 Attn: Michael Elpern	02-0613709

Exhibit A

Summary description of work performed
As required by paragraph 13 of the Fee Review Order

Introduction / Background

The City engaged Miller Buckfire based upon its restructuring expertise as well as its capital markets knowledge, financing skills and mergers and acquisitions capabilities, some or all of which are expected to be required during Miller Buckfire's engagement, and were important factors in determining the amount of the various fees set forth in Miller Buckfire's Contract. The fee structure was agreed after extensive arms-length negotiations and reduction by Miller Buckfire of the fees originally sought.

In reaching its agreement with Miller Buckfire, the City recognized that Miller Buckfire does not maintain detailed written time records in the normal course of providing financial advisory and investment banking services to its clients and that Miller Buckfire does not bill its clients based on the number of hours expended by its professionals. Rather, the Contract reflects an understanding that the ultimate benefit of Miller Buckfire's services cannot be measured merely by reference to the number of hours to be expended by Miller Buckfire's professionals in the performance of such services. Rather, the Contract was agreed in anticipation that a substantial commitment of professional time and effort will be required of Miller Buckfire and that the actual time and commitment required of Miller Buckfire and its professionals to perform its services would vary substantially from week to week or month to month, creating "peak load" issues for the firm.

Miller Buckfire respectfully submits that (i) the professional services performed by Miller Buckfire are necessary and appropriate and substantially benefit the City and (ii) the compensation requested in this application is in accordance with the terms of Miller Buckfire's Contract. The terms and provisions of the Contract appropriately reflect (i) the nature of the services to be provided by Miller Buckfire and (ii) the fee structures typically utilized by Miller Buckfire and other leading financial advisory and investment banking firms, which do not bill their clients on an hourly basis and generally are compensated on a transactional basis. The fee structure creates a proper balance between fixed, monthly fees and transaction fees based on the consummation of specifically identified transactions. In addition, Miller Buckfire's compensation is fully justified and reasonable based upon the (i) complexity of issues presented, (ii) skill required to perform the financial advisory services properly, (iii) preclusion of other similar employment, (iv) customary fees charged to clients in out-of-court and in-court situations for similar services rendered, (v) time constraints required by the exigencies of the City's case, (vi) experience, reputation and ability of the professionals rendering services, (vii) time and labor required and (viii) and the requirement that specifically identified transaction be consummated prior to payment of any transaction based fees.

Employee Summary

The names in the chart below reflect Miller Buckfire bankers who spent more than five hours on the Detroit engagement during the months of July and August. Additionally, the chart reflects an estimated percentage of each banker's work time that was spent on the engagement during the month.

To provide background, Miller Buckfire will typically staff one Managing Director, one Director or Vice President, one Associate and one Analyst on a particular engagement. Additionally, bankers are typically staffed on two live engagements at any time and have other internal firm responsibilities as well. Based on the above, we would expect that a normal engagement would feature four bankers, and that they each be categorized in the "25-50%" section, on average, over the course of the engagement.

Name	Title	Percent of time on Detroit engagement			
		0-25%	25-50%	50-75%	75%+
Kenneth Buckfire	Managing Director Co-President				✓
Norma Corio	Managing Director Co-President	✓			
James Doak	Managing Director				✓
John McKenna	Managing Director	✓			
Kyle Herman	Director				✓
Kevin Haggard	Director			✓	
Sanjay Marken	Associate				✓
Vladimir Moshinsky	Associate		✓		
Vincent Fea	Associate	✓			
Brian Young	Analyst		✓		
George Simmons	Analyst		✓		

Task Time Requirements

In order to provide additional clarity on the work Miller Buckfire performed, Miller Buckfire has assigned one of the following classifications for each task category to reflect the amount of banker time required to complete the task:

- **Limited Time:** Estimated 10-25 banker hours
- **Moderate Time:** Estimated 25-50 banker hours
- **Extensive Time:** Estimated 50-100 banker hours
- **Very Extensive Time:** Estimated 100+ banker hours

Please note that if any task category required less than ten banker hours to complete, Miller Buckfire excluded it from the work description summary.

Miller Buckfire does not bill or record hours as standard practice, nor does Miller Buckfire's engagement letter contemplate Miller Buckfire will be required to record hours and provide hourly records.

Asset Analysis and Monetization

Bankers: Buckfire, Doak, McKenna, Herman, Marken, Fea, Moshinsky, Simmons
Time Requirement: Very Extensive Time (*estimated 100+ banker hours*)
Notes: Fees related to the monetization of assets (equal to 1% of proceeds) are contingent, requiring formal notice by City to proceed with any solicitation process and completion of a transaction, and would be based upon proceeds to the City

Detroit Windsor Tunnel ("DWT")

- Upon the bankruptcy filing of American Roads LLC ("AR"), the operator of the DWT, on July 25, Doak, Herman and Marken, amongst others, performed the following work:
 - Conducted a telephonic discussion with AR management on the day of the filing to discuss possible implications of the filing on the City and its contract with AR
 - Reviewed key court documents, including the disclosure statement and proposed plan of reorganization
 - Worked with Ernst & Young to determine AR's payment history and whether or not there were outstanding amounts due
 - Negotiated with AR to attempt to resolve non-disclosure agreement issues preventing the City's advisors from determining whether or not to object to AR's motion to assume the DWT leases
 - Worked with counsel to file objection to the assumption of the DWT lease on August 14
- Doak participated in meetings with the City of Windsor, Canada on August 13 to discuss DWT and potential alternatives, as well as preparation and follow-up work.

Joe Louis Arena ("JLA")

- Herman and others assisted the City and Jones Day in the evaluation of a possible extension of the Joe Louis Arena lease, including the following:
 - Reviewed key provisions of the proposed lease with City officials and other advisors
 - Evaluated certain elements of the lease which could impact a potential transaction of the City's parking system
 - Reviewed financial and other diligence information provided by the Parking Department with respect to the relationship with Olympia Entertainment
- Prepared for and participated (telephonically and in person) in meetings regarding the matter on the following dates:
 - July 30
 - August 6
 - August 13
 - August 15
 - August 16
 - August 20

Colman A. Young Municipal Airport ("CAYMA")

- McKenna and Doak met with City officials and advisors to discuss alternatives related to CAYMA on the following dates:
 - July 22

Exhibit A to Invoice 2273

- August 5
- August 27

Creditor Inquiries and Diligence

Bankers: Buckfire, Doak, Herman, Moshinsky, Fea, Marken, Young

Time Requirement: Very Extensive Time (*estimated 100+ banker hours*)

- Miller Buckfire provided a formal response to AFSCME's diligence list (~8 questions) on July 22.
- Miller Buckfire prepared for and participated (in person and telephonically) in the following diligence meetings:
 - Doak, Herman, Marken and Fea participated in a meeting with advisors to Certificate of Participation holders on July 22
 - Marken participated in a meeting with advisors to National Public Finance Guaranty on July 24
 - Herman, Marken and Fea participated in a meeting with advisors to National Public Finance Guaranty on July 29
 - Herman and Marken participated in a meeting with advisors to Certificate of Participation holders on August 7
 - Herman and Marken participated in a meeting with advisors to Certificate of Participation holders on August 8
 - Herman, Marken and Fea participated in a meeting with advisors to FGIC on August 13
 - Marken participated in a meeting with advisors to National Public Finance Guaranty on August 15
 - Herman participated in a meeting with advisors to National Public Finance Guaranty, Assured Guaranty and AMBAC on August 19
- Doak, Herman, Marken and Fea organized and participated in a call between several creditor advisors and city advisors to discuss revenue projections on August 29. This meeting addressed approximately 50 outstanding questions and diligence requests.
- The City received a "meet and confer" request from National Public Finance Guaranty on August 6. In response, Buckfire, Doak, Herman, Marken and Fea:
 - Conducted a telephonic meeting with National Public Finance Guaranty on August 12 to discuss their request
 - Provided a formal response to the approximately 118 questions/diligence requests on August 23
- Buckfire, Doak, Herman and Marken, among others evaluated and responded to a debt restructuring proposal made on July 17 from National Public Finance Guaranty, Assured Guaranty and AMBAC.
- Herman, Marken and Fea worked with City advisors to resolve outstanding issues with respect to Milliman's request for third party legal releases in order to view Milliman's work product.
- In addition to the above, Miller Buckfire provided several additional one-off diligence request responses and other creditor communications.

Debt and Related Obligations

Bankers: Buckfire, Doak, Herman, Marken
Time Requirement: Moderate Time (*estimated 25-50 banker hours*)

Swap Settlement

- Miller Buckfire (Buckfire and Doak, among others) negotiated amendments to the Forbearance and Optional Termination Agreement throughout the Invoice Period.

DEGC Claim

- Doak met with DEGC, City reps and other advisors to discuss its claim on July 23.

Departmental Restructuring

Bankers: Doak, Herman
Time Requirement: Limited Time (*estimated 10-25 banker hours*)

- Doak and Herman participated telephonically and in person on meetings led by Conway MacKenzie on August 7 through August 9. These meetings were scheduled to describe to certain advisors to the City's creditors Conway MacKenzie's findings during its review of key City departments.

Financing Matters

Bankers: Corio, Doak, Haggard, Marken, Fea, Young
Time Requirement: Very Extensive Time (*estimated 100+ banker hours*)
Notes: Post-petition financing fees are limited to 15 bps on gross proceeds. Typical post-petition financing/first lien financing fees for Miller Buckfire are approximately 100 bps or more.

Post-petition Financing ("PPF")

- Doak, Corio and others worked with City officials, State officials and Jones Day to structure a PPF facility to fund (1) a settlement on the City's outstanding swap contracts and (2) reinvestment initiatives. Miller Buckfire's responsibilities included:
 - Determining potential collateral sources to secure a potential financing
 - Developing a list of potential financing sources to contact
 - Analyzing potential structures to ensure that the settlement of the swap contracts was financially beneficial for the City
 - Determining diligence to be provided to potential financing sources and working with counsel to identify whether non-disclosure agreements would be required to share certain information
 - Drafting a cover letter to be included to potential financing sources
 - Contacting sources and acting as primary City contact for process
 - Distributing non-disclosure agreements to potential financing sources
- Doak, Marken and others also worked with the Ernst & Young team in the development of PPF cash flows, which reflected the City's forecasted cash flows pro forma for the issuance of the PPF, as well as the impact if the City was unable to refinance the facility upon emergence from bankruptcy and had to repay the principal balance out of its cash flows

Litigation

Bankers: Buckfire, Doak, Marken
Time Requirement: Extensive Time (estimated 50-100 banker hours)

Swap Settlement Litigation

- Buckfire, Doak, Marken and others assisted the City with the swap settlement litigation, including the following:
 - Analyzed the proposed swap settlement to verify historical calculations, estimate the size of the settlement amount and confirm that the proposed settlement provided value to the City
 - Prepared for the planned depositions on the settlement
 - Participated in negotiation sessions with parties in interest
- Kenneth Buckfire was deposed on the matter on August 29

Plan of Adjustment

Bankers: Buckfire, Doak, Herman, Marken
Time Requirement: Limited Time (estimated 10-25 banker hours)

- Buckfire and Doak participated in discussions on restructuring case strategy with advisors and City representatives.

Water and Sewer Matters

Bankers: Buckfire, Doak, Haggard, Marken, Moshinsky, Simmons
Time Requirement: Very Extensive Time (estimated 100+ banker hours)
Notes: Fee contingent on completion of an expert report and/or consummation of transaction. Regardless of the amount of proceeds generated by a transaction, to the extent that DWSD is conveyed to a public authority, the fee is limited to \$8 million. Based solely on DWSD's debt capitalization of close to \$6 billion, this would represent a substantially discounted transaction fee.

- Haggard, Marken and Doak assisted Conway MacKenzie and other advisors as DWSD developed a 10-year business plan, including the following:
 - Provided modeling assistance with respect to DWSD's existing debt issuances
 - Researched financing alternatives available to DWSD in the future, including state revolving fund financing
 - Analyzed potential future refinancing opportunities to reduce DWSD's future debt service requirements
 - Participated in calls with the engineering team (led by OHM Advisors) charged with developing a capital spending plan
- Buckfire, Doak, Haggard and Marken also worked to advance a proposal for DWSD's operations to be transferred to a regional authority, including the following:
 - Worked with counsel to develop potential transaction structures

Exhibit A to Invoice 2273

- Conducted meetings with representatives from Oakland, Wayne and Macomb counties to describe the rationale of the potential transaction and discuss the timeline
- Assisted in the development of key documents for such a transaction, including a draft term sheet and articles of incorporation for a new authority

Exhibit B

Detailed analysis of expenses

As required by paragraph 17 of the Fee Review Order

Summary of Out-of-Pocket Expenses by Category

Category	Amount
Air Travel	\$17,330.50
Automobile Rental and Car Service	1,966.66
Contractual Services	-
Food and Nonalcoholic Beverage	129.90
Hotel	1,348.03
Postage and Delivery	20.32
Printing and Graphic Services	-
Staff Overtime (Administrative)	-
Telephone and Communications	899.05
Travel (Other)	814.00
Total Out-of-Pocket Expenses	\$22,508.46

Detailed Out-of-Pocket Expenses by Category

<u>Date</u>	<u>Description</u>	<u>Amount</u>
<u>Air Travel</u>		
7/22/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	\$1,399.80
7/23/13	Round trip coach class airfare on Delta Air Lines from HPN to DTW for Doak	1,573.80
7/25/13	Round trip coach class airfare on Delta Air Lines from EWR to DTW for Haggard	1,373.80
7/26/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Marken	1,399.80
7/29/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,419.80
7/30/13	Ticket change fee for Delta Air Lines from DTW to LGA for Buckfire	61.90
7/31/13	Ticket change fee for Delta Air Lines from DTW to LGA for Buckfire	165.00
8/6/13	Ticket change fee for Delta Air Lines from DTW to LGA for Buckfire	21.00
8/6/13	One way coach class airfare on United Air Lines from EWR to DTW for Haggard	686.90
8/6/13	One way coach class airfare on Delta Air Lines from DTW to EWR for Haggard	686.90
8/6/13	Ticket change fee for Delta Air Lines from ORD to LGA for Herman (to be available for Detroit related call)	50.00
8/8/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
8/13/13	One way coach class airfare on Delta Air Lines from HPN to DTW for Doak	686.90
8/13/13	Round trip coach class airfare on Delta Air Lines from EWR to DTW for Haggard	1,393.80
8/14/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,479.80
8/18/13	One way coach class airfare on American Air Lines from DFW to DTW for Herman	551.90
8/26/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
8/30/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
<u>Total Air Travel</u>		<u>\$17,330.50</u>

Automobile Rental and Car Service

7/19/13	Car service in New York (to LGA for business travel) for Buckfire	\$86.01
7/19/13	Car service in New York (from LGA for business travel) for Buckfire	116.80
7/19/13	Car service in New York (to LGA for business travel) for Herman	122.61
7/23/13	Taxi in Detroit for Doak	65.00
7/24/13	Parking in New York (at HPN for business travel) for Doak	57.60
7/24/13	Taxi in Detroit for Doak	65.00
7/24/13	Car service in New York (to LGA for business travel) for Marken	79.64
8/1/13	Parking in New York (at EWR for business travel) for Haggard	33.00
8/1/13	Taxi in Detroit for Haggard	65.00
8/1/13	Taxi in Detroit for Haggard	60.00
8/1/13	Taxi in Detroit for Marken	57.30
8/6/13	Car service in New York (to LGA for business travel) for Marken	92.22
8/6/13	Car service in New York (from LGA for business travel) for Marken	86.01
8/7/13	Car service in New York (to LGA for business travel) for Buckfire	139.44
8/7/13	Parking in New Jersey (at EWR for business travel) for Haggard	33.00
8/7/13	Taxi in Detroit for Haggard	55.00
8/8/13	Parking in Detroit for Buckfire	24.00
8/13/13	Taxi in Detroit for Doak	63.00
8/14/13	Parking in Detroit for Buckfire	10.00
8/14/13	Taxi in Detroit for Haggard	56.75
8/19/13	Taxi in Detroit for Herman	25.00
8/20/13	Car service in New York (to LGA for business travel) for Buckfire	86.01
8/20/13	Car service in New York (from LGA for business travel) for Buckfire	107.09
8/21/13	Parking in Detroit for Buckfire	10.00
8/26/13	Car service in New York (to LGA for business travel) for Buckfire	100.58
8/26/13	Car service in New York (from LGA for business travel) for Buckfire	86.01
8/27/13	Taxi in Detroit for Herman	55.00

Detailed Out-of-Pocket Expenses by Category (continued)

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/27/13	Train in New Jersey (from EWR for business travel) for Hetman	12.50
8/28/13	Car service in New York (to LGA for business travel) for Buckfire	107.09
8/28/13	Parking in Detroit for Buckfire	10.00
Total Automobile Rental and/or Service		\$129.66

Contractual Services

None

Total Contractual Services		\$-
-----------------------------------	--	------------

Food and Nonalcoholic Beverage

7/24/13	Breakfast in Detroit at Roasting Plant for Doak	10.18
8/1/13	Breakfast in New Jersey at Abica Coffee (EWR for business travel) for Haggard	5.50
8/6/13	Breakfast in Detroit at Townsend Hotel for Buckfire	30.00
8/7/13	Breakfast in New Jersey at Abica Coffee (EWR for business travel) for Haggard	5.50
8/7/13	Lunch in Detroit at Einstein Bagels for Haggard	9.75
8/13/13	Breakfast in Detroit at Brioche Doree #484 for Doak	5.81
8/13/13	Lunch in Detroit at Au Bon Pain for Doak	5.81
8/14/13	Breakfast in Detroit at Roasting Plant for Doak	6.20
8/14/13	Lunch in Detroit at Foran's Irish Pub for Haggard	29.54
8/15/13	Lunch in Detroit at Midfield Jose DTW for Buckfire	21.61
Total Food and Nonalcoholic Beverage		\$129.90

Hotel

7/23/13	Hotel room at MGM Grand in Detroit for Doak	\$210.00
7/23/13	Hotel tax for room at MGM Grand in Detroit for Doak	31.50
8/6/13	Hotel room at Townsend Hotel in Birmingham for Buckfire	320.00
8/6/13	Hotel tax for room at Townsend Hotel in Birmingham for Buckfire	30.40
8/14/13	Hotel room at Westin Book Cadillac in Detroit for Buckfire	135.00
8/14/13	Hotel tax for room at Westin Book Cadillac in Detroit for Buckfire	20.25
8/21/13	Hotel room at Westin Book Cadillac in Detroit for Buckfire	232.50
8/21/13	Hotel tax for room at Westin Book Cadillac in Detroit for Buckfire	34.88
8/27/13	Hotel room at Westin Book Cadillac in Detroit for Buckfire	145.00
8/27/13	Hotel tax for room at Westin Book Cadillac in Detroit for Buckfire	21.75
8/28/13	Hotel room at Westin Book Cadillac in Detroit for Buckfire	145.00
8/28/13	Hotel tax for room at Westin Book Cadillac in Detroit for Buckfire	21.75
Total Hotel		\$1,078.03

Postage and Delivery

8/26/13	FedEx to Jim Bonsall City of Detroit - Mayor's Office	\$20.32
Total Postage and Delivery		\$20.32

Printing and Graphic Services

None

Total Printing and Graphic Services		\$-
--	--	------------

Staff Overtime (Administrative)

None

Total Staff Overtime (Administrative)		\$-
--	--	------------

Detailed Out-of-Pocket Expenses by Category (continued)

<u>Date</u>	<u>Description</u>	<u>Amount</u>
<u>Telephone and Communications</u>		
7/23/13	Conference Call: 4 lines for 374 minutes	\$34.66
7/25/13	Conference Call: 13 lines for 741 minutes	68.59
7/26/13	Conference Call: 2 lines for 65 minutes	19.38
7/29/13	Conference Call: 8 lines for 399 minutes	37.03
8/2/13	Conference Call: 3 lines for 64 minutes	19.35
8/5/13	Conference Call: 12 lines for 845 minutes	78.36
8/6/13	Conference Call: 14 lines for 416 minutes	38.60
8/6/13	Conference Call: 8 lines for 342 minutes	31.72
8/7/13	Conference Call: 6 lines for 291 minutes	26.99
8/9/13	Conference Call: 18 lines for 937 minutes	86.89
8/12/13	Conference Call: 7 lines for 363 minutes	33.67
8/20/13	Conference Call: 12 lines for 609 minutes	56.44
8/21/13	Conference Call: 16 lines for 742 minutes	68.71
8/21/13	Local phone call in Detroit for Buckfire	4.00
8/22/13	Conference Call: 1 lines for 3 minutes	19.18
8/22/13	Conference Call: 2 lines for 20 minutes	20.88
8/28/13	Conference Call: 7 lines for 338 minutes	30.87
8/29/13	Conference Call: 27 lines for 2424 minutes	223.73
<u>Telephone and Communications</u>		<u>\$899.05</u>
<u>Travel (Other)</u>		
7/22/13	Frosch travel agency fees for business travel for Buckfire	\$45.00
7/25/13	Frosch travel agency fees for business travel for Haggard	45.00
7/26/13	Frosch travel agency fees for business travel for Marken	45.00
7/29/13	Frosch travel agency fees for business travel for Buckfire	70.00
7/30/13	Frosch travel agency fees for business travel for Buckfire	25.00
7/31/13	Frosch travel agency fees for business travel for Buckfire	25.00
7/31/13	Frosch travel agency fees for business travel for Haggard	22.00
7/31/13	Frosch travel agency fees for business travel for Haggard	45.00
8/2/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/6/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/7/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/7/13	Frosch travel agency fees for business travel for Haggard	25.00
8/8/13	Frosch travel agency fees for business travel for Buckfire	45.00
8/8/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/12/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/13/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/13/13	Frosch travel agency fees for business travel for Haggard	45.00
8/13/13	Frosch travel agency fees for business travel for Marken	45.00
8/14/13	Frosch travel agency fees for business travel for Buckfire	45.00
8/15/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/15/13	Frosch travel agency fees for business travel for Marken	22.00
8/22/13	Frosch travel agency fees for business travel for Buckfire	25.00
8/26/13	Frosch travel agency fees for business travel for Buckfire	45.00
8/30/13	Frosch travel agency fees for business travel for Buckfire	45.00
<u>Total Travel (Other)</u>		<u>\$844.00</u>
		<u>\$2,208.41</u>

EXHIBIT F

PRIVILEGED & CONFIDENTIAL

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

A Professional Limited Liability Company

150 West Jefferson, Suite 2500

Detroit, Michigan 48226

(313) 963-6420

Taxpayer I.D. No. 38-0836500

Attorney-Client/Attorney Work Product Privileged

Keyvyn D. Orr, Emergency Manager
Detroit, City of
2 Woodward Ave.
Suite 1126
Detroit, MI 48226

Please reference **Invoice #1224447**
when remitting payment.

July 18, 2013

For professional services rendered July 18, 2013 through
August 31, 2013 in connection with the following—

Re: Restructuring
Client/Matter #022765/00202
Billing Attorney: Harold W Bulger Jr.

Contract No. 2870456

FEES INCURRED THIS INVOICE	\$ 306,556.50
<i>LESS 10% FEE DISCOUNT</i>	<i>(\$30,655.65)</i>
FEES BILLED THIS INVOICE	\$ 275,900.85
COSTS BILLED THIS INVOICE	\$ 1,644.04
TOTAL AMOUNT DUE	\$ 277,544.89

PAYMENT OPTIONS:

CHECK Payable To: Miller, Canfield, Paddock and Stone
P. O. Drawer 640348 Detroit, MI 48264-0348

WIRE TRANSFER Comerica Bank ABA#: 072000096
Swift Code: MNBDUS33 (for international wires only)
Account #: 1840-09284-3

If wiring funds, please send payment information to accounting@millercanfield.com

Under the Firm's collection policy, payment is expected within 30 days.
Our accounting department may contact you regarding invoices remaining unpaid after 60 days.

21848786.1\088888-03812

PRIVILEGED & CONFIDENTIAL

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

A Professional Limited Liability Company

150 West Jefferson, Suite 2500

Detroit, Michigan 48226

(313) 963-6420

Taxpayer I.D. No. 38-0836500

Attorney-Client/Attorney Work Product Privileged

Kevyn D. Orr, Emergency Manager
Detroit, City of
2 Woodward Ave.
Suite 1126
Detroit, MI 48226
United States of America

Please reference **Invoice #1224447**
when remitting payment.

July 18, 2013

For professional services rendered July 18, 2013 through
August 31, 2013 in connection with the following—

Re: Restructuring
Client/Matter #022765/00202
Billing Attorney: Harold W Bulger Jr.
Contract No. 2870456

FEES

Time Entries Sorted by Task Category

Automatic Stay Matters

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/19/13	ASM	<i>Jonathan Green</i> Conference with H. Lennox regarding stay extension papers.	0.20	565.00	113.00
07/19/13	ASM	<i>Jonathan Green</i> Review law on third party injunctions and extension of stay.	0.40	565.00	226.00
07/19/13	ASM	<i>Jonathan Green</i> Conference with H. Lennox regarding stay extension motion and expedited hearing.	0.20	565.00	113.00

21848786.1088888-03812

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	ASM	<i>Stephen LaPlante</i> Review the motion for an expedited hearing on initial motions and the motion to extend the stay.	0.80	485.00	388.00
07/21/13	ASM	<i>Jonathan Green</i> Review the filed papers to confirm and extend the Section 362, 922 and 105 Injunctions, and proposed issues.	1.00	565.00	565.00
07/22/13	ASM	<i>Jonathan Green</i> Review E. Novetsky's questions regarding property tax appeals.	0.10	565.00	56.50
07/22/13	ASM	<i>Jonathan Green</i> Review State's concerns with order extending the automatic stay and whether it would be construed to eliminate the exception from the automatic stay for ad valorem property tax under section 362(b)(18).	0.20	565.00	113.00
07/22/13	ASM	<i>Jonathan Green</i> Review AFSCME's Objections to initial Motions extending and confirming the stay.	1.10	565.00	621.50
07/22/13	ASM	<i>Stephen LaPlante</i> Telephone call with Administrative Law Judge P. McCord regarding the tax appeals.	0.30	485.00	145.50
07/22/13	ASM	<i>Stephen LaPlante</i> Telephone call with S. Flanchers regarding the modification of the stay and correspond with H. Lennox.	0.30	485.00	145.50
07/23/13	ASM	<i>Jonathan Green</i> Research proceeding to declare and enforce stay violation.	0.40	565.00	226.00
07/23/13	ASM	<i>Jonathan Green</i> Review arguments supporting stay extension and jurisdiction over filing.	0.60	565.00	339.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/23/13	ASM	<i>Jonathan Green</i> Research stay enforcement issues.	0.40	565.00	226.00
07/23/13	ASM	<i>Jonathan Green</i> Conference call with H. Lennox regarding strategy for stay; and stay extension papers.	0.50	565.00	282.50
07/23/13	ASM	<i>Jonathan Green</i> Review Reply of Debtor in support of Motion to Extend the Stay.	0.30	565.00	169.50
07/23/13	ASM	<i>Jonathan Green</i> Review Syncora proposed language for stay comfort and extension Order (.30); and Memorandum on Service Corporations (.50).	0.80	565.00	452.00
07/23/13	ASM	<i>Jonathan Green</i> Review papers to file a Reply Brief to Stay Motions in excess of 5 pages.	0.20	565.00	113.00
07/23/13	ASM	<i>Jonathan Green</i> Review Flowers Objection to Stay Extension Papers.	0.40	565.00	226.00
07/23/13	ASM	<i>Jonathan Green</i> Review Syncora Objection to the Stay Extension Papers.	0.40	565.00	226.00
07/23/13	ASM	<i>Jonathan Green</i> Review revised Debtor's Reply Brief in Support of Stay Extension papers.	0.30	565.00	169.50
07/23/13	ASM	<i>Jonathan Green</i> Review the Concurrence of the Public Safety Unions in the Stay Motions of the City.	0.30	565.00	169.50
07/23/13	ASM	<i>Stephen LaPlante</i> Review the reply brief to the AFSCME objection.	1.30	485.00	630.50
07/24/13	ASM	<i>Jonathan Green</i> Review Retirement Systems Objection to Stay Extension Motion.	0.40	565.00	226.00

21848786.1\088888-03812

- 3 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/24/13	ASM	<i>Jonathan Green</i> Review Certificates of Service for papers filed to date, including Ex-Parte Order setting hearings on Stay Motions.	0.20	565.00	113.00
07/25/13	ASM	<i>Jonathan Green</i> Review request of Public Safety Union for stay (.10); and conference with H. Lennox regarding same (.10).	0.20	565.00	113.00
07/25/13	ASM	<i>Jonathan Green</i> Phone conference with B. Patek, Counsel to Public Safety Union.	0.30	565.00	169.50
07/25/13	ASM	<i>Jonathan Green</i> Conference with H. Lennox regarding Public Safety Union issues.	0.20	565.00	113.00
07/25/13	ASM	<i>Jonathan Green</i> Review removal/stay issues concerning Macomb Interceptor Drainage District v. City/DSWD.	0.30	565.00	169.50
07/25/13	ASM	<i>Jonathan Green</i> Review Notice of Suggestion of Pendency of Bankruptcy (.10); phone conference with H. Lennox regarding approach for handling stayed cases (.20).	0.30	565.00	169.50
07/25/13	ASM	<i>Jonathan Green</i> Analysis of status of MIDDD suit; and next steps.	0.20	565.00	113.00
07/25/13	ASM	<i>Jonathan Green</i> Review Order confirming the automatic stay; and Order extending the automatic stay.	0.20	565.00	113.00
07/25/13	ASM	<i>Jonathan Green</i> Review revised notice of Suggestion in MIDDD suit.	0.10	565.00	56.50
07/25/13	ASM	<i>Stephen LaPlante</i> Review the stay-related orders from the court.	0.20	485.00	97.00

21848786.1\088888-03812

- 4 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/25/13	ASM	<i>Stephen LaPlante</i> Correspondence with the litigators dealing with the state and federal litigation already pending to discuss the notice of pendency.	0.20	485.00	97.00
07/26/13	ASM	<i>Jonathan Green</i> Phone conference with T. Wilson regarding Motion for stay relief for property tax procedures.	0.20	565.00	113.00
07/26/13	ASM	<i>Jonathan Green</i> Phone conference with T. Wilson regarding property tax procedure in Michigan.	0.20	565.00	113.00
07/26/13	ASM	<i>Jonathan Green</i> Review process for Tax Assessments and Appeals.	0.20	565.00	113.00
07/26/13	ASM	<i>Stephen LaPlante</i> Telephone call with J. Van Coevering and conference call with Jones Day regarding matters regarding tax procedures.	0.50	485.00	242.50
07/26/13	ASM	<i>Jack Van Coevering</i> Review emails and telephone message. Begin drafting response for Jones Day. Telephone call with Steve La Plante. Conference call with Jones Day and Steve LaPlante regarding tax process.	0.30	450.00	135.00
07/28/13	ASM	<i>Jonathan Green</i> Conference with I. Hathaway regarding negligence suit against DWSD, and the automatic stay and removal considerations.	0.30	565.00	169.50
07/29/13	ASM	<i>Jonathan Green</i> Review G. Segatti's request for Stipulation extending time to file tax appeal.	0.10	565.00	56.50
07/29/13	ASM	<i>Jonathan Green</i> Review Section 108(c) and applicability to real property tax appeals and gap before stay relief.	0.70	565.00	395.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

07/29/13	ASM	<i>Jonathan Green</i> Phone conference with T. Wilson regarding stay relief position on tax appeals.	0.20	565.00	113.00
07/29/13	ASM	<i>Jonathan Green</i> Review stay relief papers, and papers to expedite request by Michigan Property Tax Relief LLC.	0.30	565.00	169.50
07/29/13	ASM	<i>Stephen LaPlante</i> Correspondence and telephone call with T. Hoffmann regarding the motion for relief from the stay to allow the tax appeals to go forward.	0.20	485.00	97.00
07/29/13	ASM	<i>Stephen LaPlante</i> Telephone call with T. Wilson and J. Green regarding the motion for relief from stay for the property tax appeals and applying section 108(c).	0.20	485.00	97.00
07/29/13	ASM	<i>Stephen LaPlante</i> Review state court rules for aid in applying section 108(c); review section 505 and review the forms used to petition the Michigan tax tribunal and procedures.	0.80	485.00	388.00
07/29/13	ASM	<i>Stephen LaPlante</i> Telephone call with J. Van Coevering on background to the Michigan tax tribunal and its place in the Michigan legal system, appellate rights.	0.50	485.00	242.50
07/29/13	ASM	<i>Stephen LaPlante</i> Correspond with the City of Detroit team on inquiries pertaining to the tax tribunal issues.	0.20	485.00	97.00
07/29/13	ASM	<i>Stephen LaPlante</i> Review the papers filed by Michigan Property Tax Relief, LLC for relief from the stay and expedited hearing.	0.30	485.00	145.50
07/29/13	ASM	<i>Marc Swanson</i> Correspondence regarding property tax appeals.	0.20	340.00	68.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/29/13	ASM	<i>Jack Van Coevering</i> Telephone calls with Steve LaPlante (.40). Review telephone messages and emails (.30).	0.70	450.00	315.00
07/30/13	ASM	<i>Jonathan Green</i> Phone conference with J. Rhodes Chamber's regarding Status Conference on Michigan property tax relief stay relief papers (.20); and phone conferences with H. Lennox (2) regarding same (.20).	0.40	565.00	226.00
07/30/13	ASM	<i>Jonathan Green</i> Phone conference with J. Seidman regarding applicability of stay exceptions, and Michigan property tax relief papers.	0.20	565.00	113.00
07/30/13	ASM	<i>Jonathan Green</i> Review J. Sgroi's request on tax appeals payment arrangement.	0.10	565.00	56.50
07/30/13	ASM	<i>Jonathan Green</i> Phone conference with H. Lennox regarding City property tax payments and treatment; approach to stay relief (.20), and conference with J. Van Coevering regarding property tax appeal procedures (.20).	0.40	565.00	226.00
07/30/13	ASM	<i>Jonathan Green</i> Phone conference with J. Sgroi regarding pending Motion to except property tax appeals.	0.20	565.00	113.00
07/30/13	ASM	<i>Jonathan Green</i> Review Stipulation and Order for Michigan property tax relief to pursue property tax appeals.	0.10	565.00	56.50
07/30/13	ASM	<i>Jonathan Green</i> Review and revise modification papers for tax appeal process (.50); and prepare Memorandum to H. Lennox regarding same (.50).	1.00	565.00	565.00

21848786.1\088888-03812

- 7 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/30/13	ASM	<i>Stephen LaPlante</i> Review correspondence on requested stipulation for J. Sgroi's client tax appeals and avoiding submitting to court's jurisdiction for paying claims.	0.20	485.00	97.00
07/31/13	ASM	<i>Jonathan Green</i> Review Motion for Relief from the Automatic Stay (.30); and Memorandum to H. Lennox regarding procedural issues (.20).	0.50	565.00	282.50
07/31/13	ASM	<i>Jonathan Green</i> Review remaining issues with Property Tax Motion.	0.30	565.00	169.50
07/31/13	ASM	<i>Jonathan Green</i> Review List of Tax Appeal Contacts for service of Motion.	0.20	565.00	113.00
07/31/13	ASM	<i>Jonathan Green</i> Review Stipulation and Order to PPTA and Segatti for relief from automatic stay.	0.20	565.00	113.00
07/31/13	ASM	<i>Stephen LaPlante</i> Review the motion for relief from stay to deal with property tax appeals (.30); review local rules (.20).	0.50	485.00	242.50
07/31/13	ASM	<i>Stephen LaPlante</i> Review correspondence and discussion of proposed changes to the relief from stay motion for property tax appeals.	0.20	485.00	97.00
07/31/13	ASM	<i>Jack Van Coevering</i> Review documents for limited exception to automatic stay for property tax matters.	0.20	450.00	90.00
08/01/13	ASM	<i>Stephen LaPlante</i> Review proposed revisions to the stay relief motion for tax appeals.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/01/13	ASM	<i>Jack Van Coevering</i> Review documents again and draft response email to Jones Day regarding changes to motion to permit property tax appeals continue as an exception to the automatic stay. Reviewed motion and proposed order (.2) Suggested revisions via email to the motion and proposed order (.1).	0.30	450.00	135.00
08/02/13	ASM	<i>Jonathan Green</i> Review papers to except property appeals from the automatic stay.	0.30	565.00	169.50
08/05/13	ASM	<i>Jonathan Green</i> Review papers filed by Shirley Scott for relief from stay.	0.20	565.00	113.00
08/05/13	ASM	<i>Jonathan Green</i> Review proposed order for stay relief concerning governmental notices and Michigan no-fault (PIP) claims for limitations tolling purposes	0.20	565.00	113.00
08/05/13	ASM	<i>Jonathan Green</i> Review local rule as modified by court orders for stay lift motions.	0.20	565.00	113.00
08/05/13	ASM	<i>Stephen LaPlante</i> Review a stipulation for several PI lawyers who requested if the City would stipulate to relief from the automatic stay., and review the rules and past practice (.40); propose a couple of possible approaches for H. Lennox to consider (.20).	0.60	485.00	291.00
08/05/13	ASM	<i>Marc Swanson</i> Conference with S. LaPlante regarding bankruptcy stay issue.	0.20	340.00	68.00
08/06/13	ASM	<i>Jonathan Green</i> Review Resnick & Moss relief from stay.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/06/13	ASM	<i>Jonathan Green</i> Review Robert Davis' Emergency Motion for Clarification of July 25, 2013 Stay Order.	0.30	565.00	169.50
08/06/13	ASM	<i>Stephen LaPlante</i> Review emergency motion for clarification of the stay orders and exhibits.	0.50	485.00	242.50
08/07/13	ASM	<i>Jonathan Green</i> Review stay papers filed by Kimberli Powell.	0.20	565.00	113.00
08/08/13	ASM	<i>Jonathan Green</i> Review Powell stay relief papers (.10); and conference with H. Lennox regarding same (.10).	0.20	565.00	113.00
08/08/13	ASM	<i>Jonathan Green</i> Review stay relief papers filed by M. Beydoun.	0.30	565.00	169.50
08/08/13	ASM	<i>Stephen LaPlante</i> Review motion for relief from the automatic stay filed by judgment creditor Michael Beydoun.	0.20	485.00	97.00
08/09/13	ASM	<i>Jonathan Green</i> [REDACTED]	0.30	565.00	169.50
08/09/13	ASM	<i>Jonathan Green</i> Review Lien Stripping Complaints for Chapter 13 Motions for Relief from the Automatic Stay.	0.20	565.00	113.00
08/09/13	ASM	<i>Jonathan Green</i> Review Objection procedure to Scott Motion for Relief from the Automatic Stay.	0.20	565.00	113.00
08/09/13	ASM	<i>Stephen LaPlante</i> Review correspondence and the Chapter 13 counsel's stay relief motion.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/09/13	ASM	<i>Stephen LaPlante</i> Review the 3 adversary proceedings sent by the Ch. 13 counsel seeking relief from the automatic stay.	0.20	485.00	97.00
08/09/13	ASM	<i>Stephen LaPlante</i> Correspondence with T. Hoffmann and D. Merrett regarding the local rules on an objection to a motion for relief from the automatic stay (.20); review the objection and brief; analysis of the district court and bankruptcy court rules, the ECF rules and examples of past practice (.70).	0.90	485.00	436.50
08/13/13	ASM	<i>Jonathan Green</i> Review Michigan No Fault Act (.20); and conference with H. Lennox regarding same (.10).	0.30	565.00	169.50
08/14/13	ASM	<i>Jonathan Green</i> Review Public Safety Unions' letter regarding establishing procedure for limited stay relief.	0.10	565.00	56.50
08/14/13	ASM	<i>Jonathan Green</i> Review Objection and Memorandum to S. Scott regarding stay relief papers.	0.40	565.00	226.00
08/14/13	ASM	<i>Jonathan Green</i> Conference with T. Hoffman regarding State property tax.	0.20	565.00	113.00
08/15/13	ASM	<i>Jonathan Green</i> Review Attorney General's Response to Davis Motion for stay relief.	0.20	565.00	113.00
08/15/13	ASM	<i>Stephen LaPlante</i> Review correspondence with T. Hoffmann regarding state tax issues.	0.20	485.00	97.00
08/16/13	ASM	<i>Jonathan Green</i> Review and revise Response to S. Scott's Motion for Relief from the Automatic Stay.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/17/13	ASM	<i>Jonathan Green</i> Review R. Davis's Reply to Objections to his Motion for Clarification of the Stay.	0.20	565.00	113.00
08/18/13	ASM	<i>Stephen LaPlante</i> Review the Davis reply.	0.20	485.00	97.00
08/22/13	ASM	<i>Jonathan Green</i> Review and revise Objection and Brief to M. Beydoun's Motion for Relief from the Automatic Stay (.50), and Memorandum to D. Merritt regarding same (.20).	0.70	565.00	395.50
08/22/13	ASM	<i>Jonathan Green</i> Review R. Davis proposed Order clarifying the automatic stay.	0.10	565.00	56.50
08/22/13	ASM	<i>Jonathan Green</i> Review and revise proposed R. Davis' automatic stay clarification Order.	1.30	565.00	734.50
08/22/13	ASM	<i>Jonathan Green</i> Review H. Lennox comments and revisions to proposed R. Davis Order for Relief from the Automatic Stay.	0.30	565.00	169.50
08/22/13	ASM	<i>Jonathan Green</i> Conference with H. Lennox regarding R. Davis stay settlement Order.	0.10	565.00	56.50
08/22/13	ASM	<i>Jonathan Green</i> Review Order lifting stay for property tax appeals.	0.10	565.00	56.50
08/22/13	ASM	<i>Jonathan Green</i> Review Stipulation and Order resolving Kimberli Motion for Relief from the Automatic Stay, and conference with D. Merritt regarding same.	0.30	565.00	169.50
08/22/13	ASM	<i>Jonathan Green</i> Review Order denying S. Scott Motion for Relief from the Automatic Stay.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/22/13	ASM	<i>Jonathan Green</i> Review Objection and Brief in Response to M. Boeydoun Motion to Lift the Automatic Stay.	0.30	565.00	169.50
08/22/13	ASM	<i>Jonathan Green</i> Review R. Davis revisions to Stipulated Order (.20); propose revisions to Order (.20); and conferences with H. Lennox regarding same (.20).	0.60	565.00	339.00
08/22/13	ASM	<i>Stephen LaPlante</i> Review the proposed revisions to the Davis order.	0.20	485.00	97.00
08/23/13	ASM	<i>Jonathan Green</i> Review R. Davis requested revisions to stay settlement papers.	0.20	565.00	113.00
08/23/13	ASM	<i>Jonathan Green</i> Review R. Davis proposed language to consensual Order lifting the automatic stay, and prepare Memorandum to H. Lennox regarding same.	0.30	565.00	169.50
08/23/13	ASM	<i>Jonathan Green</i> Review revised Davis language (.10); conference with H. Lennox regarding same (.10); and draft revised alternative language (.10).	0.30	565.00	169.50
08/23/13	ASM	<i>Jonathan Green</i> Review Powell Stipulation for stay relief and proposed Order.	0.20	565.00	113.00
08/26/13	ASM	<i>Jonathan Green</i> Review R. Cook's Motion for Relief from the Automatic Stay, and related papers.	0.30	565.00	169.50
08/27/13	ASM	<i>Jonathan Green</i> Review Order Clarifying July 25, 2013 Stay Order concerning Robert Davis.	0.20	565.00	113.00

21848786.1\088888-03812

- 13 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/27/13	ASM	<i>Jonathan Green</i> Review Kimberli Powell Order Resolving Omnibus Motion for Relief from the Automatic Stay.	0.10	565.00	56.50
08/27/13	ASM	<i>Jonathan Green</i> Review stay relief case law for Syncora dispute and Status Conference.	0.40	565.00	226.00
08/29/13	ASM	<i>Jonathan Green</i> Review E. Rosenberg's request for confirmation of the stay's effect.	0.10	565.00	56.50
08/29/13	ASM	<i>Jonathan Green</i> Review request for stay relief concerning the 120 day notice of injury requirement under MCLA 691.1404 conference with H. Lennox regarding same.	0.20	565.00	113.00
08/29/13	ASM	<i>Jonathan Green</i> Prepare Memorandum to M. Lieberman regarding process concerning stay relief for giving required 120 day notice of injury.	0.20	565.00	113.00
08/30/13	ASM	<i>Jonathan Green</i> Review R. Cook stay lift papers.	0.20	565.00	113.00
		TOTAL	38.90		20,908.00

Case Administration

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/18/13	CA	<i>Jonathan Green</i> Review revised lists of 20 Largest Creditors (.10); and conference with D. Merritt regarding same (.10).	0.20	565.00	113.00
07/18/13	CA	<i>Jonathan Green</i> Review all of the first day papers, including the petition, statement of qualifications under 109(c), Orr declaration, memorandum under 109(c); list of creditors under 924 that were to be signed	0.60	565.00	339.00

21848786.1\088888-03812

- 14 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/18/13	CA	<i>Jonathan Green</i> Meeting with K. Orr regarding filing (.20); and conference with T. Wilson regarding same (.20).	0.40	565.00	226.00
07/18/13	CA	<i>Jonathan Green</i> Review other papers that were not to be signed by K. Orr for filing, including Malhotra declaration, Moore declaration memorandum in support of qualifications; SWAPs settlement papers.	0.70	565.00	395.50
07/18/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding background of emergency filing; and next steps.	0.30	565.00	169.50
07/18/13	CA	<i>Stephen LaPlante</i> Begin reviewing the Declaration of Kevyn Orr.	1.60	485.00	776.00
07/18/13	CA	<i>Robin Wysocki</i> Assemble signature pages for First Day filings for Ch. 9 for Kevyn Orr's signature and reassemble same due to revisions (1.0), then prepare listing of all pages to be signed for reference (.4). Arrange conference room for meeting with Mr. Orr and address various logistics of his planned arrival (.7). Scan signed pages for forwarding to Jones Day when completed (.3).	2.40	185.00	444.00
07/19/13	CA	<i>Jonathan Green</i> Conferences with Clerk regarding List of Creditors' (1.20); review Notice of Withdrawal (.20); and phone conferences with B. Erens and H. Lennox regarding same (.40).	1.80	565.00	1,017.00
07/19/13	CA	<i>Jonathan Green</i> Review Declarations of Orr, Moore and Malhotra regarding first day papers and Section 109(c).	1.70	565.00	960.50
07/19/13	CA	<i>Jonathan Green</i> Review and research removal issues.	0.60	565.00	339.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	CA	<i>Jonathan Green</i> Review papers for Case Management and Scheduling Procedures.	0.50	565.00	282.50
07/19/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding process or selecting Bankruptcy Judge.	0.20	565.00	113.00
07/19/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding first days, and process.	0.20	565.00	113.00
07/19/13	CA	<i>Jonathan Green</i> Review and revise Ex Parte Motion setting hearing for first days (.40); review and revise papers to extend the Chapter 9 stay (.70).	1.10	565.00	621.50
07/19/13	CA	<i>Jonathan Green</i> Phone conference with Court Clerk regarding Court process.	0.20	565.00	113.00
07/19/13	CA	<i>Stephen LaPlante</i> Continue reviewing the first day papers, including the statement of qualifications and the affidavit of K. Orr.	0.80	485.00	388.00
07/19/13	CA	<i>Stephen LaPlante</i> Calls with Jones Day, the clerk of the court and the chief judge's chambers to withdraw and obtain the removal of the list of creditors; review the applicable rules and review the notice of withdrawal (1.50); review the docket and begin reviewing the other first day papers filed, including the Malhotra and Moore affidavits and the assumption of the settlement agreement with the swap partners (1.60).	3.10	485.00	1,503.50
07/19/13	CA	<i>Stephen LaPlante</i> Telephone call with R. Roble to discuss setting up a meeting on the Section 1102 motion and discuss the UST's concerns.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	CA	<i>Stephen LaPlante</i> Continue to review the legal papers filed and orders entered in the Ingham County suits (Webster and Flowers plaintiffs and Retiree Systems suit against the State and governor) (0.4) and correspond with H. Lennox regarding these suits (0.1).	1.50	485.00	727.50
07/19/13	CA	<i>Marc Swanson</i> Drafting notice of withdrawal and coordinating filing.	0.70	340.00	238.00
07/19/13	CA	<i>Robin Wysocki</i> Draft and file attorney Appearance and Request for Notice for attorney, Steve LaPlante.	0.70	185.00	129.50
07/19/13	CA	<i>Robin Wysocki</i> Address questions regarding ECF filing deficiency notices and planning for future filings.	1.00	185.00	185.00
07/19/13	CA	<i>Robin Wysocki</i> Work on corrections regarding docketing of creditor list.	1.40	185.00	259.00
07/20/13	CA	<i>Stephen LaPlante</i> Continue reviewing the declaration of K. Orr and the other supporting declarations and draft pleadings.	2.80	485.00	1,358.00
07/21/13	CA	<i>Jonathan Green</i> Review filed Ex Parte papers scheduling First Day Motions.	0.30	565.00	169.50
07/21/13	CA	<i>Jonathan Green</i> Review filed papers concerning establishing notice of commencement of case, and eligibility determination schedule.	0.40	565.00	226.00
07/21/13	CA	<i>Jonathan Green</i> Review filed papers for Noticing Agent, and Case Management Procedures.	0.60	565.00	339.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/22/13	CA	<i>Jonathan Green</i> Review and prepare arguments in response to Pension Funds' Objection to Scheduling Motion.	0.70	565.00	395.50
07/22/13	CA	<i>Jonathan Green</i> Review Police and Fire Retirement Fund Appearance; and Reservation of Rights.	0.10	565.00	56.50
07/22/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding reply to Objection to Scheduling Motion.	0.20	565.00	113.00
07/22/13	CA	<i>Jonathan Green</i> Review Ex Parte Order setting initial Motions for hearing (.20); and review related references therein (.20).	0.40	565.00	226.00
07/22/13	CA	<i>Jonathan Green</i> Review Order Governing Public Conduct, Courtroom Procedures and Decorum.	0.10	565.00	56.50
07/22/13	CA	<i>Jonathan Green</i> Review preparation for 1st day hearings.	0.20	565.00	113.00
07/22/13	CA	<i>Jonathan Green</i> Review K. Orr's First Day Declaration for hearings, and portions of accompanying Exhibits.	0.80	565.00	452.00
07/22/13	CA	<i>Jonathan Green</i> Review Rules for Agenda Procedures (.20); and conference with H. Lennox regarding Local Hearing Practice and Procedure (.20).	0.40	565.00	226.00
07/22/13	CA	<i>Jonathan Green</i> Review U.S. Bank's Limited Objection to the Case Management Motion.	0.30	565.00	169.50
07/22/13	CA	<i>Stephen LaPlante</i> Continue to review the papers on the motions to be heard (including responsive papers) in preparing for Wednesday's hearing.	1.40	485.00	679.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/22/13	CA	<i>Stephen LaPlante</i> Telephone call with R. Roble and correspond regarding the proposed meeting with the UST's office to discuss the retiree committee motion.	0.50	485.00	242.50
07/22/13	CA	<i>Stephen LaPlante</i> Review the orders issued by the court scheduling the expedited hearings and governing court room decorum.	0.20	485.00	97.00
07/22/13	CA	<i>Stephen LaPlante</i> Review the objection of Michigan Council 25 AFSCME to everything filed by the City (1.90); address question of H. Lennox preparing for the hearing (.20).	2.10	485.00	1,018.50
07/22/13	CA	<i>Robin Wysocki</i> Work on assembling printed copies of filed court documents into binders for attorney reference at upcoming hearing.	3.80	185.00	703.00
07/23/13	CA	<i>Matthew Allen</i> Review and analyze various attorney client privilege issues in light of bankruptcy and draft, edit and send detailed summary of issues to Mr. Bulger (.20). Review and respond to follow up correspondence (.20).	0.40	405.00	162.00
07/23/13	CA	<i>Michelle Crockett</i> Researched the issue of the EM's ability to subpoena or request production of documents from third party vendors.	2.30	350.00	805.00
07/23/13	CA	<i>Jonathan Green</i> Prepare for hearing of initial day papers.	1.60	565.00	904.00
07/23/13	CA	<i>Jonathan Green</i> Review Joinder of U.S. Bank in Limited Objections to Case Management papers.	0.20	565.00	113.00
07/23/13	CA	<i>Jonathan Green</i> Review timing of revised Creditors' List.	0.10	565.00	56.50

21848786.1\088888-03812

- 19 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/23/13	CA	<i>Jonathan Green</i> Conference with H. Lennox regarding Certificate of Service of Judge's Scheduling Order.	0.10	565.00	56.50
07/23/13	CA	<i>Jonathan Green</i> Phone conference with T. Wilson regarding Brief length for Reply, and Ex-Parte Motion to grant permission for longer Brief.	0.20	565.00	113.00
07/23/13	CA	<i>Jonathan Green</i> Review proposed terms of facilitative mediation.	0.20	565.00	113.00
07/23/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding preparation for stay extension hearing.	0.20	565.00	113.00
07/23/13	CA	<i>Stephen LaPlante</i> Telephone call with H. Lennox and J. Green to discuss arguments and the approach to tomorrow's hearing.	0.50	485.00	242.50
07/23/13	CA	<i>Stephen LaPlante</i> Telephone call with R. Roble of the UST's office.	0.20	485.00	97.00
07/23/13	CA	<i>Stephen LaPlante</i> Read the objections to the motions to be heard tomorrow (.40); review the hearing and auxiliary binders for tomorrow and telephone call with H. Lennox and J. Green (.40); continue to review the pleadings in advance of the hearing (.40).	1.20	485.00	582.00
07/23/13	CA	<i>Stephen LaPlante</i> Review the concurrence by the safety personnel (fire and police) (.20); review the federal government agency list and correspond with R. Roble of the UST's office (.20).	0.40	485.00	194.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/23/13	CA	<i>Stephen LaPlante</i> Review the proof of service from KCC (.20); review the objection filed by the pension systems (.30).	0.50	485.00	242.50
07/23/13	CA	<i>Stephen LaPlante</i> Calls with H. Lennox regarding the state court of appeals stay and requests from the UST's office (.40); correspond with H. Lennox regarding the court of appeals stay, requests from R. Roble of the UST's office (.20); review local rules on the reply brief and need for an ex parte motion to exceed the page limit (.30); review the Flowers and Syncora objections (1.30); continue to make preparations for primary counsel tomorrow, reviewing the hearing binders to make sure that they are complete (.40).	2.60	485.00	1,261.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/23/13 CA

Kimberly Scott

2.10 335.00 703.50

Assist with preparing summary demonstrative showing the status of court proceedings related to the Ingham County Circuit Court and W.D. of Michigan cases for use at bankruptcy hearing (0.60); assess court docket for Flowers v. Snyder (Ingham County Circuit Court) (0.10); assess court docket for Webster v. State of Michigan (Ingham County Circuit Court) (0.10); assess scheduling order issued in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); assess scheduling order issued in Webster v. State of Michigan (Ingham County Circuit Court) (0.10); assess scheduling order issued in Flowers v. Snyder (Ingham County Circuit Court) (0.10); assess scheduling order issued in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); assess 7/18/2013 hearing transcript from The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); assess 7/22/2013 hearing transcript from The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); assess 7/19/2013 hearing transcript from Webster v. State of Michigan (Ingham County Circuit Court) (0.10); assess order issued by the Court of Appeals in Flowers v. Snyder (Ingham County Circuit Court) (0.10); assess order issued by the Court of Appeals in Webster v. State of Michigan (Ingham County Circuit Court) (0.10); assess order issued by the Court of Appeals in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); assess the Attorney General's claim of appeal filing in Webster v. State of Michigan (Ingham County Circuit Court) (0.10); assess the Attorney General's claim of appeal filing in Flowers v. Snyder (Ingham County Circuit Court) (0.10); assess the Attorney General's claim of appeal filing in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10)

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

07/23/13	CA	<i>Marc Swanson</i> Finding template motion for extension of page limits.	0.20	340.00	68.00
07/23/13	CA	<i>Robin Wysocki</i> Hearing preparation: Work on assembling printed copies of filed court documents into binders for attorney reference at upcoming hearing and make call to judge's chambers regarding attorney questions about hearing (3.6). Monitor docket after hours for late filed objections to motions to be included in attorney materials (2.0).	5.60	350.00	1,036.00
07/24/13	CA	<i>Michelle Crockett</i> Researched the issue of the EM's ability to request or order the production of documents from third parties.	1.50	350.00	525.00
07/24/13	CA	<i>Jonathan Green</i> Meeting with H. Lennox and U.S. Trustee regarding appointment of Retirees' Committee.	0.80	565.00	452.00
07/24/13	CA	<i>Jonathan Green</i> Phone conference with T. Wilson regarding service of Correction Motion.	0.20	565.00	113.00
07/24/13	CA	<i>Stephen LaPlante</i> Meet with H. Lennox, J. Green and the US Trustees team on the case to discuss the motion for the appointment of a retirees committee.	0.80	485.00	388.00
07/24/13	CA	<i>Robin Wysocki</i> Final preparations for upcoming hearing and materials for attorney reference at (1.10). Monitor docket in early morning hours for late filed objections to motions to be included in attorney materials (1.00). Research and arrange for messenger to deliver last minute needs to courtroom during hearing and confer with attorney after hearing (1.00).	3.10	185.00	573.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

		Invoice # 1224447		
July 18, 2013				
07/25/13	CA	<i>Jonathan Green</i> Review Dell Reclamation Demand.	0.10 565.00	56.50
07/25/13	CA	<i>Robin Wysocki</i> Arrange for Kevin Orr's original signature pages for First Day filings to be sent to Jones Day via Federal Express.	0.20 185.00	37.00
07/26/13	CA	<i>Jonathan Green</i> Review separateness of Sewer and Water Department and MIDD suit.	0.20 565.00	113.00
07/26/13	CA	<i>Jonathan Green</i> Review Order granting Syncora's Motion regarding treating August 2, 2013 hearing as a Status Conference, and considering discovery requests and schedule.	0.10 565.00	56.50
07/26/13	CA	<i>Stephen LaPlante</i> Review the corrected motion on the forbearance agreement.	0.20 485.00	97.00
07/27/13	CA	<i>Jonathan Green</i> Review alternative approach for addressing pension issues; and review Northern Mariana Islands Retirement Funds case.	0.30 565.00	169.50
07/29/13	CA	<i>Jonathan Green</i> Phone conference with B. Erens regarding Mediator issue, and tax exception from stay.	0.20 565.00	113.00
07/29/13	CA	<i>Nelson Ropke</i> Legal research regarding Michigan Court Rules and Civil Action.	0.30 350.00	105.00
07/30/13	CA	<i>Jonathan Green</i> Review L. Dick (A potential investor communicating an interest in providing possible financing for the City) request (.10), and conference with Jones Day regarding same (.10).	0.20 565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/30/13	CA	<i>Jonathan Green</i> Review Notice and Order of proposed dates and deadlines concerning eligibility, and related matters.	0.20	565.00	113.00
07/30/13	CA	<i>Jonathan Green</i> Review Notice of Proposed Motion Procedures (.10); and prepare Memorandum with suggestions to H. Lennox (.20).	0.30	565.00	169.50
07/30/13	CA	<i>Jonathan Green</i> Review Consolidated Response to Retiree Association parties to Motion to Appoint a Committee of Retired Employees.	0.20	565.00	113.00
07/30/13	CA	<i>Stephen LaPlante</i> Emails, calls, review of motions filed, discussions on pending hearing 8/2/13/	0.20	485.00	97.00
07/30/13	CA	<i>Stephen LaPlante</i> Review proposed dates and deadlines from the court.	0.20	485.00	97.00
07/30/13	CA	<i>Stephen LaPlante</i> Review proposed motion procedure from the court.	0.20	485.00	97.00
07/30/13	CA	<i>Stephen LaPlante</i> Review the objection of the retired police and firefighters association and the retired city employees association.	0.20	485.00	97.00
07/30/13	CA	<i>Stephen LaPlante</i> Review correspondence from Jones Day regarding the filing of a stipulation and 2 motions on Wednesday for the property tax appeals.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/30/13	CA	<i>Jack Van Coevering</i> Review emails from Steve LaPlante (.20). Conference with John Green (.10) regarding procedures regarding real property tax appeals and process for purposes of revising motion papers to except ordinary course real property tax appeals from the automatic stay.	0.30	450.00	135.00
07/30/13	CA	<i>Robin Wysocki</i> Place order for transcript of July 24 hearing.	0.50	185.00	92.50
07/31/13	CA	<i>Jonathan Green</i> Review ECF Procedures for submission of Stipulated Order.	0.20	565.00	113.00
07/31/13	CA	<i>Jonathan Green</i> Conference call with C. Ball regarding proposed motion procedures, dates and deadlines.	0.10	565.00	56.50
07/31/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding preparation for August 2, 2013 hearings, and approach.	0.30	565.00	169.50
07/31/13	CA	<i>Jonathan Green</i> Review Amended List of 20 Largest Unsecured Creditors.	0.10	565.00	56.50
07/31/13	CA	<i>Jonathan Green</i> Review Robert Davis' papers to file emergency papers for Open Meetings Act lawsuit.	0.20	565.00	113.00
07/31/13	CA	<i>Jonathan Green</i> Review Limited Objection of Retirement Systems to Motion to Appoint Committee.	0.30	565.00	169.50
07/31/13	CA	<i>Stephen LaPlante</i> Check the local rules, judge's guidelines, ECF rules and administrative orders; check prior filings to see what Judge Rhodes requires on stipulations.	0.50	485.00	242.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/31/13	CA	<i>Stephen LaPlante</i> Telephone call with D. Moss regarding the local filing requirements and judge's preferences.	0.20	485.00	97.00
07/31/13	CA	<i>Stephen LaPlante</i> Review the ECF and local rules (.20); check prior submissions for non-motion papers (.10).	0.30	485.00	145.50
07/31/13	CA	<i>Stephen LaPlante</i> Review the limited objection of the Police and Fire Retirement System and the General Retirement System to the motion for an order directing the appointment of the retiree committee, and compare to the consolidated response of the retiree associations to the motion.	0.40	485.00	194.00
07/31/13	CA	<i>Stephen LaPlante</i> Review the NRC's papers and check the docket for further filings.	0.20	485.00	97.00
07/31/13	CA	<i>Stephen LaPlante</i> Calls with D. Moss and J. Green regarding the applicable rules for the filing of papers and over-length briefs.	0.50	485.00	242.50
07/31/13	CA	<i>Marc Swanson</i> Conference with J. Green regarding local rules.	0.20	340.00	68.00
07/31/13	CA	<i>Robin Wysocki</i> Assist with preparing copies of pleadings needed for attorney reference at upcoming August 2 hearing (.6). Format and file reply to Sycora objection (.4)	1.00	185.00	185.00
08/01/13	CA	<i>Jonathan Green</i> Analysis of Retiree Committee Appointment Objections.	0.30	565.00	169.50
08/01/13	CA	<i>Jonathan Green</i> Review revised proposed Order for formation of Retiree Committee.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/01/13	CA	<i>Jonathan Green</i> Review U.S. Trustee's Response to UAW position regarding appointment of Union to Committee.	0.20	565.00	113.00
08/01/13	CA	<i>Jonathan Green</i> Review Pension Funds' position on Notice of Proposed Dates for Eligibility Determination.	0.10	565.00	56.50
08/01/13	CA	<i>Jonathan Green</i> Review AFACMW's Response to Appointment of Retiree Committee.	0.30	565.00	169.50
08/01/13	CA	<i>Stephen LaPlante</i> Telephone call with T. Wilson and J. Green to reach consensus on the local rules (.30); review the applicability provisions of the local district court rules (.20).	0.50	485.00	242.50
08/01/13	CA	<i>Stephen LaPlante</i> Review the KCC appointment motion, the motion designating the manner of notice of commencement of the case; review the motion for an order directing the US Trustee's office to appoint a committee of retirees; review the objections and cases cited in the Retiree motion and objections (1.60); review the bankruptcy code provisions and correspond with H. Lennox regarding the Retiree Committee motion (.40); review the agendas and papers regarding the fee examiner and scheduling; prepare for hearing and status conference on the motions listed above (1.8)	3.80	485.00	1,843.00
08/01/13	CA	<i>Robin Wysocki</i> Preparations for August 2 hearing.	1.00	185.00	185.00
08/02/13	CA	<i>Jonathan Green</i> Review Amended 924 List of Creditors.	0.10	565.00	56.50

21848786.1\088888-03812

- 28 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/02/13	CA	<i>Jonathan Green</i> Review Detroit Public Safety Union's Limited Objection to Appointment of an 1102 Retiree's Committee.	0.20	565.00	113.00
08/02/13	CA	<i>Jonathan Green</i> Review Order Establishing Motion Procedures (docket no 280), scheduling omnibus hearing dates and dates in connection with eligibility.	0.20	565.00	113.00
08/02/13	CA	<i>Jonathan Green</i> Review first Order scheduling dates.	0.20	565.00	113.00
08/02/13	CA	<i>Jonathan Green</i> Review Order authorizing a Retiree Committee under Section 1102.	0.20	565.00	113.00
08/02/13	CA	<i>Jonathan Green</i> Review Orders regarding Fee Examiner and Mediator.	0.10	565.00	56.50
08/02/13	CA	<i>Stephen LaPlante</i> Review the orders entered by the court from today's hearing.	0.30	485.00	145.50
08/02/13	CA	<i>Robin Wysocki</i> Preparations for August 2 hearing and binder preparation for same.	1.50	185.00	277.50
08/05/13	CA	<i>Jonathan Green</i> Review Order setting hearing dates and deadlines.	0.10	565.00	56.50
08/05/13	CA	<i>Jonathan Green</i> Conference with B. Erens regarding Committee appointment, and related matters.	0.20	565.00	113.00
08/05/13	CA	<i>Jonathan Green</i> Phone conference with J. Mack regarding Trustee Organization Meeting and process, including security.	0.30	565.00	169.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/05/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox, and then J. Mack, regarding Retiree Committee Organizational Meeting.	0.20	565.00	113.00
08/05/13	CA	<i>Jonathan Green</i> Conference with H. Lennox regarding Retiree Organizational Meeting.	0.20	565.00	113.00
08/05/13	CA	<i>Stephen LaPlante</i> Correspond with H. Lennox and J. Green regarding the formation of the Retiree Committee.	0.20	485.00	97.00
08/06/13	CA	<i>Jonathan Green</i> Phone conference with J. Mack of US Trustee's office regarding Retiree Committee Organizational Meeting.	0.20	565.00	113.00
08/06/13	CA	<i>Jonathan Green</i> Phone conference with J. Mack regarding Retiree Committee Organizational Meeting.	0.20	565.00	113.00
08/06/13	CA	<i>Jonathan Green</i> Conference with H. Lennox, and then J. Mack regarding Retiree Committee Organizational Meeting follow-up.	0.20	565.00	113.00
08/06/13	CA	<i>Jonathan Green</i> Review Order appointing Kurtzman Carson.	0.10	565.00	56.50
08/06/13	CA	<i>Jonathan Green</i> Review Order Directing and Approving Notice of Commencement of Case and Establishing Dates for Eligibility.	0.20	565.00	113.00
08/06/13	CA	<i>Jonathan Green</i> Review and revise proposed Order Permitting Service of Tort and Related Claims Preservation Notices.	0.50	565.00	282.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/06/13	CA	<i>Stephen LaPlante</i> Review correspondence regarding the Retiree Committee formation meeting and the latest filings on the docket.	0.20	485.00	97.00
08/06/13	CA	<i>Stephen LaPlante</i> Review and comment on the proposed order for relief from the automatic stay for the personal injury lawyers with active lawsuits against the City that have requested modification of the stay.	0.20	485.00	97.00
08/06/13	CA	<i>Stephen LaPlante</i> Review the notice of commencement and other papers posted to the docket.	0.20	485.00	97.00
08/07/13	CA	<i>Jonathan Green</i> Review U.S. Trustee's Solicitation Materials for membership on Committee.	0.20	565.00	113.00
08/08/13	CA	<i>Jonathan Green</i> Phone conference with J. Mack regarding Retiree Committee formation issues (.20), and prepare Memorandum to H. Lennox regarding same (.10).	0.30	565.00	169.50
08/08/13	CA	<i>Jonathan Green</i> Conference with C. Carpenter regarding request to grant chapter 13 debtors relief from the stay to bring or conclude declaratory relief actions as to the extent of the City's water and tax liens for purposes of allowing chapter 13 plans to be confirmed.	0.20	565.00	113.00
08/08/13	CA	<i>Jonathan Green</i> Conference with H. Lennox regarding access to Data Room.	0.20	565.00	113.00
08/08/13	CA	<i>Stephen LaPlante</i> Review correspondence regarding access to the data room for Honigman and telephone call with D. Merrett.	0.20	485.00	97.00

21848786.1\088888-03812

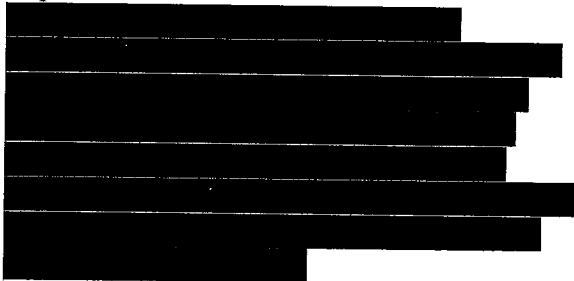
- 31 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447


08/08/13	CA	<i>Stephen LaPlante</i> Telephone call with the Honigman paralegal to inquire as to who wants access to the data room (.10); correspond with H. Lennox, D. Merrett and J. Green (.10).	0.20	485.00	97.00
08/08/13	CA	<i>Robin Wysocki</i> Work on download of filed court documents for update of case database.	0.50	185.00	92.50
08/08/13	CA	<i>Robin Wysocki</i> Arrange order of transcript from August 2, 2013 hearing.	0.40	185.00	74.00
08/09/13	CA	<i>Jonathan Green</i> Phone conference with H. Lennox regarding recommendation for Fee Examiner and comments to DWSD.	0.20	565.00	113.00
08/09/13	CA	<i>Jonathan Green</i> Review City of Pontiac v. Schimmel and ramifications for bankruptcy case and eligibility.	1.20	565.00	678.00
08/09/13	CA	<i>Jonathan Green</i> Review Ex Parte Order Granting Davis's Motion for Clarification of Stay Order.	0.20	565.00	113.00
08/09/13	CA	<i>Stephen LaPlante</i> 	1.50	485.00	727.50
08/09/13	CA	<i>Robin Wysocki</i> Obtain copies of court documents for attorney.	0.30	185.00	55.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/09/13	CA	<i>Robin Wysocki</i> Make arrangements for letter from Kevyn Orr to be picked up and delivered to Court Clerk, as directed by Judge Rhodes.	1.00	185.00	185.00
08/10/13	CA	<i>Jonathan Green</i> Analysis of Section 364(c) authority issues and requirements, including conferences with Jones Day on interaction of Section 364 and State law (2.0); and Detroit tax data disclosure issues (.30).	2.30	565.00	1,299.50
08/10/13	CA	<i>Stephen LaPlante</i>  (.40); discuss with J. Green (.30); address D. Merrett's question on using a court order to authorize the tax department to turn over sensitive information and seal it -- ex parte or normal motion practice; summarize for D. Merrett (1.60).	2.30	485.00	1,115.50
08/10/13	CA	<i>Stephen LaPlante</i> Continue analysis on sections 364 and 903 (.30); calls with J. Green (.20); summarize an additional argument and correspond with the attorneys in the Public Law Group (.30).	0.80	485.00	388.00
08/12/13	CA	<i>Jonathan Green</i> Review Notice of Commencement of Case, and eligibility dates.	0.10	565.00	56.50
08/12/13	CA	<i>Jonathan Green</i> Review U.S. Bank request for posting bond documents.	0.10	565.00	56.50
08/12/13	CA	<i>Jonathan Green</i> Review T. Peck E-Mail regarding special class for tort settlements (.10); and conference with H. Lennox regarding same (.10).	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/13/13	CA	<i>Jonathan Green</i> Response to T. Peck, attorney for a personal injury claimant, as to whether the City would consider affording better treatment for personal injury claimants than contractual claimants, given their injuries and non-consensual dealings with the City	0.10	565.00	56.50
08/13/13	CA	<i>Jonathan Green</i> Review Mediation Order.	0.20	565.00	113.00
08/13/13	CA	<i>Jonathan Green</i> Review inquiry from D. Fischer regarding PIP claims under the Michigan No-Fault statute.	0.10	565.00	56.50
08/13/13	CA	<i>Irene Hathaway</i> Review status Michigan No- Fault priorities in light of the City's bankruptcy, determine whether there was any precedent, explain how the State No-Fault Assigned claims worked, and applicability to pending claims against the City and if the fund could take over any of the City's no-fault liability. To do that I reviewed the no-fault statute, the assigned claims statute and all cases on point, as well as the plan for payments to insureds when an insurer goes bankrupt.	2.70	495.00	1,336.50
08/13/13	CA	<i>Kenneth Sachs</i> Conference with Jones Day, and review pension materials from pension boards as to requested plan documents, census materials and data for taskforce meeting on August 14, 2013.	0.60	340.00	204.00
08/13/13	CA	<i>Robin Wysocki</i> Work on download of filed court documents for update of case database.	2.70	185.00	499.50
08/14/13	CA	<i>Kimberly Berger</i> Legal research regarding payment of PIP benefits under no-fault act where insurer is insolvent	1.80	375.00	675.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/14/13	CA	<i>Jonathan Green</i> Review Public Safety Unions letter regarding representation.	0.10	565.00	56.50
08/14/13	CA	<i>Jonathan Green</i> Review authority issues and process for dip approval under Act 436.	0.20	565.00	113.00
08/14/13	CA	<i>Jonathan Green</i> Review analysis of PIP No Fault Act and claims under Michigan's no-fault insurance act- -personal injury protection benefits (PIP) are paid from insurers regardless of fault.	0.30	565.00	169.50
08/14/13	CA	<i>Robin Wysocki</i> Work on download of filed court documents for update of case database.	3.10	185.00	573.50
08/15/13	CA	<i>Jonathan Green</i> Conference with S. Mann regarding tax process and procedures.	0.20	565.00	113.00
08/15/13	CA	<i>Jonathan Green</i> Review Consolidated Objection of Retiree Association Parties to Motion to assume forbearance and Optional Termination Agreement.	0.20	565.00	113.00
08/15/13	CA	<i>Jonathan Green</i> Review Objection of ERSTE Europaosche Objection to Motion to assume forbearance and Optional Termination Agreement.	0.20	565.00	113.00
08/15/13	CA	<i>Jonathan Green</i> Review Supplemental U.S. Trustee Notice of Retiree Committee Formation.	0.10	565.00	56.50
08/15/13	CA	<i>Stephen LaPlante</i> Review the state's response to the emergency motion for clarification of the court's July 25th stay order.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/15/13	CA	<i>Stephen LaPlante</i> Review the notice of the formation meeting for the retirees committee from the US Trustee's Office.	0.10	485.00	48.50
08/15/13	CA	<i>Stephen LaPlante</i> Review the email from Dr. White on his proposed solution to monetize the art owned by the City located at the Detroit Institute of Arts (.20); correspond with H. Lennox and J. Green (.20); review a few of his blog entries on the subject (.10).	0.50	485.00	242.50
08/15/13	CA	<i>Robin Wysocki</i> Work on download of filed court documents for update of case database.	2.20	185.00	407.00
08/16/13	CA	<i>Jonathan Green</i> Review draft Response to Robert Davis's Emergency Motion to Clarify Order.	0.30	565.00	169.50
08/16/13	CA	<i>Jonathan Green</i> Review Lakeshore setoff request: Phone conference with Jerome Watson of Miller Canfield regarding Lakeshore's request to setoff amounts claimed to be owed by DWSD against amount Lakeshore owed to DSWD under a settlement agreement	0.20	565.00	113.00
08/16/13	CA	<i>Jonathan Green</i> Review Pellitier's and Bryant's Objections to Eligibility.	0.20	565.00	113.00
08/16/13	CA	<i>Jonathan Green</i> Review and revise Response on interpretation of State law issues.	0.20	565.00	113.00
08/16/13	CA	<i>Stephen LaPlante</i> Review the response to Davis' motion for clarification and research Judge Collette (.80); discuss the DIP financing term sheet and order of facilitation with J. Green (.30).	1.10	485.00	533.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/16/13	CA	<i>Stephen LaPlante</i> Review pro se objections to the city's eligibility.	0.20	485.00	97.00
08/16/13	CA	<i>Stephen LaPlante</i> Review the witness and exhibit list for the assumption and approval of a settlement regarding the forbearance agreement.	0.20	485.00	97.00
08/16/13	CA	<i>Robin Wysocki</i> Work on download of filed court documents for update of case database.	2.20	185.00	407.00
08/17/13	CA	<i>Matthew Allen</i> Review and analyze articles and disclosed consultant reports in Free Press (.20). Draft, edit and send to Mr McGee and Mr Bulger analysis of the privilege and privilege waiver issues attendant to disclosure of privileged reports to the Free Press in response to FOIA request (.20).	0.40	405.00	162.00
08/19/13	CA	<i>Jonathan Green</i> Review status of litigation against Ferguson and Kilpatrick; and next steps.	0.10	565.00	56.50
08/19/13	CA	<i>Jonathan Green</i> Phone conference with T. Wilson regarding Mediation Orders, and Seal Procedures (2).	0.30	565.00	169.50
08/19/13	CA	<i>Jonathan Green</i> Review Objections to Eligibility filed by: (a) David Dye; (b) L. Darrah; (c) S. Johnson; (d) D. Taubitz; (e) J. West, L. Crittendon; (f) A. Crockett; (g) A. Jeter; (h) A. Pruitt; (i) D. Moore; (j) L. Baine; (k) M. Taylor; and (l) R. Lee.	0.40	565.00	226.00
08/19/13	CA	<i>Jonathan Green</i> Review Notice of Challenge to Constitutionality and Objection to Eligibility filed by AFSCME.	1.30	565.00	734.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/19/13	CA	<i>Jonathan Green</i> Review Joinder in Eligibility Objection filed by Local 517M.	0.10	565.00	56.50
08/19/13	CA	<i>Jonathan Green</i> Review Joinder in Eligibility Objection by Local 324.	0.10	565.00	56.50
08/19/13	CA	<i>Jonathan Green</i> Review Attorney General Schuette's Statement regarding Michigan Constitution.	0.30	565.00	169.50
08/19/13	CA	<i>Jonathan Green</i> Review Eligibility Objection of David Sole.	0.20	565.00	113.00
08/19/13	CA	<i>Jonathan Green</i> Review Consolidated Objection of Retiree Association parties to eligibility.	0.30	565.00	169.50
08/19/13	CA	<i>Jonathan Green</i> Review Kreisberg Declaration in Support of AFSCME Objection to Eligibility.	0.20	565.00	113.00
08/19/13	CA	<i>Jonathan Green</i> Review UAW's Objections to Eligibility.	0.50	565.00	282.50
08/19/13	CA	<i>Jonathan Green</i> Review Objection of Detroit Public Safety Unions.	0.50	565.00	282.50
08/19/13	CA	<i>Michael Hartmann</i> Conference Green regarding Rosen mediation orders (.30). Call from Wilson regarding same (.20). Call to Rosen's Court regarding mediation orders (.30). Call Wilson. Meet with Green regarding same (.50).	1.30	520.00	676.00
08/19/13	CA	<i>Stephen LaPlante</i> Telephone calls with T. Wilson and J. Green regarding the under seal order for mediation.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/19/13	CA	<i>Stephen LaPlante</i> Discuss with M. Hartmann and J. Green the mediation by Judge Rosen and how to address the under seal order.	0.20	485.00	97.00
08/19/13	CA	<i>Stephen LaPlante</i> Review scores of objections to eligibility filed by individuals.	3.40	485.00	1,649.00
08/19/13	CA	<i>Robin Wysocki</i> Work on download of filed court documents for update of case database.	2.10	185.00	388.50
08/20/13	CA	<i>Jonathan Green</i> Review Objection to Eligibility filed by the Center for Community Justice and Advocacy.	0.30	565.00	169.50
08/20/13	CA	<i>Jonathan Green</i> Review Objection of Detroit Retirement Systems to Eligibility.	1.20	565.00	678.00
08/20/13	CA	<i>Jonathan Green</i> Review Judge Rosen's Amended Order regarding Mediation Statement.	0.10	565.00	56.50
08/20/13	CA	<i>Jonathan Green</i> Conference call with K. Buckfire and H. Lennox regarding Monoline discussion; and next steps.	0.30	565.00	169.50
08/20/13	CA	<i>Jonathan Green</i> Phone conference with T. Wilson regarding Certificate of No Response (.10); and review revised Certificate of No Response (.10).	0.20	565.00	113.00
08/20/13	CA	<i>Jonathan Green</i> Review Statement Syncora Guarantee in advance of Status Conference.	0.30	565.00	169.50
08/20/13	CA	<i>Jonathan Green</i> Conference with H. Lennox regarding hearing preparation.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/20/13	CA	<i>Jonathan Green</i> Review Appointment of Additional Mediators.	0.10	565.00	56.50
08/20/13	CA	<i>Jonathan Green</i> Review Certificate of No Response and proposed Revised Order Granting Stay Relief for Property Tax Appeals.	0.20	565.00	113.00
08/20/13	CA	<i>Stephen LaPlante</i> Continue to review objections to eligibility.	0.40	485.00	194.00
08/20/13	CA	<i>Stephen LaPlante</i> Continue to review the objections to the city's eligibility.	1.20	485.00	582.00
08/20/13	CA	<i>Robin Wysocki</i> Download multiple filed court documents from case docket and assist with assembly of hearing binders for attorneys for upcoming hearing (4.1). Download examples of fee examiner orders from other large bankruptcy cases in ED Mich and forward to attorneys for reference and review dockets of similar Ch. 9 matters for examples of such orders (2.1).	6.20	185.00	1,147.00
08/21/13	CA	<i>Jonathan Green</i> Review pension vesting requirements for U.S. Trustee's use in appointment of Committee.	0.10	565.00	56.50
08/21/13	CA	<i>Jonathan Green</i> Review Local Rule requirements of Debtor-In- Possession financing (.10); and Memorandum to B. Erens regarding same (.10).	0.20	565.00	113.00
08/21/13	CA	<i>Jonathan Green</i> Review Ex Parte Motion of U.S. Trustee regarding notices to Retiree's Committee.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/21/13	CA	<i>Stephen LaPlante</i> Review correspondence from T. Hoffman regarding the request for relief from stay by the petitioning chapter 13 parties (.20); telephone call with T. Hoffman on stipulating with the chapter 13 parties (.20); find a suitable form of stipulation and order and check local ECF rules (.20).	0.60	485.00	291.00
08/21/13	CA	<i>Stephen LaPlante</i> Review email on pension vesting, tax collection and suit by DWSD from co-counsel.	0.30	485.00	145.50
08/21/13	CA	<i>Robin Wysocki</i> Hearing preparation and continued download of objections to eligibility.	4.00	185.00	740.00
08/22/13	CA	<i>Harold Bulger Jr.</i> Worked on work in progress reports tracking all works streams for restructuring work and incorporating the Jones Day format to coordinate bankruptcy fee reports (2.40); conference with J. Willems and J. Green (.40).	2.80	435.00	1,218.00
08/22/13	CA	<i>Jonathan Green</i> Review U.S. Trustee's Order regarding Notices to Retirees Committee.	0.10	565.00	56.50
08/22/13	CA	<i>Jonathan Green</i> Review Order appointing Retiree Committee.	0.10	565.00	56.50
08/22/13	CA	<i>Saul Green</i> Review Bankruptcy Order appointing retiree committee (.30). Email Evan Miller regarding appointees to the retiree committee (.20).	0.50	580.00	290.0
08/22/13	CA	<i>Stephen LaPlante</i> Review papers received today, including orders denying relief from stay and a request for additional time to object to the City's eligibility (.20); review correspondence regarding papers being filed by co-counsel (.10).	0.30	485.00	145.50

21848786.1\088888-03812

- 41 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/22/13	CA	<i>Robin Wysocki</i> Assistance with categorizing and sorting of objections to eligibility.	3.10	185.00	573.50
08/23/13	CA	<i>Harold Bulger Jr.</i> Working on classifications of workstream tasks for bankruptcy for review purposes.	2.00	435.00	870.00
08/23/13	CA	<i>Jonathan Green</i> Review status of Debtor-In-Possession proposal, necessary legislation and State's position.	0.40	565.00	226.00
08/23/13	CA	<i>Jonathan Green</i> Review interpretation of Section 943 confirmation requirements.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review Objections filed by Thomas Stephens to bankruptcy case.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review status of Subpoena of Documents on Gabriel Roeder.	0.10	565.00	56.50
08/23/13	CA	<i>Jonathan Green</i> Review Document Request for Gabriel Roeder Subpoena.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review AFSCME's Notice of Deposition and Request for Production of Documents.	0.30	565.00	169.50
08/23/13	CA	<i>Jonathan Green</i> Review Motion for Protective Order and related papers; and papers to shorten time.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review Subpoena for Gabriel Roeder.	0.10	565.00	56.50
08/23/13	CA	<i>Jonathan Green</i> Review Order setting shortened hearing date on Protective Order.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/23/13	CA	<i>Jonathan Green</i> Review D. Taubitz Interrogatories.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review Interrogatories of Detroit Public Safety Union.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review Mediation Order concerning Forbearance Agreement concerning SWAPs.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review Retired Detroit Police Members Association Interrogatories.	0.30	565.00	169.50
08/23/13	CA	<i>Jonathan Green</i> Review AFSCME Interrogatories.	0.20	565.00	113.00
08/23/13	CA	<i>Jonathan Green</i> Review UAW Deposition Notice.	0.20	565.00	113.00
08/23/13	CA	<i>Stephen LaPlante</i> Calls and correspondence with M. Eaton regarding serving the subpoena for production of documents on Gabriel Roeder Smith & Co. (.30); review the local rules on filing the document production request (.20); review the attachment and the subpoena (.20).	0.70	485.00	339.50
08/23/13	CA	<i>Stephen LaPlante</i> Begin reviewing the document requests, interrogatories and other discovery regarding the eligibility issue.	1.10	485.00	533.50
08/23/13	CA	<i>Steven Roach</i> Review and sign subpoena (.1). Telephone conference with Mr. LaPlante (.1).	0.20	485.00	97.00
08/23/13	CA	<i>Marc Swanson</i> Telephone conference with S. LaPlante regarding discovery.	0.20	340.00	68.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/23/13	CA	<i>Robin Wysocki</i> Prepare subpoena for document production for Gabriel Roeder Smith & Co.(.9). Scan and Make copies of subpoena (.2) Arrange for messenger to serve subpoena and prepare instructions for service (.8). Assist messenger with completing Proof of Service of subpoena (.3). Format Proof of Service for filing with court and file on court docket (.6).	2.80	185.00	518.00
08/24/13	CA	<i>Jonathan Green</i> Review Interrogatories, Requests for Admission and Document Requests propounded by the Detroit Retirement Systems.	0.30	565.00	169.50
08/24/13	CA	<i>Jonathan Green</i> Review status of document support for eligibility discovery.	0.10	565.00	56.50
08/24/13	CA	<i>Stephen LaPlante</i> Telephone call with M. Hinkle regarding discovery management.	0.20	485.00	97.00
08/24/13	CA	<i>Stephen LaPlante</i> Correspond with M. Hinkle, J. Green and M. McGee (.10); telephone call with J. Green regarding discovery management (.10).	0.20	485.00	97.00
08/25/13	CA	<i>Stephen LaPlante</i> Correspond with J. Yelton, M. McGee, J. Green and M. Hale of Jones Day regarding discovery planning (.20); telephone call with M. McGee (.10).	0.30	485.00	145.50
08/26/13	CA	<i>Harold Bulger Jr.</i> Meeting with Jim Bonsall, S. Penn and S. Green to discuss administration of Miller Canfield account and scope of services.	1.00	435.00	435.00
08/26/13	CA	<i>Jonathan Green</i> Review local discovery and discovery ECF rules for eligibility hearing discovery.	0.20	565.00	113.00

21848786.1088888-03812

- 44 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/26/13	CA	<i>Jonathan Green</i> Review City's discovery propounded to the UAW.	0.30	565.00	169.50
08/26/13	CA	<i>Jonathan Green</i> Review Motion papers for approval of forbearance and Optional Termination Agreement.	0.40	565.00	226.00
08/26/13	CA	<i>Jonathan Green</i> Review status of revised Time Line, and negotiation with Monolines.	0.20	565.00	113.00
08/26/13	CA	<i>Jonathan Green</i> Review Concurrence of the Retiree Association in Motion for Protective Order.	0.10	565.00	56.50
08/26/13	CA	<i>Jonathan Green</i> Review Notice of Videotaped Deposition of K. Orr.	0.10	565.00	56.50
08/26/13	CA	<i>Jonathan Green</i> Review Notices of Deposition for K. Buckfire and G. Malhotra.	0.10	565.00	56.50
08/26/13	CA	<i>Jonathan Green</i> Review D. Richardson's Objection to Eligibility.	0.10	565.00	56.50
08/26/13	CA	<i>Jonathan Green</i> Review constitutionality argument against City bankruptcy in Objection to Eligibility.	0.30	565.00	169.50
08/26/13	CA	<i>Jonathan Green</i> Review eligibility and document review procedures, and approach.	0.30	565.00	169.50
08/26/13	CA	<i>Jonathan Green</i> Review Order regarding Eligibility Objections and scheduling, and analysis of consequences.	0.80	565.00	452.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/26/13	CA	<i>Jonathan Green</i> Review Stipulation for Agreed Order concerning R. Davis's QMA lawsuit.	0.20	565.00	113.00
08/26/13	CA	<i>Stephen LaPlante</i> Calls with M. Hale, B. Leatherman and J. Yelton to discuss gearing up for discovery management (.50); post-meeting call with J. Yelton and J. Green (.40).	0.90	485.00	436.50
08/26/13	CA	<i>Stephen LaPlante</i> Review the order regarding eligibility objections notices and hearings (1.10); discuss with J. Green on consequences, both intended and unintended, effects on discovery and trial (.30).	1.40	485.00	679.00
08/26/13	CA	<i>Amanda Van Dusen</i> Emails with D. Massaron, C. Giordano, Frank Coughlin.	0.20	485.00	97.00
08/26/13	CA	<i>Robin Wysocki</i> Arrange order for transcript of hearing on August 21, 2013.	0.40	185.00	74.00
08/27/13	CA	<i>Jonathan Green</i> Analysis of Order regarding eligibility hearing in light of discovery requests.	0.30	565.00	169.50
08/27/13	CA	<i>Jonathan Green</i> Review UAW Deposition Notices for relevancy to eligibility trial.	0.20	565.00	113.00
08/27/13	CA	<i>Jonathan Green</i> Review 6th Circuit Greektown Casino case for Plan and Rule 9019 settlement (.20), and Memorandum to H. Lennox regarding same (.20).	0.40	565.00	226.00
08/27/13	CA	<i>Jonathan Green</i> Review AFCSME Objection to Eligibility.	0.60	565.00	339.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/27/13	CA	<i>Jonathan Green</i> Review Subpoenas to Governor Snyder and Treasurer A. Dillon.	0.10	565.00	56.50
08/27/13	CA	<i>Jonathan Green</i> Review R. Eubanks comments to proposed Term Sheet.	0.10	565.00	56.50
08/27/13	CA	<i>Jonathan Green</i> Review Pension Fund's Response to Motion for Protective Order.	0.20	565.00	113.00
08/27/13	CA	<i>Stephen LaPlante</i> Review the subpoenas filed by the UAW for Treasurer A. Dillon and Governor R. Snyder in light of the Order determining legal and factual issues.	0.40	485.00	194.00
08/27/13	CA	<i>Stephen LaPlante</i> Review the request for additional time to argue at the swaps settlement hearing filed by the objectors.	0.20	485.00	97.00
08/27/13	CA	<i>Stephen LaPlante</i> Review the St. Martins late-filed objection to the filing of chapter 9 by the City.	0.20	485.00	97.00
08/27/13	CA	<i>Stephen LaPlante</i> Continue to review the non-form objections of individual objectors and the AFSCME objection in light of the judge's order on eligibility issues.	2.60	485.00	1,261.00
08/27/13	CA	<i>Robin Wysocki</i> Assist with obtaining copies and assembly of binder of case law and statutes for attorney use at upcoming hearing.	2.00	185.00	370.00
08/28/13	CA	<i>Jonathan Green</i> Prepare for Court hearings, including Syncora Status Conference and Motion for Protective Order.	0.40	565.00	226.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/28/13	CA	<i>Jonathan Green</i> Analysis of issues with Bonds and Plan treatment; and Deposition preparation for Assumption Motion.	1.80	565.00	1,017.00
08/28/13	CA	<i>Jonathan Green</i> Review portions of FGIC Plan of Rehabilitation and Order of Rehabilitation; and impact of Section 509.	1.30	565.00	734.50
08/28/13	CA	<i>Jonathan Green</i> Review AFSCME Deposition Notices.	0.10	565.00	56.50
08/28/13	CA	<i>Jonathan Green</i> Review Confidential Mediation Statement of City.	0.30	565.00	169.50
08/28/13	CA	<i>Stephen LaPlante</i> Calls with M. Hale and K. Byrd regarding document production and the MCPS lawyers with responsive documents (.30); telephone call with K. Scott regarding managing the process within MCPS to assist K. Byrd (.20); review the list of various requests to see which ones were from objectors who have had their objections to eligibility overruled (.30).	0.80	485.00	388.00
08/28/13	CA	<i>Kimberly Scott</i> Discussion with S. LaPlante regarding document requests (.10). Discussion with J. Yelton regarding data collection from MCPS' custodians (.10). Preliminary review of objectors' document requests and develop methodology to identify custodians with potential responsive materials (.60).	0.80	335.00	268.00
08/28/13	CA	<i>Robin Wysocki</i> Last minute preparations for hearing today and order transcript of same and troubleshoot issues with transcript order form with court clerk.	1.90	185.00	351.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/29/13	CA	<i>James Angyan</i> Due diligence work related to potential document production by Miller Canfield personnel including custodian identification (1.5), review of emails (3.25), review of document management databases (1.0), review of invoices (.50) and creation of a control tracking chart identifying custodians (.75).	7.00	165.00	1155.00
08/29/13	CA	<i>Jonathan Green</i> Meeting with D. Moss regarding preparation for K. Orr Deposition.	0.60	565.00	339.00
08/29/13	CA	<i>Jonathan Green</i> Conference with M. Lieberman regarding Stipulation for giving persona injury notice.	0.10	565.00	56.50
08/29/13	CA	<i>Jonathan Green</i> Review Order Granting Motion for Protective Order.	0.10	565.00	56.50
08/29/13	CA	<i>Saul Green</i> Review earnings distribution spreadsheet (.60). Discussion with Ken Sachs regarding earnings distribution spreadsheet(.10). Discussion with Chuck Moore regarding earnings distribution spreadsheet (.10).	0.80	580.00	464.00
08/29/13	CA	<i>Dawn Kraft</i> Due diligence related to possible production of documents held by Miller Canfield custodian's holding potentially responsive documents in Detroit bankruptcy matter.	2.20	255.00	561.00
08/29/13	CA	<i>Kimberly Scott</i> Discussion with K. Byrd regarding responding to objectors' discovery requests (.10). Coordinate, supervise, and assess process for identifying relevant MCPS custodians and locations of documents potentially relevant to objectors' discovery requests (2.10).	2.10	335.00	703.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/29/13	CA	<i>Robin Wysocki</i> Follow up with clerk regarding issues with transcript order form.	0.40	185.00	74.00
08/30/13	CA	<i>Jonathan Green</i> Phone conference with T. Wilson regarding response procedures and timing; and review applicable Local Rules.	0.20	565.00	113.00
08/30/13	CA	<i>Jonathan Green</i> Review portions of Jefferson County Disclosure Statement for City's Plan, and treatment of Monolines.	1.20	565.00	678.00
08/30/13	CA	<i>Jonathan Green</i> Review State's papers to expedite hearing on Motion to Quash in connection with eligibility hearing.	0.10	565.00	56.50
08/30/13	CA	<i>Jonathan Green</i> Review Motion and related papers to quash eligibility discovery filed by State of Michigan.	0.20	565.00	113.00
08/30/13	CA	<i>Kimberly Scott</i> Communication with K. Byrd regarding collection of MCPS custodians' documents responsive to objectors' discovery requests (.10). Communications with P. Shane regarding collection of MCPS custodian's documents (.20). Assess scope and thoroughness of identification of custodians (.80).	1.10	335.00	368.50
08/30/13	CA	<i>Phillip Shane</i> Meet with Attorney Treece to discuss collection options for email for Detroit bankruptcy subpoena response (.4); prepare report of FileSite document counts (2.6); telephone conference and email correspondence with Attorney Scott regarding same (.2).	3.20	210.00	672.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/30/13 CA *Marc Swanson* 0.20 340.00 68.00
Review of local rules and conference with J.
Green regarding same.

TOTAL 203.10 79,848.00

City Assets, Services and Revitalization

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/23/13	CASR	<i>Laura Bassett</i> [REDACTED]	0.60	275.00	165.00
07/24/13	CASR	<i>Lisa Berden</i> Additional analysis regarding proposed recreation board formation.	0.40	380.00	152.00
07/26/13	CASR	<i>Laura Bassett</i> Review nonprofit incorporation steps and IRS 501c3 form from L. Berden [REDACTED]	0.90	275.00	247.50
07/26/13	CASR	<i>Lisa Berden</i> Outline of steps for application for exempt status [REDACTED]	0.50	380.00	190.00
07/31/13	CASR	<i>Laura Bassett</i> [REDACTED]	0.80	275.00	220.00
08/02/13	CASR	<i>Todd Holleman</i> [REDACTED]	0.20	470.00	94.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/02/13	CASR	<i>Thomas Linn</i> [REDACTED]	0.50	470.00	235.00
08/05/13	CASR	<i>Laura Bassett</i> [REDACTED]	1.10	275.00	302.50
08/05/13	CASR	<i>Lisa Berden</i> Draft articles of incorporation and address issues related to formation of nonprofit corporation.	1.50	380.00	570.00
08/06/13	CASR	<i>Lisa Berden</i> Discuss name of organization options with Laura Bassett.	0.50	380.00	190.00
08/06/13	CASR	<i>Todd Holleman</i> Continue to review D. Stamper letter regarding request to expand Ambassador Bridge and attachments to same.	0.50	470.00	235.00
08/08/13	CASR	<i>R. Donald</i> [REDACTED]	0.30	200.00	60.00
08/09/13	CASR	<i>Lisa Berden</i> Revise nonprofit articles and submit for filing.	0.40	380.00	152.00
08/13/13	CASR	<i>Laura Bassett</i> [REDACTED]	0.40	275.00	110.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/14/13	CASR	Laura Bassett [REDACTED]	0.50	275.00	137.50
08/14/13	CASR	Jonathan Green Review comments on City RFP for waste disposal and impact on current contract.	0.20	565.00	113.00
08/19/13	CASR	Laura Bassett [REDACTED]	0.80	275.00	220.00
TOTAL			10.10		3393.50

Court Hearings

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/24/13	CH	Jonathan Green Preparation for hearings on confirming and extending the automatic stay (1.0); attend hearings on stay confirmation and stay extension (6.8).	7.80	565.00	4,407.00
07/24/13	CH	Stephen LaPlante Prepare for and attend the initial hearings (6.8); meet with H. Lennox post-hearing (1.0).	7.80	485.00	3,783.00
08/02/13	CH	Stephen LaPlante Prepare for and attend the hearing on 3 motions, including the motion for an order directing the appointment of a retiree committee, and the status conferences on the case in general and motion to assume a contract and approve a compromise.	6.10	485.00	2,958.50
08/21/13	CH	Jonathan Green Prepare for Omnibus Hearing.	0.40	565.00	226.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/21/13	CH	<i>Jonathan Green</i> Attend Court hearing on Syncora Motion; Motion for Relief from Automatic Stay; and meetings with Detroit team in preparation for stay hearing.	8.20	565.00	4,633.00
08/21/13	CH	<i>Stephen LaPlante</i> Prepare for and attend the hearing on the Davis motion for clarification, the emergency motion to dissolve the TRO and the motion to determine if the automatic stays of 362 and 922 apply to the casino wagering tax revenues (7.60); post-hearing meeting with UBS and others (.50).	8.10	485.00	3,928.50
08/28/13	CH	<i>Jonathan Green</i> Court appearance regarding Syncora status; ruling on Motion for Relief from Automatic Stay; and Protective Order..	2.30	565.00	1,299.50
08/28/13	CH	<i>Stephen LaPlante</i> Prepare for court and attend the hearing on the protective order, status conference on the Syncora litigation and Judge Rhodes' ruling on the application of the automatic stay to the casino tax revenues.	2.30	485.00	1,115.50
TOTAL			43.00		22,351.00

COP/SWAP Matters

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/24/13	COP	<i>Jonathan Green</i> Review Syncora Motion papers concerning preliminary hearing and discovery requests concerning settlement of SWAPs.	0.30	565.00	169.50
07/29/13	COP	<i>Jonathan Green</i> Review papers to assume and settle Forbearance and Optional Termination Agreement.	1.20	565.00	678.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

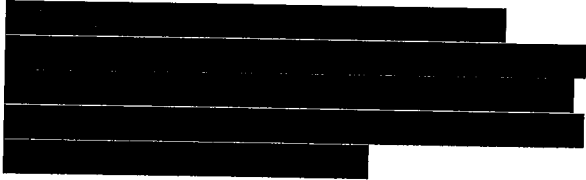
07/30/13	COP	<i>Amanda Van Dusen</i> Check Service Corporation organizational documents (.3). Email with Mike McGee regarding the same (.2).	0.50	485.00	242.50
07/31/13	COP	<i>Jonathan Green</i> Review and revise Debtor's Response to Syncora Motion for leave to conduct limited discovery regarding motion for authorization and approval of forbearance and optional termination agreement.	1.40	565.00	791.00
07/31/13	COP	<i>Stephen LaPlante</i> Call with D. Moss regarding the papers for filing in response to Syncora's request to take discovery on the swaps settlement agreement..	0.20	485.00	97.00
08/01/13	COP	<i>Jonathan Green</i> Review proposed response to Syncora's motion to conduct limited discovery in connection with swaps settlement.	0.20	565.00	113.00
08/01/13	COP	<i>Jonathan Green</i> Review DEPFA Bank's Objection to SWAPS settlement.	0.20	565.00	113.00
08/01/13	COP	<i>Jonathan Green</i> Review Syncora's Statement concerning the Assumption Motion.	0.30	565.00	169.50
08/01/13	COP	<i>Jonathan Green</i> Review proposed response to Syncora's motion for leave to conduct limited discovery regarding motion for authorization and approval of forbearance and optional termination agreement.	0.50	565.00	282.50
08/01/13	COP	<i>Jonathan Green</i> Review EEPK's Objection to SWAPS Settlement.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/01/13	COP	<i>Saul Green</i> Email City of Detroit Finance Director Cheryl Johnson regarding First Amendment to Forbearance and Optional Termination Agreement (.30). Two calls with Cheryl Johnson regarding First Amendment to Forbearance and Optional Termination Agreement (.20).	0.50	580.00	290.00
08/01/13	COP	<i>Stephen LaPlante</i> Review the motion for forbearance and optional termination agreement (.80); Syncora's motion for clarification and its statement (.80); review the city's response and the concurrences in Syncora's statement; prepare for the status conference (.80).	2.40	485.00	1,164.00
08/02/13	COP	<i>Jonathan Green</i> Review Order establishing dates for SWAPS assumption hearing.	0.10	565.00	56.50
08/08/13	COP	<i>David Massaron</i> 	0.90	325.00	292.50
08/09/13	COP	<i>Jonathan Green</i> Review Syncora's Notice of Pendency of Motion to Dissolve Temporary Restraining Order.	0.30	565.00	169.50
08/12/13	COP	<i>Jonathan Green</i> Review Syncora Scheduling Order.	0.10	565.00	56.50
08/13/13	COP	<i>Harold Bulger Jr.</i> Working on restructuring issues associated with the Debtor in possession loan and execution of Second Amendment to the Forbearance Agreement (2.00); Calls to C. Johnson and trip to Finance Dept. (.80). Email/Fed ex of executed Amendment to B. Rosenblum (.50).	3.30	435.00	1,435.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/14/13	COP	<i>Jonathan Green</i> Review Notice of Status Conference regarding Motion to Assume SWAPS Settlement Agreement.	0.10	565.00	56.50
08/15/13	COP	<i>Stephen LaPlante</i> Review objection of the Retiree Association Parties to the assumption of the executory contract and settlement and compromise of claims.	0.20	485.00	97.00
08/16/13	COP	<i>Jonathan Green</i> Review Document and Witness List for SWAPs settlement hearing.	0.20	565.00	113.00
08/16/13	COP	<i>Jonathan Green</i> Review Retired Police Members Objection to SWAPs settlement.	0.10	565.00	56.50
08/16/13	COP	<i>Jonathan Green</i> Review Assured Guaranties Objection to SWAPs settlement.	0.30	565.00	169.50
08/16/13	COP	<i>Jonathan Green</i> Review National Public Finance Guarantee Corporation's Joinder in AMBAC Objection to SWAPs settlement.	0.20	565.00	113.00
08/16/13	COP	<i>Stephen LaPlante</i> Review the Ambac Assurance objection to the swap settlement.	0.80	485.00	388.00
08/16/13	COP	<i>Stephen LaPlante</i> Review the National joinder with Ambac's objection; review correspondence.	0.20	485.00	97.00
08/16/13	COP	<i>Stephen LaPlante</i> Review Assured's joinder in the Ambac objection.	0.40	485.00	194.00
08/16/13	COP	<i>Stephen LaPlante</i> Continue to review separate objections to the swap settlement not joined to Ambac.	0.60	485.00	291.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/17/13	COP	<i>Jonathan Green</i> Review Syncora's Objection to SWAPs settlement papers.	1.10	565.00	621.50
08/17/13	COP	<i>Jonathan Green</i> Review Syncora's Witness and Document Lists.	0.10	565.00	56.50
08/17/13	COP	<i>Jonathan Green</i> Review Ambac's Objection to SWAPs settlement papers.	0.70	565.00	395.50
08/17/13	COP	<i>Jonathan Green</i> Review Ad Hoc Committee of COPs Holders' Limited Objection to SWAPs settlement papers.	0.20	565.00	113.00
08/17/13	COP	<i>Jonathan Green</i> Review Objection of Police and Fire Retirement and General Retirement Systems' Objection to SWAPs settlement.	0.30	565.00	169.50
08/17/13	COP	<i>Jonathan Green</i> Review Objection filed to SWAPs settlement by D. Sole.	0.30	565.00	169.50
08/17/13	COP	<i>Stephen LaPlante</i> Review the objection of David Sole to the swap settlement.	0.80	485.00	388.00
08/17/13	COP	<i>Stephen LaPlante</i> Review the limited objection of the ad hoc COPs holders.	0.20	485.00	97.00
08/17/13	COP	<i>Stephen LaPlante</i> Review the retirement systems' objections to the swap settlement.	0.40	485.00	194.00
08/17/13	COP	<i>Amanda Van Dusen</i> Review Assured brief/objections.	0.30	485.00	145.50
08/20/13	COP	<i>Stephen LaPlante</i> Continue to review the motion papers and objections to the motions to be heard tomorrow related to the swaps settlement.	1.80	485.00	873.00

21848786.1\088888-03812

- 58 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/21/13	COP	<i>Amanda Van Dusen</i> Emails with D. Massaron regarding insurer follow up (.1). Emails with Lennox regarding the same and timeline (.2). Emails regarding consent agreement(.1).	0.40	485.00	194.00
08/22/13	COP	<i>Jonathan Green</i> Review Second Mediation Order covering the SWAPs Settlement Agreement.	0.10	565.00	56.50
08/22/13	COP	<i>Jonathan Green</i> Review Notice of Status Conference on SWAPs settlement.	0.10	565.00	56.50
08/23/13	COP	<i>Harold Bulger Jr.</i> Working on Third Amendment to Forbearance and Optional Termination Agreement (1.00); trip to City Hall and meeting with Cheryl Johnson for execution of Third Amendment (.60); draft letter to B. Rosenblum sending Third Amendment (.20).	1.80	435.00	783.00
08/26/13	COP	<i>Jonathan Green</i> Review Syncora case law for SWAPs settlement approval litigation, and conference with C. Ball regarding same.	0.30	565.00	169.50
08/27/13	COP	<i>Jonathan Green</i> Statement of Objectors regarding length of the SWAPs settlement hearing.	0.20	565.00	113.00
08/28/13	COP	<i>Stephen LaPlante</i> Meet with the Jones Day team and B. Hertzberg to discuss the COPs and swaps, plan issues.	1.90	485.00	921.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/29/13	COP	<i>Harold Bulger Jr.</i> Preparing execution copies of Fourth Amendment to Forbearance and Optional Termination Agreement (.50); telephone calls and emails to C. Johnson and Ben Rosenblum of Jones day regarding execution of Fourth Amendment to Forbearance and Optional Termination Agreement (.50).	1.00	435.00	435.00
08/29/13	COP	<i>Jonathan Green</i> Review Order setting dates for Motion to assume SWAPs settlement.	0.10	565.00	56.50
08/30/13	COP	<i>Harold Bulger Jr.</i> POC Swaps - Forbearance Agreement -working on 4th Amendment and letter to B. Rosenblum of Jones Day.	1.00	435.00	435.00
TOTAL			28.80		14,252.50

Debt and Finance Issues

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/22/13	DFI	<i>Laura Bassett</i> [REDACTED]	0.50	275.00	137.50
07/22/13	DFI	<i>Laura Bassett</i> Conference with H. Bulger and D. Massaron regarding proposed financial legislation.	0.20	275.00	55.00
07/22/13	DFI	<i>Harold Bulger Jr.</i> [REDACTED]	2.80	435.00	1,218.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/26/13	DFI	Harold Bulger Jr. [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	1.10	435.00	478.50
07/29/13	DFI	Laura Bassett Review [REDACTED] of Home Rule City Act [REDACTED] [REDACTED]	0.80	275.00	220.00
08/02/13	DFI	Laura Bassett [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	0.70	275.00	192.50
08/06/13	DFI	Jonathan Green Review draft legislation for Debtor-In-Possession financing.	0.30	565.00	169.50
08/07/13	DFI	Harold Bulger Jr. [REDACTED] (2.50); preparation for and conference with M. McGee, D. Massaron, J. Green and S. LaPlante regarding same (1.50); conference call with C. Ball of Jones Day regarding same (.30).	4.30	435.00	1,870.50
08/07/13	DFI	Jonathan Green Meeting with Jones Day and others regarding Debtor-In-Possession, and necessary legislation.	1.20	565.00	678.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/08/13	DFI	<i>Jonathan Green</i> Phone conference with T. Hoffman regarding structure of DIP and pledging the gaming revenues, on what terms and subject to what possible limitations	0.30	565.00	169.50
08/08/13	DFI	<i>Jonathan Green</i> Analysis of Section 364(c) proposal for paying optional termination payment.	0.30	565.00	169.50
08/08/13	DFI	<i>Jonathan Green</i> Review gaming statute for use and limitations on gaming revenues.	0.40	565.00	226.00
08/08/13	DFI	<i>Jonathan Green</i> Conference call with C. Ball and D. Massaron regarding Section 364(c)(1) financing proposal.	0.20	565.00	113.00
08/08/13	DFI	<i>Stephen LaPlante</i> Telephone call with J. Green and T. Hoffmann to discuss the DIP financing structure and issues (.20); post-call discussion with J. Green (.10).	0.30	485.00	145.50
08/08/13	DFI	<i>Stephen LaPlante</i> Review the gaming revenues statute and the settlement (.40); discuss the requirements to obtain access to the gaming revenues with J. Green (.20).	0.60	485.00	291.00
08/08/13	DFI	<i>Stephen LaPlante</i> Update from J. Green on telephone call with the public finance team and C. Ball of Jones Day regarding DIP and takeout financing.	0.20	485.00	97.00
08/09/13	DFI	<i>Laura Bassett</i> Conference with H. Bulger regarding [REDACTED] of Home Rule City Act [REDACTED] and DIP financing.	0.20	275.00	55.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/09/13	DFI	<i>Harold Bulger Jr.</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED]	5.30	435.00	2,305.50
08/09/13	DFI	<i>Jonathan Green</i> Review dismissal consequences for Debtor-In-Possession financing proposal.	0.20	565.00	113.00
08/09/13	DFI	<i>Jonathan Green</i> Review other collateral arrangements for the Debtor-In-Possession loan.	0.60	565.00	339.00
08/09/13	DFI	<i>Jonathan Green</i> [REDACTED] [REDACTED] [REDACTED]	0.30	565.00	169.50
08/09/13	DFI	<i>Jonathan Green</i> Review and consideration of Debtor-In-Possession security issues, and structure from public law standpoint.	0.70	565.00	395.50
08/09/13	DFI	<i>Jonathan Green</i> Review August 9, 2013 draft of Debtor-In-Possession Term Sheet.	0.20	565.00	113.00
08/09/13	DFI	<i>Jonathan Green</i> Review timing of authorization for Debtor-In-Possession under requirements of Act 436.	0.10	565.00	56.50
08/09/13	DFI	<i>Stephen LaPlante</i> Correspondence regarding the use of an account at the DIP lender as part of the DIP financing structure.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

Invoice # 1224447

July 18, 2013

08/10/13	DFI	<i>Stephen LaPlante</i> Continue to correspond on DIP financing issues and telephone call with J. Green to discuss section 903 applicability.	0.40	485.00	194.00
08/10/13	DFI	<i>David Massaron</i> Term sheet review for DIP financing (1.40). Research regarding lien granting for DIP financing (2.00). Comment on same (.60). Meeting with Amanda Van Dusen regarding same (.40).	4.40	325.00	1,430.00
08/10/13	DFI	<i>Amanda Van Dusen</i> Respond to emails regarding Emergency Loan Board liens and pledge.	0.30	485.00	145.50
08/10/13	DFI	<i>Amanda Van Dusen</i> [REDACTED]	0.20	485.00	97.00
08/10/13	DFI	<i>Amanda Van Dusen</i> Review emails from Jones Day regarding ELB loan structure.	0.20	485.00	97.00
08/12/13	DFI	<i>Jonathan Green</i> Research interplay between Section 903 and Section 364 (.90); and Memorandum regarding same (.30).	1.20	565.00	678.00
08/12/13	DFI	<i>Jonathan Green</i> Review and revise proposed Debtor-In-Possession Term Sheet.	0.40	565.00	226.00
08/12/13	DFI	<i>Jonathan Green</i> Conference with A. Van Dusen regarding Debtor-In-Possession financing; and treatment of Administrative Expense Claim.	0.30	565.00	169.50
08/12/13	DFI	<i>Amanda Van Dusen</i> Review DIP term sheet (.40). Conference with Jon Green, Mike McGee, Dave Massaron regarding the same (.10).	0.50	485.00	242.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/13/13	DFI	<i>Jonathan Green</i> [REDACTED] [REDACTED]	0.80	565.00	452.00
08/13/13	DFI	<i>Jonathan Green</i> [REDACTED] [REDACTED]	0.30	565.00	169.50
08/13/13	DFI	<i>Amanda Van Dusen</i> Conference with Mike McGee, Mr. Green, Dave Massaron regarding possible super priority of lien on casino revenues for DIP loan.	0.20	485.00	97.00
08/14/13	DFI	<i>Laura Bassett</i> [REDACTED] [REDACTED]	0.20	275.00	55.00
08/14/13	DFI	<i>Harold Bulger Jr.</i> Working on Debtor in Possession Financing issues with respect to Amendments to HRCA Section 36a (1.00); conference with L. Bassett regarding same (.20); researching legislative history on Gaming Act Sec. 12 purposes (.90).	2.10	435.00	913.50
08/14/13	DFI	<i>Amanda Van Dusen</i> Emails Massaron regarding DIP security.	0.30	485.00	145.50
08/15/13	DFI	<i>Harold Bulger Jr.</i> [REDACTED] [REDACTED]	1.20	435.00	522.00
08/15/13	DFI	<i>Jonathan Green</i> Phone conference with B. Bennett regarding structure of proposed Debtor-In-Possession financing; and follow-up research.	0.70	565.00	395.50
08/15/13	DFI	<i>Jonathan Green</i> Review revised Debtor-In-Possession Term Sheet.	0.40	565.00	226.00
08/15/13	DFI	<i>Stephen LaPlante</i> Review the DIP financing term sheet.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/16/13	DFI	<i>Lisa Berden</i> [REDACTED]	2.50	380.00	950.00
08/16/13	DFI	<i>Jonathan Green</i> Review and revise the Debtor-in-Possession Financing term sheet that the City prepared for solicitation and negotiations of dip proposals	0.80	565.00	452.00
08/16/13	DFI	<i>Jonathan Green</i> Review the first Order concerning facilitative mediation.	0.10	565.00	56.50
08/16/13	DFI	<i>Jonathan Green</i> Review J Doak of Miller Buckfire's comments on the Debtor-In-Possession Financing Term Sheet.	0.10	565.00	56.50
08/16/13	DFI	<i>Jonathan Green</i> Phone conference with H. Lennox regarding Debtor-In-Possession concerns.	0.20	565.00	113.00
08/16/13	DFI	<i>Jonathan Green</i> Revision of comments to proposed Debtor-In-Possession Financing solicitation.	0.30	565.00	169.50
08/16/13	DFI	<i>Jonathan Green</i> Conference with D. Massaron regarding state law issues with Debtor-In-Possession structure.	0.20	565.00	113.00
08/16/13	DFI	<i>Jonathan Green</i> Review comments to Debtor-In-Possession Financing structure.	0.30	565.00	169.50
08/16/13	DFI	<i>Jonathan Green</i> Meeting with A. Van Dusen regarding Michigan law questions concerning proposed Debtor-In-Possession.	0.40	565.00	226.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/16/13	DFI	<i>Jonathan Green</i> Review Miller Buckfire comments to proposed Debtor-In-Possession Term Sheet.	0.10	565.00	56.50
08/16/13	DFI	<i>Stephen LaPlante</i> Review the proposed comments to the DIP term sheet and discuss with J. Green.	0.20	485.00	97.00
08/16/13	DFI	<i>Amanda Van Dusen</i> Conference with Green (.20). [REDACTED] [REDACTED]	0.40	485.00	194.00
08/18/13	DFI	<i>Jonathan Green</i> Review and revise revised Debtor-In-Possession Term Sheet.	0.50	565.00	282.50
08/18/13	DFI	<i>Jonathan Green</i> Review legal basis for modifying obligations of Obligor on Bonds.	0.20	565.00	113.00
08/19/13	DFI	<i>Jonathan Green</i> Review revised Term Sheet for discussion with Monolines.	0.40	565.00	226.00
08/19/13	DFI	<i>Jonathan Green</i> Review and revise draft dated August 18, 2013 of Debtor-In-Possession Term Sheet.	0.20	565.00	113.00
08/19/13	DFI	<i>Jonathan Green</i> Review K. Buckfire and C. Ball comments on proposed Debtor-In-Possession Term Sheet.	0.10	565.00	56.50
08/19/13	DFI	<i>Jonathan Green</i> Review Debtor-In-Possession financing Time Table.	0.10	565.00	56.50
08/19/13	DFI	<i>David Massaron</i> Review 36a and Shared Credit Rating Act (.10). Review schedule (.10). Email to group on the same (.10).	0.30	325.00	97.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/19/13	DFI	<i>Amanda Van Dusen</i> Review objections to Swap settlement.	2.00	485.00	970.00
08/20/13	DFI	<i>David Massaron</i> Review emails from Jones Day regarding outstanding lien priority issues with proposed DIP financing (.20). Telephone call with T. Saxon of Treasury on outstanding lien priority issues with DIP financing (.2).	0.40	325.00	130.00
08/21/13	DFI	<i>Harold Bulger Jr.</i> Preparation for and conference call with K. Buckfire, T. Saxton, JD Attorneys and D. Massaron, S. Mays on Debtor in possession financing term sheet, legislation and schedule (2.0);	2.00	435.00	870.00
08/21/13	DFI	<i>Jonathan Green</i> Review Post-Petition Debtor-In-Possession financing materials.	0.30	565.00	169.50
08/21/13	DFI	<i>Steven Mann</i> Telephone conversation with Tim Hoffman regarding collection and submission of property taxes for other taxing units (0.10); review of pertinent provisions of General Property Tax Act and related caselaw (1.10); email to Tim Hoffman regarding findings and analysis (0.30).	1.50	325.00	487.50
08/22/13	DFI	<i>Jonathan Green</i> Review proposed Debtor-In-Possession Term Sheet and Debtor-In-Possession related financing materials and cash flows.	0.40	565.00	226.00
08/22/13	DFI	<i>David Massaron</i> [REDACTED]	1.10	325.00	357.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/23/13	DFI	<i>Harold Bulger Jr.</i> Reviewing revised Term Sheet for DIP loan (1.10); reviewing AMBAC's Brief in opposition to Assumption of Forbearance and Optional Termination Agreement (.50).	1.60	435.00	696.00
08/27/13	DFI	<i>Jonathan Green</i> Review status of Debtor-In-Possession Term Sheet, and proposal.	0.20	565.00	113.00
08/27/13	DFI	<i>Amanda Van Dusen</i> [REDACTED]	1.80	485.00	873.00
08/28/13	DFI	<i>Jonathan Green</i> Review Order regarding Casino revenues, and automatic stay.	0.10	565.00	56.50
08/29/13	DFI	<i>Harold Bulger Jr.</i> [REDACTED]	2.70	435.00	1,174.50
08/31/13	DFI	<i>Jonathan Green</i> Review Debtor-In-Possession Solicitation Materials, including Term Sheet and Letter of Introduction.	0.30	565.00	169.50
			TOTAL	58.10	26,119.00

Fees and Fee Examiner

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/25/13	FE	<i>Jonathan Green</i> Review proposal of Godfrey Firm regarding Fee Examiner process.	0.20	565.00	113.00
07/30/13	FE	<i>Jonathan Green</i> Review comment of Retired Police and Firefighters to Fee Examiner proposal.	0.20	565.00	113.00

21848786.1\088888-03812

- 69 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/09/13	FE	<i>Jonathan Green</i> Conference with E. Hayes regarding Fee Examiner recommendation.	0.10	565.00	56.50
08/09/13	FE	<i>Jonathan Green</i> Review Order regarding Fee Examiner comments.	0.10	565.00	56.50
08/09/13	FE	<i>Jonathan Green</i> Phone conference with H. Lennox regarding billing process, and Fee Examiner.	0.30	565.00	169.50
08/13/13	FE	<i>Jonathan Green</i> Conference with J. Ellman regarding billing procedures, and Fee Examiner.	0.40	565.00	226.00
08/19/13	FE	<i>Jonathan Green</i> Review Order Appointing Fee Examiner.	0.20	565.00	113.00
08/20/13	FE	<i>Jonathan Green</i> Phone conference with J. Ellman regarding proposed process for Fee Examiner.	0.40	565.00	226.00
08/21/13	FE	<i>Harold Bulger Jr.</i> Revising work in progress reports tracking all workstreams for restructuring work and incorporating the Jones Day format to coordinate bankruptcy fee reports.	3.00	435.00	1,305.00
08/30/13	FE	<i>Jonathan Green</i> Review Notice of Proposed Fee Review Order, and proposed Fee Review Order.	0.30	565.00	169.50
08/30/13	FE	<i>Jonathan Green</i> Conference with H. Lennox regarding proposed Fee Examiner Order.	0.10	565.00	56.50
08/30/13	FE	<i>Jonathan Green</i> Review J. Ellman summary of new billing procedures.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/31/13	FE	<i>Harold Bulger Jr.</i> Reviewing Fee Examiners Order for procedures and requirements for billing post-petition and firm's proposed billing categories.	0.80	435.00	348.00
TOTAL			6.20		3,009.00

General Litigation

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/18/13	GL	<i>Jonathan Green</i> Review TRO (.20), options to address (1.0); phone conference with H. Lennox regarding same (.20).	1.40	565.00	791.00
07/18/13	GL	<i>Michael Hartmann</i> Calls to Kim Scott regarding same regarding removal of Ingham County actions.	0.40	520.00	208.00
07/18/13	GL	<i>Michael Hartmann</i> Multiple calls with Kim Scott and Goeff Stewart regarding removal of Ingham County actions.	1.80	520.00	936.00
07/18/13	GL	<i>Stephen LaPlante</i> Review the TRO and preliminary injunctions and consider the extent of the stay and removal at the request of litigation counsel (0.4); review first day papers, including the petition and the statement of qualifications under section 109 (0.8).	1.20	485.00	582.00
07/18/13	GL	<i>Kimberly Scott</i> Assess strategy and status of various cases filed in Ingham County Circuit Court relating to the bankruptcy petition.	1.60	335.00	536.00
07/19/13	GL	<i>Jonathan Green</i> Review Notices of Suggestions of Bankruptcy for the 3 Pension suits.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	GL	<i>Jonathan Green</i> Review Suggestion of Bankruptcy Notices for State Court litigation.	0.20	565.00	113.00
07/19/13	GL	<i>Jonathan Green</i> Review status of State Court filings.	0.10	565.00	56.50
07/19/13	GL	<i>Michael Hartmann</i> Calls to Scott regarding pleadings to effect removal (1.0). Calls to diPompeo and Stewart of Jones Day regarding status of removal pleadings (.7).	1.70	520.00	884.00
07/19/13	GL	<i>Michael Hartmann</i> Discussions with Scott and Stewart regarding the legal effect of the Judgment entered by Ingham Circuit Court Judge.	0.50	520.00	260.00
07/19/13	GL	<i>Michael Hartmann</i> Research removal issues.	0.50	520.00	260.00
07/19/13	GL	<i>Michael Hartmann</i> Review notices of pendency of bankruptcy in Ingham County actions (.6). Calls and e-mails from Stewart regarding filing notices of pendency of bankruptcy in Ingham County actions (.5).	1.10	520.00	572.00
07/19/13	GL	<i>Irene Hathaway</i> (City of Detroit) Telephone conference from Judge Thomas regarding payment issues.	0.20	495.00	99.00
07/19/13	GL	<i>Stephen LaPlante</i> Continue to review the legal papers filed and orders entered in the Ingham County suits (Webster and Flowers plaintiffs and Retiree Systems suit against the State and governor) (0.4) and correspond with H. Lennox regarding these suits (0.1).	0.50	485.00	242.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	GL	<i>Stephen LaPlante</i> Correspond with H. Lennox regarding the notices of pendancy (.20); review the notices and correspond with M. Hartmann and J. Green regarding filing them in the 30th Circuit Court (.30).	0.50	485.00	242.50
07/19/13	GL	<i>Stephen LaPlante</i> Calls with H. Lennox and K. Scott (.20); review and revise the notices of pendancy (.20).	0.40	485.00	194.00
07/19/13	GL	<i>Stephen LaPlante</i> Review the Federal Rules of Bankruptcy Procedure, Local Rules for the Western District and Eastern District of Michigan regarding removal of the suits in Ingham County (.70) and discuss with H. Lennox and J. Green (.30).	1.00	485.00	485.00
07/19/13	GL	<i>Jaclyn Levine</i> Telephone conferences and emails with K. Scott regarding filing notices of bankruptcy in pension cases filed in Ingham Circuit Court (.20). Arranged for filing of notices of bankruptcy and notices of appearance in Ingham Circuit Court (.20). Telephone conference with K. Scott regarding potential filing in Western District of Michigan (.20).	0.50	325.00	162.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	GL	<i>Kimberly Scott</i>	5.40	335.00	1,809.00
----------	----	-----------------------	------	--------	----------

Edit Notice of Suggestion of Pendency of Bankruptcy and Application of the Automatic Stay in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.20); edit Notice of Suggestion of Pendency of Bankruptcy and Application of the Automatic Stay in Webster v. State of Michigan (Ingham County Circuit Court) (0.10); edit Notice of Suggestion of Pendency of Bankruptcy and Application of the Automatic Stay in Flowers v. Snyder (Ingham County Circuit Court) (0.10);supervise filing of Notice of Suggestion of Pendency of Bankruptcy and Application of the Automatic Stay in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); supervise filing of Notice of Suggestion of Pendency of Bankruptcy and Application of the Automatic Stay in Webster v. State of Michigan (Ingham County Circuit Court) (0.10); supervise filing of Notice of Suggestion of Pendency of Bankruptcy and Application of the Automatic Stay in Flowers v. Snyder (Ingham County Circuit Court) (0.10); edit Notice of Removal to be filed in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.60); make preparations for filing of Notice of Removal to be filed in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); edit Motion to Transfer Venue to be filed in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) which will be attached to Notice of Removal to be filed in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.90); edit Notice of Removal to be filed in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.80); make preparations for filing of Motion to Transfer Venue to be filed in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); prepare Notice of Appearance in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); supervise filing of Notice of Appearance The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10).

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/20/13	GL	<i>Jonathan Green</i> Review status of State Court litigation, and adjournment request.	0.20	565.00	113.00
07/20/13	GL	<i>Michael Hartmann</i> Review e-mails on removal, motion to adjourn and motion to transfer (.3). Review draft pleadings on motion to transfer (1.0). Call with Scott regarding motion to adjourn and transfer (.2).	1.50	520.00	780.00
07/20/13	GL	<i>Stephen LaPlante</i> Review correspondence from K. Scott regarding the appeal by the AG.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/20/13	GL	<i>Kimberly Scott</i> Assess complaint filed in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (1.1); assess complaint filed in Webster v. State of Michigan (Ingham County Circuit Court) (0.10); assess complaint filed in Flowers v. Snyder (Ingham County Circuit Court) (0.10); assess plaintiff's motion to adjourn hearing on preliminary injunction The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); assess plaintiff's motion for temporary restraining order and preliminary injunction in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.90); assess 7/18/2013 hearing transcript in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.20); assess orders issued in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.20); assess scheduling order issued in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); research proper methods for filing and service of Motion to Transfer Venue to be filed in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.40); make preparations for service of Motion to Transfer Venue to be filed in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.20).	4.10	335.00	1,373.50
07/21/13	GL	<i>Jonathan Green</i> Review Notice of Removal of Retirement Systems State Court action against K. Orr and others.	0.30	565.00	169.50
07/21/13	GL	<i>Michael Hartmann</i> Conference call with Jones Day lawyers with regard to removal and motion to transfer.	0.30	520.00	156.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/21/13	GL	<i>Michael Hartmann</i> E-mails to Scott regarding status of removal papers.	0.20	520.00	104.00
07/21/13	GL	<i>Stephen LaPlante</i> Discuss with J. Green a proposal on the 2 stays to improve the city's chances on appeal.	0.30	485.00	145.50
07/21/13	GL	<i>Stephen LaPlante</i> Review correspondence regarding the appeals by the state and removal of the K. Orr case.	0.20	485.00	97.00
07/21/13	GL	<i>Jaclyn Levine</i> Telephone conferences with K. Scott to coordinate filing notices of removal in federal court and state court for pension actions (.3). Telephone conferences with K. Scott to coordinate motion to transfer venue in federal court (.3) Emails to and from K. Scott concerning copies of papers filed by AG in appeal to Court of Appeals from the Ingham Circuit Court (.4).	1.00	325.00	325.00
07/21/13	GL	<i>Kimberly Scott</i> Assess, edit, prepare for filing motions and notices for filing in Ingham County Circuit Court and W.D. Michigan: Notice of Removal (federal); Notice of Removal (state); Notice of Filing of Notice of Removal (federal); Motion to Transfer Venue (7.30). Communications with litigation team regarding strategy (1.10).	8.40	335.00	2,814.00
07/22/13	GL	<i>Michael Hartmann</i> Review newspaper coverage on state claim (.4). E-mail to Stewart regarding briefing in state court action (.3). Call with Scott regarding brief in State court (.6).	1.30	520.00	676.00
07/22/13	GL	<i>Michael Hartmann</i> Calls and emails to Stewart regarding how to respond to press inquires.	0.40	520.00	208.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/22/13	GL	<i>Michael Hartmann</i> Call from Devlin of AG office.	0.30	520.00	156.00
07/22/13	GL	<i>Michael Hartmann</i> Multiple calls to Scott and Levine regarding removal.	0.80	520.00	416.00
07/22/13	GL	<i>Stephen LaPlante</i> Meet with M. Hartmann on the removal and today's hearing held by the judge in Ingham County.	0.40	485.00	194.00
07/22/13	GL	<i>Jaclyn Levine</i> Finalized filing of notice of removal in Ingham Circuit Court (.50). Arranged for filing of notice of removal in Ingham Circuit Court (.50). Went to Court of Appeals Clerk's office to obtain copies of documents filed by AG in appeals from Ingham Circuit Court (1.50). Multiple telephone calls with K. Scott and M. Hartmann regarding filing notices of removal in Ingham Circuit Court and obtaining copies of documents in pension cases from Court of Appeals (.50). Emails to and from K. Scott and M. Hartmann regarding filing notices of removal in Ingham Circuit Court and obtaining copies of documents in pension cases from Court of Appeals (.50). Work with Court of Appeals Clerk's office staff to obtain copies of documents filed in the 4 separate but related appeals in the Detroit pension (1).	4.50	325.00	1,462.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/22/13	GL	<i>Kimberly Scott</i>	5.10	335.00	1,708.50
<p>Finalize Motion to Transfer Venue and Brief in Support of the Motion filed in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (1.60); Finalize Notice of Removal filed in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.20); Finalize Notice of Removal filed in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); Draft Notice of Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.20); Assess Notice of Case Assignment in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess letter from clerk to B. Devlin regarding mandatory electronic filing in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess letter from clerk to T. Quasarano regarding mandatory electronic filing in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess notice from court regarding notification that court mailed to the parties the City's Notice of Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess notice from court regarding filing fee for Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess notice from court regarding proof of service of Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess order for expedited briefing schedule entered in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.10); Assess attorney appearance of S. Gallagher on behalf of plaintiffs in response to Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess attorney appearance of R. King on behalf of plaintiffs in response to Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess attorney appearance of A. Matthews on behalf of plaintiffs in response to Filing of Notice of Removal in The General Retirement System of the City of Detroit v. Orr (Western District of Michigan) (0.10); Assess objection filed by PFRS and GRS In re City of Detroit, Michigan (Eastern District of Michigan) (0.60); Assess the Attorney General's claim of appeal filing in The General Retirement System of the City of Detroit v. Orr (Ingham County Circuit Court) (0.70)</p>					

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/23/13	GL	<i>Jonathan Green</i> Review Order to Respond to Motion to Transfer Venue of GRS and PFRS State Court litigation.	0.10	565.00	56.50
07/23/13	GL	<i>Jaclyn Levine</i> Work with K. Scott and Lansing staff to obtain additional court materials (.30). Email to C. Smith with links for additional documents from COA when available (.20).	0.50	325.00	162.50
07/24/13	GL	<i>Kimberly Scott</i> Assist with preparation of summary demonstrative showing the status of court proceedings related to the Ingham County Circuit Court and W.D. of Michigan cases for use at bankruptcy hearing (1.30)	3.40	335.00	1,139.00
07/25/13	GL	<i>Jaclyn Levine</i> Emails from and to C. Smith at the Court of Appeals regarding additional briefs and documents filed by the parties in 4 separated but related appeals involving the Detroit pension cases.	0.10	325.00	32.50
07/29/13	GL	<i>Jonathan Green</i> Conference with L. Rochkind regarding Ingham County Circuit Court hearing, and stay.	0.20	565.00	113.00
07/29/13	GL	<i>Jonathan Green</i> Review Order Transferring Venue of Ingham County Litigation to Eastern District.	0.10	565.00	56.50
07/29/13	GL	<i>Jaclyn Levine</i> Emails from and to C. Smith at COA regarding additional documents.	0.10	325.00	32.50
07/29/13	GL	<i>Kimberly Scott</i> Prepare for filing notice of stay (.60). Communications with litigation team regarding status of cases filed in Ingham County Circuit Court and W.D. Michigan (.30).	0.90	335.00	301.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/30/13	GL	<i>Jaclyn Levine</i> Emails from and to C. Smith at the Court of Appeals regarding additional briefs and documents filed by the parties in 4 separate but related appeals involving the Detroit pension cases.	0.10	325.00	32.50
07/30/13	GL	<i>Kimberly Scott</i> Communications with co-counsel (.60) and court (.10) regarding filings made in the E.D. Michigan and W.D. Michigan actions.	0.70	335.00	234.50
08/05/13	GL	<i>Irene Hathaway</i> Telephone conference to Mr. Palmer regarding Judge Edwards.	0.20	495.00	99.00
08/06/13	GL	<i>Matthew Allen</i> [REDACTED]	0.30	405.00	121.50
08/06/13	GL	<i>Irene Hathaway</i> (City of Detroit regarding: City Council v. Bing) Email and telephone conference from facilitator Thomas (.20); Draft email to Facilitator (.40); Telephone conference with R. Palmer regarding conference with Facilitator (.20).	0.80	495.00	396.00
08/07/13	GL	<i>Jonathan Green</i> Review remand of GRS action back in Ingham County Circuit Court.	0.20	565.00	113.00
08/07/13	GL	<i>Michael Hartmann</i> Review Borman order to remand (.1). Call Scott to discuss what to do about Borman order to remand (.2)..	0.30	520.00	156.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/07/13	GL	<i>Kimberly Scott</i> Communications with co-counsel (.10) and M. Hartmann (.10) regarding Judge Borman's remand of GRS v. Orr to Ingham County Circuit Court.	0.20	335.00	67.00
08/14/13	GL	<i>Irene Hathaway</i> Draft memo regarding assigned claims under Michigan No- Fault priorities in light of the City's bankruptcy, determine whether there was any precedent, explain how the State No-Fault Assigned claims worked, and applicability to pending claims against the City and if the fund could take over any of the City's no-fault liability. To do that I reviewed the no-fault statute, the assigned claims statute and all cases on point, as well as the plan for payments to insureds when an insurer goes bankrupt.	3.30	495.00	1,633.50
08/30/13	GL	<i>Irene Hathaway</i> Review No-Fault statute, the assigned claims statute and all cases on point, as well as the plan for payments to insureds when an insurer goes bankrupt.	0.60	495.00	297.00
08/30/13	GL	<i>Irene Hathaway</i> (City - Bankruptcy - Restructuring) Telephone conference to Jones Day regarding Assigned claims liability issue.	0.10	495.00	49.50
		TOTAL	60.90		24,635.00

Labor and Employment

Date	Task	Timekeeper/Description	Hours	Rate	Amount
08/06/13	LE	<i>Saul Green</i> Review documents and information from the City of Detroit AG and IG regarding the General Retirement System and the Police and Fire Retirement System.	0.50	580.00	290.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/07/13	LE	<i>M. Shahid</i> Worked on revising City Employment Terms Document for Detroit Fire Fighters (promotional chart and organizational restructuring documents, worked on job description restructuring summaries.) (3.8). Work on revision to same (.90).	4.70	290.00	1,363.00
08/09/13	LE	<i>M. Shahid</i> Worked on revising DFFA CET, promotional chart and organizational restructuring documents and job description restructuring summaries.	7.00	290.00	2,030.00
08/09/13	LE	<i>John Willems</i> Edit Organization and workflow charts; edit CET and work rules in preparation for meeting with Jones Day, Conway McKenzie and Fire Department representatives regarding restructuring of Fire Department.	6.30	395.00	2,488.50
08/11/13	LE	<i>M. Shahid</i> Worked on revising DFFA CET, worked on promotional chart and organizational restructuring documents, worked on job description restructuring summaries	8.00	290.00	2,320.00
08/11/13	LE	<i>John Willems</i> Continue to edit Organization and workflow charts; edit CET and work rules in preparation for meeting with Jones Day, Conway McKenzie and Fire Department representatives regarding restructuring of Fire Department.	7.00	395.00	2,765.00
08/12/13	LE	<i>Michael Brennan</i> Preparation of chart tracking Miller Canfield and Detroit Fire Department revisions to job descriptions, correlated with revisions submitted by the Detroit Fire Marshall and Detroit Human Resources department.	3.50	240.00	840.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/12/13	LE	<i>M. Shahid</i>	3.00	290.00	870.00
Worked on promotional chart, organizational restructuring documents and job description restructuring summaries for Detroit Fire Department (DFD).					
08/12/13	LE	<i>M. Shahid</i>	5.00	290.00	1,450.00
Worked on revising Detroit Fire Fighters Association (DFFA) City Employment Terms, including promotional chart, organizational restructuring documents, and job description restructuring summaries.					
08/12/13	LE	<i>John Willems</i>	12.00	395.00	4,740.00
Continue to edit Organization and workflow charts; edit CET and work rules in preparation for meeting with Jones Day, Conway McKenzie and Fire Department representatives regarding restructuring of Fire Department.					
08/13/13	LE	<i>M. Shahid</i>	8.00	290.00	2,320.00
Worked on revising DFFA CET, including promotional chart, organizational restructuring documents and job description restructuring summaries.					
08/13/13	LE	<i>John Willems</i>	7.50	395.00	2,962.50
Further edit of CET and work rules and compiling workflow and organization chart information and job specifications (1.5); draft cover memo in preparation for meeting with Jones Day, Conway McKenzie and Fire Department representatives regarding restructuring of Fire Department (6.0).					
			TOTAL	72.50	24,439.00

Legislative Matters

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/19/13	LM	<i>Thomas Linn</i>	1.00	470.00	470.00
<div style="background-color: black; width: 100%; height: 20px; margin-top: 5px;"></div>					

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/19/13	LM	<i>Jerry Rupley</i> Emails regarding legislation for secured [REDACTED]	0.30	465.00	139.50
08/07/13	LM	<i>Jonathan Green</i> Review and revise proposed Financial Recovery Bill Amendments for financings.	1.80	565.00	1,017.00
08/07/13	LM	<i>Stephen LaPlante</i> Review the proposed legislation; discuss with J. Green; review the financing provisions (1.00); pre-meet with the Public Law attorneys; meet with C. Ball of Jones Day with our Public Law group (1.20).	2.20	485.00	1,067.00
08/07/13	LM	<i>David Massaron</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED]	3.80	325.00	1,235.00
08/08/13	LM	<i>Laura Bassett</i> [REDACTED] [REDACTED] [REDACTED]	2.80	275.00	770.00
08/08/13	LM	<i>Harold Bulger Jr.</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	5.70	435.00	2,479.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/08/13	LM	<i>Jonathan Green</i> Reviewed proposed legislation for Debtor-In-Possession; and revision of language to assist in implementing the DIP and drafted and revised language; to be included.	0.70	565.00	395.50
08/08/13	LM	<i>Jonathan Green</i> Continue to review and revise proposed legislation for Debtor-In-Possession.	1.60	565.00	904.00
08/08/13	LM	<i>Stephen LaPlante</i> Telephone call with D. Massaron and J. Green regarding the proposed revisions to the home rule city statute.	0.20	485.00	97.00
08/08/13	LM	<i>Stephen LaPlante</i> [REDACTED] [REDACTED] (.20) and discuss with J. Green regarding DIP financing (.20).	0.40	485.00	194.00
08/08/13	LM	<i>Jerry Rupley</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	1.00	465.00	465.00
08/09/13	LM	<i>Jerry Rupley</i> [REDACTED] [REDACTED] [REDACTED]	1.00	465.00	465.00
08/09/13	LM	<i>Amanda Van Dusen</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED]	1.00	485.00	485.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/13/13	LM	<i>Jerry Rupley</i>	0.30	465.00	139.50
		Conference with David Massaron regarding legislation providing security for DIP financing			
		TOTAL	23.80		10,323.00

Pension and OPEB Matters

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/18/13	OPEB	<i>Kenneth Sachs</i> Review court filings concerning 13th checks paid by pension funds to retirees (.4); review Pension Taskforce memorandums regarding efforts to cease said 13th check payments (.5); Conference with S. Griffen to discuss pension obligations and related governance concerns (.4)	1.30	340.00	442.00
07/19/13	OPEB	<i>Kenneth Sachs</i> Conference with Jones Day and discuss status of retirement plans post bankruptcy filings (1.00); prepare for meeting on Monday, July 23, 2013 (.40).	1.40	340.00	476.00
07/20/13	OPEB	<i>Michelle Crockett</i> Review and analysis of pension documents provided by pension systems in an effort to identify meeting minutes and discussion of funding for both systems and the valuation associated with them.	5.00	350.00	1,750.00
07/22/13	OPEB	<i>Kenneth Sachs</i> Research retirement plan provisions and related ordinance as to the freeze of service from February 1, 2013 - January 31, 2014 (0.50); Pension Task Force Call (1.10) and follow-up call with S. Griffen as to freeze of benefits accruals (0.30).	1.90	340.00	646.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/22/13	OPEB	<i>M. Shahid</i> Worked on research memos regarding status of CBAs and CETs in bankruptcy and federal preemption of Michigan constitutional protection of pension benefits.	7.00	290.00	2,030.00
07/23/13	OPEB	<i>Kenneth Sachs</i> Review 2013 Ordinance freezing accruals (1.00). Telephone calls to L. Satchel to discuss pension freeze ordinances (.40). Research status of plan documents (.30). Conference with S. Griffen and M. Riel to discuss Pension Task Force items (.70).	2.40	340.00	816.00
07/24/13	OPEB	<i>Kenneth Sachs</i> Preparation for and Pension Task Force Meeting (1.10), Calls to L. Satchel to discuss pension freeze ordinances and City Council actions (.30). Review materials regarding 1998 defined contribution plan and Code Section 457(b) plan (.50); review Jones Day memorandum concerning pension board administrative concerns (.70). Review private letter ruling as to 1998 defined contribution plan (.50).	3.10	340.00	1,054.00
07/24/13	OPEB	<i>Kenneth Sachs</i> Conference with A. Van Dusen to discuss enactment of pension legislation (.70). Review publication of January 2013 ordinance revisions (pension freeze) (.30).	1.00	340.00	340.00
07/24/13	OPEB	<i>Amanda Van Dusen</i> Telephone calls, emails with Ken Sachs regarding City's ordinance procedures and publication (.30). Emails with Syvette Donald and Harold Bulger regarding the same (.20). Review Charter regarding the same (.80).	1.30	485.00	630.50
07/25/13	OPEB	<i>Stefanie Georges</i> Searched for a publication of pension ordinance.	0.30	175.00	52.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/25/13	OPEB	<i>Kenneth Sachs</i> Email and telephone calls to L. Satchel to discuss pension ordinances and City Council actions (.50). Conference with L. Satchel to discuss defined contribution plans (.50). Review and research annuity savings funds and 13th checks (.60). Review ordinance freezing benefits from February 1, 2013 to January 31, 2014 (.40).	2.00	340.00	680.00
07/25/13	OPEB	<i>Kenneth Sachs</i> Conference with S. Griffen and M. Riel to discuss pension plans and related outstanding concerns as to the ordinance freezing benefits (1.00). Review proposed summary draft prepared by M. Riel (.30).	1.30	340.00	442.00
07/26/13	OPEB	<i>Kenneth Sachs</i> Review memorandum from Jones Day as to pension documents (.60) Calls to C. Johnson to discuss defined contribution plans (.20). Review Attorney General Opinions as to State of Michigan obligations concerning bankrupt pension systems (.50). Conference with M. Crockett as to EM's power to subpoena and obtain financial information (.30). Review prior memorandum concerning EM powers (.20).	1.80	340.00	612.00
07/27/13	OPEB	<i>Kenneth Sachs</i> Review materials regarding pension plan and constitutionality of pension reductions.	0.60	340.00	204.00
07/28/13	OPEB	<i>Kenneth Sachs</i> Review Milliman materials as to "run out of funds" and related materials (.70). Prepare for meeting with K. Wilson to discuss pension documents (.30).	1.00	340.00	340.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/29/13	OPEB	<i>Saul Green</i> Discussion with Ken Sachs regarding the Inspector General and Auditor General investigations of the pension systems (.10). Review restructuring documents regarding the Inspector General and Auditor General investigations of the pension systems and the Milliman DGRS and DPFRS Annuity Savings Account Examples (.60).	0.70	580.00	406.00
07/29/13	OPEB	<i>Kenneth Sachs</i> Review pension materials from K. Wilson concerning prior union and city pension negotiations and arbitrations (.50). Conference with C. Moore, K. Wilson and City of Inspector General (3.80). Review materials from K. Wilson concerning prior union and city pension negotiations and arbitrations (.30).	4.60	340.00	1,564.00
07/30/13	OPEB	<i>Kalman Goren</i> Conference with Ken Sachs regarding Ken Wilson meeting.	0.30	465.00	139.50
07/30/13	OPEB	<i>Saul Green</i> Discussion with Ken Sachs regarding the Ken Wilson presentation of the pension systems and next steps to obtain documentation.	0.40	580.00	232.00
07/30/13	OPEB	<i>Kenneth Sachs</i> Conference with C. Moore to discuss K. Wilson and related documents (1.00). Review documents from K. Wilson as to pension benefits (.80). Review 2001 correspondence concerning PFRS 13th checks (.50). Conference with M. Riel and S. Griffin to discuss pension-related matters and summary of conversation with K. Wilson (.40) Conference with S. Green regarding City of Detroit inspector general, provide extranet access to inspector general (.40)	3.10	340.00	1,054.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

07/31/13	OPEB	<i>Saul Green</i> Participate on Pension Taskforce conference call (1.20) Participate on conference call with Chuck Moore, IG and AG representatives (.40).	1.60	580.00	928.00
07/31/13	OPEB	<i>Kenneth Sachs</i> Conference call with Pension Task Force (1.10). Conference call with representatives from City's Auditor General (.70), Conference with Jones Day to discuss pension obligations and related bankruptcy issues (1.50). Review materials from K. Wilson regarding prior pension negotiations (.50).	3.80	340.00	1,292.00
08/01/13	OPEB	<i>Saul Green</i> Conference call with Ken Sachs, Bill Knowling, Chuck Moore and Evan Miller regarding Freedom of Information Act requests for Milliman documents (.50). Call with Kenneth Wilson regarding obtaining the documents he presented to Chuck Moore, Ken Sachs and IG and AG representatives July 29, 2013 (.50).	1.00	580.00	580.00
08/01/13	OPEB	<i>Steven Mann</i> Participate in conference call regarding FOIA requests with Evan Miller, Bill Nowling, Saul Green, and Ken Sachs.	0.50	325.00	162.50
08/01/13	OPEB	<i>Kenneth Sachs</i> Review pension documents as to pension formulas and cost of living adjustments (.60). Conference with E. Miller and Pension Taskforce as to FOIA requests (.30). Review IRS Favorable Determination Letters as issued to governmental plans and discussion of merits of having a letter and applications for same (.40).	1.30	340.00	442.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/02/13	OPEB	<i>Saul Green</i> Discussion with Chuck Moore regarding obtaining Detroit General Retirement System and Detroit Police and Fire Retirement System documents from Kenneth Wilson.	0.20	580.00	116.00
08/02/13	OPEB	<i>Kenneth Sachs</i> Review materials and conference with S. Griffin as to FICA tax obligations and benefits (1.30). Review PFRS and GRS documents (.40).	1.70	340.00	578.00
08/03/13	OPEB	<i>Kenneth Sachs</i> Review email from C. Moore as to Benefit Matrixs and information from City Inspector General (.2), and review pension/welfare documents (.3).	0.50	340.00	170.00
08/05/13	OPEB	<i>Saul Green</i> Review Milliman Detroit General Retirement System and Detroit Police and Fire Retirement System simple asset projection plan freeze - two scenarios. Review Milliman DGRS Annuity Savings Fund Account Examples.	0.50	580.00	290.00
08/05/13	OPEB	<i>Kenneth Sachs</i> Conference with S. Green and C. Moore to discuss retirement plan documents and related CBAs, CETs as to negotiated pension benefits and related plan provision (.6), review matrixes of pension plan benefits (.7)	1.30	340.00	442.00
08/06/13	OPEB	<i>Kenneth Sachs</i> Review pension documents (.9), and conference with S. Green to discuss same (.2)	1.10	340.00	374.00
08/07/13	OPEB	<i>Saul Green</i> Discussion with Kenneth Sachs regarding the August 19, 2013 Pension Task Force meeting and review of the Ken Wilson documents and AG/IG documents.	0.30	580.00	174.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/07/13	OPEB	<i>Kenneth Sachs</i> Review pension documents from City of Detroit Inspector General (.80) Conference with S. Green (.70). Review materials from K. Wilson as to prior CBAs and arbitrations with union over pension benefits (1.00).	2.50	340.00	850.00
08/08/13	OPEB	<i>Kenneth Sachs</i> Review documents from C. Moore and K. Wilson concerning prior union negotiations and arbitrations over pension benefits	1.00	340.00	340.00
08/09/13	OPEB	<i>Saul Green</i> Discussion with Ken Sachs regarding review of CBA's and CET's for pension implications, the posting of information from the AG and IG and the August 19, 2013 Pension Task Force meeting.	0.30	580.00	174.00
08/11/13	OPEB	<i>Kenneth Sachs</i> Review documents from K. Wilson as to pension governance concerns.	0.40	340.00	136.00
08/12/13	OPEB	<i>Kenneth Sachs</i> Conference with Jones Day and review benefits and related concerns as to PFRS.	0.90	340.00	306.00
08/13/13	OPEB	<i>Saul Green</i> Call with Chuck Moore regarding August 14, 2013 and August 19, 2013 Pension Task Force meetings.	0.20	580.00	116.00
08/14/13	OPEB	<i>Saul Green</i> Participate in Pension Taskforce conference call (1.0). Discussion with Ken Sachs regarding August 19, 2013 Pension Taskforce meeting and meeting with pension system representatives (.20)	1.20	580.00	696.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/14/13	OPEB	<i>Kenneth Sachs</i> Conference with Pension Task Force (1.10). Conference with S. Green (.2), and research termination of pension plan and related Michigan statutes (.50).	1.80	340.00	612.00
08/15/13	OPEB	<i>Kenneth Sachs</i> Review email correspondence from E. Miller regarding termination of pension plan and related constitutional protections and feasibility of same	0.80	340.00	272.00
08/19/13	OPEB	<i>Saul Green</i> Attend Pension Taskforce meeting (1.50). Attend meeting of Pension Taskforce and pension systems' representatives (1.90)	3.40	580.00	1,972.00
08/19/13	OPEB	<i>Kenneth Sachs</i> Review materials regarding pension obligations and conference with S. Griffin.	1.10	340.00	374.00
08/20/13	OPEB	<i>Kenneth Sachs</i> Conference with S. Griffin to discuss defined contribution benefits (.30). Review proposed defined contribution plan summary (.40). Research same proposed contribution plan (.30).	1.00	340.00	340.00
08/21/13	OPEB	<i>Saul Green</i> Pension Taskforce conference call.	0.80	580.00	464.00
08/26/13	OPEB	<i>Kenneth Sachs</i> Conference with H. Bulger to discuss defined contribution benefits (.40). Telephone call from E. Miller and research COBRA obligations (,70).	1.10	340.00	374.00
08/27/13	OPEB	<i>Kenneth Sachs</i> Review documents from Jones Day as labor contracts (1.00). Email to E. Miller as to COBRA coverage and review COBRA triggering events (.50).	1.50	340.00	510.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/28/13	OPEB	<i>Saul Green</i> Participate on Pension Taskforce conference call (1.00). Discussions with Ken Sachs and Chuck Moore regarding follow-up to investigative matters on the Taskforce's agenda (.50).	1.50	580.00	870.00
08/28/13	OPEB	<i>Kenneth Sachs</i> Pension Taskforce conference call (1.00). Conference with S. Griffin to discuss document/information requests and prior requests and orders (.60). Review information regarding J. Eushanko report (.40).	2.00	340.00	680.00
08/29/13	OPEB	<i>Kenneth Sachs</i> Review pension materials from Jones Day (.70). Review plan documents (.40).	1.10	340.00	374.00
TOTAL			76.90		28,919.00

Plan of Adjustment

Date	Task	Timekeeper/Description	Hours	Rate	Amount
08/29/13	POFA	<i>Jonathan Green</i> Review Jefferson County's Chapter 9 Plan for purposes of City's Plan.	1.80	565.00	1,017.00
08/29/13	POFA	<i>Jonathan Green</i> Review Jefferson County Disclosure Statement.	0.70	565.00	395.50
TOTAL			2.50		1,412.50

Water and Sewer

Date	Task	Timekeeper/Description	Hours	Rate	Amount
07/22/13	WS	<i>Amanda Van Dusen</i> Review Act [REDACTED] requirements and alternative governance options for such systems.	0.30	485.00	145.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/01/13	WS	<i>Jonathan Green</i> Review affect of bankruptcy on DWSD settlement, and construction contract.	0.20	565.00	113.00
08/05/13	WS	<i>Jonathan Green</i> Phone conference with H. Lennox regarding meeting with Root Causes Committee for DSWD, established in federal district court to monitor DSWD made up of members of differeny counties.	0.20	565.00	113.00
08/05/13	WS	<i>Jonathan Green</i> Preparation for meeting with Root Cause Committee.	0.20	565.00	113.00
08/07/13	WS	<i>Jonathan Green</i> Preparation for and meeting with three Counties regarding DWSD.	4.10	565.00	2,316.50
08/08/13	WS	<i>Jonathan Green</i> Review the [REDACTED] Term Sheet.	0.30	565.00	169.50
08/08/13	WS	<i>Jonathan Green</i> Review comments to DSWD proposed Term Sheets from Brian Sedlik at Jones Day and the other from Dave Massoron of Miller Canfield	0.20	565.00	113.00
08/08/13	WS	<i>Jonathan Green</i> Review proposed revisions to DSWD Term Sheets from Brian Sedlik at Jones Day and the other from Dave Massoron of Miller Canfield	0.20	565.00	113.00
08/08/13	WS	<i>David Massaron</i> Further refinement of DSWD term sheet.	1.50	325.00	487.50
08/08/13	WS	<i>Amanda Van Dusen</i> Review draft DWSD term sheet and related emails.	0.10	485.00	48.50
08/09/13	WS	<i>Jonathan Green</i> Review Southeastern Michigan Water and Sewage Authority draft Term Sheet.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/09/13	WS	<i>David Massaron</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED]	4.40	325.00	1,430.00
08/10/13	WS	<i>Amanda Van Dusen</i> Review emails from Jones Day regarding DWSD structure (20). Conference with Massaron regarding issues and alternatives regarding the same (.20). Email exchange McGee regarding Act 233 issues (.30). [REDACTED] [REDACTED] [REDACTED]	2.80	485.00	1,358.00
08/11/13	WS	<i>Amanda Van Dusen</i> Emails with Corinne Ball regarding DWSD term sheet.	0.20	485.00	97.00
08/12/13	WS	<i>Jonathan Green</i> Meeting with A. Van Dusen regarding DSWD and Debtor-In-Possession issues.	0.40	565.00	226.00
08/12/13	WS	<i>Jonathan Green</i> [REDACTED] [REDACTED]	0.30	565.00	169.50
08/12/13	WS	<i>Jonathan Green</i> Conference call with Jones Day and Miller Buckfire regarding DWSD.	1.20	565.00	678.00
08/12/13	WS	<i>Jonathan Green</i> Review revised DWSD Term Sheet, and D. Massaron's, H. Lennox's and A. Van Dusen's comments regarding proposed revisions.	0.40	565.00	226.00
08/12/13	WS	<i>Jonathan Green</i> Review revised DWSD Term Sheet.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/12/13	WS	<i>Stephen LaPlante</i> Review the DSWD term sheet (.30); meet with the public law attorneys and Jones day attorneys to discuss (1.20).	1.50	485.00	727.50
08/12/13	WS	<i>Stephen LaPlante</i> Review the revised term sheet for DSWD (.10) and correspondence from D. Massaron and H. Lennox (.10).	0.20	485.00	97.00
08/12/13	WS	<i>Amanda Van Dusen</i> Working group call (1.30). Email with Heather Lennox regarding DWSD terms (.20). Review revised DWSD Term Sheet (1.0).	2.50	485.00	1,212.50
08/13/13	WS	<i>Jonathan Green</i> Review authority for DSWD, and structuring issues.	0.30	565.00	169.50
08/13/13	WS	<i>Jonathan Green</i> Review DSWD comments to proposed Term sheet.	0.20	565.00	113.00
08/13/13	WS	<i>Amanda Van Dusen</i> Begin drafting timeline for DWSD (1.30). Evaluate Wolfson comments on term sheet (.50). Email exchange Jones Day regarding referendum requirements (.80).	2.60	485.00	1,261.00
08/14/13	WS	<i>Jonathan Green</i> Review comments to revised DSWD Term Sheet.	0.30	565.00	169.50
08/14/13	WS	<i>Jonathan Green</i> Review revised and circulated DSWD Term Sheet.	0.20	565.00	113.00
08/14/13	WS	<i>Jonathan Green</i> Conference with H. Lennox regarding meeting with Monolines regarding water and sewer.	0.10	565.00	56.50
08/14/13	WS	<i>Jonathan Green</i> Review Timeline for DSWD Authority.	0.20	565.00	113.00

21848786.1\088888-03812

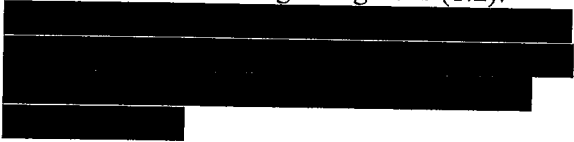
- 98 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/14/13	WS	<i>Amanda Van Dusen</i> Finish and email draft timeline for DWSD to Jones Day (1.60). Conference with Macomb representatives (.70). Conference with Jon Green regarding 6th Circuit decision on Act 4 (.30). Emails to Jones Day, Dave Massaron regarding tax collections, remittance protocols (.30).	2.90	485.00	1,406.50
08/15/13	WS	<i>Jonathan Green</i> Review draft of DSWD Term Sheet for meeting with Counties.	0.20	565.00	113.00
08/15/13	WS	<i>Jonathan Green</i> Meeting with Counties regarding DSWD, and follow-up meeting with K. Buckfire and Jones Day regarding same; and meeting with Monolines.	3.20	565.00	1,808.00
08/15/13	WS	<i>Jonathan Green</i> Review Act 94 voting requirements, and holder of votes.	0.20	565.00	113.00
08/15/13	WS	<i>Amanda Van Dusen</i> Conference with Green to explain Department of Water and Sewer (.20). Working group meeting with Counties and DWSD (2.10). Email exchange Dave Massaron and John Green regarding Act 94 requirements and interplay with Chapter 9 (.20).	2.50	485.00	1,212.50
08/16/13	WS	<i>Jonathan Green</i> Review status of Lakeshore/DSWD settlement.	0.20	565.00	113.00
08/16/13	WS	<i>David Massaron</i> Emails and research regarding liens (1.2). 	2.90	325.00	942.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/18/13	WS	<i>Amanda Van Dusen</i> Email with D. Massaron and M. McGee regarding DWSD bond assignment.	0.10	485.00	48.50
08/19/13	WS	<i>Caroline Giordano</i> Discuss research memorandum assignment regarding DWSD rate-making cases with A. Van Dusen and S. Mithani.	0.40	170.00	68.00
08/19/13	WS	<i>Jonathan Green</i> Research subrogation rights and limitations for Plan of Adjustment concerning DSWD.	1.30	565.00	734.50
08/19/13	WS	<i>David Massaron</i> [REDACTED]	1.10	325.00	357.50
08/19/13	WS	<i>Amanda Van Dusen</i> [REDACTED] Telephone calls with S. Mithani and C. Giordano regarding research on ratemaking standards developed in old DWSD rate cases (.40).	1.50	485.00	727.50
08/20/13	WS	<i>Harold Bulger Jr.</i> Conference call with H. Lennox, K. Buckfire, J. Green, A. Van Dusen, D. Massaron and Bond insurers [REDACTED] (.70); [REDACTED] (1.20) and impact on proposed articles of incorporation (.50).	2.40	435.00	1,044.00
08/20/13	WS	<i>Caroline Giordano</i> [REDACTED]	0.90	170.00	153.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/20/13	WS	<i>Jonathan Green</i> Conference call with Monolines regarding DSWD Term Sheet.	1.30	565.00	734.50
08/20/13	WS	<i>David Massaron</i> Call with Monolines regarding restructuring.	0.70	325.00	227.50
08/20/13	WS	<i>Amanda Van Dusen</i> Conference call with insurers (.70). Telephone call with Buckfire and Lennox regarding Monoline comments and questions on DWSD structure (.40). Telephone call with B. Sedlak with D. Massaron regarding lease provisions (.50). Conference with D. Massaron and H. Bulger regarding approach to and structure of DWSD document drafts (.70).	2.30	485.00	1,115.50
08/21/13	WS	<i>Caroline Giordano</i> [REDACTED] [REDACTED] [REDACTED] [REDACTED]	6.70	170.00	1,139.00
08/21/13	WS	<i>Jonathan Green</i> Conference with H. Lennox regarding DSWD suit; and next steps.	0.10	565.00	56.50
08/21/13	WS	<i>Jonathan Green</i> Review DSWD revised transaction timeline.	0.20	565.00	113.00
08/21/13	WS	<i>Jonathan Green</i> Conference with H. Lennox regarding removal of DSWD case.	0.10	565.00	56.50
08/22/13	WS	<i>Harold Bulger Jr.</i> Working on Ordinances for [REDACTED] [REDACTED] (1.00); conference with D. Massaron on structure (.20).	1.20	435.00	522.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/22/13	WS	<i>Caroline Giordano</i> [REDACTED]	2.10	170.00	357.00
08/22/13	WS	<i>Caroline Giordano</i> [REDACTED]	0.30	170.00	51.00
08/22/13	WS	<i>Jonathan Green</i> Conference call with the 3 Counties regarding DSWD regarding Monoline update.	0.20	565.00	113.00
08/22/13	WS	<i>Amanda Van Dusen</i> [REDACTED]	0.20	485.00	97.00
08/23/13	WS	<i>Caroline Giordano</i> [REDACTED]	0.60	170.00	102.00
08/23/13	WS	<i>Caroline Giordano</i> [REDACTED]	5.60	170.00	952.00
08/23/13	WS	<i>Jonathan Green</i> Review revised and updated DSWD Time Line, and Act 436 requirements.	0.30	565.00	169.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/23/13	WS	<i>Jonathan Green</i> Review K. Haggard's comments to DSWD Time Line.	0.10	565.00	56.50
08/23/13	WS	<i>Jonathan Green</i> Review H. Lennox's and A. Van Dusen's comments to the DSWD Time Line.	0.10	565.00	56.50
08/23/13	WS	<i>Amanda Van Dusen</i> Emails with Dave Massaron regarding timeline, meeting with Wolfson. Emails regarding Assured.	0.30	485.00	145.50
08/24/13	WS	<i>Caroline Giordano</i> [REDACTED]	4.40	170.00	748.00
08/25/13	WS	<i>Caroline Giordano</i> [REDACTED]	0.50	170.00	85.00
08/26/13	WS	<i>Harold Bulger Jr.</i> Working on [REDACTED] Ordinance and Articles of Incorporation.	2.10	435.00	913.50
08/26/13	WS	<i>Caroline Giordano</i> [REDACTED]	2.80	170.00	476.00
08/26/13	WS	<i>Jonathan Green</i> Review comments to DSWD Time Line.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/26/13	WS	<i>Jonathan Green</i> Review Memorandum on rate differentials between resident and non-resident users of DSWD.	0.30	565.00	169.50
08/27/13	WS	<i>Harold Bulger Jr.</i> [REDACTED]	6.60	435.00	2,871.00
08/27/13	WS	<i>Jonathan Green</i> Review and revise Summary of Conversation with Monolines regarding exchange and DSWD.	0.20	565.00	113.00
08/28/13	WS	<i>Harold Bulger Jr.</i> [REDACTED]	4.70	435.00	2,044.50
08/28/13	WS	<i>Jonathan Green</i> Review update of Assured Conversation regarding DSWD.	0.10	565.00	56.50
08/28/13	WS	<i>Amanda Van Dusen</i> Draft and email Assured update to Buckfire and Lennox (.60). Follow up emails Buckfire and Lennox regarding the same (.10). Conference with Corinne Ball and Heather Lennox regarding insurer positions/arguments (.40). Review Giordano memo regarding ratemaking standards and requirements (.60). Telephone call with Mithani (.10) and conferences with Massaron (.20) regarding the same. Review rate documents from DWSD (1.0). Telephone call with Ken Buckfire regarding insurer positions (.20). Telephone call with Dave Massaron regarding articles (.10). Review draft lease, rate book (3.5). Review Jeffco plan regarding insurers (.70).	7.50	485.00	3,637.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/29/13	WS	<i>Caroline Giordano</i> [REDACTED] [REDACTED] [REDACTED]	2.30	170.00	391.00
08/29/13	WS	<i>Jonathan Green</i> Conference with A. Van Dusen regarding DSWD Lease.	0.30	565.00	169.50
08/29/13	WS	<i>David Massaron</i> [DSWD] Meeting with Bill Woflson and other individuals regarding DSWD rate agreements.	2.00	325.00	650.00
08/29/13	WS	<i>David Massaron</i> Review litigation regarding Detroit rate setting (2.1). Review memorandum regarding detroit rates (.8). Conference A. Van Dusen regarding articles of incorporation(.20).	3.10	325.00	1,007.50
08/29/13	WS	<i>Amanda Van Dusen</i> Review draft articles of incorporation (.80). Conference with Dave Massaron regarding the same (.20). Emails exchange Sedlak regarding lease (.50). Meeting with DWSD and their lawyers (2.00). Review DWSD orders, charter, BWC bylaws (1.30). Email to Dave Massaron, J. D. team, C. Giordano regarding same (.20).	5.00	485.00	2,425.00
08/30/13	WS	<i>Harold Bulger Jr.</i> [REDACTED] [REDACTED] [REDACTED]	4.40	435.00	1,914.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

08/30/13	WS	<i>Amanda Van Dusen</i> [DWSD] Telephone call with Brian Sedlak and Kyle Altes regarding lease (.5). Emails with Jones Day, Miller, Buckfire regarding rate spreadsheets (.2). Review Act 436, Charter and conference with J. Green. Emails with H. Lennox, et al, regarding whether BOWC approval required (.5). Emails with Dave Massaron and H. Lennox regarding Brader telephone call/services outside territory (.2). Review Act 94, Act 233 and other legislation regarding the same (.2). Compile and email comments on lease to Sedlak and Altes (.7). Conference with Harold Bulger regarding Master Ordinance flow of funds and O & M definition (.2).	2.50	485.00	1,212.50
08/31/13	WS	<i>Harold Bulger Jr.</i> [REDACTED] - drafting Water Bond Master Ordinance	0.90	435.00	391.50
08/31/13	WS	<i>Amanda Van Dusen</i> [DWSD] Emails with Corrine Ball regarding Act 94 provisions on bondholder rights (.2). Email from Jim Dirks, forwarded to Dave Massaron, Green and Harold Bulger, regarding DIP financing RFP (.1). [DWSD] Review Airport Authority Court decision regarding desirable water authority order/articles/lease provisions (.8)	1.10	485.00	533.50
			TOTAL	118.60	46,947.00

TOTAL FEES INCURRED THIS MATTER

\$ 306,556.50

LESS 10% DISCOUNT

(\$30,655.65)

FEES DUE THIS MATTER

\$ 275,900.85

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

Fee Summary by Task

Task		Hrs.	Amount
ASM	Automatic Stay Matters	38.90	20,908.00
CA	Case Administration	203.10	79,848.00
CASR	City Assets, Services and Revitalization	10.10	3,393.50
CH	Court Hearings	43.00	22,351.00
COP	COP/Swap Matters	28.80	14,252.50
DFI	Debt and Financing Issues	58.10	26,119.00
FE	Fees and Fee Examiner	6.2	3,009.00
GL	General Litigation	60.90	24,635.00
LE	Labor and Employment Matters	72.50	24,439.00
LM	Legislative Matters	23.80	10,323.00
OPEB	Pension and OPEB Matters	76.90	28,919.00
POFA	Plan of Adjustment	2.50	1,412.50
WS	Water and Sewer Matters	118.60	46,947.00
	TOTAL	743.40	\$ 306,556.50
	LESS 10% DISCOUNT		(\$30,655.65)
	TOTAL FEE DUE		\$ 275,900.85

COSTS

Copying (3449 copies)	344.90
Copying - Color (236 copies)	23.60
Court fees	
PAYEE: Court of Appeals; REQUEST#: 345799; DATE: 7/23/2013; Court of Appeals fee - Obtain copies of documents re: Docket Nos. 317284, 317285, 317286, and 317292.	200.00
PAYEE: Court of Appeals; REQUEST#: 346258; DATE: 7/25/2013. Court of Appeals Fees - Obtain additional copies of documents re: Docket Nos. 317284, 317285, 317286, and 317292.	43.00
USDC Western District - General Retirement System / City of Detroit filing fee.	400.00
PAYEE: Court of Appeals; REQUEST#: 346365; DATE: 7/29/2013. Court of Appeals fees - Obtain additional copies of documents re: Docket Nos. 317284, 317285, 317286, and 317292..	8.00
PAYEE: Petty Cash - Lansing Office; REQUEST#: 347267; DATE: 8/12/2013; Copies from Ingham County Circuit Court.	45.00
PAYEE: Petty Cash - Lansing Office; REQUEST#: 347267; DATE: 8/12/2013. Copies from Ingham County Circuit Court.	15.00
PAYEE: Petty Cash - Lansing Office; REQUEST#: 347267; DATE: 8/12/2013. Copies from Ingham County Circuit Court.	10.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

July 18, 2013

Invoice # 1224447

Delivery services/messengers

VENDOR: Federal Express Corporation INVOICE#: 235351549 DATE: 7/30/2013 17.81
INV: 235351549 Shipment Date: 20130724 Sender: Kimberly Scott, Ship to: Clerk U
S District Court, U S D C E Filing Registration, 399 Federal Bldg 110 Michigan,
GRAND RAPIDS, MI 49503

VENDOR: Federal Express Corporation INVOICE#: 235302506 DATE: 7/30/2013 18.47
INV: 235302506 Shipment Date: 20130725 Sender: Robin Wysocki, Ship to: Ms
Jennifer L Seidman, Asso, Jones Day, 901 Lakeside Ave E, CLEVELAND, OH
44114

VENDOR: Federal Express Corporation INVOICE#: 237554246 DATE: 8/20/2013 20.92
INV: 237554246 Shipment Date: 20130813 Sender: Shirley Markulin, Ship to:
Benjamin Rosenblum, Jones Day, 222 E 41st St, NEW YORK, NY 10017

VENDOR: Federal Express Corporation INVOICE#: 238294520 DATE: 8/27/2013 20.92
INV: 238294520 Shipment Date: 20130823 Sender: Shirley Markulin, Ship to:
Benjamin Rosenblum, Jones Day, 222 E 41st St, NEW YORK, NY 10017

VENDOR: Federal Express Corporation INVOICE#: 239679762 DATE: 9/10/2013 20.24
INV: 239679762 Shipment Date: 20130830 Sender: Shirley Markulin, Ship to:
Benjamin Rosenblum, Jones Day, 222 E 41st St, NEW YORK, NY 10017

Other

VENDOR: Lois M. Garrett; INVOICE#: 13-53846-08/09/13; DATE: 8/9/2013 - Case 125.10
no 13-53846 Invoice for Transcript of Hearing on Motion of Debtor for entry of an
order re chap. 9 (8/2/13-Status)

Postage 30.88

State of Michigan Fees

VENDOR: Wells Fargo Bank, N.A. INVOICE#: 090113GOLDSWORTHY DATE: 20.00
9/3/2013
Articles of Incorporation filing fee with the State of Michigan

Trial transcripts

VENDOR: Melinda I. Dexter; INVOICE#: 07/23/13; DATE: 7/23/2013 - Transcript 156.00
Production

VENDOR: Lois M. Garrett; INVOICE#: 13-53846; DATE: 7/31/2013 - transcript of 79.20
motion 7/24/13

Validated Parking

3 Validations - Parking for J. Nash, M. Roy and K. Buckfire on August 15, 2013 for 45.00
meeting with Counties regarding DSWD.

COSTS DUE THIS MATTER \$ 1,644.04

TOTAL DUE FOR INVOICE #1224447 \$ 277,544.89

EXHIBIT G



Fee Examiner
 Shaw Fishman Glantz & Towbin LLC
 321 N. Clark Street
 Suite 800
 Chicago, IL 60654

Statement of Account for Actuarial Consulting – City of Detroit
 Post-Petition Services

Invoice Identification No: 0335-DET01-AUG13/081

Invoice Date: 11/13/2013

Previous Outstanding Balance	\$	0.00
Payment Received (Thank You)		0.00
For professional employee benefit consulting services		<u>153,868.79</u>
Amount Due:	\$	153,868.79

Please remit payment within 15 days of receipt. A return envelope is enclosed for your convenience.

The Invoice ID No. should be noted on your check.

A detailed accounting of services rendered is enclosed for your review.

Email: detroitfeeexaminer@shawfishman.com

If paying by check, please detach and return with your payment.

Invoice ID No.	Invoice Date	Amount Due	Amount Enclosed
0335-DET01-AUG13/081	11/13/2013	\$153,868.79	

Wire Instructions:

Wells Fargo Bank
 999 Third Avenue
 Seattle WA 98104
 ABA # 121000248
 Acct Name: Milliman
 Acct # 4159648724

Please make the check payable to: **Milliman, Inc.**

Milliman, Inc.
 Attention: **Diane Loehr**
 1 Penn Plaza, 38th Floor
 New York, NY 10019



Invoice Identification No: 0335-DET01-AUG13/081

Invoice Date: 11/13/2013

**Actuarial Consulting – City of Detroit
Detail of Fees for the period 07/18/2013 through 08/31/2012**

See attached for post-petition services

Total

\$153,868.79

Milliman Inc.
July and August 2013 Invoice - Post Petition - FINAL
City of Detroit
Contract No. 2870758

Project Code and Description	Position	Hourly Rate	Hours	Total Charge
Pension Plans				
3 Alternative Design Matrix and Scenarios	Consulting Actuary	487	1.5	730.50
	Consulting Actuary	420	12.4	5,208.00
	Actuary	395	8.0	3,160.00
	Actuary	333	0.5	166.50
	Administrative / Clerical	99	0.5	49.50
				9,314.50
7 Pension Task Force	Consulting Actuary	420	24.0	10,080.00
	Actuary	395	16.5	6,517.50
	Administrative / Clerical	99	0.3	29.70
				16,627.20
10 Ten Year Projection	Consulting Actuary	487	0.5	243.50
	Consulting Actuary	420	0.2	84.00
	Actuary	410	27.2	11,152.00
	Actuary	395	26.7	10,546.50
	Actuary	341	6.0	2,046.00
	Actuary	333	0.5	166.50
	Senior Actuarial Analyst	260	33.6	8,736.00
				32,974.50
13 Direct Expenses	Direct Expenses			-
Total Pension Plans				58,916.20

Milliman Inc.
July and August 2013 Invoice - Post Petition - FINAL
City of Detroit
Contract No. 2870758

Project Code and Description	Position	Hourly Rate	Hours	Total Charge
Health Plans				
D Health Care Task Force and Alternative Projections	Consulting Actuary	615	3.8	2,337.00
	Consulting Actuary	440	5.9	2,596.00
	Actuary	410	1.0	410.00
	Senior Actuarial Analyst	290	13.7	3,973.00
	Actuarial Analyst	190	18.4	3,496.00
	Administrative / Clerical	160	18.5	2,960.00
				15,772.00
E Plan Design Pricing and Carrier Data and Bids	Consulting Actuary	615	20.0	12,300.00
	Consulting Actuary	475	27.9	13,252.50
	Senior Actuarial Analyst	200	27.1	5,420.00
	Actuarial Analyst	180	52.9	9,522.00
				40,494.50
F Medicare Part D Attestation	Consulting Actuary	615	0.5	307.50
				307.50
G Implementation Assistance	Consulting Actuary	615	24.9	15,313.50
	Actuary	345	30.8	10,626.00
				25,939.50
H Work with MMSA	Consulting Actuary	615	10.1	6,211.50
				6,211.50

Milliman Inc.
July and August 2013 Invoice - Post Petition - FINAL
City of Detroit
Contract No. 2870758

Project Code and Description	Position	Hourly Rate	Hours	Total Charge
K Direct Expenses				
Description	Category			Date
S. Taranto airline tickets for round trip from Detroit MI to Newark NJ	Airline			1,352.76 7/30/2013
S. Taranto cab from Detroit airport to client office	Taxi			60.00 7/30/2013
S. Taranto transport to Newark airport	Mileage & Tolls			31.25 7/30/2013
S. Taranto airline tickets for round trip from Detroit MI to Newark NJ	Airline			1,372.00 8/1/2013
S. Taranto hotel in Detroit MI	Lodging			144.83 8/1/2013
S. Taranto parking at Newark airport	Parking			54.00 8/1/2013
S. Taranto transport to Newark airport	Mileage & Tolls			31.25 8/1/2013
S. Taranto cab from Detroit airport to client office	Taxi			75.00 8/1/2013
S. Taranto hotel in Detroit MI	Lodging			164.15 8/21/2013
S. Taranto airline tickets for round trip from Detroit MI to Newark NJ	Airline			1,379.80 8/21/2013
S. Taranto car service to Newark airport	Car Service			50.50 8/21/2013
S. Taranto cab from Detroit airport to client office	Taxi			75.00 8/21/2013
S. Taranto parking at Newark airport	Parking			17.00 8/28/2013
S. Taranto airline tickets for round trip from Detroit MI to Newark NJ	Airline			1,233.80 8/28/2013
S. Taranto car service to Newark airport	Car Service			61.25 8/28/2013
S. Taranto meal expense while in Detroit MI	Meals			50.00 8/28/2013
S. Taranto cab from Detroit airport to client office	Taxi			75.00 8/28/2013
				<u>6,227.59</u>
Total Health Plans				<u><u>94,952.59</u></u>
Grand Total				<u><u>153,868.79</u></u>

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

Pension Plan

1. Update Actuarial Projections
 - Replicate the GRS valuation results from the most recently performed valuation for the Police and Fire and General Retirement Plans
 - Update the projections for participant and asset data as of a more current date
2. Estimate Impact of Non-Contractual Benefits
 - Calculate the present value under various scenarios of benefits that are not determined under the contract or collective bargaining agreement, but based on benefits granted by the Retirement Committees
 - Provide other technical and actuarial support to City professional advisors
3. Alternative Design Matrix and Scenarios
 - Provide estimates of the impact to the General and Police/Fire Plans' liability, funded status and cash flows of alternative plan designs, including
 - Changes in the level of future benefits earned
 - Changes to current benefits and plan features
 - Changes to an alternative plan delivery vehicle such as a defined contribution plan
 - Other changes as described by the City's professional teams
 - Provide estimates of above changes to the City's required contributions
 - Provide estimates of the impact to individual participants
4. Other Consideration
 - Assistance to the City's professional advisors in matters not specifically described in other projects
5. Pension Arbitration
 - Preparation and testimony related to various pension arbitration discussions
 - Review and response to other issues arising from arbitration
6. Pension Water Authority
 - Work related specifically to the pension benefits of the Water Authority, including design and financial discussions, financial and actuarial projections, funding requirements and other actuarial analysis, or other requests made by the City's professional advisors

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

7. Pension Task Force

- Members of the Pension Task Force include; C. Moore - Conway MacKenzie, E. Miller - Jones Day, S. Griffen - Jones Day, M. Reil - Jones Day, S. Green - Miller Canfield, K. Sachs - Miller Canfield, K. Warren - Milliman and G. Bowen - Milliman. The time reflected on this project includes meeting time with all or some of the members of the Pension Task force. The majority of the time on this project code is reflective of performing the analysis of initiatives directed to Milliman by the Pension Task Force.
- Participate in regular calls with the Task Force
- Perform requested analysis and projections based on the scenarios requested by the Task Force

8. Annuity Interest

- Review of the interest rate issues inherent in the Annuity Plan; discussion with the City's professional advisors

9. Calculation Review

- Review of individual participant benefit calculations performed by the Board of Trustees for the General Retirement System of the City of Detroit and the Board of Trustees for the Police and Fire Retirement System of the City of Detroit ("Retirement Board") or Gabriel Roeder Smith ("GRS")

10. Ten Year Projection

- Ten year projection of plan liabilities, cash flows, funding requirements, plan solvency and other related financial and actuarial measures

11. Annuity Plan

- Work related to issues and questions on the Annuity plan, including calculations, review of plan provision, discuss and research related to the assumptions

12. Mediation and Litigation Support

- Support for the City in mediation and litigation filed by unions over possible changes in pension benefits including meeting and preparation time.

13. Direct Expenses

- Travel time, travel expense, conference call fees associated with bridge lines

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

Health Plan

A. Update Actuarial Projections

- Replicate the GRS valuation results from the most recently performed valuation for the Police and Fire and General Postretirement Health Plans
- Update the projections for participant and asset data as of a more current date

B. Cost Savings Opportunities

- For active plans, develop and evaluate alternative health plan designs, including
 - Cash flow impact
 - Pricing analysis (carrier cost, expected value of design changes)
 - Participant impact
- For retiree plans, develop and evaluate alternative health plan designs, including
 - Cash flow impact
 - Pricing analysis (carrier cost, expected value of design changes)
 - Participant impact

C. Plan Design Matrix with Cash Flow and Liability

- Develop a baseline health plan cash projection by group over the next few fiscal years
- Based on the opportunities identified above, provide the following:
 - Projected cash flow by group, benefit design and participant/City spend
 - Impact of design relative to baseline plan

D. Health Care Task Force and Alternative Projections.

- Members of the Health Task Force include; E. Miller - Jones Day, K. Herman - Miller Buckfire, G. Malhorta - E&Y, and S. Taranto - Milliman. The time reflected on this project may include meeting and conference call time with all or some of the members of the Health Task force. The majority of the time on this project code is performing actuarial calculations and pricing related to plan designs being contemplated or negotiated by the Health Task Force.
- Participate in the Health Care Task Force calls and meetings regarding proposed future active and retired health benefit design
 - Provide actuarial and consulting support, including:
 - Carrier discussions and evaluations



Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

- Alternative financial arrangements (self-insured, fully insured, stop loss)
- Cash flow impact
- Pricing analysis (carrier cost, expected value of design changes)
- Participant impact
- Impact to present value of benefits for retiree medical plans

E. Plan Design Pricing and Carrier Data and Bids

- Once target benefit design(s) determined, provide the following support to the City and the City's professional advisors:
 - Discussion with carriers on the pricing, design and funding of the benefit designs
 - Lead the competitive bid and renewal process
 - Evaluate and negotiate pricing and performance guarantees
 - Facilitate data flow and information between the City and the carriers
 - Review proposed contract terms

F. Medicare Part D Attestation

- Provide actuarial attestation services for the City's plan year beginning July 1, 2013 with respect to the City's intention to apply for and qualify for Retiree Drug Subsidy under Medicare Part D

G. Implementation Assistance

- Our work required analysis of options available with respect medical coverage for pre-Medicare City retirees, including a review of City-sponsored insurance, private health care exchanges, and the Federal Health insurance exchanges. We reviewed plan design, pricing, availability of federal subsidy and tax implications.
- Once design determined, provide the following support
 - Overall project planning and management
 - Participation in regular calls with City and professional advisors, providing strategic input, research, analysis, issue resolution and other support
 - Assistance in drafting participant communications
 - Assistance with carrier issues
 - Assistance with eligibility vendor issues

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

- Participation in development of solution for pre-Medicare retirees, including determination of facilitator role and evaluation of vendors
- Includes providing support in interactions with active and retired employees, unions, the Retiree Committee and related legal and other challenges
- H. Work with Michigan Municipal Service Association (“MMSA”)
 - Assist the City in determining role and scope of MMSA work
 - Support MMSA and the City in the development of eligibility and enrollment process
 - Provide other technical support as needed
- I. Review of City Proposals and RFPs
 - In addition to the work related to the design and implementation of the new City plans, evaluate and advise on other benefits-related proposals received by the City
- J. Mediation and Litigation Support
 - Support for the City in mediation and litigation filed by unions over possible changes in health benefits including meeting and preparation time.
- K. Direct Expenses
 - Travel time, travel expense, conference call fees associated with bridge lines

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan Details

<u>Name</u>	<u>Postion</u>	<u>Project Code</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>	<u>Fee</u>	<u>Date of Service</u>
Schmidt, Robert	Consulting Actuary	D	0.8	440	352.00	07/18/2013
Schmidt, Robert	Consulting Actuary	D	1.0	440	440.00	07/18/2013
Bradley, Jeff	Actuary	D	0.5	410	205.00	07/18/2013
Roma, Markella	Senior Actuarial Analyst	D	3.5	290	1,015.00	07/18/2013
Barrett, Sheila	Actuarial Analyst	D	2.5	190	475.00	07/18/2013
Gregory, Scott	Actuarial Analyst	D	2.0	190	380.00	07/18/2013
Reardon, Jeff	Administrative / Clerical	D	5.0	160	800.00	07/18/2013
Taranto, Suzanne	Consulting Actuary	D	0.8	615	492.00	07/19/2013
Schmidt, Robert	Consulting Actuary	D	0.6	440	264.00	07/19/2013
Schmidt, Robert	Consulting Actuary	D	0.3	440	132.00	07/19/2013
Bradley, Jeff	Actuary	D	0.5	410	205.00	07/19/2013
Barrett, Sheila	Actuarial Analyst	D	1.4	190	266.00	07/19/2013
Kozlowski, Vincent	Consulting Actuary	E	1.5	475	712.50	07/24/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	1.3	200	260.00	07/24/2013
Taranto, Suzanne	Consulting Actuary	G	0.5	615	307.50	07/24/2013
Roma, Markella	Senior Actuarial Analyst	D	0.3	290	87.00	07/25/2013
Taranto, Suzanne	Consulting Actuary	E	0.5	615	307.50	07/25/2013
Taranto, Suzanne	Consulting Actuary	E	0.5	615	307.50	07/26/2013
Taranto, Suzanne	Consulting Actuary	G	0.3	615	184.50	07/26/2013
Taranto, Suzanne	Consulting Actuary	D	0.5	615	307.50	07/28/2013
Taranto, Suzanne	Consulting Actuary	D	0.5	615	307.50	07/29/2013
Schmidt, Robert	Consulting Actuary	D	1.0	440	440.00	07/29/2013
Roma, Markella	Senior Actuarial Analyst	D	2.3	290	667.00	07/29/2013
Barrett, Sheila	Actuarial Analyst	D	2.5	190	475.00	07/29/2013
Reardon, Jeff	Administrative / Clerical	D	7.5	160	1,200.00	07/29/2013
Roma, Markella	Senior Actuarial Analyst	D	4.3	290	1,247.00	07/30/2013
Barrett, Sheila	Actuarial Analyst	D	2.0	190	380.00	07/30/2013
Reardon, Jeff	Administrative / Clerical	D	3.0	160	480.00	07/30/2013
Taranto, Suzanne	Consulting Actuary	E	6.0	615	3,690.00	07/30/2013
Barrett, Sheila	Actuarial Analyst	D	2.2	190	418.00	07/31/2013
Reardon, Jeff	Administrative / Clerical	D	0.8	160	128.00	07/31/2013
Kozlowski, Vincent	Consulting Actuary	E	5.7	475	2,707.50	07/31/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	4.3	200	860.00	07/31/2013

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Kaslander, Jaime	Actuarial Analyst	E	4.7	180	846.00	07/31/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	07/31/2013
Barrett, Sheila	Actuarial Analyst	D	2.2	190	418.00	08/01/2013
Kozlowski, Vincent	Consulting Actuary	E	2.7	475	1,282.50	08/01/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	1.0	200	200.00	08/01/2013
Kaslander, Jaime	Actuarial Analyst	E	2.7	180	486.00	08/01/2013
Taranto, Suzanne	Consulting Actuary	G	2.0	615	1,230.00	08/01/2013
Schmidt, Robert	Consulting Actuary	D	0.1	440	44.00	08/02/2013
Taranto, Suzanne	Consulting Actuary	E	7.5	615	4,612.50	08/02/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	08/02/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.5	200	100.00	08/02/2013
Taranto, Suzanne	Consulting Actuary	D	1.0	615	615.00	08/05/2013
Schmidt, Robert	Consulting Actuary	D	0.2	440	88.00	08/06/2013
Schmidt, Robert	Consulting Actuary	D	0.3	440	132.00	08/06/2013
Roma, Markella	Senior Actuarial Analyst	D	0.3	290	87.00	08/06/2013
Barrett, Sheila	Actuarial Analyst	D	1.4	190	266.00	08/06/2013
Kozlowski, Vincent	Consulting Actuary	E	0.2	475	95.00	08/06/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.5	200	100.00	08/06/2013
Kaslander, Jaime	Actuarial Analyst	E	1.2	180	216.00	08/06/2013
Taranto, Suzanne	Consulting Actuary	D	1.0	615	615.00	08/07/2013
Schmidt, Robert	Consulting Actuary	D	1.0	440	440.00	08/07/2013
Schmidt, Robert	Consulting Actuary	D	0.2	440	88.00	08/07/2013
Reardon, Jeff	Administrative / Clerical	D	1.7	160	272.00	08/07/2013
Taranto, Suzanne	Consulting Actuary	E	0.5	615	307.50	08/07/2013
Kozlowski, Vincent	Consulting Actuary	E	0.2	475	95.00	08/07/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	1.8	200	360.00	08/07/2013
Kaslander, Jaime	Actuarial Analyst	E	0.7	180	126.00	08/07/2013
Cuomo, Susie	Actuary	G	0.5	345	172.50	08/07/2013
Roma, Markella	Senior Actuarial Analyst	D	2.5	290	725.00	08/08/2013
Gregory, Scott	Actuarial Analyst	D	1.1	190	209.00	08/08/2013
Reardon, Jeff	Administrative / Clerical	D	0.5	160	80.00	08/08/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	08/08/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	1.0	200	200.00	08/08/2013

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Taranto, Suzanne	Consulting Actuary	G	1.0	615	615.00	08/08/2013
Schmidt, Robert	Consulting Actuary	D	0.4	440	176.00	08/09/2013
Gregory, Scott	Actuarial Analyst	D	1.0	190	190.00	08/09/2013
Kozlowski, Vincent	Consulting Actuary	E	1.2	475	570.00	08/09/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.5	200	100.00	08/09/2013
Kaslander, Jaime	Actuarial Analyst	E	0.3	180	54.00	08/09/2013
Kozlowski, Vincent	Consulting Actuary	E	1.5	475	712.50	08/12/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	08/12/2013
Kozlowski, Vincent	Consulting Actuary	E	1.5	475	712.50	08/13/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	2.0	200	400.00	08/13/2013
Kaslander, Jaime	Actuarial Analyst	E	3.0	180	540.00	08/13/2013
Taranto, Suzanne	Consulting Actuary	G	2.0	615	1,230.00	08/13/2013
Taranto, Suzanne	Consulting Actuary	E	5.0	615	3,075.00	08/14/2013
Kozlowski, Vincent	Consulting Actuary	E	1.5	475	712.50	08/14/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	1.2	200	240.00	08/14/2013
Kaslander, Jaime	Actuarial Analyst	E	1.2	180	216.00	08/14/2013
Cuomo, Susie	Actuary	G	2.0	345	690.00	08/14/2013
Taranto, Suzanne	Consulting Actuary	G	0.3	615	184.50	08/15/2013
Kozlowski, Vincent	Consulting Actuary	E	2.0	475	950.00	08/16/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.8	200	160.00	08/16/2013
Kaslander, Jaime	Actuarial Analyst	E	5.2	180	936.00	08/16/2013
Taranto, Suzanne	Consulting Actuary	F	0.5	615	307.50	08/16/2013
Cuomo, Susie	Actuary	G	2.7	345	931.50	08/16/2013
Kozlowski, Vincent	Consulting Actuary	E	5.3	475	2,517.50	08/19/2013
Kaslander, Jaime	Actuarial Analyst	E	4.7	180	846.00	08/19/2013
Taranto, Suzanne	Consulting Actuary	G	0.5	615	307.50	08/19/2013
Cuomo, Susie	Actuary	G	1.0	345	345.00	08/19/2013
Kozlowski, Vincent	Consulting Actuary	E	0.3	475	142.50	08/20/2013
Kaslander, Jaime	Actuarial Analyst	E	2.0	180	360.00	08/20/2013
Kozlowski, Vincent	Consulting Actuary	E	3.3	475	1,567.50	08/21/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	4.3	200	860.00	08/21/2013
Kaslander, Jaime	Actuarial Analyst	E	6.5	180	1,170.00	08/21/2013
Taranto, Suzanne	Consulting Actuary	G	6.0	615	3,690.00	08/21/2013

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Cuomo, Susie	Actuary	G	7.7	345	2,656.50	08/21/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	3.3	200	660.00	08/22/2013
Kaslander, Jaime	Actuarial Analyst	E	0.5	180	90.00	08/22/2013
Taranto, Suzanne	Consulting Actuary	G	2.0	615	1,230.00	08/22/2013
Barrett, Shella	Actuarial Analyst	D	0.1	190	19.00	08/23/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	3.3	200	660.00	08/23/2013
Kaslander, Jaime	Actuarial Analyst	E	1.5	180	270.00	08/23/2013
Taranto, Suzanne	Consulting Actuary	G	3.5	615	2,152.50	08/23/2013
Cuomo, Susie	Actuary	G	0.5	345	172.50	08/23/2013
Kaslander, Jaime	Actuarial Analyst	E	3.0	180	540.00	08/26/2013
Taranto, Suzanne	Consulting Actuary	G	2.5	615	1,537.50	08/26/2013
Cuomo, Susie	Actuary	G	1.3	345	448.50	08/26/2013
Kaslander, Jaime	Actuarial Analyst	E	3.5	180	630.00	08/27/2013
Taranto, Suzanne	Consulting Actuary	G	1.3	615	799.50	08/27/2013
Cuomo, Susie	Actuary	G	2.3	345	793.50	08/27/2013
Kaslander, Jaime	Actuarial Analyst	E	7.5	180	1,350.00	08/28/2013
Cuomo, Susie	Actuary	G	7.5	345	2,587.50	08/28/2013
Taranto, Suzanne	Consulting Actuary	H	7.5	615	4,612.50	08/28/2013
Roma, Markella	Senior Actuarial Analyst	D	0.5	290	145.00	08/29/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	1.3	200	260.00	08/29/2013
Kaslander, Jaime	Actuarial Analyst	E	4.5	180	810.00	08/29/2013
Cuomo, Susie	Actuary	G	5.0	345	1,725.00	08/29/2013
Taranto, Suzanne	Consulting Actuary	H	2.6	615	1,599.00	08/29/2013
Kaslander, Jaime	Actuarial Analyst	E	0.2	180	36.00	08/30/2013
Cuomo, Susie	Actuary	G	0.3	345	103.50	08/30/2013
Total Health Plan					88,725.00	

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Pension Plan - Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Bowen, Glenn	Consulting Actuary	3	0.3	420	126.00	07/18/2013
Warren, Kathy	Actuary	3	0.8	395	316.00	07/18/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	07/19/2013
Bowen, Glenn	Consulting Actuary	7	0.4	420	168.00	07/19/2013
Bowen, Glenn	Consulting Actuary	7	0.4	420	168.00	07/21/2013
Bowen, Glenn	Consulting Actuary	3	2.5	420	1,050.00	07/22/2013
Warren, Kathy	Actuary	3	0.1	395	39.50	07/22/2013
Bowen, Glenn	Consulting Actuary	7	1.0	420	420.00	07/22/2013
Warren, Kathy	Actuary	7	1.0	395	395.00	07/22/2013
Warren, Kathy	Actuary	10	0.5	395	197.50	07/22/2013
Bowen, Glenn	Consulting Actuary	3	1.7	420	714.00	07/23/2013
Bowen, Glenn	Consulting Actuary	7	0.1	420	42.00	07/23/2013
Bowen, Glenn	Consulting Actuary	3	0.8	420	336.00	07/24/2013
Bowen, Glenn	Consulting Actuary	3	1.8	395	711.00	07/24/2013
Warren, Kathy	Actuary	3	1.8	395	711.00	07/24/2013
Bowen, Glenn	Consulting Actuary	7	2.6	420	1,092.00	07/24/2013
Warren, Kathy	Actuary	7	1.5	395	592.50	07/24/2013
LaMontagne, Bob	Consulting Actuary	3	0.5	487	243.50	07/25/2013
Bowen, Glenn	Consulting Actuary	3	1.2	420	504.00	07/25/2013
Warren, Kathy	Actuary	3	0.5	395	197.50	07/25/2013
Warren, Kathy	Actuary	7	1.0	395	395.00	07/25/2013
LaMontagne, Bob	Consulting Actuary	10	0.5	487	243.50	07/25/2013
Warren, Kathy	Actuary	3	0.5	395	197.50	07/26/2013
McKinney, Michele	Administrative / Clerical	3	0.3	99	29.70	07/26/2013
Warren, Kathy	Actuary	7	0.5	395	197.50	07/26/2013
McKinney, Michele	Administrative / Clerical	7	0.3	99	29.70	07/26/2013
Bowen, Glenn	Consulting Actuary	3	0.5	420	210.00	07/30/2013
Warren, Kathy	Actuary	3	0.5	395	197.50	07/30/2013
Warren, Kathy	Actuary	3	1.0	395	395.00	07/31/2013
Warren, Kathy	Actuary	3	0.5	333	166.50	07/31/2013
Nugent, Tim	Actuary	3	0.5	395	395.00	07/31/2013
Warren, Kathy	Actuary	7	1.0	395	395.00	07/31/2013
Warren, Kathy	Actuary	10	0.3	395	118.50	07/31/2013
Gordon, Rick	Actuary	10	0.5	333	166.50	07/31/2013
Bowen, Glenn	Consulting Actuary	3	1.1	420	462.00	08/01/2013
Warren, Kathy	Actuary	3	0.3	395	118.50	08/01/2013
Bowen, Glenn	Consulting Actuary	7	0.3	420	126.00	08/01/2013

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Pension Plan - Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Warren, Kathy	Actuary	7	0.7	395	276.50	08/01/2013
Warren, Kathy	Actuary	10	0.5	395	197.50	08/01/2013
Ross, Rebecca	Senior Actuarial Analyst	10	3.7	260	962.00	08/01/2013
LaMontagne, Bob	Consulting Actuary	3	1.0	487	487.00	08/02/2013
Warren, Kathy	Actuary	3	0.2	395	79.00	08/02/2013
Porter, Scott	Actuary	10	2.3	410	943.00	08/02/2013
Warren, Kathy	Actuary	10	6.5	395	2,567.50	08/02/2013
Ross, Rebecca	Senior Actuarial Analyst	10	4.5	260	1,170.00	08/02/2013
Porter, Scott	Actuary	10	3.0	410	1,230.00	08/05/2013
Warren, Kathy	Actuary	10	0.7	395	276.50	08/05/2013
Ross, Rebecca	Senior Actuarial Analyst	10	0.7	260	182.00	08/05/2013
Porter, Scott	Actuary	10	7.0	410	2,870.00	08/06/2013
Warren, Kathy	Actuary	10	4.5	395	1,777.50	08/06/2013
Bowen, Glenn	Consulting Actuary	7	1.0	420	420.00	08/07/2013
Bowen, Glenn	Consulting Actuary	10	0.2	420	84.00	08/07/2013
Porter, Scott	Actuary	10	4.0	410	1,640.00	08/07/2013
Ross, Rebecca	Senior Actuarial Analyst	10	2.3	260	598.00	08/07/2013
McKinney, Michele	Administrative / Clerical	3	0.2	99	19.80	08/08/2013
Bowen, Glenn	Consulting Actuary	7	0.7	420	294.00	08/08/2013
Ross, Rebecca	Senior Actuarial Analyst	10	2.7	260	702.00	08/08/2013
Bowen, Glenn	Consulting Actuary	7	0.6	420	252.00	08/09/2013
Warren, Kathy	Actuary	10	1.0	395	395.00	08/09/2013
Ross, Rebecca	Senior Actuarial Analyst	10	0.3	260	78.00	08/09/2013
Bowen, Glenn	Consulting Actuary	7	0.8	420	336.00	08/12/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	08/13/2013
Bowen, Glenn	Consulting Actuary	7	0.7	420	294.00	08/13/2013
Porter, Scott	Actuary	10	3.2	410	1,312.00	08/13/2013
Warren, Kathy	Actuary	10	2.6	395	1,027.00	08/13/2013
Ross, Rebecca	Senior Actuarial Analyst	10	1.5	260	390.00	08/13/2013
Bowen, Glenn	Consulting Actuary	3	0.7	420	294.00	08/14/2013
Bowen, Glenn	Consulting Actuary	7	1.1	420	462.00	08/14/2013
Warren, Kathy	Actuary	7	1.0	395	395.00	08/14/2013
Porter, Scott	Actuary	10	2.0	410	820.00	08/14/2013
Warren, Kathy	Actuary	10	2.9	395	1,145.50	08/14/2013
Broulette, Jim	Actuary	10	4.0	341	1,364.00	08/14/2013

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Pension Plan - Details

Name	Position	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Bowen, Glenn	Consulting Actuary	3	0.3	420	126.00	08/15/2013
Bowen, Glenn	Consulting Actuary	7	0.2	420	84.00	08/15/2013
Porter, Scott	Actuary	10	4.0	410	1,640.00	08/15/2013
Warren, Kathy	Actuary	10	3.9	395	1,540.50	08/15/2013
Broulette, Jim	Actuary	10	2.0	341	682.00	08/15/2013
Ross, Rebecca	Senior Actuarial Analyst	10	5.5	260	1,430.00	08/15/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	08/16/2013
Bowen, Glenn	Consulting Actuary	7	1.3	420	546.00	08/16/2013
Warren, Kathy	Actuary	7	0.3	395	118.50	08/16/2013
Porter, Scott	Actuary	10	1.0	410	410.00	08/16/2013
Ross, Rebecca	Senior Actuarial Analyst	10	3.5	260	910.00	08/16/2013
Warren, Kathy	Actuary	10	1.8	395	711.00	08/17/2013
Bowen, Glenn	Consulting Actuary	7	7.5	420	3,150.00	08/19/2013
Warren, Kathy	Actuary	7	7.5	395	2,962.50	08/19/2013
Porter, Scott	Actuary	10	0.7	410	287.00	08/19/2013
Ross, Rebecca	Senior Actuarial Analyst	10	7.0	260	1,820.00	08/19/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	08/20/2013
Bowen, Glenn	Consulting Actuary	7	0.5	420	210.00	08/20/2013
Warren, Kathy	Actuary	10	1.0	395	395.00	08/20/2013
Ross, Rebecca	Senior Actuarial Analyst	10	1.3	260	338.00	08/20/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	08/21/2013
Warren, Kathy	Actuary	3	1.0	395	395.00	08/21/2013
Bowen, Glenn	Consulting Actuary	7	1.5	420	630.00	08/21/2013
Warren, Kathy	Actuary	7	0.9	395	355.50	08/21/2013
Warren, Kathy	Actuary	10	0.5	395	197.50	08/21/2013
Ross, Rebecca	Senior Actuarial Analyst	10	0.3	260	78.00	08/21/2013
Warren, Kathy	Actuary	3	1.3	395	513.50	08/22/2013
Bowen, Glenn	Consulting Actuary	7	0.8	420	336.00	08/22/2013
Bowen, Glenn	Consulting Actuary	3	1.7	420	714.00	08/23/2013
Bowen, Glenn	Consulting Actuary	7	0.6	420	252.00	08/23/2013
Bowen, Glenn	Consulting Actuary	7	0.3	395	118.50	08/25/2013
Warren, Kathy	Actuary	7	0.3	395	118.50	08/25/2013
Bowen, Glenn	Consulting Actuary	3	0.1	420	42.00	08/26/2013
Bowen, Glenn	Consulting Actuary	7	0.2	420	84.00	08/26/2013
Bowen, Glenn	Consulting Actuary	7	0.2	420	84.00	08/27/2013
Ross, Rebecca	Senior Actuarial Analyst	10	0.3	260	78.00	08/27/2013

Milliman Inc.
July and August 2013 Invoice
City of Detroit
Contract No 2870758
Pension Plan - Details

Name	Position	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Bowen, Glenn	Consulting Actuary	7	1.0	420	420.00	08/28/2013
Warren, Kathy	Actuary	7	0.8	395	316.00	08/28/2013
Bowen, Glenn	Consulting Actuary	3	0.5	420	210.00	08/29/2013
Bowen, Glenn	Consulting Actuary	7	0.5	420	210.00	08/29/2013
Total Pension Plan					58,916.20	

EXHIBIT H

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

Pepper Hamilton LLP
Attorneys at Law

Suite 1800
4000 Town Center
Southfield, MI 48075-1505
Main Number: 248.359.7300
Fax Number: 248.359.7700

Invoice Number: 10834514
Client/Matter Number: 140967.00003
November 30, 2013

Kevyn Orr, Emergency Manager
City of Detroit
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Requesting Attorney: Robert S. Hertzberg

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED from July 18, 2013 through August 31, 2013 as follows:

Re: Bankruptcy

Fees	\$ 135,067.00
Expenses	\$ 191.70
Total Fees and Expenses	\$ 135,258.70

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 2

Summary of Time by Task Code

<u>Task</u>	<u>Hours</u>	<u>Fees</u>
B110 Case Administration	3.60	2,616.50
B160 Fee Examiner Matters	0.70	449.00
B190 Eligibility Issues	1.50	1,200.00
B191 Assumption Motion/Syncora	194.40	130,306.50
B195 Non-Working Travel	2.00	495.00
Total	<u>202.20</u>	<u>135,067.00</u>

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 3

Time Detail by Task Code

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/19/13	R. Hertzberg	Conference call with Jones Day team re background on bankruptcy court and judge.	0.50	800.00	400.00
07/22/13	D. Kovsky-Apap	Arrange for filing of notices of appearance in bankruptcy case.	0.10	430.00	43.00
07/25/13	R. Hertzberg	Email A. Prentice re reclamation demand.	0.10	800.00	80.00
07/29/13	R. Hertzberg	Emails with G. Shumaker and H. Lennox re real estate tax appeals and stay relief.	0.40	800.00	320.00
07/29/13	D. Kovsky-Apap	Correspondence with G. Segatti and G. Shumaker re tax appeal issue.	0.20	430.00	86.00
07/30/13	R. Hertzberg	Review court's proposed dates.	0.10	800.00	80.00
07/30/13	R. Hertzberg	Telephone call with C. Ball re Judge's scheduling order.	0.20	800.00	160.00
07/31/13	R. Hertzberg	Review local rules and impact of court procedure.	0.30	800.00	240.00
07/31/13	R. Hertzberg	Email with C. Ball re local rules and impact of court procedure.	0.20	800.00	160.00
07/31/13	K. Kress	Review various pleadings filed relating to Appointment of a Retiree Committee and Tax Appeals.	0.50	495.00	247.50
08/02/13	R. Hertzberg	Emails with T. Wilson re stay lift on tax appeals.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Review 8/21 docket of hearings.	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 4

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/24/13	R. Hertzberg	Emails with H. Lennox re rules cited in order on mediation.	0.10	800.00	80.00
08/24/13	R. Hertzberg	Review local district rule and bankruptcy rule cited in order on mediation.	0.50	800.00	400.00
Total B110 Case Administration			<u>3.60</u>		<u>2,616.50</u>

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 5

TASK CODE: B160 Fee Examiner Matters

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/26/13	R. Hertzberg	Review Comment on Proposed Order Appointing Fee Examiner, filed by a law firm seeking to be appointed.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Review fee examiner order.	0.20	800.00	160.00
08/30/13	D. Kovsky-Apap	Review notice of presentment and proposed fee examiner order.	0.30	430.00	129.00
Total B160 Fee Examiner Matters			0.70		449.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 6

TASK CODE: B190 Eligibility Issues

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/09/13	R. Hertzberg	Emails with C. Ball re issues on scheduling of eligibility hearing and approach on same.	0.30	800.00	240.00
08/24/13	R. Hertzberg	Conference call with Jones Day team re Syncora mediation (B191)(.2) and subpoena of mayor on eligibility (B190) (.1).	0.30	800.00	240.00
08/24/13	R. Hertzberg	Emails with Jones Day team re issues on City witnesses for eligibility trial.	0.30	800.00	240.00
08/24/13	R. Hertzberg	Conference call with Jones Day team re issues on City witnesses for eligibility trial.	0.30	800.00	240.00
08/24/13	R. Hertzberg	Email E. Miller re issues related to depositions of Satchel and Thomas.	0.10	800.00	80.00
08/25/13	R. Hertzberg	Emails with H. Lennox and E. Miller re Thomas witness.	0.20	800.00	160.00
Total B190 Eligibility Issues			1.50		1,200.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 7

TASK CODE: B191 Assumption Motion/Syncora

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/18/13	R. Hertzberg	Telephone call with T. Cullen (.2) and email from C. DiPompeo (.1) re complaint filed in state court.	0.30	800.00	240.00
07/18/13	R. Hertzberg	Telephone calls (3) with G. Shumaker re TRO, new lawsuit and Chapter 9 petition.	0.60	800.00	480.00
07/18/13	R. Hertzberg	Review state court lawsuits filed by retirees and temporary restraining orders signed by state court judge.	0.60	800.00	480.00
07/18/13	R. Hertzberg	Review appearance by MGM in lawsuit.	0.10	800.00	80.00
07/18/13	R. Hertzberg	Telephone call with D. Kovsky re removal petition on new action.	0.20	800.00	160.00
07/19/13	R. Hertzberg	Telephone call with D. Kovsky re removal and TROs.	0.20	800.00	160.00
07/19/13	R. Hertzberg	Emails with G. Shumaker re Syncora removal and TRO's.	0.30	800.00	240.00
07/19/13	R. Hertzberg	Review removal to federal court of the state court litigation filed by the City against Syncora.	0.10	800.00	80.00
07/19/13	D. Kovsky-Apap	Correspondence with Jones Day team re Notice of Pendency of bankruptcy proceeding, which is filed in lawsuits pending in other courts so that those judges are aware of bankruptcy and automatic stay (hereafter	0.10	430.00	43.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 8

		referred to as "Notice of Pendency").			
07/19/13	D. Kovsky-Apap	Legal research re [Redacted] [Redacted]	0.40	430.00	172.00
07/19/13	D. Kovsky-Apap	Review and revise draft Notice of Pendency.	0.20	430.00	86.00
07/19/13	D. Kovsky-Apap	Arrange for filing and service of Notice of Pendency.	0.20	430.00	86.00
07/22/13	R. Hertzberg	Review Show Cause Order, which was the district court's order to show cause whether or not the district court had subject matter jurisdiction over the City's lawsuit against Syncora (hereafter referred to as "Show Cause Order").	0.20	800.00	160.00
07/22/13	R. Hertzberg	Conference call with Jones Day re Show Cause Order.	0.70	800.00	560.00
07/22/13	R. Hertzberg	Review Show Cause Order in Syncora.	0.10	800.00	80.00
07/22/13	R. Hertzberg	Emails with G. Shumaker re show cause.	0.30	800.00	240.00
07/22/13	R. Hertzberg	Telephone call with D. Kovsky re referral request to district court.	0.20	800.00	160.00
07/22/13	D. Kovsky-Apap	Review Show Cause Order.	0.10	430.00	43.00
07/22/13	D. Kovsky-Apap	Confer with R. Hertzberg re Show Cause Order.	0.10	430.00	43.00
07/22/13	D. Kovsky-Apap	Telephone conference with R. Hertzberg re [Redacted] [Redacted]	0.10	430.00	43.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 9

07/22/13	D. Kovsky-Apap	Legal research Redacted	0.40	430.00	172.00
07/22/13	D. Kovsky-Apap	Telephone call to Judge Zatkoff's chambers and report back to working group re same.	0.20	430.00	86.00
07/23/13	R. Hertzberg	Review Debtor's motions for Wednesday hearing, Syncora and other objections and Debtor reply.	1.00	800.00	800.00
07/23/13	D. Kovsky-Apap	Confer with R. Hertzberg re Syncora objection.	0.10	430.00	43.00
07/23/13	D. Kovsky-Apap	Review Syncora objection to extension of automatic stay.	0.20	430.00	86.00
07/24/13	R. Hertzberg	Redacted attended hearing on motion for confirmation and extension of the automatic stay Redacted	7.20	800.00	5,760.00
07/24/13	R. Hertzberg	Review proposed Response Brief to Show Cause Order.	0.30	800.00	240.00
07/24/13	R. Hertzberg	Review Syncora's response to show cause.	0.20	800.00	160.00
07/24/13	R. Hertzberg	Telephone call with G. Shumaker re issues on Syncora motion.	0.30	800.00	240.00
07/24/13	R. Hertzberg	Emails with Jones Day team re revisions to brief in response to the district court's order to show cause whether it had subject matter jurisdiction (hereafter referred to as "Response Brief").	0.20	800.00	160.00
07/24/13	R. Hertzberg	Review revised Response Brief.	0.50	800.00	400.00
07/24/13	D. Kovsky-Apap	Review Syncora's motion for	0.20	430.00	86.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 10

		clarification and response to Show Cause Order.			
07/24/13	D. Kovsky-Apap	Review and propose revisions to City's response to Show Cause Order.	0.60	430.00	258.00
07/24/13	D. Kovsky-Apap	Review revised drafts of Response Brief.	0.20	430.00	86.00
07/24/13	D. Kovsky-Apap	Correspondence with working group re draft Response Brief.	0.20	430.00	86.00
07/25/13	R. Hertzberg	Review revised brief on Syncora and [Redacted] [Redacted]	0.50	800.00	400.00
07/25/13	R. Hertzberg	Review motion of Syncora for clarification of 7/22 order.	0.40	800.00	320.00
07/25/13	R. Hertzberg	Review response of Greektown to show cause.	0.20	800.00	160.00
07/25/13	R. Hertzberg	Email B. Rosenblum re issues on show cause brief.	0.20	800.00	160.00
07/25/13	R. Hertzberg	Email C. DiPompeo re revision on show cause and email re filing.	0.30	800.00	240.00
07/25/13	R. Hertzberg	Review Corporate Disclosure of MGM, which is a required filing in all federal lawsuits [Redacted] [Redacted] [Redacted] (hereafter referred to as "Corporate Disclosure").	0.20	800.00	160.00
07/25/13	R. Hertzberg	Emails with D. Kovsky re filed Response Brief.	0.10	800.00	80.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 11

07/25/13	R. Hertzberg	Review Notice of Deficiency on Syncora, which is issued by the Court when a party's pleading is deficient for some reason and gives the party a deadline by which the deficiency must be cured (hereafter referred to as "Notice of Deficiency").	0.10	800.00	80.00
07/25/13	R. Hertzberg	Review MGM response to Show Cause Order.	0.20	800.00	160.00
07/25/13	R. Hertzberg	Review Corporate Disclosure of MotorCity Casino.	0.10	800.00	80.00
07/25/13	R. Hertzberg	Review Corporate Disclosure of Greektown.	0.10	800.00	80.00
07/25/13	D. Kovsky-Apap	Telephone conference with G. Irwin re draft Response Brief.	0.10	430.00	43.00
07/25/13	D. Kovsky-Apap	Review various drafts of City's Response Brief.	0.50	430.00	215.00
07/25/13	D. Kovsky-Apap	Review responses from Casinos to district court's Show Cause Order.	0.20	430.00	86.00
07/25/13	D. Kovsky-Apap	Finalize and oversee filing of Response Brief.	0.20	430.00	86.00
07/26/13	R. Hertzberg	Review the bankruptcy court's Order authorizing Syncora to conduct limited discovery with respect to the City's motion to assume a settlement agreement with certain banks (hereafter referred to as "Syncora Order").	0.20	800.00	160.00
07/30/13	R. Hertzberg	Review answer of Detroit Entertainment and Greektown to Syncora	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 12

		complaint.			
07/30/13	R. Hertzberg	Review U.S. Bank's answer to Syncora complaint.	0.30	800.00	240.00
07/30/13	R. Hertzberg	Telephone call with K. Kress re new Syncora lawsuit and approach.	0.20	800.00	160.00
07/30/13	R. Hertzberg	Review Syncora lawsuit against swaps.	0.40	800.00	320.00
07/30/13	R. Hertzberg	Review motion by Syncora for leave to file brief.	0.20	800.00	160.00
07/30/13	R. Hertzberg	Review assumption motion on swaps.	0.30	800.00	240.00
07/30/13	R. Hertzberg	Emails with Jones Day team re Redacted	0.70	800.00	560.00
07/30/13	R. Hertzberg	Telephone call with G. Shumaker re new Syncora lawsuit and approach.	0.30	800.00	240.00
07/30/13	R. Hertzberg	Email G. Shumaker re requirements under assumption motion on swaps.	0.20	800.00	160.00
07/30/13	D. Kovsky-Apap	Review answers to complaint filed by Casino Defendants.	0.30	430.00	129.00
07/30/13	K. Kress	Review of Order Clarifying 7/22/13 Order and Granting Leave To Syncora Guarantee Inc. and Syncora Capital Assurance To Conduct Limited Discovery (.2); review of Notice of Proposed Dates and Deadlines (.1).	0.30	495.00	148.50
07/30/13	K. Kress	Review of Notice of Proposed Motion Practice.	0.20	495.00	99.00
07/31/13	R. Hertzberg	Emails with G. Shumaker re discovery on motion to	0.40	800.00	320.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 13

		assume and removal of Syncora New York lawsuit.			
07/31/13	R. Hertzberg	Review Syncora proposed order dissolving TRO.	0.20	800.00	160.00
07/31/13	R. Hertzberg	Emails with G. Stewart and G. Shumaker re [Redacted] [Redacted] [Redacted] [Redacted]	0.20	800.00	160.00
07/31/13	R. Hertzberg	Telephone call with G. Shumaker re [Redacted] [Redacted] [Redacted] [Redacted]	0.70	800.00	560.00
07/31/13	R. Hertzberg	Emails with Jones Day team re court ruling on show cause.	0.20	800.00	160.00
07/31/13	R. Hertzberg	Review Proposed Response, which refers to the City's proposed response to written discovery requests propounded by Syncora (hereafter referred to as "Proposed Response").	0.50	800.00	400.00
07/31/13	R. Hertzberg	Emails with Jones Day team re issues related to Proposed Response.	0.50	800.00	400.00
07/31/13	R. Hertzberg	Review docket on NY Syncora case because Syncora did not name the City as a defendant in the NY litigation although the City's interests were clearly involved. As a result, it is	0.10	800.00	80.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 14

		necessary to become familiar with the status of the case and the pleadings that have been filed by the parties.			
07/31/13	R. Hertzberg	Review notice of bankruptcy because Syncora did not name the City as a defendant in the NY litigation although the City's interests were clearly involved. As a result, it is necessary to become familiar with the status of the case and the pleadings that have been filed by the parties.	0.10	800.00	80.00
07/31/13	R. Hertzberg	Review Notice of Removal and show cause motion, which refers to the Defendant banks' removal of the NY state court litigation to federal court and request for an order to show cause why the case should not be transferred to the Eastern District of Michigan (hereafter referred to as "Notice of Removal").	0.20	800.00	160.00
07/31/13	R. Hertzberg	Telephone call with G. Shumaker re Proposed Response to discovery.	0.20	800.00	160.00
07/31/13	D. Kovsky-Apap	Review Syncora TRO Notice of order and proposed order, which refers to Syncora's notice and proposed order to dissolve temporary restraining order issued against it, filed in the district court (hereafter referred to as "Syncora TRO Notice").	0.10	430.00	43.00
07/31/13	D. Kovsky-Apap	Review Syncora's motion to	0.50	430.00	215.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 15

		dismiss.			
07/31/13	D. Kovsky-Apap	Email to G. Shumaker re Syncora's notice of order.	0.10	430.00	43.00
08/01/13	R. Hertzberg	Emails with G. Shumaker re proposed response to motion to terminate TRO, Syncora's motion to dismiss complaint, and MGM answer to complaint.	0.50	800.00	400.00
08/01/13	R. Hertzberg	Review proposed response to motion to terminate TRO by Syncora.	0.90	800.00	720.00
08/01/13	R. Hertzberg	Review Syncora's motion to dismiss complaint and Syncora's filing on show cause.	0.70	800.00	560.00
08/01/13	R. Hertzberg	Emails with C. Ball, G. Shumaker and J. Irwin re issues related to Syncora brief; review proposed response to motion to terminate TRO by Syncora; review Syncora's motion to dismiss complaint and Syncora's filing on show cause; emails with G. Shumaker re same and MGM answer to complaint.	0.20	800.00	160.00
08/01/13	R. Hertzberg	Emails with C. Ball, G. Shumaker and J. Irwin re issues related to Syncora brief.	0.30	800.00	240.00
08/01/13	D. Kovsky-Apap	Review MGM Grand's answer to complaint.	0.20	430.00	86.00
08/01/13	D. Kovsky-Apap	Correspondence with C. DiPompeo re response to Syncora's notice to dissolve TRO.	0.20	430.00	86.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 16

08/01/13	D. Kovsky-Apap	Review response to Syncora's notice to dissolve TRO.	0.20	430.00	86.00
08/01/13	D. Kovsky-Apap	Review Syncora's statement in advance of hearing.	0.20	430.00	86.00
08/01/13	K. Kress	Telephone conference with C. Ball re Syncora status conference.	0.20	495.00	99.00
08/01/13	K. Kress	Review of responsive pleadings all related to motions set for hearing on 8/2/13 in the bankruptcy court re various administrative issues, including the comment periods on the appointment of a fee examiner and on the mediation order.	1.50	495.00	742.50
08/01/13	K. Kress	Review response of the City to Syncora's discovery motion related to the City's motion to assume the Forbearance and Optional Termination Agreement with the swap counterparties and related exhibits and pleadings.	0.70	495.00	346.50
08/01/13	K. Kress	Research [Redacted] (1.2); respond to questions from Jones Day re [Redacted] (2).	1.40	495.00	693.00
08/01/13	K. Kress	Review Syncora's response to motion to assume.	0.50	495.00	247.50
08/01/13	K. Kress	Email messages from C. Ball	0.20	495.00	99.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 17

Date	Person	Description	Hours	Rate	Amount
08/02/13	R. Hertzberg	Redacted Review Depfa Bank objection to motion to assume.	0.20	800.00	160.00
08/02/13	R. Hertzberg	Telephone call with K. Kress re status of today's hearing.	0.20	800.00	160.00
08/02/13	R. Hertzberg	Email G. Shumaker re status of hearing.	0.20	800.00	160.00
08/02/13	K. Kress	Attendance at status conference and hearings on pending motions.	4.30	495.00	2,128.50
08/02/13	K. Kress	Email message to B. Hertzberg re status conference and hearings.	0.20	495.00	99.00
08/02/13	K. Kress	Telephone conference with B. Hertzberg re status conference and hearings.	0.50	495.00	247.50
08/04/13	R. Hertzberg	Emails with G. Shumaker re new schedule on assumption motion and preparation of response to motion to dismiss in tort suit.	0.30	800.00	240.00
08/06/13	R. Hertzberg	Review memorandum prepared by K. Kress re matters discussed and decided at 8/2/13 hearing before the bankruptcy court/	0.20	800.00	160.00
08/06/13	D. Kovsky-Apap	Correspondence with G. Irwin re Syncora's response to motion for protective order and City's time to reply.	0.30	430.00	129.00
08/06/13	K. Kress	Email to R. Hertzberg re order re status conferences and hearings.	0.20	495.00	99.00
08/06/13	K. Kress	Review order entered relating to 8/2/13 status	1.30	495.00	643.50

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 18

		conferences and hearings on pending motions (CORRECTION: Amount of time was incorrectly entered and should have been entered as .3. A credit of \$495.00 for 1 hour will be applied on future invoice.)			
08/07/13	R. Hertzberg	Review memoranda to be filed in New York and Detroit federal court.	0.40	800.00	320.00
08/07/13	R. Hertzberg	Emails with Jones Day team re Redacted [REDACTED]	0.30	800.00	240.00
08/07/13	R. Hertzberg	Review proposed filing of status of related proceeding in New York Syncora litigation.	0.90	800.00	720.00
08/07/13	D. Kovsky-Apap	Review Syncora response to motion for protective order.	0.30	430.00	129.00
08/07/13	D. Kovsky-Apap	Receive update from K. Kress re 8/2/13 hearing before the bankruptcy court.	0.10	430.00	43.00
08/07/13	D. Kovsky-Apap	Correspondence with C. DiPompeo re responding to motion to dismiss.	0.20	430.00	86.00
08/08/13	R. Hertzberg	Emails with G. Shumaker and D. Kovsky re Judge Zatkoff's order referring the case before him to the bankruptcy court.	0.30	800.00	240.00
08/08/13	R. Hertzberg	Review Judge Zatkoff's dismissal of Show Cause Order.	0.20	800.00	160.00
08/08/13	R. Hertzberg	Emails with G. Shumaker re	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 19

		discovery, witnesses and approach process on Syncora motion and proposed exhibits.			
08/08/13	R. Hertzberg	Emails with G. Stewart and C. Ball re reference to bankruptcy court.	0.50	800.00	400.00
08/08/13	R. Hertzberg	Telephone call with D. Kovsky re reference to bankruptcy court.	0.20	800.00	160.00
08/08/13	R. Hertzberg	Email D. Kovsky re local rule in the Eastern District of Michigan automatically referring all bankruptcy cases and matters related to bankruptcy cases to the bankruptcy court.	0.20	800.00	160.00
08/08/13	R. Hertzberg	Review emails related to discovery, witnesses and approach process on Syncora motion and proposed exhibits.	0.80	800.00	640.00
08/08/13	D. Kovsky-Apap	Review emails from Jones Day trial team re evidentiary hearing.	0.10	430.00	43.00
08/08/13	D. Kovsky-Apap	Receive and review order from Judge Zatkoff dismissing order to show cause.	0.10	430.00	43.00
08/08/13	D. Kovsky-Apap	Confer with R. Hertzberg re referral issue.	0.10	430.00	43.00
08/08/13	D. Kovsky-Apap	Legal research re [Redacted] [Redacted] [Redacted]	0.60	430.00	258.00
08/08/13	D. Kovsky-Apap	Correspondence with working group re referral.	0.20	430.00	86.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 20

08/09/13	R. Hertzberg	Email C. Ball re position on witnesses on motion to assume.	0.20	800.00	160.00
08/09/13	R. Hertzberg	Emails with G. Irwin and D. Kovsky re issues on briefing of Syncora case that was referred and approach to same.	0.40	800.00	320.00
08/09/13	R. Hertzberg	Review revised exhibit and witness statement, E&Y affidavit and other exhibits.	0.80	800.00	640.00
08/09/13	R. Hertzberg	Review referral notice of Syncora and Order.	0.20	800.00	160.00
08/09/13	D. Kovsky-Apap	Receive and review notice of referral of Syncora case to bankruptcy court.	0.10	430.00	43.00
08/09/13	D. Kovsky-Apap	Review emails from Jones Day trial team re preparation for evidentiary hearing for trial on the City's motion to assume the Forbearance and Optional Termination Agreement.	0.20	430.00	86.00
08/09/13	D. Kovsky-Apap	Correspondence with R. Hertzberg re notice of Syncora's Emergency Motion to dissolve the restraining order the City had obtained against it (hereafter referred to as "Emergency Motion").	0.10	430.00	43.00
08/10/13	R. Hertzberg	Emails with Jones Day team re issues related to Emergency Motion filed in Syncora referred case.	0.60	800.00	480.00
08/11/13	R. Hertzberg	Review memo re legal and strategic issues to be discussed on tomorrow's	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 21

		conference call.			
08/11/13	R. Hertzberg	Review of Syncora notice of pending motion of notice to dissolve TRO.	0.40	800.00	320.00
08/11/13	D. Kovsky-Apap	Review email with discussion points for conference call.	0.10	430.00	43.00
08/12/13	R. Hertzberg	Conference call with Jones Day re approach to Syncora litigation.	0.50	800.00	400.00
08/12/13	R. Hertzberg	Review revised exhibit and witness list and email D. Moss.	0.40	800.00	320.00
08/12/13	R. Hertzberg	Emails with C. Ball and T. Cullen re response of Syncora to stay request.	0.40	800.00	320.00
08/12/13	R. Hertzberg	Telephone call with Judge's office re procedure on Syncora.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Telephone call with T. Cullen re calling Syncora and approach.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Telephone call with R. Bennett and S. Hackney re response on status conference and TRO.	0.30	800.00	240.00
08/12/13	R. Hertzberg	Conference call with Jones Day re Syncora status.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Review proposed response to Syncora emergency motion and revisions by D. Kovsky.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Review notice of hearing on Syncora's emergency motion.	0.10	800.00	80.00
08/12/13	R. Hertzberg	Conference with D. Kovsky re timing and issues on	0.40	800.00	320.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 22

		response to Syncora motion.			
08/12/13	R. Hertzberg	Review supplemental memorandum on NY lawsuit.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Email G. Irwin re approach to the filing of response.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Telephone call with T. Cullen re response approach to Emergency Motion.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Conference call with C. Ball, T. Cullen and bank group re status of deadline dates and status with Syncora.	0.50	800.00	400.00
08/12/13	R. Hertzberg	Conference with D. Kovsky re decision on motion to file and approach.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Telephone call with Judge's clerk re filing procedure on motion in Syncora.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Email to Jones Day group re chambers' direction on need to file a motion in order to obtain a status conference with the court.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Emails with G. Shumaker re position on Syncora TRO Motion to dissolve the TRO obtained by the City against it and the City's motion in response for a status conference, briefing schedule and maintenance of the status quo in the meantime (hereafter referred to as "City Status Quo Motion and Syncora TRO Motion").	0.20	800.00	160.00
08/12/13	R. Hertzberg	Telephone call with G.	0.30	800.00	240.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 23

		Shumaker re update on bank call and filings.			
08/12/13	R. Hertzberg	Email H. Lennox re position on extension of filing deadlines.	0.10	800.00	80.00
08/12/13	R. Hertzberg	Review Supplemental Notice re new developments in the City's bankruptcy case, filed in the Syncora lawsuit pending before Judge Kaplan in the Southern District of NY (hereafter referred to as "Supplemental Notice") and email C. Ball re same.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Review and revise motion to schedule status conference and stay briefing.	0.30	800.00	240.00
08/12/13	R. Hertzberg	Emails with G. Shumaker and Jones Day team re stay/preliminary injunction and draft objections.	0.30	800.00	240.00
08/12/13	R. Hertzberg	Review proposed revisions to motion for scheduling by G. Shumaker.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Review draft objection by Ambac to assumption.	0.70	800.00	560.00
08/12/13	R. Hertzberg	Emails with Jones Day team re preliminary injunction and stay issue.	0.30	800.00	240.00
08/12/13	R. Hertzberg	Email T. Cullen re calling Syncora and approach.	0.10	800.00	80.00
08/12/13	R. Hertzberg	Email from T. Cullen on changes to response to Syncora Emergency Motion.	0.20	800.00	160.00
08/12/13	R. Hertzberg	Emails to Jones Day re suggested changes to response to Syncora Emergency Motion.	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 24

08/12/13	D. Kovsky-Apap	Receive update from chambers re hearing.	0.10	430.00	43.00
08/12/13	D. Kovsky-Apap	Prepare for conference calls (.4); participate in conference calls with Jones Day litigators involved in Syncora matter re topics including upcoming hearings set by the bankruptcy court to the extent they involved Syncora, and open issues including legal and strategic issues involved in responding to pleadings Syncora filed in the bankruptcy case and the adversary proceeding (.6).	1.00	430.00	430.00
08/12/13	D. Kovsky-Apap	Work on motion for status conference.	2.60	430.00	1,118.00
08/12/13	D. Kovsky-Apap	Review and provide comments on memo re Supplemental Notice for SDNY litigation.	0.80	430.00	344.00
08/12/13	D. Kovsky-Apap	Receive and review the bankruptcy court's Order Granting Syncora Guarantee Inc.'s Ex Parte Motion for Expedited Hearing re Defendant Syncora Guarantee Inc.'s Emergency Motion to Dissolve TRO and Conduct Expedited Discovery.	0.10	430.00	43.00
08/13/13	R. Hertzberg	Conference call with Jones Day team re TRO hearing and Syncora.	0.70	800.00	560.00
08/13/13	R. Hertzberg	Telephone call with D. Kovsky re legal and strategic issues implicated in the City Status Quo Motion and	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 25

Syncora TRO Motion.					
08/13/13	R. Hertzberg	Emails with G. Stewart re issues on TRO.	0.20	800.00	160.00
08/13/13	R. Hertzberg	Telephone call with D. Heiman re discussion of mediation process and Syncora status.	0.30	800.00	240.00
08/13/13	R. Hertzberg	Review transcript of hearing held before Judge Kaplan in the lawsuit brought by Syncora in SDNY.	0.30	800.00	240.00
08/13/13	R. Hertzberg	Review and revise motion to schedule status conference and TRO.	0.70	800.00	560.00
08/13/13	R. Hertzberg	Email G. Shumaker re suggested changes to City Status Quo Motion.	0.20	800.00	160.00
08/13/13	R. Hertzberg	Telephone call with D. Moss re exhibit list and proposed motion to expedite City Status Quo Motion.	0.20	800.00	160.00
08/13/13	R. Hertzberg	Email G. DiPompeo re additional information for City Status Quo Motion.	0.10	800.00	80.00
08/13/13	R. Hertzberg	Emails with D. Kovsky and B. Rosenblum re proposed changes in City Status Quo Motion (.2); Redacted Redacted (.3).	0.50	800.00	400.00
08/13/13	R. Hertzberg	Review proposed revisions to City Status Quo Motion.	0.20	800.00	160.00
08/13/13	R. Hertzberg	Emails with G. Shumaker, D. Moss and C. DiPompeo re motion to expedite hearing on City Status Quo Motion.	0.20	800.00	160.00
08/13/13	R. Hertzberg	Email G. Shumaker and	0.60	800.00	480.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 26

		review intended final City Status Quo Motion.			
08/13/13	R. Hertzberg	Further review of final motion to expedite and City Status Quo Motion.	0.50	800.00	400.00
08/13/13	R. Hertzberg	Prepare for conference call with Jones Day team re TRO hearing and Syncora.	0.40	800.00	320.00
08/13/13	R. Hertzberg	Conference with D. Kovsky and email to Jones Day re suggested changes to motion to schedule status conference and TRO.	0.20	800.00	160.00
08/13/13	R. Hertzberg	Conference with D. Kovsky re Redacted	0.20	800.00	160.00
08/13/13	R. Hertzberg	Emails with Jones Day team and D. Kovsky re proposed revisions to City Status Quo Motion,	0.40	800.00	320.00
08/13/13	R. Hertzberg	Telephone call with G. Shumaker re proposed revisions to City Status Quo Motion.	0.30	800.00	240.00
08/13/13	R. Hertzberg	Review revised city Status Quo Motion.	0.40	800.00	320.00
08/13/13	R. Hertzberg	Telephone call with C. Ball, B. Rosenblum, D. Moss and D. Kovsky re intended final revisions of City Status Quo Motion.	0.70	800.00	560.00
08/13/13	D. Kovsky-Apap	Work on motion to schedule hearing, set briefing schedules and maintain status quo.	10.20	430.00	4,386.00
08/13/13	L.S. Welwarth	Research case law re Redacted	2.20	250.00	550.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 27

		Redacted			
08/14/13	R. Hertzberg	Email D. Kovsky re information for amended notice.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Telephone calls with G. Shumaker and D. Kovsky re status on monoline insurers.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Email Jones Day group and T. Cullen Redacted email T. Cullen.	0.10	800.00	80.00
08/14/13	R. Hertzberg	Telephone call with D. Kovsky re items needed for hearing.	0.10	800.00	80.00
08/14/13	R. Hertzberg	Email C. Ball re whether copies of certain pleadings were provided to the monoline insurers who have been objectors in the City's bankruptcy case.	0.10	800.00	80.00
08/14/13	R. Hertzberg	Telephone call with C. Ball and G. Irwin re discussion of legal and strategic issues Redacted	0.40	800.00	320.00
08/14/13	R. Hertzberg	Telephone call with D. Kovsky re the City Reply Brief in support of its motion for a protective order with respect to discovery sought by Syncora in the adversary proceeding pending against Syncora (hereafter referred to as "City Reply Brief").	0.20	800.00	160.00
08/14/13	R. Hertzberg	Telephone call with G. Irwin re filing City Reply Brief.	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 28

08/14/13	R. Hertzberg	Email to Jones Day litigators working on Syncora matters re City's motion to expedite hearing on City Status Quo Motion.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Emails with C. Ball re Redacted	0.20	800.00	160.00
08/14/13	R. Hertzberg	Emails with G. Irwin and D. Kovsky re debtor's reply brief in support of protective order.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Email C. Ball re changes to brief in support of City Status Quo Motion. (Note that "brief" and "motion" are used interchangeably with respect to City Status Quo Motion as they were a single, combined document.)	0.20	800.00	160.00
08/14/13	R. Hertzberg	Conference call with Jones Day team re final review of City Status Quo Motion and its motion to expedite hearing for that motion.	0.70	800.00	560.00
08/14/13	R. Hertzberg	Telephone call with G. Shumaker re approach to hearing set by the bankruptcy court for 8/21/13 on several matters relating to Syncora.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Telephone call with C. Ball re issues related to stay.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Emails with D. Moss and C. Ball re status on monoline insurers, which are entities that insure the City's bonds, COPs and/or interest rate	0.10	800.00	80.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 29

		swaps and who have been very active objectors in the City's bankruptcy case.			
08/14/13	R. Hertzberg	Review revised witness list.	0.20	800.00	160.00
08/14/13	R. Hertzberg	Conference call with C. Ball, G. Irwin and monolines re issues related to assumption motion.	1.20	800.00	960.00
08/14/13	R. Hertzberg	Email G. Irwin re City Reply Brief.	0.10	800.00	80.00
08/14/13	R. Hertzberg	Review order on motion to expedite.	0.10	800.00	80.00
08/14/13	R. Hertzberg	Review debtor's reply brief in support of protective order.	0.40	800.00	320.00
08/14/13	D. Kovsky-Apap	Confer with R. Hertzberg re proposed order granting the City Status Quo Motion.	0.10	430.00	43.00
08/14/13	D. Kovsky-Apap	Revise City motion to expedite hearing and City Status Quo Motion per comments from Jones Day team.	1.70	430.00	731.00
08/14/13	D. Kovsky-Apap	Participate in conference call re City motion to expedite hearing and City Status Quo Motion.	0.90	430.00	387.00
08/14/13	D. Kovsky-Apap	Oversee filing of City motion to expedite and City Status Quo Motion.	0.20	430.00	86.00
08/14/13	D. Kovsky-Apap	Oversee uploading of proposed order to expedite hearing on City Status Quo Motion and email to chambers re same.	0.20	430.00	86.00
08/14/13	D. Kovsky-Apap	Correspondence with Jones Day team re as-filed City	0.10	430.00	43.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 30

		motion to expedite and City Status Quo Motion.			
08/14/13	D. Kovsky-Apap	Correspondence with D. Moss re hearing agenda for the 8/21/13 hearing set by the bankruptcy court.	0.10	430.00	43.00
08/14/13	D. Kovsky-Apap	Review hearing agenda for the 8/21/13 hearing set by the bankruptcy court.	0.10	430.00	43.00
08/14/13	D. Kovsky-Apap	Receive and review bankruptcy court's Order Granting in Part and Denying in Part Debtor's Ex Parte Motion for Order Shortening Notice, Staying and Further Briefing and Scheduling an Expedited Hearing with respect to City Status Quo Motion.	0.10	430.00	43.00
08/14/13	D. Kovsky-Apap	Correspondence with working group re Order Granting in Part and Denying in Part Debtor's Ex Parte Motion for Order Shortening Notice, Staying and Further Briefing and Scheduling an Expedited Hearing with respect to City Status Quo Motion.	0.20	430.00	86.00
08/14/13	D. Kovsky-Apap	Confer with R. Hertzberg re status of discussions with insurers and re reply brief for motion for protective order.	0.20	430.00	86.00
08/15/13	R. Hertzberg	Emails with G. Shumaker re City Reply Brief issues and hearing.	0.30	800.00	240.00
08/15/13	R. Hertzberg	Email D. Moss re information on exhibit and witness list.	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 31

08/15/13	R. Hertzberg	Review calendar of hearings Redacted	0.20	800.00	160.00
08/15/13	R. Hertzberg	Email D. Kovsky re revised reply to motion for protective order.	0.10	800.00	80.00
08/15/13	R. Hertzberg	Review final draft of City Reply Brief in support of protective order.	0.20	800.00	160.00
08/15/13	R. Hertzberg	Review final draft of exhibit and witness list.	0.20	800.00	160.00
08/15/13	R. Hertzberg	Review revised reply to motion for protective order.	0.30	800.00	240.00
08/15/13	D. Kovsky-Apap	Finalize and oversee filing of brief.	0.20	430.00	86.00
08/15/13	D. Kovsky-Apap	Provide comments re reply brief.	0.30	430.00	129.00
08/15/13	D. Kovsky-Apap	Receive and review reply brief re protective order.	0.30	430.00	129.00
08/15/13	D. Kovsky-Apap	Correspondence with D. Moss re hearing transcript and exhibit list.	0.10	430.00	43.00
08/16/13	R. Hertzberg	Emails with J. Calton and H. Lennox re access to data room.	0.20	800.00	160.00
08/16/13	R. Hertzberg	Telephone call with G. Shumaker re approach to TRO hearing and status conference.	0.20	800.00	160.00
08/16/13	R. Hertzberg	Review revised hearing docket.	0.10	800.00	80.00
08/16/13	R. Hertzberg	Emails with Jones Day re access link to exhibits and	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 32

		transcript issue.			
08/16/13	R. Hertzberg	Telephone call with D. Moss re questions on exhibit list.	0.20	800.00	160.00
08/16/13	R. Hertzberg	Emails with D. Moss and C. Ball re witnesses identified by objectors to testify at trial on City's Motion to Assume Forbearance and Optional Termination Agreement.	0.20	800.00	160.00
08/16/13	R. Hertzberg	Emails with Jones Day team re objection matrix and procedure on same.	0.20	800.00	160.00
08/16/13	R. Hertzberg	Email C. Ball re objection by Ambac to Assumption.	0.20	800.00	160.00
08/16/13	R. Hertzberg	Emails with Jones Day team re documents for Greektown Casino and access to data room.	0.30	800.00	240.00
08/16/13	R. Hertzberg	Email C. Ball re revised hearing docket.	0.10	800.00	80.00
08/16/13	D. Kovsky-Apap	Receive and review mediation order.	0.20	430.00	86.00
08/16/13	D. Kovsky-Apap	Review status conference report from Detroit Entertainment and Greektown.	0.20	430.00	86.00
08/16/13	D. Kovsky-Apap	Review final witness and exhibit list and email from D. Moss re same.	0.20	430.00	86.00
08/16/13	D. Kovsky-Apap	Review and provide comments on draft case calendar.	0.20	430.00	86.00
08/17/13	R. Hertzberg	Emails with D. Moss re objection matrix.	0.20	800.00	160.00
08/17/13	R. Hertzberg	Emails with Jones Day re witnesses, status conference, Redacted	0.40	800.00	320.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 33

		Redacted			
08/19/13	R. Hertzberg	Emails with H. Lennox re entry into data room for Greektown.	0.20	800.00	160.00
08/19/13	R. Hertzberg	Emails with D. Moss re link for objectors.	0.10	800.00	80.00
08/19/13	R. Hertzberg	Email D. Moss re further information on witness of Syncora.	0.20	800.00	160.00
08/19/13	D. Kovsky-Apap	Work on hearing binders and preparation for hearing.	0.80	430.00	344.00
08/19/13	D. Kovsky-Apap	Review talking points and demonstrative exhibits.	0.30	430.00	129.00
08/19/13	D. Kovsky-Apap	Provide comments to D. Moss re talking points and exhibits.	0.20	430.00	86.00
08/19/13	D. Kovsky-Apap	Review legal analysis re issues arising with respect to the Syncora matters to be heard on 8/21/13 from B. Rosenblum.	0.20	430.00	86.00
08/19/13	D. Kovsky-Apap	Correspondence with B. Rosenblum re reply deadline Redacted	0.10	430.00	43.00
08/20/13	R. Hertzberg	Prepare for hearing on status conference set by the bankruptcy court for 8/21/13.	0.70	800.00	560.00
08/20/13	R. Hertzberg	Review information, objection matrix, pleadings and other support documents for hearing on TRO and status conference.	1.00	800.00	800.00
08/20/13	R. Hertzberg	Telephone call with D. Kovsky re preparation for	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 34

		status conference hearing on 8/21/13.			
08/20/13	R. Hertzberg	Emails with Jones Day team re Statement of Syncora Guarantee Inc. and Syncora Capital Assurance Inc. in Advance of Status Conference.	0.20	800.00	160.00
08/20/13	R. Hertzberg	Emails with Jones Day team related to mediation (.2); review mediation order (.1).	0.30	800.00	240.00
08/20/13	R. Hertzberg	Telephone call with J. Calton re access to data room and documents.	0.20	800.00	160.00
08/20/13	R. Hertzberg	Review statement of Syncora in advance of status conference.	0.30	800.00	240.00
08/20/13	D. Kovsky-Apap	Review and circulate unsealed mediation order.	0.20	430.00	86.00
08/20/13	D. Kovsky-Apap	Correspondence with G. Shumaker re mediation order.	0.20	430.00	86.00
08/20/13	D. Kovsky-Apap	Correspondence with working group re Syncora filing.	0.20	430.00	86.00
08/20/13	D. Kovsky-Apap	Review Statement of Syncora Guarantee Inc. and Syncora Capital Assurance Inc. in Advance of Status Conference.	0.40	430.00	172.00
08/20/13	D. Kovsky-Apap	Legal research re Redacted	1.70	430.00	731.00
08/20/13	D. Kovsky-Apap	Confer with R. Hertzberg re legal issues raised in Syncora Statement of Syncora Guarantee Inc. and Syncora	0.20	430.00	86.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 35

Date	Attorney	Description	Hours	Rate	Amount
		Capital Assurance Inc. in Advance of Status Conference.			
08/20/13	D. Kovsky-Apap	Review and provide comments on draft response to motion to dismiss.	0.80	430.00	344.00
08/20/13	D. Kovsky-Apap	Email from G. Shumaker re proposed mediators.	0.10	430.00	43.00
08/20/13	D. Kovsky-Apap	Redacted	0.40	430.00	172.00
08/20/13	D. Kovsky-Apap	Draft email and send documents related to the City's finances and requested by counsel for the casinos in informal discovery to J. Calton.	0.20	430.00	86.00
08/20/13	D. Kovsky-Apap	Review exhibits in preparation for hearing.	1.00	430.00	430.00
08/20/13	D. Kovsky-Apap	Receive and review mediation notice from Judge Rosen.	0.10	430.00	43.00
08/21/13	R. Hertzberg	Meeting with G. Shumaker and C. Ball re preparation for hearing (2.0); attend hearing on TRO with Syncora and hearing on automatic stay (5.0); meet with C. Ball and G. Shumaker re course of action (3.5).	10.50	800.00	8,400.00
08/21/13	D. Kovsky-Apap	Prepare for hearing (.2); participate in hearing re issues heard by the court at 8/21/13 hearing, including the dissolution of TRO against Syncora and whether the automatic stay barred Syncora from exercising its purported contractual rights (5.0).	5.20	430.00	2,236.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 36

08/21/13	D. Kovsky-Apap	Confer with R. Hertzberg re Redacted	0.20	430.00	86.00
08/21/13	D. Kovsky-Apap	Review audio file of second hearing re Redacted	1.40	430.00	602.00
08/21/13	L.S. Welwarth	Research case law	0.40	250.00	100.00
08/22/13	R. Hertzberg	Conference call with Jones Day team re mediation and discovery on assumption motion.	0.80	800.00	640.00
08/22/13	R. Hertzberg	Telephone call with B. Diehl re question raised by Mr. Diehl with respect to matters that were argued at the prior day's hearing, which the court held over until following week.	0.20	800.00	160.00
08/22/13	R. Hertzberg	Review mediation order.	0.10	800.00	80.00
08/22/13	R. Hertzberg	Email C. DiPompeo re Redacted	0.20	800.00	160.00
08/22/13	R. Hertzberg	Review docket minute entry on stay under advisement.	0.10	800.00	80.00
08/22/13	R. Hertzberg	Review notice of status conference on Syncora litigation and assumption	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 37

		and forward to Jones Day.			
08/22/13	R. Hertzberg	Emails with Jones Day group re status conferences and dismissal of Syncora lawsuit.	0.40	800.00	320.00
08/22/13	R. Hertzberg	Emails with G. Shumaker re proposed depositions schedule and approach with Syncora.	0.20	800.00	160.00
08/22/13	R. Hertzberg	Review and revise proposed response to Syncora's motion to dismiss complaint.	0.70	800.00	560.00
08/22/13	R. Hertzberg	Email G. Shumaker re Redacted	0.20	800.00	160.00
08/22/13	R. Hertzberg	Email S. Boyce and telephone call with S. Boyce re Redacted	0.20	800.00	160.00
08/22/13	R. Hertzberg	Telephone call with C. Ball re legal and strategic issues Redacted	0.20	800.00	160.00
08/22/13	R. Hertzberg	Telephone call with G. Shumaker, T. Cullen and G. Irwin re legal and strategic issues Redacted	0.30	800.00	240.00
		discovery and motion for			

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 38

		protective order.			
08/22/13	R. Hertzberg	Email Jones Day team re questions on mediation order.	0.10	800.00	80.00
08/22/13	D. Kovsky-Apap	Participate in conference call re next steps re Syncora.	0.80	430.00	344.00
08/22/13	D. Kovsky-Apap	Receive and review second order re mediation.	0.10	430.00	43.00
08/22/13	D. Kovsky-Apap	Confer with S. Boyce and R. Hertzberg re concurrence in motion.	0.10	430.00	43.00
08/23/13	R. Hertzberg	Review task chart on litigation.	0.10	800.00	80.00
08/23/13	R. Hertzberg	Email with G. Shumaker re suggestions on task chart.	0.20	800.00	160.00
08/23/13	R. Hertzberg	Review three drafts of motion for protective order for assumption discovery and motion to expedite.	0.70	800.00	560.00
08/23/13	R. Hertzberg	Provide suggested changes and emails with Jones Day team re motion for protective order for assumption discovery and motion to expedite.	0.40	800.00	320.00
08/23/13	R. Hertzberg	Conference call with Jones Day team re review of task chart on assumption and eligibility motion.	1.10	800.00	880.00
08/23/13	R. Hertzberg	Review two minute entries from court related to TRO and procedure during discovery.	0.10	800.00	80.00
08/23/13	R. Hertzberg	Telephone call with D. Kovsky re rebuttal witnesses and approach.	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 39

08/23/13	R. Hertzberg	Email G. Shumaker re what minute entry shows.	0.10	800.00	80.00
08/23/13	R. Hertzberg	Emails with L. Nelson re issues related to items in data room.	0.20	800.00	160.00
08/23/13	R. Hertzberg	Review revised draft of City's motion for a protective order with respect to personally identifiable information in the City's data room.	0.20	800.00	160.00
08/23/13	R. Hertzberg	Review objection chart on assumption motion.	0.70	800.00	560.00
08/23/13	R. Hertzberg	Email G. Shumaker re requests by Syncora and proposed response.	0.20	800.00	160.00
08/23/13	R. Hertzberg	Review emails with G. Shumaker, G. Irwin and S. Hackney re deposition and discovery agreement on assumption motion.	0.40	800.00	320.00
08/23/13	R. Hertzberg	Review order expediting hearing on protective order.	0.10	800.00	80.00
08/23/13	R. Hertzberg	Review portion of the 8/21/13 hearing transcript re issue of personally identifiable information in City's data room.	0.20	800.00	160.00
08/23/13	R. Hertzberg	Emails to G. Shumaker and Jones Day team re issues related to mediation order.	0.20	800.00	160.00
08/23/13	R. Hertzberg	Email T. Cullen re task chart on litigation.	0.10	800.00	80.00
08/23/13	R. Hertzberg	Emails with G. Shumaker and D. Kovsky re preparation of order dissolving TRO.	0.10	800.00	80.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 40

08/23/13	R. Hertzberg	Review mediation order entered by Judge Rosen.	0.30	800.00	240.00
08/23/13	D. Kovsky-Apap	Review and provide comments to City's draft motion for protective order with respect to personally identifiable information in City's data room and ex parte motion to shorten notice and expedite hearing on motion for protective order.	1.20	430.00	516.00
08/23/13	D. Kovsky-Apap	Participate in telephone conference re preparation for hearings and depositions.	1.10	430.00	473.00
08/23/13	D. Kovsky-Apap	Telephone conference with R. Hertzberg re preparing for rebuttal witnesses.	0.10	430.00	43.00
08/23/13	D. Kovsky-Apap	Review revised draft motion for protective order with respect to personally identifiable information in City's data room.	0.30	430.00	129.00
08/23/13	D. Kovsky-Apap	Telephone conference with D. Moss re filing and service of discovery requests.	0.10	430.00	43.00
08/23/13	D. Kovsky-Apap	Receive and review as-filed motion and ex parte motion to shorten notice.	0.20	430.00	86.00
08/23/13	D. Kovsky-Apap	Research and begin preparing memorandum re potential rebuttal witnesses.	1.70	430.00	731.00
08/23/13	D. Kovsky-Apap	Review audio file re judge's direction re submission of order.	0.30	430.00	129.00
08/24/13	R. Hertzberg	Email D. Heiman re procedure of mediation.	0.20	800.00	160.00
08/24/13	R. Hertzberg	Review mediation rules.	0.30	800.00	240.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 41

08/24/13	R. Hertzberg	Review chart of objection to forbearance agreement.	0.20	800.00	160.00
08/24/13	R. Hertzberg	Emails with G. Shumaker re Redacted	0.20	800.00	160.00
08/24/13	R. Hertzberg	Email C. Ball re mediation rules.	0.10	800.00	80.00
08/26/13	R. Hertzberg	Review revised chart of objections to assumption motion.	0.30	800.00	240.00
08/26/13	R. Hertzberg	Email G. Shumaker re Redacted	0.10	800.00	80.00
08/26/13	R. Hertzberg	Review memo on potential rebuttal witnesses listed by Syncora.	0.30	800.00	240.00
08/26/13	R. Hertzberg	Review concurrence by Fire Association in protective order.	0.10	800.00	80.00
08/26/13	R. Hertzberg	Conference with D. Kovsky re rebuttal witnesses.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Telephone call with D. Moss re deposition preparation; review notice of deposition and two exhibits re Orr, Malhotra and Buckfire.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Email G. Shumaker re Redacted	0.10	800.00	80.00
08/26/13	R. Hertzberg	Email C. Ball re Redacted	0.20	800.00	160.00
08/26/13	R. Hertzberg	Emails with J. Calton re access to data room and	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 42

		Casino's financials.			
08/26/13	R. Hertzberg	Email R. Vitali re Greektown Financial.	0.10	800.00	80.00
08/26/13	R. Hertzberg	Emails with Jones Day team re position on Greektown Financial.	0.30	800.00	240.00
08/26/13	R. Hertzberg	Review six transcript order forms Redacted [REDACTED]	0.10	800.00	80.00
08/26/13	R. Hertzberg	Email to Jones Day team re additional information added to room.	0.10	800.00	80.00
08/26/13	R. Hertzberg	Review proposed topic list for 30(b)(6) to Syncora.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Emails with C. Ball re Redacted [REDACTED]	0.20	800.00	160.00
08/26/13	R. Hertzberg	Email G. Shumaker re advising Syncora on witnesses and position on areas to cover.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Review motion to exceed pages on brief and email D. Kovsky.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Review Corrected Statement of Concurrence by Retiree Ass'n Parties in Motion of Debtor for Protective Order, filed by T. Morris.	0.10	800.00	80.00
08/26/13	R. Hertzberg	Emails with G. Shumaker re Redacted [REDACTED]	0.20	800.00	160.00
08/26/13	R. Hertzberg	Email with D. Patec re casino information in data	0.10	800.00	80.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 43

		room.			
08/26/13	R. Hertzberg	Review revised response to motion to dismiss Syncora complaint.	0.30	800.00	240.00
08/26/13	R. Hertzberg	Continued review of revised response to dismissal motion.	0.30	800.00	240.00
08/26/13	R. Hertzberg	Emails with Jones Day team re Redacted	0.30	800.00	240.00
08/26/13	R. Hertzberg	Emails with D. Moss re issues related to deposition preparation.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Emails with G. Shumaker re access to data room.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Emails with Jones Day team re Redacted	0.20	800.00	160.00
08/26/13	R. Hertzberg	Email C. DiPompeo re filing of response and final revisions.	0.20	800.00	160.00
08/26/13	R. Hertzberg	Emails with L. Nelson and D. Mercer re additional information added to room, C. Dube re position of MCC.	0.20	800.00	160.00
08/26/13	D. Kovsky-Apap	Work on memorandum re potential rebuttal witnesses.	1.30	430.00	559.00
08/26/13	D. Kovsky-Apap	Telephone conference with C. DiPompeo re ex parte motion.	0.10	430.00	43.00
08/26/13	D. Kovsky-Apap	Review and finalize ex parte motion for authorization to exceed page limits.	0.20	430.00	86.00
08/26/13	D. Kovsky-Apap	Oversee filing of ex parte motion and uploading of proposed order.	0.20	430.00	86.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 44

08/26/13	D. Kovsky-Apap	Confer with R. Hertzberg re potential rebuttal witnesses.	0.10	430.00	43.00
08/26/13	D. Kovsky-Apap	Review revisions to City's response to Syncora's motion to dismiss the lawsuit against it, originally filed in state court and now pending as an adversary proceeding before the bankruptcy court (hereafter referred to as Response to Motion to Dismiss").	0.40	430.00	172.00
08/26/13	D. Kovsky-Apap	Finalize and oversee e filing of Response to Motion to Dismiss.	0.30	430.00	129.00
08/27/13	R. Hertzberg	Telephone call with G. Shumaker re declaratory action, automatic stay, status conference and depositions.	0.30	800.00	240.00
08/27/13	R. Hertzberg	Email G. Shumaker re issues Redacted	0.10	800.00	80.00
08/27/13	R. Hertzberg	Emails with G. Shumaker and H. Lennox re transcript on 8/21.	0.20	800.00	160.00
08/27/13	R. Hertzberg	Emails with D. Merrett, L. Nelson, G. Shumaker and J. Calton re access to data room.	0.50	800.00	400.00
08/27/13	R. Hertzberg	Review K. Orr's witness preparation memo.	0.40	800.00	320.00
08/27/13	R. Hertzberg	Review email from G. Shumaker re issues for tomorrow's hearing.	0.10	800.00	80.00
08/27/13	R. Hertzberg	Review Affidavit of Stephen Spencer, a witness designated by objecting	0.20	800.00	160.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 45

		parties with respect to Assumption Motion.			
08/27/13	R. Hertzberg	Review declaratory count of Syncora complaint.	0.20	800.00	160.00
08/27/13	R. Hertzberg	Conference call with G. Shumaker, G. Stewart, D. Moss and C. Ball re same.	1.00	800.00	800.00
08/27/13	R. Hertzberg	Review mediation statement.	0.40	800.00	320.00
08/27/13	R. Hertzberg	Review statement of objectors requesting more time to present case.	0.20	800.00	160.00
08/27/13	R. Hertzberg	Review revised witness preparation memo.	0.30	800.00	240.00
08/27/13	R. Hertzberg	Email T. Cullen re Redacted	0.10	800.00	80.00
08/27/13	R. Hertzberg	Emails with D. Kovsky re issues on witness preparation.	0.20	800.00	160.00
08/27/13	R. Hertzberg	Emails with Jones Day team re issues related to Redacted	0.20	800.00	160.00
08/27/13	R. Hertzberg	Review response to protective order by Retirees.	0.20	800.00	160.00
08/27/13	R. Hertzberg	Email G. Shumaker re response to protective order by Retirees.	0.20	800.00	160.00
08/27/13	D. Kovsky-Apap	Review draft outlines for depositions.	0.30	430.00	129.00
08/27/13	D. Kovsky-Apap	Review email from T. Cullen re depositions.	0.10	430.00	43.00
08/27/13	D. Kovsky-Apap	Correspondence with R. Hertzberg re Redacted	0.10	430.00	43.00
08/27/13	D. Kovsky-Apap	Receive and review motion of objectors for additional	0.10	430.00	43.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 46

Date	Attorney	Description	Hours	Rate	Amount
		time.			
08/28/13	R. Hertzberg	Meet with C. Ball and G. Shumaker to prepare for hearing, which is a continuation of 8/21/13 hearing (1.0); attend hearing at the request of Jones Day to provide assistance and advice as needed (1.5); preparation of witness K. Buckfire (7.5).	10.00	800.00	8,000.00
08/28/13	R. Hertzberg	Email G. Shumaker re discussing objectors' approach to the Assumption Motion to depositions of the City's witnesses.	0.10	800.00	80.00
08/28/13	R. Hertzberg	Email D. Moss re proposed topics of testimony for City financial advisor Ken Buckfire on trial of City's Assumption Motion..	0.10	800.00	80.00
08/28/13	R. Hertzberg	Review minute entry of status conference.	0.10	800.00	80.00
08/28/13	R. Hertzberg	Emails with L. Nelson [Redacted]	0.20	800.00	160.00
08/28/13	R. Hertzberg	Review order on automatic stay.	0.10	800.00	80.00
08/28/13	D. Kovsky-Apap	Receive message from chambers re submission of proposed order dissolving TRO.	0.10	430.00	43.00
08/28/13	D. Kovsky-Apap	Review and consider terms of TRO being dissolved to [Redacted]	0.20	430.00	86.00
08/28/13	D. Kovsky-Apap	Draft proposed order	0.30	430.00	129.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 47

		dissolving TRO.			
08/28/13	D. Kovsky-Apap	Correspondence with C. DiPompeo and G. Shumaker re proposed order.	0.20	430.00	86.00
08/28/13	D. Kovsky-Apap	Correspondence with B. Rosenblum re briefing deadlines and hearing date.	0.20	430.00	86.00
08/28/13	D. Kovsky-Apap	Review deposition notices.	0.10	430.00	43.00
08/28/13	D. Kovsky-Apap	Email to S. Hackney re form of order dissolving TRO.	0.10	430.00	43.00
08/29/13	R. Hertzberg	Attend mediation on swaps (7.0); witness preparation on K. Orr (5.8).	12.80	800.00	10,240.00
08/29/13	D. Kovsky-Apap	Telephone to chambers re order dissolving TRO.	0.10	430.00	43.00
08/29/13	D. Kovsky-Apap	Review various minute entries re-setting hearings.	0.10	430.00	43.00
08/29/13	D. Kovsky-Apap	Review draft proposed protective order.	0.20	430.00	86.00
08/29/13	D. Kovsky-Apap	Correspondence with J. Green at Clark Hill re draft proposed protective order.	0.10	430.00	43.00
08/29/13	D. Kovsky-Apap	Finalize and oversee uploading of proposed order.	0.20	430.00	86.00
08/29/13	D. Kovsky-Apap	Correspondence with S. Boyce re protective order.	0.10	430.00	43.00
08/29/13	D. Kovsky-Apap	Correspondence with S. Hackney re order dissolving TRO.	0.10	430.00	43.00
08/29/13	D. Kovsky-Apap	Revise draft order per S. Hackney comments.	0.20	430.00	86.00
08/29/13	D. Kovsky-Apap	Correspondence with S. Hackney, G. Shumaker re revised draft order.	0.10	430.00	43.00
08/30/13	R. Hertzberg	Attend deposition of K. Orr.	9.00	800.00	7,200.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 48

08/30/13	R. Hertzberg	Emails with D. Kovsky and S. Hackney re TRO order.	0.20	800.00	160.00
08/30/13	R. Hertzberg	Email G. Stewart re revised order.	0.20	800.00	160.00
08/30/13	R. Hertzberg	Review court minute entry on Syncora and rebuttal witnesses.	0.10	800.00	80.00
08/30/13	R. Hertzberg	Email G. Shumaker re deposition summary on K. Orr.	0.20	800.00	160.00
08/30/13	R. Hertzberg	Review order granting protective order.	0.10	800.00	80.00
08/30/13	R. Hertzberg	Review notice of hearing on dismissal and email G. Shumaker re same.	0.20	800.00	160.00
08/30/13	D. Kovsky-Apap	Review State's motion to quash and brief in support.	0.20	430.00	86.00
08/31/13	D. Kovsky-Apap	Correspondence with G. Shumaker re proposed order dissolving TRO.	0.10	430.00	43.00
Total B191 Assumption Motion/Syncora			194.40		130,306.50

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 49

TASK CODE: B195 Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/02/13	K. Kress	Travel to and from status conference and hearings on pending motions (billed at 1/2 rate).	2.00	248.00	495.00
Total B195 Non-Working Travel			2.00		495.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 50

Summary of Attorney Hours

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
R. Hertzberg	Partner	130.20	800.00	104,160.00
D. Kovsky-Apap	Partner	55.40	430.00	23,822.00
K. Kress	Partner	14.00	459.64	6,435.00
L.S. Welwarth	Associate	2.60	250.00	650.00
		<hr/>		<hr/>
		202.20		135,067.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 51

Summary of Timekeeper by Task Code

TASK: B110 Case Administration

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	2.80	800.00	2,240.00
Kovsky-Apap, D.	Partner	0.30	430.00	129.00
Kress, K.	Partner	0.50	495.00	247.50
Total B110		3.60		2,616.50

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 52

TASK: B160 Fee Examiner Matters

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	0.40	800.00	320.00
Kovsky-Apap, D.	Partner	0.30	430.00	129.00
Total B160		0.70		449.00

REVISED (narrative only - 1/8/14)
(per Fee Examiner Report)

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 53

TASK: B190 Eligibility Issues

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	1.50	800.00	1,200.00
Total B190		1.50		1,200.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 54

TASK: B191 Assumption Motion/Syncora

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	125.50	800.00	100,400.00
Kovsky-Apap, D.	Partner	54.80	430.00	23,564.00
Kress, K.	Partner	11.50	495.00	5,692.50
Welwarth, L.S.	Associate	2.60	250.00	650.00
Total B191		194.40		130,306.50

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 55

TASK: B195 Non-Working Travel

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Kress, K.	Partner	2.00	247.50	495.00
Total B195		2.00		495.00

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 56

Summary of Expenses

<u>Expenses</u>	<u>Value</u>
Duplicating	25.10
Messenger Service - Overnight Courier	100.76
Local Transportation	65.84
Total	<u>191.70</u>

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

City of Detroit
Client/Matter Number: 140967.00003
November 30, 2013

Invoice: 10834514
Page 57

Detail of Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/23/13	MES4	FedEx: Hon Lawrence P Zat PORT HURON	1	10.04	10.04
07/23/13	MES4	FedEx: Hon Lawrence P Zat PORT HURON	1	10.58	10.58
07/30/13	MES4	FedEx: Gregory Shumaker WASHINGTON	1	10.41	10.41
07/30/13	MES4	FedEx: Gregory Shumaker WASHINGTON	1	10.41	10.41
07/30/13	MES4	FedEx: Robert S Hertzberg, SOUTHFIELD	1	19.44	19.44
08/06/13	MES4	FedEx: Hon Lawrence P Zat PORT HURON	1	10.04	10.04
08/09/13	TXI	Local Transportation - CAROLYN WRIGHT HERTZBERG PARKING FEE TO ATTEND FIRST DAY HEARING ON 7/24/13	1	7.00	7.00
08/09/13	TXI	Local Transportation - CAROLYN WRIGHT HERTZBERG PARKING FEE AT WCCC TO ATTEND HEARING ON TRO-JULY 5, 2013	1	12.00	12.00
08/09/13	TXI	Local Transportation - KAY STANDRIDGE KRESS - ROUND TRIP MILEAGE (65.2 MILES) AND PARKING FEE TO ATTEND HEARING ON 8/2/13	1	46.84	46.84
08/13/13	LEX	LEX - Welwarth Lesley S. - 08/13/2013	1	0.00	0.00
08/14/13	DUP	DUP - Kusch Janet O. - 08/14/2013	32	0.10	3.20
08/14/13	DUP	DUP - Kusch Janet O. - 08/14/2013	4	0.10	0.40
08/20/13	DUP	DUP - Kusch Janet O. - 08/20/2013	64	0.10	6.40
08/20/13	MES4	FedEx: Robert Hertzberg BLOOMFIELD HILLS	1	29.84	29.84
08/23/13	DUP	DUP - Kovsky-Apap Deborah - 08/23/2013	151	0.10	15.10
		Total			191.70

REVISED (narrative only - 1/8/14)
(per Fee Examiner Report)

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

Pepper Hamilton LLP
Attorneys at Law

Suite 1800
4000 Town Center
Southfield, MI 48075-1505
Main Number: 248.359.7300
Fax Number: 248.359.7700

REMITTANCE PAGE

Kevyn Orr, Emergency Manager
City of Detroit
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Invoice Number: 10834514
November 30, 2013
Matter Number: 140967.00003

Re: Bankruptcy

FOR PROFESSIONAL SERVICES RENDERED from July 18, 2013 through August 31, 2013 as follows:

Total Fees	\$ 135,067.00
Total Expenses & Services	\$ 191.70
Total Amount Due	\$ 135,258.70

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

ACCOUNTING SUMMARY PAGE
DO NOT SEND TO CLIENT

Kevyn Orr, Emergency Manager
City of Detroit
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Page 1
Invoice Number: 10834514
Date: November 30, 2013
Matter Number: 140967.00003

Billing Partner: Robert S. Hertzberg

RE: Bankruptcy

<u>FEES</u>	<u>EXPENSES</u>	<u>INTERIMS</u>	<u>APPLICATIONS</u>	<u>AMOUNT DUE</u>
\$135,067.00	\$191.70	\$0.00	\$0.00	135,258.70

Unapplied Balance: \$19,181.00

SUMMARY OF FEES WRITTEN DOWN* (summarized by timekeeper)

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>
K. Kress	0.00	-\$495.00
R. Hertzberg	-0.50	-\$400.00

TOTAL: -\$895.00

SUMMARY OF EXPENSES WRITTEN DOWN* (summarized by cost code)

<u>COST CODE</u>	<u>AMOUNT</u>
Duplicating & Reproductions	-\$25.10
Data Base Research	-\$847.95

TOTAL: -\$873.05

AMOUNT OF ADJUSTMENT: **\$ 0.00**

* Reason for Write-off / Adjustment _____

*WRITE-OFF / NEGATIVE ADJUST AUTHORIZATION:

<u>Name</u>	<u>Date</u>

Additional approval required from Member of Finance Committee or Practice Area Chair for write-offs or negative adjustments over \$2,000.00:

REVISED (narrative only - 1/8/14)
(per Fee Examiner Report)

CONFIDENTIAL AND PRIVILEGED
Not subject to disclosure under the Freedom of Information Act

ACCOUNTING SUMMARY PAGE
DO NOT SEND TO CLIENT

Kevyn Orr, Emergency Manager
City of Detroit
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Page 2
Invoice Number: 10834514
Date: November 30, 2013
Matter Number: 140967.00003

Name: _____ Date: _____

EXHIBIT I



Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020-1089

Salans FMC SNR Denton
dentons.com

Robert M. Fishman
Shaw Fishman Glantz & Towbin LLC
321 N Clark Street, Suite 800
Chicago IL 60654

December 24, 2013

Invoice No. 1513539

Client: 20008227

Payment Due Upon Receipt

Total This Invoice \$ 84,200.64

Please return this page with your payment

In the case of mail deliveries to:
Dentons US LLP
Dept. 7247-6670
Philadelphia, PA 19170-6670

OR

In the case of overnight deliveries to:
Dentons US LLP
Attention: Accounting
233 South Wacker Drive
Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citi Private Bank
227 W Monroe, Chicago, IL 60606
ABA Transit # 271070801
Account # 0801051693
Account Name: Dentons US LLP
Swift Code: CITIUS33

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

C. Neville
at 1 212 768 6700



Dentons US LLP
 1221 Avenue of the Americas
 New York, New York 10020-1089

Salans FMC SNR Denton
 dentons.com

Robert M. Fishman
 Shaw Fishman Glantz & Towbin LLC
 321 N Clark Street, Suite 800
 Chicago IL 60654

December 24, 2013

Invoice No. 1513539

For Professional Services Rendered through August 31, 2013:

Matter: 20008227-0001
 Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	S. Alberts	0.80	564.00	Meeting with co-counsel regarding affect of hearing, tasks and delegation of work.
08/29/13	S. Alberts	0.50	352.50	Review K. Orr appearance on Morning Joe to determine whether any new policy statements or damaging remarks were made (.2); emails tasking assignments (.3).
08/30/13	S. Alberts	1.00	705.00	Emails with various tasking issues (.7); confer with C. Neville and C. Montgomery regarding case status (.2); emails regarding creating new task matters (.1).
08/31/13	S. Alberts	2.50	1,762.50	Emails with C. Neville and C. Montgomery on various case sensitive topics (.4); confer with C. Neville and C. Montgomery regarding various case status issues, next steps (1.1), Follow up call with C. Neville and C. Montgomery (1.0).
Total Hours		4.80		
Fee Amount				\$3,384.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$705.00	<u>4.80</u>	<u>\$3,384.00</u>
Totals		4.80	\$3,384.00
Total This Matter			\$3,384.00

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0002
Eligibility

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	C. Soper	0.40	190.00	Research ED Michigan cases [REDACTED] (.4).
08/28/13	S. Alberts	1.20	846.00	Working travel from DC to Detroit (review eligibility and case filings on flight).
08/29/13	R. Zuckerman	0.20	157.50	Confer with C. Montgomery regarding [REDACTED].
08/29/13	C. Soper	0.50	237.50	Review and analyze court order on scope of discovery and hearing on eligibility objections and other docket filings.
08/29/13	C. Soper	0.30	142.50	Research [REDACTED] by [REDACTED].
08/29/13	C. Soper	0.50	237.50	Email to P. Gunther regarding [REDACTED].
08/29/13	C. Soper	0.20	95.00	Conference with P. Gunther regarding [REDACTED].
08/30/13	S. Alberts	0.50	352.50	Task D. Morris on depositions for eligibility (.2); follow-up with D. Morris regarding deposition for eligibility (.3).
08/30/13	R. Zuckerman	0.50	393.75	Confer with C. Montgomery, J. Chock reviewing [REDACTED] presented by AFSCME, and UAW papers.
08/30/13	R. Zuckerman	1.10	866.25	Review of AFSCME, UAW objections to eligibility(.8); review [REDACTED] article regarding [REDACTED] (.3).
08/30/13	C. Soper	0.30	142.50	Conference with Paul Gunther regarding [REDACTED].
08/30/13	C. Soper	1.50	712.50	Research [REDACTED] in 6th circuit and effect of [REDACTED] (1.2); analyze [REDACTED] (.3).
08/30/13	C. Soper	1.80	855.00	Research authority of bankruptcy court regarding [REDACTED].

Official Committee of Retirees
 Matter: 20008227-0002
 Invoice No.: 1513539

December 24, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/30/13	C. Soper	0.80	380.00	Research [REDACTED]
08/30/13	C. Soper	1.90	902.50	Research [REDACTED] standards, applicable 6th circuit authority and Michigan examples [REDACTED]
08/30/13	C. Neville	1.40	1,253.00	Review [REDACTED] eligibility issues and resolution from [REDACTED] (1.4).
08/31/13	C. Soper	0.40	190.00	Research standards [REDACTED] in 6th circuit and Michigan.
08/31/13	C. Soper	1.20	570.00	Research and analyze cases on [REDACTED]
08/31/13	C. Soper	0.50	237.50	Research and analyze [REDACTED]
Total Hours		15.20		
Fee Amount				\$8,761.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	1.40	\$1,253.00
R. Zuckerman	\$787.50	1.80	\$1,417.50
S. Alberts	\$705.00	1.70	\$1,198.50
C. Soper	\$475.00	<u>10.30</u>	<u>\$4,892.50</u>
Totals		15.20	\$8,761.50
Total This Matter			\$8,761.50

Official Committee of Retirees
 Matter: 20008227-0004
 Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0004
 Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/29/13	S. Alberts	0.60	423.00	Review emails regarding general mediation guidelines (.2); telephone conference with C. Neville regarding today's mediation about pension and OPEB mediation (.4).
08/29/13	C. Neville	7.20	6,444.00	Attend mediation with Judge Perris, objectors and Debtors' counsel regarding Assumption motion (5.8); attend meeting debtors and Judge Rosen chief mediator appointed by courts (.5); attend introductory meeting with Judge Rosen (.9).
08/30/13	C. Neville	0.60	537.00	Review communication from Judge Daniel regarding retiree mediation (.1); respond to Judge Daniel regarding accelerated mediation (.4); communication with Judge Perris regarding swap mediation (.1).
08/30/13	S. Alberts	0.30	211.50	Review email to Judge Daniel regarding mediation statement (.1) and provide comments thereto (.2).
08/31/13	S. Alberts	0.20	141.00	Review emails from Judges regarding mediation.
Total Hours		8.90		
Fee Amount				\$7,756.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	7.80	\$6,981.00
S. Alberts	\$705.00	<u>1.10</u>	<u>\$775.50</u>
Totals		8.90	\$7,756.50
Total This Matter			\$7,756.50

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0005
 Assumption Motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	S. Alberts	2.20	1,551.00	Attend court hearings on assumption of settlement agreement regarding casino revenues (1.8) and follow-up conference with C. Neville and C. Montgomery regarding casino revenue issues (.4).
08/28/13	S. Alberts	0.50	352.50	Communication with C. Montgomery (.2), then several associates, to obtain coverage of deposition of Miller Buckfire (.2) and follow-up with C. Montgomery (.1).
08/28/13	D. Morris	0.10	47.50	Initial review of deposition outline to identify general subjects of deposition and key lines of inquiry in preparation for K. Buckfire deposition on eligibility.
08/28/13	C. Neville	1.50	1,342.50	Attend strategic meeting with assumption motion objectors.
08/28/13	C. Neville	1.00	895.00	Draft presentation on status of Certificate of participation Swap litigation (1.).
08/29/13	C. Neville	0.40	358.00	Coordination with objector group regarding assumption motion (.4).
08/29/13	D. Morris	6.10	2,897.50	Review deposition outline to gain familiarity with deposition subjects and lines of inquiry prior to deposition of K. Buckfire (0.2); attend (via teleconference) deposition of K. Buckfire (5.0); draft quick summary for immediate review of Buckfire deposition (0.1); draft and revise digest of Buckfire deposition (0.8).
08/29/13	S. Alberts	0.50	352.50	Communicate with D. Morris regarding Miller Buckfire deposition regarding swap (.3) and follow up with C. Neville (.2).
08/30/13	D. Morris	1.40	665.00	Attend (via teleconference) deposition of K. Orr regarding swap assumption.
08/30/13	C. Neville	1.70	1,521.50	Research on swap authority to terminate and credit enhancement under the code (1.5); communication with G. Besen regarding objection to assumption (.2).
08/30/13	C. Neville	0.20	179.00	Review deposition summary in connection with SWAPS Assumption motion (.2).

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1513539

December 24, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/30/13	G. Besen	1.20	648.00	Teleconference with C. Neville regarding background of assumption motion (.2); review memo setting forth background of Certificates of Participation and interest rate SWAPS. (.5); Teleconference with C. Neville regarding underlying documents and presently filed objections to the Assumption Motion (.5).
08/31/13	G. Besen	2.60	1,404.00	Review Objections to Assumption Motion and exhibits thereto.
08/31/13	C. Neville	3.50	3,132.50	Work on Swap assumption objection (2.8); telephone call with J. Koppele regarding COPs/Swaps (.4); telephone call with G. Besen regarding flow chart for COPs and Swap cash transactions (.3).
Total Hours		22.90		
Fee Amount				\$15,346.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	8.30	\$7,428.50
G. Besen	\$540.00	3.80	\$2,052.00
S. Alberts	\$705.00	3.20	\$2,256.00
D. Morris	\$475.00	<u>7.60</u>	<u>\$3,610.00</u>
Totals		22.90	\$15,346.50
Total This Matter			\$15,346.50

Official Committee of Retirees
Matter: 20008227-0006
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0006
Committee Meetings and Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	S. Alberts	3.80	2,679.00	Review materials in preparation of retiree meeting (.6); attend retiree committee (3.2).
08/28/13	S. Alberts	0.10	70.50	Follow-up email with co-counsel regarding status of indemnity for committee members.
08/28/13	C. Neville	6.00	5,370.00	Attend first meeting with Committee (3.0); preparation for committee draft bylaws (1.5); Confer with S. Alberts and C. Montgomery regarding presentation to Committee - division of issues (1.5).
08/29/13	C. Neville	0.50	447.50	Draft minutes of meeting not attended by associates 3 hour discussion including confidential information (.5).
08/29/13	S. Alberts	0.50	352.50	Emails with J. Selby regarding Committee insurance (.2); emails with C. Neville and C. Montgomery regarding 9/3/13 Committee meeting (.3).
08/30/13	S. Alberts	1.00	705.00	Communicate with C. Neville and C. Montgomery regarding 9/3/13 Committee meeting and interviewing financial advisors and actuary professionals (.3); follow-up with individual Committee members via voicemail and emails (.2); confer with ██████████ regarding concerns (.4); follow-up with C. Neville regarding advisors and professionals (.1).
08/30/13	S. Alberts	0.60	423.00	Communicate with C. Neville and C. Montgomery regarding certain Committee issues (.3) and follow up on resolution to Tuesday meeting (.3).
08/30/13	C. Neville	1.40	1,253.00	Telephone call with committee member ██████████ regarding confidentiality issues (.3); telephone call with committee member ██████████ regarding confidentiality matters (.3); telephone call with ██████████ ██████████ regarding bylaws and confidentiality (.4); telephone call with ██████████ ██████████ regarding confidentiality issues (.4).
08/30/13	C. Neville	0.20	179.00	Communication to committee regarding Sam Bernardino decision (.2).

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1513539

December 24, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/31/13	C. Neville	1.60	1,432.00	Work on committee administration, agenda (.4), minutes (.4), bylaws (.8).
08/31/13	C. Neville	1.00	895.00	Telephone call with [REDACTED], regarding meeting issues on agenda (.5); telephone conference with [REDACTED], regarding meeting issues on agenda (.5).
08/31/13	S. Alberts	0.80	564.00	Review first daily case summary, provide comments and review follow-up (.3); Review Committee meeting minutes and provide comments thereto (.2), review emails from Committee members regarding format of next meeting and respond to related questions (.3).
Total Hours		17.50		
Fee Amount				\$14,370.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	10.70	\$9,576.50
S. Alberts	\$705.00	<u>6.80</u>	<u>\$4,794.00</u>
Totals		17.50	\$14,370.50
Total This Matter			\$14,370.50

Official Committee of Retirees
Matter: 20008227-0007
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0007
Meetings with Debtors and Other Parties

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	C. Neville	2.60	2,327.00	Meeting with David Heiman regarding overview of case.
Total Hours		2.60		
Fee Amount				\$2,327.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	<u>2.60</u>	<u>\$2,327.00</u>
Totals		2.60	\$2,327.00
Total This Matter			\$2,327.00

Official Committee of Retirees
 Matter: 20008227-0008
 Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0008
 Municipal Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/30/13	R. Millner	0.40	342.00	Teleconference with M. Baker regarding questions for financial advisors relating to Detroit water and sewerage.
08/30/13	R. Millner	0.10	85.50	Teleconference with C. Montgomery er Detroit water and sewerage issues.
08/30/13	R. Millner	1.20	1,026.00	Analyze June 2013 City of Detroit proposal relating to water and sewerage system.
08/30/13	R. Millner	1.40	1,197.00	Analyze 2012 circular as to analysis of [REDACTED]
08/31/13	R. Millner	0.30	256.50	Review email from M. Baker regarding questions as to water and sewerage issues.
Total Hours		3.40		
Fee Amount				\$2,907.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
R. Millner	\$855.00	3.40	\$2,907.00
Totals		3.40	\$2,907.00
Total This Matter			\$2,907.00

Official Committee of Retirees
 Matter: 20008227-0010
 Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0010
 Pension

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/30/13	S. Alberts	4.60	3,243.00	Confer with E. Miller and M. Maryn regarding OPEB and pension information (.3); follow-up review of City's proposed treatment of pension and OPEB (3.6); confer with M. Maryn for issues with Debtor meeting (.5); follow-up email regarding data in city data room (.1); follow-up email on exchange proposal (.1).
08/30/13	M. Maryn	1.10	717.75	Research and analyze pension cut back issues (1.1).
08/30/13	G. Medina	0.90	247.50	Communications with S. Alberts relating to [REDACTED] (0.3); Obtained all [REDACTED] (0.6).
08/30/13	C. Neville	0.70	626.50	Telephone call with Bob Gordon regarding retirement system assets (.3); review Retirement System financial report (.4).
08/30/13	S. Alberts	0.30	211.50	Review assessment of pension [REDACTED] issues (.3).
Total Hours		7.60		
Fee Amount				\$5,046.25

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	0.70	\$626.50
M. Maryn	\$652.50	1.10	\$717.75
S. Alberts	\$705.00	4.90	\$3,454.50
G. Medina	\$275.00	<u>0.90</u>	<u>\$247.50</u>
Totals		7.60	\$5,046.25
Total This Matter			\$5,046.25

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0011
 OPEB

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	S. Alberts	1.70	1,198.50	Meeting with Debtor's counsel [REDACTED] and co-counsel regarding OPEB.
08/28/13	S. Alberts	0.50	352.50	Follow-up meeting with co-counsel regarding OPEB and meeting with Debtor (.5).
08/30/13	M. Maryn	0.50	326.25	Conference with S. Alberts regarding health insurance issue (0.5).
08/30/13	S. Alberts	0.20	141.00	Emails with E. Miller regarding 9/4/13 and 9/11/13 meetings on OPEB (.2).
Total Hours		2.90		
Fee Amount				\$2,018.25

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Maryn	\$652.50	0.50	\$326.25
S. Alberts	\$705.00	<u>2.40</u>	<u>\$1,692.00</u>
Totals		2.90	\$2,018.25
Total This Matter			\$2,018.25

Official Committee of Retirees
Matter: 20008227-0012
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0012
Retention of Professionals

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	S. Alberts	0.80	564.00	Meeting with potential local counsel [REDACTED].
08/28/13	S. Alberts	0.60	423.00	Interview with other potential counsel [REDACTED].
08/28/13	S. Alberts	0.30	211.50	Follow-up with potential local counsel [REDACTED].
08/28/13	S. Alberts	1.30	916.50	Draft request for interview and meeting parameters with potential financial advisors.
08/28/13	J. Copeland	2.80	945.00	Research regarding financial advisors in Chapter 9 and retiree (2.1); confer with library and paralegals regarding same (.1); research regarding ordering chapter 9 debtor to pay professionals (.6).
08/28/13	G. Medina	0.40	110.00	Drafted letter to the court regarding attorney admissions (.2) and met with Managing attorney regarding related certificate (.2).
08/29/13	C. Neville	0.50	447.50	Interview with potential local counsel [REDACTED] (.5).
08/29/13	S. Alberts	1.00	705.00	Emails regarding entry of appearance and other initial matters.
08/29/13	S. Alberts	0.80	564.00	Emails to financial advisors regarding location and other information for 9/3 interviews.
08/30/13	S. Alberts	2.60	1,833.00	Emails and calls with potential financial advisors (2.3); emails regarding 9/3/13 interview of professionals (.3).
08/30/13	S. Alberts	0.30	211.50	Emails to C. Neville and C. Montgomery regarding retention issues.
08/30/13	S. Alberts	0.20	141.00	Emails to potential financial advisors regarding need for interviews.
08/30/13	C. Neville	2.90	2,595.50	Communications with candidates for financial advisors regarding logistics (.6); review materials from financial advisors (2.3).
08/30/13	C. Neville	0.60	537.00	Telephone call with US Trustee regarding Committee professional retention etc and other related issues (.6).

Official Committee of Retirees
 Matter: 20008227-0012
 Invoice No.: 1513539

December 24, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/31/13	S. Alberts	0.30	211.50	Emails regarding retention letter form (.1), review forms (.2).
08/31/13	S. Alberts	0.50	352.50	Emails from certain financial advisors [REDACTED] regarding Tuesday interview (.3). Receive certain proposals and forward to Committee and co-counsel (.2).
Total Hours		15.90		
Fee Amount				\$10,768.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	4.00	\$3,580.00
S. Alberts	\$705.00	8.70	\$6,133.50
J. Copeland	\$337.50	2.80	\$945.00
G. Medina	\$275.00	<u>0.40</u>	<u>\$110.00</u>
Totals		15.90	\$10,768.50
Total This Matter			\$10,768.50

Official Committee of Retirees
Matter: 20008227-0013
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0013
Fee Invoices and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/30/13	C. Neville	0.40	358.00	Review fee examiner proposal (.4).
Total Hours		0.40		
Fee Amount				\$358.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	0.40	\$358.00
Totals		0.40	\$358.00
Total This Matter			\$358.00

Official Committee of Retirees
Matter: 20008227-0014
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0014
Court Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	C. Neville	1.00	895.00	Attend court hearing regarding Syncora relief from stay.
Total Hours		1.00		
Fee Amount				\$895.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	<u>1.00</u>	<u>\$895.00</u>
Totals		1.00	\$895.00
Total This Matter			\$895.00

Official Committee of Retirees
 Matter: 20008227-0017
 Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0017
 Non-working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/13	C. Neville	2.00	1,790.00	Nonworking travel - Travel to Detroit (4.).
08/29/13	C. Neville	2.00	1,790.00	Nonworking travel - Travel to NY (4.).
08/29/13	S. Alberts	1.20	846.00	Nonworking travel - return to Washington, DC (2.3).
Total Hours		5.20		
Fee Amount				\$4,426.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	4.00	\$3,580.00
S. Alberts	\$705.00	<u>1.20</u>	<u>\$846.00</u>
Totals		5.20	\$4,426.00
Total This Matter			\$4,426.00

Official Committee of Retirees
Matter: 20008227-0020
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0020
Expenses

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/27/2013	Airfare SAM J ALBERTS FLIGHT DCA TO DTW	760.90
8/28/2013	Airfare CAROLE NEVILLE TRAVEL TO DETROIT - FLIGHT SERVICE/CHANGE FEE	15.00
8/30/2013	Airfare CAROLE NEVILLE TRAVEL TO DETROIT FOR MEETING	1,499.80
8/30/2013	Airfare SAM J ALBERTS FLIGHT	1,481.80
		SUBTOTAL 3,757.50
8/29/2013	Filing Fees - - US DISTRICT COURT ADMISSIONS IN DETROIT	226.00
		SUBTOTAL 226.00
8/22/2013	Ground Transportation ARTHUR H RUEGGER EXPENSE INCURRED FOR COMMITTEE MEETING PARKING	30.00
8/28/2013	Ground Transportation SAM J ALBERTS TAXI	57.00
8/28/2013	Ground Transportation SAM J ALBERTS TAXI WESTIN TO AIRPORT	56.00
8/29/2013	Ground Transportation CAROLE NEVILLE TAXI FROM AIRPORT	31.33
		SUBTOTAL 174.33
8/29/2013	Lodging SAM J ALBERTS HOTEL	228.85
8/29/2013	Lodging CAROLE NEVILLE TRAVEL TO DETROIT - HOTEL	199.00
		SUBTOTAL 427.85
8/28/2013	Meals SAM J ALBERTS BREAKFAST Claude, Carole etc.	71.36
8/28/2013	Meals SAM J ALBERTS BREAKFAST (Detroit)	15.10
		SUBTOTAL 86.46
	Total Disbursements	\$4,672.14
	Total This Matter	\$4,672.14

Official Committee of Retirees
Matter: 20008227-0021
Invoice No.: 1513539

December 24, 2013

Matter: 20008227-0021
Media

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/30/13	C. Neville	1.30	1,163.50	Prepare committee response to press inquiries with firm professionals to correct erroneous press report regarding retention of two consulting committee firms to call firestorm against retiree committee (1.3).
Total Hours		1.30		
Fee Amount				\$1,163.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	<u>1.30</u>	<u>\$1,163.50</u>
Totals		1.30	\$1,163.50
Total This Matter			\$1,163.50

COMBINED TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C. Neville	\$895.00	42.20	\$37,769.00
R. Millner	\$855.00	3.40	\$2,907.00
G. Besen	\$540.00	3.80	\$2,052.00
M. Maryn	\$652.50	1.60	\$1,044.00
R. Zuckerman	\$787.50	1.80	\$1,417.50
S. Alberts	\$705.00	34.80	\$24,534.00
C. Soper	\$475.00	10.30	\$4,892.50
D. Morris	\$475.00	7.60	\$3,610.00
J. Copeland	\$337.50	2.80	\$945.00
G. Medina	\$275.00	<u>1.30</u>	<u>\$357.50</u>
TOTALS		109.60	\$79,528.50

COMBINED TOTALS

Total Hours	109.60
Fee Total, all Matters	\$ 79,528.50
Disbursement Total, all Matters	\$ 4,672.14
Invoice Total, all Matters	<u>\$ 84,200.64</u>



Dentons US LLP
 1221 Avenue of the Americas
 New York, New York 10020-1089

Salans FMC SNR Denton
 dentons.com

Robert M. Fishman
 Shaw Fishman Glantz & Towbin LLC
 321 N Clark Street, Suite 800
 Chicago IL 60654

December 24, 2013

Client #: 20008227

Statement of Account

According to our records, as of December 24, 2013, the amounts shown below are outstanding.
 If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
11/05/13	1517218 \$	1,036,381.89	885,660.02	150,721.87
11/15/13	1521889 \$	2,050,000.00	0.00	2,050,000.00
12/24/13	1513539	84,200.64	0.00	<u>84,200.64</u>
Total Outstanding Invoices				
Credits On Account				\$72,789.44

Questions should be directed to:
 C. Neville
 at 1 212 768 6700
 Federal Tax I.D. Number 36-1796730



Salans FMC SNR Denton Europe LLP
1221 Avenue of the Americas
New York, NY, 10020-1089

Salans FMC SNR Denton
dentons.com

T +1 212 632 5500
F +1 212 632 5555

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Our ref: 0227543
Invoice numbers: 551302263, 551302264, 551302265, 551302266,
551302267, 551302268, 551302269, 551302270,
551302271

FOR LEGAL SERVICES rendered from August 1, 2013 to August 31, 2013 in accordance with
the attached statement of services

C. Montgomery	54.50 hours @ USD	750 USD	40,875.00
L. Whidden	1.80 hours @ USD	650	1,170.00
M. Baker	6.20 hours @ USD	575	3,565.00
J. Selby	2.20 hours @ USD	325	715.00
P. Gunther	24.90 hours @ USD	490	12,201.00
N. Khalatova	7.70 hours @ USD	200	1,540.00
FEES		USD	60,066.00
(Travel Discount)			(1,425.00)
		TOTAL USD	<u>58,641.00</u>

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC310822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.

81281866V-1



Salans FMC SNR Denton Europe LLP
 1221 Avenue of the Americas
 New York, NY. 10020-1089

Salans FMC SNR Denton
 dentons.com

T +1 212 632 6500
 F +1 212 632 6555

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
 CITY OF DETROIT
 DETROIT, MI
 USA

ATTENTION: TERRI L. RENSHAW

Matter: CASE ADMINISTRATION
 Our ref: 0227543.0002

Invoice number 551302263

FOR LEGAL SERVICES rendered from August 28, 2013 to August 31, 2013 in accordance with the attached statement of services

C. Montgomery	8.40	hours @ USD	750	USD	6,300.00
J. Selby	1.70	hours @ USD	325		552.50
P. Gunther	0.20	hours @ USD	490		98.00
N. Khalatova	1.00	hours @ USD	200		200.00
FBBS				USD	7,150.50
			TOTAL	USD	<u>7,150.50</u>

*Please remit by cheque to the above address,
 or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
 at Signature Bank 950 Third Avenue New York NY 10022,
 Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
 Denton Europe LLP*

81280982(V-1)

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC316822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.

August 31, 2013

**OFFICIAL RETIREE COMMITTEE
CASE ADMINISTRATION
Statement of Services
from August 28, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/28/13	P Gunther	Confer with J. Selby regarding draft notice of Retiree Committee appearance.	.10	490.00	49.00
08/28/13	J Selby	Review Local Rules and Docket for Service Standards (.5); Draft Notice of Appearance (.8); Conversation with P. Gunther regarding Amended Reservation of Rights Language per Stern v. Marshall (.3); E-mail to C. Montgomery regarding same (.1).	1.70	325.00	552.50
08/28/13	C Montgomery	Attend court hearing (.9); lunch meeting with C. Neville and S. Alberts regarding hearing results (1.0).	1.90	750.00	1,425.00
08/28/13	C Montgomery	Evening meeting with C. Neville and S. Alberts regarding tasks and delegation (1.0); work until 11:00pm regarding pleading review (1.4).	2.40	750.00	1,800.00
08/29/13	N Khalatova	Discussions with M. L. Terranova regarding filing of Notice of Appearance (.1); review docket (.2); Conference call with C. Montgomery and M. L. Terranova regarding various issues in connection with filing of the Notice of Appearance (.2); Review Notice of Appearance (.1); file Notice of Appearance electronically (.2); send copies of the Notice of Appearance and the docket to C. Montgomery and J. Selby (.1); Discussion with L. Whidden regarding the case (.1).	1.00	200.00	200.00
08/29/13	P Gunther	Email correspondence with C. Montgomery regarding court order and law 360 article (.1).	.10	490.00	49.00
08/29/13	C Montgomery	Work on Notice of Appearance (.2); ongoing communications with C. Neville and S. Alberts regarding work assignments (.4); file Notice of Appearance (.4);	1.20	750.00	900.00

81280982(V-1

Page 2

08/29/13	C Montgomery	communications with T. Renshaw regarding same (.2). Attention to communications regarding media inquiries on role of committee in case (.3); email communications with P. Gunther regarding court order and Law360 article (.2).	.50	750.00	375.00
08/30/13	C Montgomery	Finish drafting task outline and communicate same to C. Neville and S. Alberts (.5).	.50	750.00	375.00
08/30/13	C Montgomery	Review days court filings and forward same to C. Neville and S. Alberts (.4).	.40	750.00	300.00
08/31/13	C Montgomery	Attended phone conference with C. Neville and S. Alberts regarding local counsel selection, Judge Parish mediation communication, [REDACTED] scheduling meetings with City and committee, US Trustee communications, Data room access issue for S. Alberts, Fee Examiner order, and committee update (1.1).	1.10	750.00	825.00
08/31/13	C Montgomery	Communication with D. Heiman regarding meeting with debtor City FA's (.1).	.10	750.00	75.00
08/31/13	C Montgomery	Communication with D. Heiman regarding DIP RFP (.1); communication with D. Heiman regarding DIP RFP, shared transcript costs and fee reduction (.2).	.30	750.00	225.00

81280982IV-1



Salans FMC SNR Denton Europe LLP
1221 Avenue of the Americas
New York, NY, 10020-1089

Salans FMC SNR Denton
dentons.com

T +1 212 632 5500
F +1 212 632 5555

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: ELIGIBILITY
Our ref: 0227543.0003

Invoice number 551302264

FOR LEGAL SERVICES rendered from August 28, 2013 to August 31, 2013 in accordance with the attached statement of services

C. Montgomery	10.60	hours @ USD	750	USD	7,950.00
L. Whidden	1.80	hours @ USD	650		1,170.00
P. Gunther	24.70	hours @ USD	490		12,103.00
N. Khalatova	6.70	hours @ USD	200		1,340.00
FEES				USD	22,563.00
			TOTAL	USD	<u>22,563.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81281018(V-1)

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC316822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
ELIGIBILITY
Statement of Services
from August 28, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/28/13	C Montgomery	Review eligibility issues (1.4).	1.40	750.00	1,050.00
08/29/13	N Khalatova	Discussion with P. Gunther regarding review of the objections to the city eligibility to file the bankruptcy case (.2); review objections to the city eligibility [REDACTED] (7); E-mail the objection citing the case to P. Gunther (.1); Discussion with P. Gunther regarding the same (.1); Telephone conference with C. Montgomery regarding request for copies of the objections to the city eligibility and discussion with M. Terranova regarding [REDACTED] Article (.1).	1.20	200.00	240.00
08/29/13	N Khalatova	Download the requested documents and e-mail copies of the objections with the exhibits and the article to C. Montgomery and R. Zuckerman (.4); Discussion with P. Gunther regarding the municipal bankruptcy cases (.2); performed search for the municipal bankruptcy cases (.2); review dockets for several municipal bankruptcy cases [REDACTED] (7); work on P. Gunther's request for documents filed in City of Stockton bankruptcy (.1). Review docket, review the filings related to CALPERS filings in San Bernadino case (.2); discussion with P. Gunther regarding the same (.2).	2.00	200.00	400.00
08/29/13	P Gunther	Email correspondence and telephone calls with C. Montgomery regarding motion to withdraw reference (.4); telephone call with C. Sober regarding	8.40	490.00	4,116.00

81281018W-1

		preliminary research regarding withdrawal (.2); review email correspondence and research (2.5); review court orders and various pleadings filed in bankruptcy case (2.5); confer with N. Khalatova several time regarding review of pleadings filed in bankruptcy cases for [REDACTED]			
		recent bankruptcy cases for [REDACTED] (.4); legal research regarding [REDACTED] (1.5); review SDNY dockets to find [REDACTED] opinions (.9).			
08/29/13	C Montgomery	Work on eligibility issues including issue identification (1.6); communications with P. Gunther regarding jurisdiction (.4); confer with R. Zuckerman on constitutional questions (.2); review eligibility objections filed by AFSCME and others (4.3); review discovery requests and Retirement System protective order motion (1.0).	7.50	750.00	5,625.00
08/29/13	C Montgomery	Communications with P. Gunther and C. Soper regarding [REDACTED] (0.4).	.40	750.00	300.00
08/30/13	P Gunther	Telephone call with C. Soper regarding case law review (.2); confer 2x with N. Khalatova regarding review of additional Chapter 9 case dockets [REDACTED] review materials (.8); continue review of [REDACTED] (3.5); begin drafting outline [REDACTED] (2.0); confer with L. Whidden regarding [REDACTED] and logistics; telephone call to O. Pinkas regarding drafting of companion [REDACTED] (.2); legal research regarding [REDACTED]	7.50	490.00	3,675.00

81281018W-1

Page 3

08/30/13	N Khalatova	██████████ (.8). Discussion with P. Gunther regarding request for municipal bankruptcies searches (.1); work on pacer search for municipal bankruptcies. (1.6); review dockets, search for ██████████ and related filings. (1.5); discussion with P. Gunther regarding the search results (.2); organize file (.1).	3.50	200.00	700.00
08/30/13	L Whidden	Confer with P. Gunther regarding ██████████ and logistics (.5); review prior withdrawal motion and discuss use of Stern and implications of same for retiree committee and constitutional issues with P. Gunther and outline approach to motion(.6).	1.10	650.00	715.00
08/30/13	C Montgomery	Phone conference with R. Zuckerman and J. Chock regarding outline of constitutional issues to be researched in connection with Eligibility (.5).	.50	750.00	375.00
08/31/13	P Gunther	Telephone call with L. Whidden regarding motion outline and legal research issues (.7); legal research regarding ██████████ and continue review of case law (4.8); continue drafting outline for ██████████ (3.3).	8.80	490.00	4,312.00
08/31/13	L Whidden	Call with P. Gunther regarding motion outline and legal research issues (.7).	.70	650.00	455.00
08/31/13	C Montgomery	Phone conference with L. Whidden regarding ██████████ and P. Gunther approach to same (.4); locate and review State Attorney general motion to quash (.4).	.80	750.00	600.00

DENTONS

Salans FMC SNR Denton Europe LLP
1221 Avenue of the Americas
New York, NY, 10020-1089

Salans FMC SNR Denton
dentons.com

T +1 212 632 5500
F +1 212 632 5556

Fed I.D. Number 62-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: ASSUMPTION MOTION
Our ref: 0227543.0006

Invoice number 551302265

FOR LEGAL SERVICES rendered from August 29, 2013 to August 31, 2013 in accordance
with the attached statement of services

C. Montgomery	15.60	hours @ USD	750	USD	11,700.00
FEES				USD	11,700.00
			TOTAL	USD	<u>11,700.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81281072IV-1

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC316822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
ASSUMPTION MOTION
Statement of Services
from August 29, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/29/13	C Montgomery	Attention to and delayed participation in Detroit Lease Assumption Mediation (3.0); Attention and participation in Swaps Mediation (1.0); meet with Judge Rosen (1.3).	5.30	750.00	3,975.00
08/29/13	C Montgomery	Review Kevyn D. Orr deposition outline and revise same (2.1).	2.10	750.00	1,575.00
08/30/13	C Montgomery	Attend Deposition of K. Orr and draft notes regarding same (excluding long break) (6.0).	6.00	750.00	4,500.00
08/30/13	C Montgomery	Phone conference with C. Neville and S. Alberts regarding progress of deposition (.1).	.10	750.00	75.00
08/30/13	C Montgomery	Phone conference with C. Neville and S. Alberts local counsel selection, call with Chair and committee organizational issues (.3).	.30	750.00	225.00
08/30/13	C Montgomery	Finish notes on K. Orr deposition (.4).	.40	750.00	300.00
08/31/13	C Montgomery	Communication with D. Morris regarding Miller Buckfire deposition (.1).	.10	750.00	75.00
08/31/13	C Montgomery	Communication with D. Morris regarding Miller Buckfire deposition (.1).	.10	750.00	75.00
08/31/13	C Montgomery	Review Miller Buckfire deposition notes and update committee report (1.2).	1.20	750.00	900.00



Salans FMC SNR Denton Europe LLP
1221 Avenue of the Americas
New York, NY, 10020-1089

Salans FMC SNR Denton
dentons.com

T +1 212 632 6600
F +1 212 632 6556

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: COMMITTEE MEETINGS AND COMMUNICATIONS
Our ref: 0227543.0007

Invoice number 551302266

FOR LEGAL SERVICES rendered from August 28, 2013 to August 31, 2013 in accordance
with the attached statement of services

C. Montgomery	7.00 hours @ USD	750 USD	5,250.00
FEES		USD	5,250.00
		TOTAL USD	<u>5,250.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81281103W-1

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC318822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
COMMITTEE MEETINGS AND COMMUNICATIONS**
Statement of Services
from August 28, 2013 to August 31, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/28/13	C Montgomery	Attend retiree committee meeting (C. Neville and S. Alberts not present entire meeting) (3.8); revise committee powerpoint presentation (.9); email same to R. Shinske (.1).	4.80	750.00	3,600.00
08/30/13	C Montgomery	Phone conference with Committee Chair regarding organization issues and requests (.5).	.50	750.00	375.00
08/31/13	C Montgomery	Review proposed revisions to Committee Update, modify further and send to committee (0.4).	.40	750.00	300.00
08/31/13	C Montgomery	Evening phone conference with C. Neville and S. Alberts regarding Tuesday Committee Meeting and necessary recommendations (0.9); review minutes of last meeting and communicate comments to C. Neville (0.2); respond to S. Alberts comments (.2).	1.30	750.00	975.00

81281103VV-1



Salans FMC SNR Denton Europe LLP
 1221 Avenue of the Americas
 New York, NY, 10020-1089

Salans FMC SNR Denton
 dentons.com

T +1 212 632 5500
 F +1 212 632 5555

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
 CITY OF DETROIT
 DETROIT, MI
 USA

ATTENTION: TERRI L. RENSHAW

Matter: MEETINGS WITH DEBTORS AND OTHER PARTIES
 Our ref: 0227543.0008

Invoice number 551302267

FOR LEGAL SERVICES rendered from August 28, 2013 to August 31, 2013 in accordance
 with the attached statement of services

C. Montgomery	2.70	hours @ USD	750	USD	2,025.00
FEES				USD	2,025.00
			TOTAL	USD	<u>2,025.00</u>

*Please remit by cheque to the above address,
 or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
 at Signature Bank 950 Third Avenue New York NY 10022,
 Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
 Denton Europe LLP*

81281188W-1

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC316822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
MEETINGS WITH DEBTORS AND OTHER PARTIES**
Statement of Services
from August 28, 2013 to August 31, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/28/13	C Montgomery	Meeting with D. Heiman regarding case status (2.6).	2.60	750.00	1,950.00
08/30/13	C Montgomery	Communication with D. Heiman regarding meetings with City (.1).	.10	750.00	75.00



Salans FMC SNR Denton Europe LLP
 1221 Avenue of the Americas
 New York, NY, 10020-1089

Salans FMC SNR Denton
 dentons.com

T +1 212 632 6600
 F +1 212 632 6655

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
 CITY OF DETROIT
 DETROIT, MI
 USA

ATTENTION: TERRI L. RENSHAW

Matter: MUNICIPAL FINANCING
 Our ref: 0227543.0009

Invoice number 551302268

FOR LEGAL SERVICES rendered from August 29, 2013 to August 31, 2013 in accordance with the attached statement of services

C. Montgomery	1.20	hours @ USD	750	USD	900.00
M. Baker	6.20	hours @ USD	575		3,565.00
FEES				USD	4,465.00
				TOTAL USD	<u>4,465.00</u>

*Please remit by cheque to the above address,
 or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
 at Signature Bank 950 Third Avenue New York NY 10022,
 Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
 Denton Europe LLP*

81281216V-1

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC316822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
MUNICIPAL FINANCING
Statement of Services
from August 29, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/29/13	M Baker	Review documents regarding Detroit Water and Sanitation Department.	1.00	575.00	575.00
08/30/13	M Baker	Analysis of DWSJ jurisdiction and activity, coordinate with Robert Millner regarding financial advisor questions.	2.80	575.00	1,610.00
08/30/13	C Montgomery	Phone call with R. Millner regarding Water and Sewer research and need to communicate with M. Baker (.3)	.30	750.00	225.00
08/31/13	M Baker	Review and drafting of questions for financial advisor interviews regarding DSWD.	2.40	575.00	1,380.00
08/31/13	C Montgomery	Communication from M. Baker regarding water and sewer questions (.1); begin review of data room material (0.8).	.90	750.00	675.00



Salans FMC SNR Denton Europe LLP
 1221 Avenue of the Americas
 New York, NY, 10020-1089

Salans FMC SNR Denton
 dentons.com

T +1 212 632 5500
 F +1 212 632 5555

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
 CITY OF DETROIT
 DETROIT, MI
 USA

ATTENTION: TERRI L. RENSHAW

Matter: PENSION
 Our ref: 0227543.0011

Invoice number 551302269

FOR LEGAL SERVICES rendered from August 31, 2013 to August 31, 2013 in accordance with the attached statement of services

C. Montgomery	1.30	hours @	USD	750	USD	975.00
FEES					USD	975.00
				TOTAL	USD	<u>975.00</u>

*Please remit by cheque to the above address,
 or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
 at Signature Bank 950 Third Avenue New York NY 10022,
 Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
 Denton Europe LLP*

81281243W-1

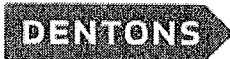
Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC316822. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
PENSION
Statement of Services
from August 31, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/31/13	C Montgomery	Study the Milliman Report pension liability and draft comments to S. Alberts (1.3).	1.30	750.00	975.00



Salans FMC SNR Denton Europe LLP
 1221 Avenue of the Americas
 New York, NY, 10020-1089

Salans FMC SNR Denton
 dentons.com

T +1 212 632 5500
 F +1 212 632 5556

Fed I.D. Number 52-1784534

August 31, 2013

OFFICIAL RETIREE COMMITTEE
 CITY OF DETROIT
 DETROIT, MI
 USA

ATTENTION: TERRI L. RENSHAW

Matter: RETENTION OF PROFESSIONALS
 Our ref: 0227543.0013

Invoice number 551302270

FOR LEGAL SERVICES rendered from August 28, 2013 to August 31, 2013 in accordance with the attached statement of services

C. Montgomery	3.80	hours @ USD	750	USD	2,850.00
J. Selby	0.50	hours @ USD	325		162.50
FEES				USD	3,012.50
				TOTAL USD	<u>3,012.50</u>

*Please remit by cheque to the above address,
 or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
 at Signature Bank 950 Third Avenue New York NY 10022,
 Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
 Denton Europe LLP*

51281310(V-1)

Dentons is the collective trade name for an international legal practice. Salans FMC SNR Denton Europe LLP is a limited liability partnership registered in England and Wales under no. OC310022. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members and non-members who are designated as partners is open for inspection at its registered address: Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4AJ, England. Please see dentons.com for Legal Notices, including IRS Circular 230.



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
RETENTION OF PROFESSIONALS
Statement of Services
from August 28, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/28/13	C Montgomery	Email exchange with P. Wolfson regarding retention and Salans reference (.1); Breakfast meeting with Lisa Gretchko regarding possible role for committee (.8).	.90	750.00	675.00
08/28/13	C Montgomery	Work on Notice of Appearance question (.4); communications with S. Alberts regarding same (.2); communications regarding local counsel selection nominations by the Retiree Committee (1.0).	1.60	750.00	1,200.00
08/29/13	J Selby	Correspondence with C. Montgomery regarding Notice of Appearance (.3); Brief Edits per C. Montgomery request (.2).	.50	325.00	162.50
08/30/13	C Montgomery	Draft email regarding local counsel selection (.4), communicate with M. L. Terranova regarding same (.1); and send same (.1).	.60	750.00	450.00
08/31/13	C Montgomery	Communication with R. Shinske regarding Local Counsel recommendation email and forwarding original and committee responses to date (.1).	.10	750.00	75.00
08/31/13	C Montgomery	Phone call with M. Wilkins regarding timing of committee decision on local counsel (.2).	.20	750.00	150.00
08/31/13	C Montgomery	Review [REDACTED] qualifications (.2); review Lazard qualification materials (.2).	.40	750.00	300.00

81281310W-1



Salans FMC SNR Denton
dentons.com

August 31, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: NON-WORKING TRAVEL
Our ref: 0227543.0018

Invoice number 551302271

FOR LEGAL SERVICES rendered from August 30, 2013 to August 31, 2013 in accordance
with the attached statement of services

C. Montgomery	3.80 hours @ USD	750	USD	2,850.00
FEEs			USD	2,850.00
LESS DISCOUNT (50%)				(1,425.00)
		TOTAL	USD	<u>1,425.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81281369W-1



August 31, 2013

**OFFICIAL RETIREE COMMITTEE
NON-WORKING TRAVEL
Statement of Services
from August 30, 2013 to August 31, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
08/28/13	C Montgomery	Travel to Detroit (2.0); travel to courthouse from hotel (.3).	2.30	750.00	1,725.00
08/30/13	C Montgomery	Travel to airport (1/2) (1.0).	.50	750.00	375.00
08/30/13	C Montgomery	Travel DTW to LGA (1.0).	1.00	750.00	750.00

GROUP EXHIBIT 2

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

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

**FEE EXAMINER’S FINAL MONTHLY REPORT
REGARDING SEPTEMBER 2013 MONTHLY INVOICES**

Robert M. Fishman, the duly appointed fee examiner (the “Fee Examiner”), presents this Final Monthly Report regarding the September 2013 Monthly Invoices (the “September Invoices”) pursuant to paragraph 7 of the Court’s Fee Review Order dated September 11, 2013 [Docket No. 810] (the “Fee Review Order”):¹

Background

1. Pursuant to the Order Appointing Fee Examiner dated August 19, 2013 [Docket No. 383] (the “Appointment Order”), the Court appointed Robert M. Fishman as the Fee Examiner in connection with the above-captioned bankruptcy case. According to the Appointment Order, it is the Fee Examiner’s responsibility to assure the Court, the City, the creditors, and the public that the City’s Professional Fee Expenses (as defined in the Appointment Order) are fully disclosed and are reasonable, as required by 11 U.S.C. § 943(b)(3).

2. Pursuant to paragraph 1 of the Fee Review Order, the City and the Committee have identified the following City Professionals and Committee Professionals, whose Professional Fee Expenses are subject to review by the Fee Examiner:

¹ Capitalized terms not otherwise defined herein shall have the meaning assigned in the Fee Review Order.

City Professionals	Committee Professionals
Conway MacKenzie, Inc.	Dentons US LLP/Salans FMC SNR Denton Europe LLP
Ernst & Young LLP	Brooks Wilkins Sharkey & Turco PLLC
Jones Day	Lazard Freres & Co. LLC
Foley & Lardner LLP	Segal Consulting
Kurtzman Carson Consultants LLC	
Miller Buckfire & Co. LLC	
Miller, Canfield, Paddock & Stone, P.L.C.	
Milliman, Inc.	
Pepper Hamilton LLP	
Kilpatrick & Associates, PC	
Dykema Gossett, PLLC	
Ottewess, Allman & Taweel, PLC	

3. Of the City Professionals, Dykema Gossett, PLLC and Ottewess, Allman & Taweel, PLC² did not submit September Invoices to the Fee Examiner.

4. Pursuant to paragraph 4 of the Fee Review Order, the Professionals are required to submit monthly invoices to the Fee Examiner within 49 days after the end of each calendar month. Therefore, the September Invoices were due on or before November 18, 2013.

5. The Fee Examiner received timely September Invoices from each of the Professionals except for Kurtzman Carson Consultants, LLC (“KCC”) and Lazard Freres & Co. (“Lazard”). KCC submitted its Invoice to the Fee Examiner on November 19, 2013, and Lazard submitted its Invoice to the Fee Examiner on November 21, 2013. Milliman, Inc. (“Milliman”)

² Ottewess was retained effective October 2013.

also submitted an untimely invoice, but the delay was accountable to ongoing discussions with counsel for the Fee Examiner regarding the formatting of its invoices.

6. Pursuant to paragraph 5 of the Fee Review Order, the September Preliminary Reports were due to be issued on or before December 23, 2013. However, due to a variety of issues, all as set forth in the Fee Examiner's *Ex Parte* Motion to Extend Quarterly Report Deadline [Dkt. # 2413], timing became an issue for the entire Fee Review Process.³ Therefore, the September 2013 Preliminary Reports (each a "Preliminary Report") were issued by the Fee Examiner on or about January 6, 2014 (and transmitted to each Professional) with respect to each of the September Invoices.⁴ Thereafter the Fee Examiner engaged in Resolution Discussions with each of the Professionals in an effort to resolve the Fee Examiner's comments and questions regarding the September Invoices. Accordingly, pursuant to paragraph 7 of the Fee Review Order, the Fee Examiner submits this Final Monthly Report regarding the September Invoices.

³ The Fee Examiner sought an extension of the Quarterly Report Deadline to February 4, 2014 for several reasons. First, at the hearing on the entry of the Fee Review Order, the Court requested that the various deadlines set forth in the Fee Review Order be changed from five day increments to seven day increments, which was done. However, the deadline provided in the Fee Review Order for filing the first Quarterly Report was a date certain (January 15, 2014). Therefore, when the other dates were converted to seven day increments which extended those deadlines, due to an oversight, the Quarterly Report Deadline remained January 15, 2014, which preceded the January 20, 2014 deadline for the completion of the September Final Monthly Reports (a necessary component of the first Quarterly Report) by several days. Second, the Resolution Discussions between the Fee Examiner and certain Professionals relating to the July Post-petition /August 2013 ("J/A 2013") Invoices took substantially longer than anticipated and delayed completion of the J/A 2013 Final Monthly Report, which delayed the entire process for the September Invoices. Finally, the holiday season caused additional delays with regard to both the completion of the J/A 2013 Final Monthly Report and the review and reporting on the September Invoices.

⁴ The first Preliminary Reports respecting all Professionals' J/A 2013 Invoices were not due, under the terms of the Fee Review Order, until November 25, 2013. This date was after all of the time entries and invoices for July, August and September 2013 were prepared and transmitted to the Fee Examiner. This resulted in the Fee Examiner having many of the same comments to the September Invoices as he had with respect to the J/A 2013 Invoices.

Summary of September Invoices by Professional

7. The following are summaries of the submitted September Invoices organized by Professional, indicating total requested fees and expenses, as well as voluntary write-offs and other reductions made by each of the Professionals with respect to its September Invoice, both before the submission of the September Invoice and as a result of the Resolution Discussions between the Fee Examiner and each Professional. As referenced beside the name of each Professional, attached as exhibits to this Final Monthly Report are copies of the final, redacted (as applicable) September Invoices which in many respects have been revised and/or reduced based on the Preliminary Reports and Resolution Discussions between the Fee Examiner and the Professionals.

City Professionals

8. Conway MacKenzie, Inc. (Exhibit A)

Initial Voluntary Fee Reductions	None
Original Fee Request	\$1,084,407.00
Subsequent Voluntary Fee Reduction	\$2,543.70
Final Fee Request	\$1,081,863.30
Voluntary Expense Reduction	\$3,640.60
Original Expense Request	\$1,218.89
Additional Voluntary Expense Reduction	None
Final Expense Request	\$1,218.89
Total Fee and Expense Request	\$1,083,082.19

The September Invoice of Conway MacKenzie, Inc. (“Conway”) initially requested fees in the amount of \$1,084,407.00, expenses in the amount of \$1,218.89, and a total request of \$1,085,625.89. In the Preliminary Report regarding Conway’s September Invoice, the Fee Examiner identified several issues and made certain requests of Conway relating to, among other things: (i) the sufficiency of certain service descriptions; (ii) the allocation of certain tasks to senior professionals; (iii) the benefit of certain tasks to the City; (iv) several instances of lumping

discrete tasks into single time entries; and (v) the calculation of Conway's fees under the terms and conditions of its fee agreement with the City.

Due to the substantial time and cost associated with un lumping numerous time entries, the Fee Examiner agreed to waive this requirement with respect to Conway's September Invoice. Based on the Preliminary Report, Conway made substantial revisions to its September Invoice to supplement and clarify certain service descriptions, to explain how certain services were beneficial to the City, and to explain why certain tasks were allocated to senior professionals. In several instances, Conway agreed to reduce the hourly rates billed by certain senior professionals for tasks that the Fee Examiner identified as properly allocated to junior professionals. Conway has provided an affirmative statement that the fees requested in the September Invoice comply with the terms and conditions of Conway's fee agreement with the City and has further demonstrated that the fees are being monitored to comply with the amount restrictions set forth therein. In sum, Conway's revised September Invoice, which includes a modified fee and expense request of \$1,083,082.19, addresses all of the issues raised by the Fee Examiner in the Preliminary Report.

9. Jones Day (Exhibit B)

Initial Voluntary Discounts	\$607,470.25
Original Fee Request	\$3,100,192.87
Additional Voluntary Fee Reduction	\$22,568.62
Final Fee Request	\$3,077,624.25
Original Expense Request	\$101,212.82
Additional Voluntary Expense Reduction	\$168.70
Final Expense Request	\$101,043.82
Total Fee and Expense Request	\$3,178,668.07

In the Preliminary Report regarding Jones Day's September Invoice, the Fee Examiner identified several issues and made certain requests of Jones Day, including, but not limited to: (i)

issues with respect to individual time entries and expenses (including, *e.g.*, insufficient detail about the tasks performed, unreasonable time, incorrect categorization, improper allocation of resources, duplicative time entries, internal inconsistencies, and unreasonable or non-compensable expenses); (ii) the tendency of certain professionals to bill time in blocks of .50 or .00, which trend suggested that such professionals were not billing in increments of one-tenth of an hour; and (iii) the significant amount of time billed by senior professionals in certain categories.

Based on the Preliminary Report and related Resolution Discussion, with respect to individual time entries and expenses, Jones Day has either reduced or written off such time entries, revised the description, or provided an adequate explanation with respect to the Fee Examiner's comments on such time entry or expense. Jones Day adequately addressed the Fee Examiner's concern that certain entries tended to add up to .50 or .00 by (i) writing off entries that added up to .50 or .00 as part of its initial voluntary reduction, which would otherwise have been billable and (ii) further discounting many of the entries that added up to .50 or .00. Finally, Jones Day adequately explained that certain categories of fees required higher billing professionals because of: (i) the unprecedented nature of the bankruptcy case, which inherently required high-level analysis and strategic planning by senior level professionals of Jones Day, and (ii) the massive scale of the restructuring effort combined with the accelerated timeline.

10. Foley & Lardner LLP (Exhibit C)

Initial Voluntary Discounts	Attorney Blended Rate of \$475.00/hour
Original Fee Request	\$15,532.50
Additional Voluntary Fee Reduction	None
Final Fee Request	\$15,532.50
Original Expense Request	\$0.00
Additional Voluntary Expense Reduction	None
Final Expense Request	\$0.00
Total Fee and Expense Request	\$15,532.50

In the Preliminary Report regarding the September Invoice of Foley & Lardner LLP (“Foley”), the Fee Examiner identified several issues and suggested certain revisions related to, among other things, (i) the sufficiency of various service descriptions; and (ii) the use of undefined abbreviated terms. In response to the Preliminary Report, Foley made substantial revisions to its September Invoice in accordance with the Fee Examiner’s suggested comments, including providing more detailed explanations of services provided and defining key case-specific terms. Accordingly, Foley has fully complied with the terms of the Court’s Fee Review Order for the compensation period of September 2013

11. Kurtzman Carson Consultants LLC (Exhibit D)

Initial Voluntary Discounts	50% Courtesy Rate Discount
Original Fee Request	\$27,237.50
Additional Voluntary Fee Reduction	None
Final Fee Request	\$27,237.50
Original Expense Request	\$24,904.31
Additional Voluntary Expense Reduction	None
Final Expense Request	\$24,904.31
Total Fee and Expense Request	\$52,141.81

In the Preliminary Report regarding Kurtzman Carson Consultants’ (“KCC”) September Invoice, the Fee Examiner identified several issues and suggested certain revisions related to the sufficiency of various service descriptions. In response to the Fee Examiner’s Preliminary

Report, KCC made revisions to the September Invoice in accordance with the Fee Examiner's suggested comments, including providing more detailed explanations of services provided. Accordingly, KCC has fully complied with the terms of the Court's Fee Review Order for the compensation period of September 2013.

12. Miller Buckfire & Co. LLC (Exhibit E)

Initial Voluntary Discounts	Fixed Fee Contract Negotiated with City \$500,000 per month through December 2013
Original Fee Request	\$500,000.00
Additional Voluntary Fee Reduction	None
Final Fee Request	\$500,000.00
Original Expense Request	\$30,429.83
Additional Voluntary Expense Reduction	\$822.00 to be deducted from Oct. Invoice
Final Expense Request	\$29,607.83
Total Fee and Expense Request	\$529,607.83

After the Fee Examiner completed his initial review of the Miller Buckfire & Co. LLC ("Miller Buckfire") September Invoice, and prepared and transmitted the Preliminary Report to Miller Buckfire, the Fee Examiner and Miller Buckfire participated in a phone conference on January 17, 2014 to discuss the format of the September Invoice, and in response to that discussion, Miller Buckfire submitted a revised and redacted September Invoice on January 21, 2014. Additionally, Miller Buckfire agreed to remove an expense charge of \$822.00 for reimbursement of travel agency fees. With that expense reduction, the revised, redacted September Invoice addresses all concerns raised by the Fee Examiner.

13. Miller, Canfield, Paddock & Stone, P.L.C. (Exhibit F)

Initial Voluntary Discounts	None
Original Fee Request	\$364,543.50
Subsequent Voluntary Fee Reduction	\$64,604.10
Final Fee Request	\$299,939.40
Original Expense Request	\$2,516.19
Additional Voluntary Expense Reduction	None
Final Expense Request	\$2,516.19
Total Fee and Expense Request	\$302,455.59

In his Preliminary Report regarding the September Invoice of Miller, Canfield, Paddock & Stone, P.L.C. (“Miller Canfield”), the Fee Examiner identified several issues and made certain requests of Miller Canfield, including, but not limited to: (i) general invoice organization; (ii) the sufficiency of service descriptions; (iii) the appropriate use of billing categories; (iv) potential duplication of services by certain Miller Canfield professionals; and (v) the use of a \$385 blended hourly rate for non-bankruptcy professionals (in addition to standard hourly rates for bankruptcy professionals) that was intended to provide a discount but actually resulted in a premium charge.

Based on the Preliminary Report and related Resolution Discussions, Miller Canfield modified its retention agreement with the City to provide for an across-the-board 10% discount on standard hourly rates for all professionals in lieu of the blended hourly rate for non-bankruptcy professionals, resulting in a substantial reduction of Miller Canfield’s fee request. In addition, Miller Canfield provided a satisfactory explanation regarding the need to allocate certain tasks to senior professionals given the complexity and sensitive nature of the City’s bankruptcy case. With regard to the Fee Examiner’s comments about general invoice organization, time descriptions, billing categories and potential duplication of services, Miller Canfield eliminated any duplicate time entries (and clarified that certain time entries were not duplicates) and made substantial other revisions to its September Invoice to address the Fee

Examiner’s comments. Miller Canfield’s revised September Invoice, which includes a modified fee and expense request of \$302,455.59, addresses the issues raised by the Fee Examiner in the Preliminary Report.

14. Milliman, Inc. (Exhibit G)

Initial Voluntary Discounts	None
Original Fee Request	\$114,121.00
Additional Voluntary Fee Reduction	None
Final Fee Request	\$114,121.00
Original Expense Request	\$12,084.19
Additional Voluntary Expense Reduction	None
Final Expense Request	\$12,084.19
Total Fee and Expense Request	\$126,205.19

In the Fee Examiner’s Preliminary Report regarding the September Invoice of Milliman, Inc. (“Milliman”), Milliman was asked to revise its September Invoice to provide more detail in the description of “Direct Expenses” and the “Description of Project Codes.” In particular, Milliman was asked to incorporate into the Invoice the identities of members of the Pension Plan Task Force and Health Care Task Force, and the definition of acronyms unrecognizable to the general public. Milliman provided written comments in response to the Fee Examiner’s preliminary report, and these comments addressed the Fee Examiner’s requests. Milliman later incorporated the Fee Examiner’s comments into its revised and final September Invoice. The revised Invoice addresses all of the Fee Examiner’s concerns and there are no unresolved issues.

15. Pepper Hamilton LLP (Exhibit H)

Initial Voluntary Discounts	None
Original Fee Request	\$137,013.50
Additional Voluntary Fee Reduction	None
Final Fee Request	\$137,013.50
Original Expense Request	\$6,655.98
Voluntary Expense Reduction	None
Final Expense Request	\$6,655.98
Total Fee and Expense Request	\$143,669.48

In the Fee Examiner’s Preliminary Report regarding the September Invoice of Pepper Hamilton (“Pepper”), the Fee Examiner identified several issues and suggested certain revisions related to, among other things, (i) the sufficiency of various service descriptions; and (ii) the purpose of the various tasks and the role of the Pepper attorneys with respect to each task. Pepper made substantial revisions to the September Invoice, including providing more detailed explanations of services provided, as well as defining certain key terms used throughout the September Invoice to assist third parties in better understanding the context of the services rendered. Based upon the foregoing revisions, Pepper has fully complied with the terms of the Court’s Fee Review Order for the compensation period of September 2013.

16. Ernst & Young (No Exhibit)

Initial Voluntary Discounts	Professional Fees Charged at 65% of EY Standard Rates; Non-working Travel Time Capped at 2 Hours; Meals Not Billed
Original Fee Request	\$1,115,590
10% Contractual Hold-Back	(\$111,559)
Additional Voluntary Fee Reduction	TBD
Final Fee Request	TBD
Original Expense Request	\$88,519
Additional Voluntary Expense Reduction	TBD
Final Expense Request	TBD
Total Fee and Expense Request	TBD

The September Invoice of Ernst & Young LLP (“EY”) was subject to the same criticisms and recommendations as was its J/A 2013 Invoice. Because the Fee Examiner believed that a meaningful review of the EY September Invoice could not occur until after EY made substantial revisions thereto, no September Preliminary Report was issued by the Fee Examiner.

In his Preliminary Report regarding the J/A 2013 Invoice of EY, the Fee Examiner identified several issues and suggested certain revisions related to, among other things, the need for EY to eliminate certain time categories that were too general in nature to permit the Fee Examiner to conduct a meaningful review of time entries, particularly with regard to categories based upon various types of meetings (“Meetings Categories”). Like the July/August 2013 Invoice, EY’s original September Invoice reflected several Meetings Categories.

On December 23, 2013, the Fee Examiner specifically requested that EY recategorize the time contained in the Meetings Categories for all pending invoices, including the September 2013 Invoice, in order to permit the Fee Examiner to conduct an informed review of time entries. EY agreed to the recategorization, and, on January 13, 2014, EY provided the Fee Examiner with a revised invoice for September that eliminated and recategorized the time entries that were previously contained in the Meetings Categories. The Fee Examiner’s review of the revised September Invoice is pending. The Fee Examiner intends to prepare and file a supplement to this September Final Report and the First Quarterly Report once the review is completed.

17. Kilpatrick & Associates, PC (No Exhibit)

Kilpatrick & Associates, PC (“Kilpatrick”) was added to the list of City Professionals on December 13, 2013. Kilpatrick submitted its September Invoice to the Fee Examiner on December 16, 2013. The Fee Examiner transmitted the Preliminary Report to Kilpatrick on January 23, 2014. The Resolution Period under the Fee Review Order will expire on February 6, 2014. The Fee Examiner will file a Supplement to this Monthly Report (and the First Quarterly Report) with respect to Kilpatrick shortly.

Committee Professionals

18. Dentons (Exhibit I)

Initial Voluntary Discounts	None
Original Fee Request	\$1,460,792.50
Additional Voluntary Fee Reduction	\$85,982.25
Final Fee Request	\$1,374,810.25
Original Expense Request	\$54,190.28
Additional Voluntary Expense Reduction	\$4,759.59
Final Expense Request	\$49,430.69
Total Fee and Expense Request	\$1,424,240.94

In the Fee Examiner's Preliminary Report regarding the September Invoices of Dentons US LLP ("Dentons US") and Salans FMC SNR Denton Europe LLP ("Salans," and collectively with Dentons US, "Dentons"), the Fee Examiner identified several issues, including, but not limited to: (i) issues with respect to individual time entries and expenses (including, *e.g.*, insufficient detail about the tasks performed, unreasonable time, incorrect categorization, improper allocation of resources, duplicative time entries, internal inconsistencies, and unreasonable or non-compensable expenses); (ii) Dentons' failure to provide summary descriptions of each category, as required by the Fee Review Order; (iii) an apparent error in Salans' invoice that mistakenly added approximately \$19,000 to the final invoice amount; (iv) Dentons' practice of generating separate invoices for Dentons US and Salans, which made it more difficult to evaluate the reasonableness of a given category of fees; and (v) Dentons' continued practice of billing for tasks related to reviewing press reports and implementing a public relations strategy, which amounted to approximately \$13,000 for September 2013.

After engaging in Resolution Discussions, both Dentons US and Salans generated revised invoices. With respect to the individual time entries and expenses, Dentons reduced or wrote off such time entries, revised the description, or provided an adequate explanation with respect to the Fee Examiner's comments on such time entry or expense. The revised invoices also provide a

summary description of each category of services. Salans has corrected the mathematical error (the Additional Voluntary Fee and Expense Reductions of \$85,982.25 and \$4,759.59 in the chart above do not include the correction). Dentons has also indicated that, going forward, it will generate a consolidated invoice.

In response to the Fee Examiner’s remarks about its media efforts, Dentons explained that the Retiree Committee was “compelled” to implement a public relations strategy because of the City’s efforts to “position the case using media.” Dentons further indicated that the “mediators had directed the committee to become engaged with the press.” Although Dentons appears to be undertaking these efforts in good faith, the Fee Examiner continues to question the propriety of billing the Estate for such tasks. However, the amount sought for September 2013 is not substantial enough to justify protracted negotiations and discussions. Instead, the Fee Examiner will address this issue in the Final Report for the October 2013 billing period, in which Dentons devoted a significant amount of time to media efforts.

19. Brooks Wilkins Sharkey & Turco, PLLC (Exhibit J)

Initial Voluntary Discounts	None
Original Fee Request	\$74,478.00
Additional Voluntary Fee Reduction	None
Final Fee Request	\$74,478.00
Original Expense Request	\$305.20
Voluntary Expense Reduction	None
Final Expense Request	\$305.20
Total Fee and Expense Request	\$74,783.20

In the Fee Examiner’s Preliminary Report regarding the September Invoice of Brooks Wilkins Sharkey & Turco, PLLC (“Brooks Wilkins”), the Fee Examiner identified several issues and made certain requests of Brooks Wilkins in his Preliminary Report, including but not limited to: (i) Brooks Wilkins’ failure to provide a summary of each category of services; (ii) insufficient

descriptions in individual time entries; and (iii) the use of certain vague billing categories. As a result of the Preliminary Report and Resolution Discussions, Brooks Wilkins revised its September Invoice to include a summary of each category of services. Brooks Wilkins also revised its time entries to provide sufficient descriptions of the tasks performed. With respect to the categories, Brooks Wilkins gave adequate explanations defending its use of each category and indicated that the “Court Hearings” category would not be used in future invoices. Although the Fee Examiner believes the “Court Hearings” category is not a useful category, Brooks Wilkins only billed 1.4 hours of time (non-working travel) to this category in September, for which it did not actually charge. For the “Litigation” category, Brooks Wilkins explained that it needed a “catch-all” category for litigation services that were unrelated to other categories, but were too small to justify a separate category. The Fee Examiner agreed that use of such a category would be proper if the description of the category properly explained the category’s purpose. Finally, for the “Due Diligence” category, Brooks Wilkins agreed to provide a robust description of the services performed.

20. Lazard Freres & Co. LLC(Exhibit K)

Initial Voluntary Discounts	None
Original Fee Request	\$175,000.00
Additional Voluntary Fee Reduction	\$11,666.67
Final Fee Request	\$163,333.33
Original Expense Request	None
Voluntary Expense Reduction	None
Final Expense Request	None
Total Fee and Expense Request	\$163,333.33

In the Fee Examiner’s Preliminary Report regarding the September Invoice of Lazard Freres & Co. LLC (“Lazard”), the Fee Examiner identified several issues and made certain requests of Lazard, including, but not limited to: (i) the failure of Lazard to provide a summary

description of each category of services; (ii) Lazard’s practice of organizing its time entries by professional, rather than by category; and (iii) Lazard’s failure to prorate its fees for September to reflect that it was retained on September 3, 2013, as required by the Order Pursuant to Sections 901, 1102 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014 for Entry of an Order Authorizing the Retention and Employment of Lazard Freres & Co. [Dkt. # 1832-1], effective as of September 3, 2013.

In response to the Preliminary Report, Lazard provided summary descriptions of each category of services. However, the new descriptions were fairly generic and should have provided additional detail about the nature of Lazard’s projects and goals. But rather than spend additional resources resolving the issue, the Fee Examiner decided to require more robust descriptions in future invoices. In addition, Lazard organized its time entries by category. Finally, Lazard prorated its fees under the invoice to reflect the fact that Lazard’s engagement did not commence until the third day of September.

21. Segal Consulting (Exhibit L)

Initial Voluntary Discounts	None
Original Fee Request	\$210,577.50
Additional Voluntary Fee Reduction	\$1,373.00
Final Fee Request	\$209,204.50
Original Expense Request	\$7,103.37
Voluntary Expense Reduction	None
Final Expense Request	\$7,103.37
Total Fee and Expense Request	\$216,307.87

In the Fee Examiner’s Preliminary Report regarding the September Invoice of Segal Consulting (“Segal”), the Fee Examiner identified several issues and made certain requests of Segal, including but not limited to: (i) providing descriptive summaries of the services rendered in each billing category; (ii) providing more detailed descriptions of the services performed for

particular billing entries; (iii) distinguishing services performed by each Segal professional on common matters; and (iv) explaining Segal's calculation of discounted, non-working travel time. In response to the September Preliminary Report, Segal provided the information requested and agreed to revise its September Invoice to address the Fee Examiner's concerns. Segal provided a revised September Invoice to the Fee Examiner on January 29, 2014. Accordingly, Segal has fully complied with the terms of the Court's Fee Review Order for the compensation period of September 2013.

Respectfully submitted,

Dated: February 4, 2014

By: /s/ Robert M. Fishman
Robert M. Fishman, Fee Examiner

Robert M. Fishman
Shaw Fishman Glantz & Towbin LLC
321 North Clark Street, Suite 800
Chicago, IL 60654
Phone: (312) 541-0151
rfishman@shawfishman.com

EXHIBIT A



401 South Old Woodward Avenue, Suite 340
 Birmingham, Michigan 48009
 248.433.3100 | 248.433.3143 FAX
 www.ConwayMacKenzie.com

November 11, 2013
 Amended: January 24, 2014

Private and Confidential

Mr. Kevyn D. Orr
 City of Detroit
 Two Woodward Avenue
 Suite 1126
 Detroit, MI 48226

***Re: Professional Services of Conway MacKenzie, Inc. to the City of Detroit
 Related to Operations Restructuring***

Fee statement for professional services rendered from September 1, 2013 through September 30, 2013.

Total Professional Services	\$888,329.00
Administrative Services	<u>\$2,171.00</u>
Total Advisory Fees	\$890,500.00
Less: Fee Revisions per Fee Examiner (Admin).....	<u>(\$65.00)</u>
Subtotal Advisory Fees.....	\$890,435.00
Less: Fee Revisions per Fee Examiner (Meeting & Rates).....	<u>(\$2,478.70)</u>
Total Advisory Fees.....	\$887,956.30
Total Subcontractor Services	\$193,907.00
Out-of-Pocket Expenses	\$4,859.49
Less: Courtesy Discount - Expenses	<u>(\$3,640.60)</u>
Fee Statement Total	<u>\$1,083,082.19</u>
Less: Holdback (15%)	(\$160,117.35)
Payments Received for Fee Statement Period	<u>\$0.00</u>
Balance Due	<u>\$922,964.84</u>

CPO #2874390
 SPO #2875915

Invoice #24610

Summary of Hours and Fees by Professional

D. MacKenzie	2.50 hours @	\$495.00 per hour	\$1,237.50
C. Moore	158.20 hours @	\$495.00 per hour	\$78,309.00
G. Kushiner	192.20 hours @	\$425.00 per hour	\$81,685.00
K. Hand	207.10 hours @	\$425.00 per hour	\$88,017.50
C. Gannon	257.20 hours @	\$425.00 per hour	\$109,310.00
M. Hausman	286.20 hours @	\$425.00 per hour	\$121,635.00
T. Eddy	134.90 hours @	\$425.00 per hour	\$57,332.50
C. Sekely	136.30 hours @	\$425.00 per hour	\$57,927.50
J. Addison	113.40 hours @	\$345.00 per hour	\$39,123.00
D. Reich	183.60 hours @	\$345.00 per hour	\$63,342.00
D. Iafrate	154.30 hours @	\$275.00 per hour	\$42,432.50
E. McLain Petrovski	1.40 hours @	\$275.00 per hour	\$385.00
W. Johnston	312.10 hours @	\$275.00 per hour	\$85,827.50
M. Walsh	224.60 hours @	\$275.00 per hour	<u>\$61,765.00</u>
<i>Total Prof. Services</i>	<i>2,364.00 hours @</i>	<i>\$375.77 average per hour</i>	<i>\$888,329.00</i>
Administrative	16.20 hours @	\$130.00 per hour	<u>\$2,106.00</u>
Total Advisory Services.....			<u>\$890,435.00</u>

CPO #2874390
SPO #2875915

Invoice #24610

Summary of Hours and Fees by Subcontractor

D. Brawley	132.25 hours @	\$100.00 per hour	\$13,225.00
R. Browning	160.00 hours @	\$100.00 per hour	\$16,000.00
F. Crawford	150.00 hours @	\$100.00 per hour	\$15,000.00
T. Frank	135.32 hours @	\$100.00 per hour	\$13,532.00
C. Garber	156.50 hours @	\$100.00 per hour	\$15,650.00
A. Harker	146.10 hours @	\$100.00 per hour	\$14,610.00
W. Hereford	108.00 hours @	\$100.00 per hour	\$10,800.00
S. Mengel	46.30 hours @	\$100.00 per hour	\$4,630.00
S. O'Chel	145.10 hours @	\$100.00 per hour	\$14,510.00
S. Pond	198.60 hours @	\$100.00 per hour	\$19,860.00
M. Scherer	258.90 hours @	\$100.00 per hour	\$25,890.00
K. Benkert	7.00 hours @	\$100.00 per hour	\$700.00
C. Vadino	84.30 hours @	\$100.00 per hour	\$8,430.00
B. O'Droski	210.70 hours @	\$100.00 per hour	<u>\$21,070.00</u>
Total Subcontractor Services			<u>\$193,907.00</u>

CPO #2874390
SPO #2875915

Invoice #24610

Summary of Billable Expenses

Telephone – Cellular	\$101.82
Telephone – Intercall Conference Calls	\$232.66
Office Supplies – Printer Cartridges	<u>\$884.41</u>
Expense Total	<u>\$1,218.89</u>

CPO #2874390
SPO #2875915

Invoice #24610

Summary of Hours and Fees by Code

Description	Code	Hours	Fees
36th District Court Matters	36D	106.10	\$42,936.50
Case Administration	ADMIN	12.20	2,766.00
Coleman A. Young International Airport Matters	AIR	29.80	12,511.00
Blight and Surplus Land Matters	BLT	13.20	5,764.00
Buildings and Safety Department Matters	BSEED	145.60	42,326.00
Detroit Department of Transportation	DDOT	20.10	8,377.50
Debt and Balance Sheet Matters	DEBT	83.30	32,952.50
Detroit Fire Department Matters	DFD	74.50	32,133.50
Department of Health and Wellness Promotion Matters	DHWP	4.30	1,841.50
Detroit Police Department Matters	DPD	199.40	71,890.00
Department of Public Works Matters	DPW	142.10	60,137.50
Detroit Water and Sewerage Department Matters	DWSD	614.00	212,099.00
Eligibility Issues and Litigation Matters	ELIG	37.40	18,338.00
Emergency Manager and Michigan Statute Matters	EM	6.40	2,720.00
Finance Department Matters	FIN	169.50	63,316.50
General Operational Matters	GEN	141.60	57,603.00
General Services Department Matters	GSD	112.60	36,035.00
Human Resources Matters	HR	57.30	23,868.50
Information Technology Services Matters	ITS	3.60	1,530.00
Law Department Matters	LAW	14.90	5,612.50
Other Litigation	LIT	1.80	891.00
Mediation Matters	MED	19.90	8,429.50
Municipal Parking Department Matters	MPD	52.60	22,393.00
Planning and Development Department Matters	PDD	60.90	25,612.50
Pension Matters	PEN	215.70	80,911.50
Public Lighting Department Matters	PLD	32.60	13,883.00
Projections and Modeling Matters	PROJ	5.00	1,941.00
Recreation Department Matters	REC	3.80	1,615.00
Total		2,380.20	\$890,435.00

CPO #2874390
SPO #2875915

Invoice #24610

Below is a summary of services provided by task code, additional time entry detail can be found in Attachment 1.

36th District Court (36D)

(106.10 Hours; \$42,936.50)

Conway provided services for the 36th District Court related to implementation of technology upgrade plan, electronic document imaging, facilities improvement, and critical vendor payment process as summarized below:

- **Technology Upgrade:** Conway compiled input, requests, and requirements for new technology equipment and software from major stakeholders within and outside of the Court. Conway developed the prioritized list of items and worked closely with the Information Technology department, State Court IT and finance departments to obtain purchase orders required for utilization of \$1.0 million in State grant prior to the short time frame deadline. Subsequently, Conway developed the accelerated deployment plan for the new technology.
- **Electronic Document Imaging:** Conway worked with the Traffic and IT Departments to initiate a pilot document scanning process for commercial traffic tickets in order to demonstrate the advantages of electronic document imaging. In addition, worked to develop short term and long term plans for the Court's transition to more "paperless" processes.
- **Facilities improvement:** Assisted the City's General Service Division (GSD) and the facilities custodial and maintenance contractor to develop short and long term building improvement and upgrade needs. Developed a capital expenditure plan to secure budget funds for identified critical items. Additionally, Conway worked to coordinate improved custodial services between GSD, its building contractor, and the Court.
- **Critical Vendor Payment process:** During the period, Conway worked with 36th District Court, City financial departments and Ernst & Young consultants to develop and implement procedures and protocol for necessary Court funding to insure continuity of required services. As part of the process Conway assisted in developing, defining and documenting the Court's Critical Vendor listing.

Case Administration (ADMIN)

(12.20 Hours; \$2,766.00)

Case Administration activities relate to fee order review and preparation of invoice and payment analysis. Conway reviewed and analyzed the professional fee order entered into Court and corresponded with Jones Day regarding the professional fee order in preparation for development of invoice and other fee related matters. Conway also prepared an invoice and payment analysis necessary for the fee examiner to review and corresponded with City of Detroit leadership regarding the same.

Coleman A. Young International Airport (AIR)

(29.80 Hours; \$12,511.00)

Activities related to potential development opportunities for the airport. Conway reviewed and analyzed various pertinent documents and development proposals, operating costs, revenues, and customer listings, related to potential opportunities for the Airport. Conway prepared for and participated in Airport Working Group meetings composed of representatives from Conway, Miller Buckfire and Airport

CPO #2874390

SPO #2875915

Invoice #24610

management, regarding strategy, next steps, process, and opportunities. Conway also communicated with the FAA and MDOT regarding potential funding sources, investment opportunities, and next steps. These efforts assisted in identifying additional developmental opportunities for the Airport and moved the process forward.

Blight / Surplus Land (BLT)

(13.20 Hours; \$5,764.00)

Provided services related to Blight /Surplus Land to obtain Federal and State assistance and participated in site visits to address blight elimination, as summarized below:

- Obtain Federal and State assistance: Conway reviewed and analyzed blight memo regarding potential Federal and State assistance in coordination with EM office. Various communications with City leadership, State representatives, HUD, and Federal Treasury representatives regarding the matter. These efforts helped to convey the necessary involvement of outside parties to address blight elimination.
- Site visits: Coordinated with the Blight Authority to participate in site visits with Hantz Woodlands management regarding blight elimination, land use, lessons learned, and requirements for success. Conway provided recommendations on a proposed approach for further blight removal.

Buildings, Safety Engineering & Environmental Department (BSEED)

(145.60 Hours; \$42,326.00)

During the reporting period Conway provided various services to BSEED with a focus on increased collections, improving current employee and Department productivity, and operational efficiency as summarized below:

- Revenue/Collection: Conway prepared and provided BSEED with analysis on the department's existing accounts receivable ("A/R"). The focus was on identifying valid and invalid A/R for the purpose of identifying collectible A/R. In conjunction with the analysis of A/R, Conway initiated and led discussions with BSEED, Human Resources, and the Law Department to develop and implement a collection strategy for debtors with large A/R balances. This strategy forms the foundation to address current and future A/R collection efforts within the department.
- Productivity Improvement: Conway identified and recommended pertinent performance measurements that will serve as the basis to evaluate individual employee's productivity within BSEED's divisions.
- Operational Efficiency: Conway worked with BSEED to evaluate and develop options to improve the Department's service delivery and promote economic development. Conway developed strategic solutions for Blight vendor licensing and permitting, which has resulted in the acceleration of the process for blight removal throughout the City. Further, Conway worked with BSEED in order to identify other operational efficiencies such as moving demolition activities to DLBA and improving current IT infrastructure through the development and issuance of the Electronic Plan Review RFP.

CPO #2874390
SPO #2875915

Invoice #24610

Detroit Department of Transportation (DDOT)

(20.10 Hours; \$8,377.50)

Conway provided services for DDOT related to addressing and improving of operational issues and securing federal funding and grants to support improvements as summarized below:

- Operational Issues and Improvements: Conway worked closely with the DDOT and City management in addressing issues and opportunities related to labor and manpower, operating metrics, bus maintenance and leases, and the cash collection process.
- Grants and Funding: CM worked with local and federal representatives to assist in securing and deploying State and Federal funding associated with DDOT operational improvement including security, safety, and maintenance improvements.

Debt and Balance Sheet- Vendor Interaction, Creditor Interaction, Postpetition/Exit Financing, Other Contract Issues (DEBT)

(83.30 Hours; \$32,952.50)

During the month of September, Conway provided services for vendor interaction, creditor interaction, post-petition/exit financing, and other contract issues that related to creditor due diligence and review and analysis of post-petition budget forecasts, as summarized below:

- Creditor due diligence: Compiled and reviewed creditor due diligence information requested and where appropriate, forwarded to Miller Buckfire and Jones Day for further distribution. Conway coordinated with Ernst & Young and Miller Buckfire to understand the status of all creditor requests and corresponded with City of Detroit personnel to retrieve the requested information, when not already in possession. Conway also prepared for and participated in creditor due diligence sessions with retiree committee advisors, which included compilation and review of relevant materials. These efforts assisted in fulfilling the requirement to negotiate in good faith with creditor constituencies.
- Post-petition budget forecast review and analysis: Review and analysis of the proposed post-petition budget, with a focus specifically on restructuring initiative assumptions through FY2017. Conway communicated with Ernst & Young, Miller Buckfire and the EM office regarding significant assumptions utilized in the updated monthly post-petition cash flow forecast.

Detroit Fire Department (DFD)

(74.50 Hours; \$32,133.50)

Conway provided services for the Detroit Fire Department related to the development of the comprehensive strategic restructuring plan, provided assistance in preparation for and participation in meetings [REDACTED] with the DFFA and assisted in the area of grants.

- Development of the comprehensive strategic restructuring plan: Conducted several meetings with DFD leadership to discuss current issues, findings, recommendations and next steps to be included in comprehensive restructuring plan of action.
- Interactions with DFFA: During the reporting period Conway was heavily involved in providing assistance to DFD related to preparation of materials for submission to the DFFA in response to information requests. [REDACTED]
- Grants: Provided assistance in grant management, grant reporting and grant application to ensure the department took advantage of available funding.

CPO #2874390

SPO #2875915

Invoice #24610

Department of Health and Wellness Promotion (Vital Records) (DHWP)

(4.30 Hours; \$1,841.50)

Services related to the transition to Wayne County including correspondence with the EM Office regarding Vital Records' transition to Wayne County and evaluation of remaining department organization and structure. Conway also reviewed and analyzed historical Health and Wellness Promotion revenues and analyses in preparation for the Health and Wellness Promotion revenue conference. Conway's significant upfront assistance in developing the Vital Records scenario analysis helped facilitate the transition to Wayne County and contingency planning.

Detroit Police Department (DPD)

(199.40 Hours; \$71,890.00)

Conway provided services for the Detroit Police Department related to the development of the comprehensive strategic restructuring plan, selection of new Assistant Chief, identification of positions to be civilianized, and identification and elimination of vehicle and facility leases as summarized below:

- Development of the comprehensive strategic restructuring plan: Conducted several meetings with DPD leadership and the Bratton Group to discuss current issues, findings, recommendations and next steps to be included in Chief Craig's comprehensive restructuring plan of action. Conway interviewed senior DPD leadership in the Office of Administrative Operations and the Office of Field Operations, including: Human Resources Bureau, Support Services Bureau, Technology Bureau, Neighborhood Policing Bureau, Criminal Investigations Bureau, Budget Bureau and Chief of Staff. This time intensive process allowed Conway to obtain a full overview of the issues in the Department. Conway worked with the Bratton Group to draft the restructuring plan based on information received. Once refinement of the plan is completed, the plan will be published and recommendations will be implemented.
- Selection of new Assistant Chief: Conway reviewed and assessed application letters from a number of applicants and narrowed the pool of candidates. Conway coordinated with the current Assistant Chief of Operations to discuss the promotion process, next steps, interviews for Assistant Chief promotion and selection of interview candidates. Conway also participated in the interviews for the Assistant Chief position and provided recommendations to the Chief of Police and Assistant Chief of Operations.
- Identification of positions to be civilianized: Assisted DPD leadership to identify current positions to be civilianized. Conway presented findings and recommendation to Chief of Police. Once the availability of funding to hire is secured, the Department will move forward with the process.
- Identification and elimination of vehicle and facility leases: Conway prepared for and participated in meetings with DPD and the General Services Department to evaluate DPD facility leases and space planning. Conway submit recommendations for lease rejections. New locations, build out costs and return on investment information were evaluated in determining which leases to reject/accept. Conway also identified vehicle leases to return and eliminate, as well as the need to purchase new vehicles as replacement.

CPO #2874390
SPO #2875915

Invoice #24610

Department of Public Works (DPW)

(142.10 Hours; \$60,137.50)

During the month of September, Conway worked with DPW on numerous tasks including but not limited to the solid waste RFP, a valuation of the solid waste fleet of vehicles and the collection rates of solid waste fees, as summarized below:

- Solid waste RFP: Conway prepared and provided the Solid Waste RFP Evaluation Team (“Team”) with an initial analysis package of the various bid responses to the solid waste RFP. Conway prepared and provided to the Team an initial draft analysis of the City’s internal costs for providing solid waste services to the residents as a comparison to the RFP bids. Conway also initiated discussions with GSD regarding the development of an initial transition plan in the event solid waste services were to be outsourced and the potential cost impact related thereto.
- Valuation of the solid waste fleet of vehicles: Conway worked with a third-party estimator to provide an opinion of value for the fleet of solid waste trucks that could be used as an independent verification of the related equipment values included in the RFP bids.
- Collection rates of solid waste fees: Conway worked with Treasury, Finance and Wayne County to develop an initial collection rate study on solid waste fees through analysis of the City tax settlement statements and analysis of the Wayne County revolving fund statements. These efforts helped to form the foundation of additional analytical work forthcoming on the underlying details behind low collection rates of solid waste fees and recommendations for improvement.

Department of Water and Sewer (DWSD)

(614.00 Hours; \$212,099.00)

During the month of September, Conway provided various services to DWSD with the focus on preparation of the 10-year Business Plan related to the potential transfer of DWSD assets to a new Authority. Conway worked closely with DWSD management and Miller Buckfire throughout the reporting period to complete the required financial analysis, modeling and drafting of the 10-Year Business Plan report. Conway’s work was based upon a detailed review of information, including but not limited to: (i) trial balance historical income statements by Water/Sewer on an object level basis; (ii) support schedules related to various accounts and audit footnotes; (iii) financial analysis performed by the Department or outside consultants; (iv) discussion with management; (v) discussions and meetings with Miller Buckfire as it developed cost and debt savings estimates; and (vi) other information obtained. The financial analysis completed by Conway during the reporting period required the preparation of a complex, integrated financial model that includes but was not limited to the following:

- Recent and projected cost reduction initiatives related to optimization of DWSD operations currently being undertaken;
- Debt and revenue financed capital amounts based on required Capital Improvement Programs (“CIP”) as determined by an independent third-party analysis;
- Calculation of annual required rate increases based on cash requirements of the each system; and
- Estimate funding of a lease payment to the City of Detroit based on anticipated cost reductions.

The financial analysis completed by Conway during the period , including calculation of the estimated lease payment, was the basis of the 10-Year Business Plan document that was presented to [REDACTED]

[REDACTED] In addition to being the basis for

CPO #2874390
SPO #2875915

Invoice #24610

negotiations, the financial analysis and 10-Year Business Plan drafted by Conway will be the DWSD documents presented to and vetted by creditors in the bankruptcy process and mediation negotiations.

Eligibility Issues and Litigation (ELIG)

(37.40 Hours; \$18,338.00)

Provided services for Eligibility Issues and Litigation related to [REDACTED] preparation for and participation in 30(b)(6) deposition, as summarized below:

- [REDACTED]

Emergency Manager & Michigan Statutes (EM)

(6.40 Hours; \$2,720.00)

Conway provided services for Emergency Manager & Michigan Statutes related to weekly updates for the EM office and the State of Michigan. On a weekly basis, Conway compiled updates for the EM office and the State of Michigan, with focus on the following departments: Fire, Public Works, Municipal Parking, and Airport. Conway drafted and distributed these weekly updates via email correspondence with the EM office and State of Michigan officials. These efforts assisted in keeping the EM office and State of Michigan abreast of current operational activities at the City of Detroit.

Finance Department (FIN)

(169.50 Hours; \$63,316.50)

During the month of September, Conway provided services for the Finance Department that related to finalization of the CityTax contract, significant reduction in the number of income tax audit exceptions,

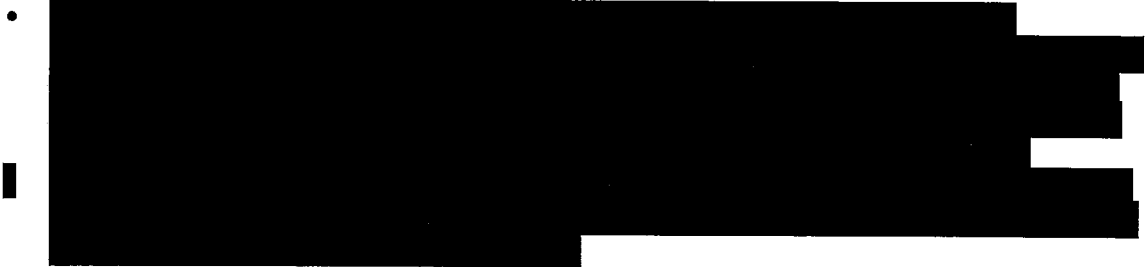
[REDACTED] improvement of 2011 non-filer letter, and development of authorities matrix, as summarized below:

- Finalization of the CityTax contract: Conway managed the process of accumulating contract changes from CityTax and the EM office, implemented the changes, obtained necessary signatures on the contract and delivered the contract to EM for execution. Conway's participation in multiple negotiations involving the CityTax contract and subsequent recommendations were instrumental in obtaining approval. Conway worked with Plante Moran, City of Detroit management and the EM office to expeditiously approve the CityTax contract and assisted Income Tax division management with drafting and distributing a statement of need to the EM office.
- Significant reduction in the number of income tax audit exceptions: Efforts significantly reduced the number of income tax audit exceptions by approximately 8,000 in the month of September.

CPO #2874390
SPO #2875915

Invoice #24610

Conway contractors, in collaboration with City of Detroit personnel, were influential in reducing audit exceptions by 2,000 per week. These efforts allowed certain Income Tax division employees to revert back to their originally intended duties as the audit exception backlog was being greatly reduced.



- Improvement of 2011 non-filer letter: In collaboration with City leadership, provided recommended improvements to the 2011 income tax non-filer template. These recommended improvements were approved by City leadership and the Income Tax division began distributing the 2011 non-filer letters via U.S. mail. These efforts contributed to collection enhancement on delinquent income taxes from 2011 non-filers.
- Development of authorities matrix: Conway began developing an authorities matrix, including suggested recommendations and improvements. Conway participated in meetings with the CFO to discuss current issues and identify areas for improvement. Conway captured all CFO comments and implemented into matrix. Once complete, the authorities matrix will assist in organizing tasks or decisions based on the responsibilities of persons identified.

General Operational (GEN)

(141.60 Hours; \$57,603.00)

Services provided in General Operational Matters relate to work in process (“WIP”) status meetings, internal communications, EM office operational restructuring activity communications, and work-stream priorities, as summarized below:

- Work in progress status meetings: Review and analysis of updated WIP reports on a weekly basis in preparation for participation in weekly WIP status meetings with the EM office and advisors. These efforts allowed for important topics to be discussed on a weekly basis with input received from all parties.
- Internal communications: Weekly internal meeting conducted to discuss, develop, and coordinate operational restructuring strategies and initiatives for the week ahead. These necessary communications assisted in providing current status of the engagement, including strategy and coordination of team efforts to efficiently and effectively complete tasks at hand.
- EM office operational restructuring activity communications: Conway compiled status updates for all restructuring activities on a weekly basis and presented to the EM office. These efforts assisted in conveying milestones reached, as well as constraints experienced regarding ongoing operational restructuring activities. As a result of these communications, some vendor payment issues were resolved.
- Work-stream priorities: Conway developed work-stream priority analyses on a bi-weekly basis in preparation of operational restructuring meetings with the EM Office. These analyses were essential in conveying the prioritization of the operational restructuring tasks being managed by Conway and provided an understanding of the work being performed to the EM Office.

CPO #2874390
SPO #2875915

Invoice #24610

General Service Division (GSD)

(112.60 Hours; \$36,035.00)

Services provided to the General Service Department include but were not limited to implementation of the privatization of select services and an overall department restructuring plan as summarized below:

- Privatization of Select Services: Conway worked closely with the Purchasing and GSD departments to drive the Request For Proposal (RFP) processes for potential outsourcing and related cost savings of fleet maintenance, custodial and facilities maintenance, and material procurement and management. Additionally, Conway performed financial cost modeling to support the cost evaluation of outsource vs. insourcing for these RFP's as well as the Solid Waste outsourcing RFP from the Department of Public Works.
- Departmental Restructuring Plan: Conway worked on establishing robust financial reporting for proper costing related to each service provided and each individual facility. The financial models are used for proper cost allocation to departments as well as supporting various restructuring alternatives and evaluating the potential closure and consolidation of facilities. Additionally, Conway worked with GSD on improvement of services and filling of vacant positions.

Human Resources Department (HR)

(57.30 Hours; \$23,868.50)

During the month of September, Conway provided services for the Human Resource Department focused on the preparation of a Master Service Contract Provider RFP, identification of high priority labor requirements by department, and review and analysis of recent headcount trends by department:

- Master Services Contract Provider RFP: Conway prepared and reviewed the scope of work for the Master Services Contract Provider RFP. In order to prepare the scope of work, Conway performed research on similar RFPs of corporate and municipal entities including direct communications with such entities. Conway communicated with the HR and Purchasing Department on multiple occasions to obtain their comments and reach consensus on final scope of work.
- Identification of High Priority Labor Requirements: Conway worked with the department to identify the highest priority labor requirements and develop strategies with the City and EM Office on best strategies to on-board labor requirements.
- Review and Analysis of Headcount Trends: Conway reviewed and analyzed the headcount trends by department and used such analysis to support high priority labor requirements.

Information Technology Services Department (ITS)

(3.60 Hours; \$1,530.00)

Conway provided services for the Information Technology Services Department focused on identifying high priority labor requirements as well as communications surrounding various information technology hardware and software requirements in other City departments.

CPO #2874390
SPO #2875915

Invoice #24610

Law Department (LAW)

(14.90 Hours; \$5,612.50)

During the reporting period Conway worked with representatives of the Law Department on possible reorganization and restructuring of the department. In addition, activities included review of historical financial and case information [REDACTED], included working and meetings with J. Bonsall.

Other Litigation (LIT)

(1.80 Hours; \$891.00)

[REDACTED]

Mediation Matters (MED)

(19.90 Hours; \$8,429.50)

[REDACTED]

Municipal Parking Department (MPD)

(52.60 Hours; \$22,393.00)

During the month of September, Conway provided services to MPD including but not limited to (a) identification of revenue enhancement matters and (b) developed lot-specific financial data. For revenue enhancement, Conway coordinated and conducted meetings with both MPD and Pierce Monroe to facilitate revenue enhancement discussions that could be used as the foundation to develop specific action plans related thereto. For lot-specific financial data, Conway worked with MPD on how to prepare meaningful financial data such that it could provide the basis to establish strategic options and potential

CPO #2874390
SPO #2875915

Invoice #24610

valuations on a lot-specific basis. Additionally, Conway developed an initial analysis to compare lot revenues from Park Rite with City-recorded revenues in an attempt to validate parking lot revenues.

Planning & Development Department (PDD)

(60.90 Hours; \$25,612.50)

During the reporting period, Conway provided various services to PDD with a focus on developing a strategic planning function, identifying and fixing issues with grants management, identifying options for restructuring that include outsourcing key functions, utilizing interim managers to lead the transition while also working out current contracts, and coordinating across departments and agencies. During this period Conway directed Cloudburst to provide certain inputs as part of its assessment of PDD in preparation for the restructuring plan. Additionally, Conway worked closely with PDD management and other agencies to complete the required assessment. The work required the collection and analysis of complex, disparate information from multiple parties with multiple points of view, and is the basis for the insights and recommendations regarding the restructuring of PDD currently being prepared for review and consideration by the City.

Conway provided services for PDD that relate to the restructuring options for the overall department and each of its divisions, as summarized below:

- **Strategic Planning:** Conway worked with PDD management, US Department of Housing and Urban Development (HUD), and technical assistants and consultants, including Mosaic Urban Partners, Corporate FACTS, and Cloudburst, to develop the framework for a consolidated strategic planning function within the City.
- **Grants Management:** Conway worked with PDD management, PDD-Financial & Resources Management Division (FRM), City Finance, HUD, and technical assistants to identify issues and potential solutions to more efficiently process payments to sub-recipients based on HUD requirements. Conway also worked with PDD, Cloudburst and Corporate FACTS to identify grant funds at risk of recapture. Additionally, Conway worked with PDD to define the current situation with regards to Section 108 loans and prepare potential options for work outs and/or legal action against non-performers.
- **Division restructuring:** Conway worked with PDD, Cloudburst and Corporate FACTS to define the common activities across PDD divisions that could be consolidated or potentially outsourced to a third party. Conway also worked with PDD, Detroit Land Bank Authority (DLBA), Building Safety Engineering & Environmental Department (BSEED), HUD, Detroit Economic Growth Corporation (DEGC), and other agencies to evaluate existing external capacity and technology to support potential restructuring activities.
- **Interim management:** Assisted PDD and HUD to identify current needs for leadership and execution of unallocated and unspent funds. Areas of greatest need were quantified and potential interim managers and contractors were identified, along with estimated budget requirements.
- **Coordination between PDD and City Council, outside agencies, etc.:** Conway worked with PDD, City Council and CPC to determine inefficiencies in the allocation and selection process of CDBG funds, reviewed Annual Action Plan development process, and developed recommended process improvements.

CPO #2874390
SPO #2875915

Invoice #24610

Pensions (PEN)

(215.70 Hours; \$80,911.50)

Conway provided services related to the review and examination of both the (1) Detroit General Retirement System and the (2) Detroit Police and Fire Retirement System. This review and examination is being monitored and supervised by EM's office through an organized group known as the Pension Task Force which is headed up by C. Moore of Conway and includes outside counsel from both Jones Day and Miller Canfield. The group also includes members of the actuarial firm known as Milliman and the activities are closely monitored by representatives of the EM's office. The review and examination of the two City of Detroit pension systems serves many purposes, including but not limited to, assisting with the development of a viable City of Detroit financial restructuring plan, eligibility trial tasks, mediation sessions with interested parties such as the Retirement Committee and the Creditors Committee, assisting both the Auditor General's ("AG") and Inspector General's ("IG") office with Emergency Manger Order No. 8, relevant analysis associated with the determination of plan underfunding status, potential changes in plan governance, examine and identify potential system deficiencies, determine the accuracy of past payments made from systems to members, determining the proper calculation of pension claims, the pursuit of any potential bankruptcy related recoveries, and other Pension Task Force determined activities. The key activities which occurred in September 2013 can be summarized below:

- EM Order 8: On June 20, 2013, and pursuant to Michigan's Public Act 436 of 2012, Kevyn D. Orr, the Emergency Manger (EM) of the City of Detroit, issued Emergency Manager Order No. 8. The order includes, among other things, the task to conduct an investigation into any possible waste, abuse, fraud, or corruption, including, but not limited to, administrative misfeasance or other impropriety with respect to the administration, operation, or implementation of Benefit Programs. The Pension Task Force determined that Conway should work closely with the AG and IG office in their investigation in order to eliminate any duplication of efforts as it relates to certain testing of the pension systems and financial analysis of the plans.
- Financial analysis: Conway has worked with AG and IG office along with the Finance Department Retirement (Pension) Division to gather the information necessary to document historical Pension retirement system interest crediting and 13th checks, among other things.
- EM Order 16: In order to obtain and confirm certain Pension retirement system interest crediting and 13th checks Conway assisted with the effort to draft EM Order 16.
- Information requests: Conway assisted with numerous information requests from several parties such as the Retiree Committee and Creditors Committee.
- Preparation for mediation sessions: Conway prepared for upcoming mediation sessions with Retiree Committee and others.
- Other requested pension task force activities: Among other things, Conway worked closely with the actuary firm known as Milliman in obtaining the necessary pension plan details as it relates to creating various actuary scenarios as well as the process of confirming the status of potential plan underfunding.

Public Lighting Department (PLD)

(32.60 Hours; \$13,883.00)

Services provided to the Public Lighting Department (PLD) focused on review and comment on the various interlocal agreements with the Public Lighting Authority (PLA) regarding the Lighting Plan financing and construction as well as the operations and maintenance of the PLA. Conway also provided

CPO #2874390
SPO #2875915

Invoice #24610

services related to preparation and analysis of PLD's aged accounts receivable listing including specific customer analysis:

- Interlocal PLD/PLA Agreements: Conway reviewed and provided business related comments associated with the operation, maintenance, and management of the Public Lighting System and construction and financing of the Public Lighting System Agreements. Conway also reviewed and provided business related comments on other related agreements between the PLD and PLA. Review of above mentioned agreements included review and analysis of the PLA Lighting Plan and Budget.
- Accounts Receivable Analysis: Conway reviewed and analyzed PLD's aged accounts receivable listing including [REDACTED]. Conway participated in discussions along with EM Office on scheduled future payments.

Projections and Modeling (PROJ)

(5.00 Hours; \$1,941.00)

Activities and services provided in Projections and Modeling related to preparation of a reinvestment/reorganization summary by project for cash flow projection and development of pension cost for future modeling purposes.

Recreation Department (REC)

(3.80 Hours; \$1,615.00)

[REDACTED]

CPO #2874390
SPO #2875915

Invoice #24610

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	09/04/13	MCW	Communicated and coordinated AP issue with EY, R. Jackson (36D), R. Mack (SCAO), and TAE [REDACTED] and Judicial Information System (JIS) in order to establish procedures, protocols, and processes for timely payment of critical vendors	2.20	275.00	605.00
36th District Court Matters	09/04/13	TAE	Examined and analyzed S. Ochel report, findings and recommendations of 36D court operating improvements related to cashier activities (0.80) Discussed initiatives with S. Ochel to implement daily cash reconciliation to eliminate cash shortage (0.40)	1.20	425.00	510.00
36th District Court Matters	09/04/13	CMM	Review memo from 36D judge to Judge Talbot and TC with TAE to discuss same	0.40	495.00	198.00
36th District Court Matters	09/04/13	TAE	Prepared for, participated in and followed up on meeting to review capabilities of ImageSoft Document Scanning System integration for the court and demonstration of document management system (2) Follow up discussions with ImageSoft regarding implementation of software and timing (.4)	2.40	425.00	1,020.00
36th District Court Matters	09/04/13	MCW	TC [REDACTED] to 36D	0.90	275.00	247.50
36th District Court Matters	09/04/13	MCW	Drafted and distributed emails to R. Jackson (36D) regarding 36D AP and vendor prioritization to establish best practice in order to insure critical vendor payments are made	0.50	275.00	137.50
36th District Court Matters	09/04/13	TAE	Telephone conference with CMM discuss memo from 36D Judge to Judge Talbot	0.40	425.00	170.00
36th District Court Matters	09/04/13	TAE	[REDACTED]	0.80	425.00	340.00
36th District Court Matters	09/04/13	TAE	Worked on developing and follow up on final technology plan for 36 District Court in order to obtain purchase orders and State grant money commitment for expenditures on new technology replacements and upgrades	1.30	425.00	552.50
36th District Court Matters	09/04/13	TAE	Met with L. Crosby - Director of Traffic to discuss and review progress of implementation of document scanning pilot program on commercial tickets	0.60	425.00	255.00
36th District Court Matters	09/04/13	TAE	Met with D. Anderson (IT) to discuss and review progress of implementation of document scanning pilot program on commercial tickets	0.50	425.00	212.50
36th District Court Matters	09/04/13	TAE	Researched, read and examined relevant information regarding benchmarking and evaluation of Electronic document management systems and processes for court operations	1.10	425.00	467.50
36th District Court Matters	09/04/13	TAE	Worked with SCAO Finance Director to finalize and prioritize critical vendor status in order to support 36D Court payment requests	1.30	425.00	552.50
36th District Court Matters	09/05/13	TAE	Performed analysis on prioritized payments of critical vendors with City financial dept. Assess list of pre and post Chapter 9 filing by vendor. (.9) Develop on-going plan for addressing critical vendor payments and open A/P. (.7)	1.60	425.00	680.00
36th District Court Matters	09/05/13	TAE	Developed, distributed and follow up on final technology plan for 36 District Court in order to obtain purchase orders and State grant money commitment for expenditures on new technology replacements and upgrades	2.20	425.00	935.00
36th District Court Matters	09/05/13	TAE	[REDACTED]	1.60	425.00	680.00
36th District Court Matters	09/05/13	MCW	[REDACTED]	[REDACTED]	275.00	275.00
36th District Court Matters	09/05/13	TAE	Worked with Director of Traffic and MIS Deputy Director to develop implementation plan for misdemeanor traffic document scanning	0.30	425.00	127.50
36th District Court Matters	09/05/13	TAE	Worked on implementation and research of technology upgrade and implementation plans. Cash Kiosk, document scanning, e-ticketing, PDF filing and file retrieving in order to further develop implementation tasks and activities	1.20	425.00	510.00
36th District Court Matters	09/05/13	TAE	Reviewed and discussed status of pending case reduction initiative with S. Mengel	0.70	425.00	297.50
36th District Court Matters	09/05/13	TAE	Reviewed and discussed status of Saturday cost reduction initiatives and case load review findings with T. Wenzel	0.60	425.00	255.00
36th District Court Matters	09/05/13	TAE	Reviewed task list and follow up items for MCW	0.60	425.00	255.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	09/06/13	TAE	Continue to update, develop, up and follow-up of implementation of final technology plan for 36 District Court in order to obtain purchase orders and State grant money commitment for expenditures on new technology replacements and upgrades	1.90	425.00	807.50
36th District Court Matters	09/06/13	DMI		0.50	275.00	137.50
36th District Court Matters	09/06/13	DMI	Revised/updated CM Work stream Progress Report for 36D	0.80	275.00	220.00
36th District Court Matters	09/06/13	MCW	Participated in meeting with R. Jackson (36D) regarding critical vendors and prepetition debt, providing AP support, and establishing a better payable process in preparation for next week's check run	1.10	275.00	302.50
36th District Court Matters	09/06/13	TAE	Reviewed and gained approval of purchase orders for key technology hardware and software implementation from SCAO financial and IT	1.40	425.00	595.00
36th District Court Matters	09/06/13	TAE	Met with Judge Talbot to review and gain approval of SCAO funding spend plan	0.70	425.00	297.50
36th District Court Matters	09/06/13	TAE	Worked with 36D and SCAO team to spec out technology upgrade plan and develop quoting process and procedures	1.30	425.00	552.50
36th District Court Matters	09/06/13	TAE	Observed and analyzed work flow of first floor lobby process flow in order to develop plans for improved customer service of 1st floor cashier and information clerks	0.60	425.00	255.00
36th District Court Matters	09/06/13	TAE	Worked with Director of traffic division and MIS to put together plan for initiation of document scanning of traffic tickets in order to go paperless tickets	0.70	425.00	297.50
36th District Court Matters	09/06/13	TAE	Met with Judge Talbot and SCAO representative to plan and update key initiative implementation	0.50	425.00	212.50
36th District Court Matters	09/06/13	TAE	Updated work stream progress and initiative planning and implementation initiatives regarding 36D	0.90	425.00	382.50
36th District Court Matters	09/09/13	TAE	Analyzed current 36D Court Critical vendor listing and categorization and reviewed requested payables for the current week. (.6) Held discussions to develop and agree upon a process for 36D Court	1.70	425.00	722.50
36th District Court Matters	09/09/13	CMM	Follow up with T. Eddy (CM) on required tasks discussed in WIP call related to 36D for upcoming meeting with Jones Day and 36D	0.30	495.00	148.50
36th District Court Matters	09/09/13	TAE	Reviewed and discussed quotes for key technology upgrade purchases with D. Anderson (36D) in order to decide on and initiated purchase orders of key technology upgrade items (1.9) Discussed and developed Purchase Order approval and spending process with D. Monk (State Court) (0.80)	2.70	425.00	1,147.50
36th District Court Matters	09/09/13	TAE	Prepared for meeting with by updating status and tasks for prioritizing and procuring new technology hardware and software (0.7) Participated in status update meeting with IT Director and deputy director to discuss and develop tasks and assignments for implementation and spending for technology hardware and software upgrades and support (0.4)	1.10	425.00	467.50
36th District Court Matters	09/09/13	TAE	Met with Judge Talbot and SCAO representative to plan and update key initiative implementation	0.70	425.00	297.50
36th District Court Matters	09/09/13	TAE	Reviewed and evaluated 'on boarding' candidates bios and resumes for inclusion into restructuring initiatives	0.60	425.00	255.00
36th District Court Matters	09/09/13	TAE	Interviewed and assessed new operational improvement candidate for work on restructuring activities within 36D court	1.40	425.00	595.00
36th District Court Matters	09/09/13	TAE	Updated work stream initiative and progress report for presentation to EM	0.80	425.00	340.00
36th District Court Matters	09/09/13	TAE	Updated key milestones and progress report for tracking of operational improvements	0.60	425.00	255.00
36th District Court Matters	09/09/13	TAE	Evaluated City's pre-paid credit card listing for application to 36D Court and General Services Division	0.30	425.00	127.50
36th District Court Matters	09/10/13	TAE	Analyzed current 36D Court Critical vendor listing and categorization. Reviewed requested payables for the current week	0.20	425.00	85.00
36th District Court Matters	09/10/13	DMI	Provided Impact with 36D contractor time sheets to accurately account for their time worked in prior week	0.80	275.00	220.00
36th District Court Matters	09/10/13	TAE	Followed up on completion of 36D court technology upgrade plan. Meetings with IT and Finance representatives to insure tasks are complete to purchase new technology software and hardware	0.90	425.00	382.50
36th District Court Matters	09/10/13	MCW	Meeting with R. Mack (SCAO) to coordinate with Treasury, EY, regarding COD payroll and FICA	2.00	275.00	550.00
36th District Court Matters	09/10/13	TAE	Analyzed and evaluated incoming technology quotes for funding within State grant	0.70	425.00	297.50
36th District Court Matters	09/10/13	TAE	Researched, read and examined relevant information regarding benchmarking and evaluation of Electronic document management systems and processes for court operations	0.50	425.00	212.50
36th District Court Matters	09/11/13	DMI	Reconciled Impact invoices to actual time 36D contractors worked	0.50	275.00	137.50

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	09/11/13	TAE	Followed up on completion of 36D court technology upgrade plan including discussions with IT team. (1.1).Preparation of quotes and purchase authorizations to implement technology upgrades and additions to improve operations of the Court (1.5)	2.30	425.00	977.50
36th District Court Matters	09/12/13	TAE	[REDACTED]	1.10	425.00	467.50
36th District Court Matters	09/12/13	TAE	Meeting with CMG (CM) to discuss treatment of 36D in City of Detroit Bankruptcy and required approach and tasks related to performing work flow analysis in order to identify key improvement initiatives	0.30	425.00	127.50
36th District Court Matters	09/12/13	CMG	Meeting with TAE (CM) to discuss treatment of 36D in City of Detroit Bankruptcy, and provided guidance on next steps as it relates to developing the restructuring plan for 36D	0.30	425.00	127.50
36th District Court Matters	09/12/13	MCW	Participated in discussion with TAE (CM) regarding 36D and payment issues related to department listing in bankruptcy filing (0.2); Participated in teleconference with TAE (CM) and H. Lennox (Jones Day) regarding 36D's listing in the bankruptcy and handling payment issues on go-forward basis (0.8)	1.00	275.00	275.00
36th District Court Matters	09/12/13	TAE	Worked on pushing through proposals and quotes to initiated purchase orders of key technology upgrade items. Discussed and developed PO approval and spending process with D. Monk	1.70	425.00	722.50
36th District Court Matters	09/12/13	TAE	Prepared for, participated in and followed up on meeting with MCW and Bankruptcy counsel (H. Lennox) regarding status of 36 District Court as it related to City of Detroit payments	1.10	425.00	467.50
36th District Court Matters	09/12/13	MCW	Participated in meeting with EY regarding critical vendors in order to get 36D invoices into AP faster to improve the weekly payment process	0.40	275.00	110.00
36th District Court Matters	09/12/13	TAE	Met with Judge Talbot and SCAO representative to plan and update key initiative implementation	0.60	425.00	255.00
36th District Court Matters	09/12/13	TAE	Worked on implementation and research of technology upgrade and implementation plans. Cash Kiosk, document scanning, e-ticketing, etc.	1.80	425.00	765.00
36th District Court Matters	09/12/13	TAE	Detail analysis of operational improvement initiatives and progress made with T. Wenzel, S. Mengel, and S. Ochel in order to manage and coordinate Civil Dept. operational improvement activities	1.10	425.00	467.50
36th District Court Matters	09/12/13	TAE	Analyzed and evaluated incoming technology quotes for funding within State grant . Updated tracking document to reflect progress and support funding approval from State	1.00	425.00	425.00
36th District Court Matters	09/13/13	TAE	Analyzed and evaluated incoming technology quotes for funding within State grant (0.7)Updated tracking document to reflect progress and support funding approval from State (0.5)	1.20	425.00	510.00
36th District Court Matters	09/13/13	TAE	Developed plan and initiatives for review with SCAO representatives for implementation of improved internal collection procedures and policies (0.8) Reviewed and discussed plans to begin implementation of an improved internal collection procedures and policies with SCAO representatives (0.5)	1.30	425.00	552.50
36th District Court Matters	09/13/13	DMI	Corresponded with CM IT to set up 36D contractor with email access	0.60	275.00	165.00
36th District Court Matters	09/13/13	TAE	Walked through new ticket scanning process steps with Director of Traffic Division. Worked on development of next implementation tasks for continuation of electronic document imaging	0.90	425.00	382.50
36th District Court Matters	09/13/13	TAE	Evaluated and discussed latest status and any potential roadblocks to implementation of cash collection kiosks at the court	0.40	425.00	170.00
36th District Court Matters	09/16/13	DMI	Examined 36D contractor time and submit approval to Impact staffing	1.10	275.00	302.50
36th District Court Matters	09/16/13	TAE	Conducted detail analysis of operational improvement initiatives and progress made with T. Wenzel, S. Mengel, and S. Ochel. In order to coordinate operational restructuring activities	1.30	425.00	552.50
36th District Court Matters	09/16/13	TAE	Worked on implementation and research of technology upgrade and implementation plans. Cash Kiosk, document scanning, e-ticketing, PDF filing and retrieval	1.20	425.00	510.00
36th District Court Matters	09/16/13	TAE	Followed up discussions and investigation into 36D Critical vendor and pre-petition A/P Payment process and schedule	1.70	425.00	722.50
36th District Court Matters	09/16/13	TAE	Evaluated City headcount current and projections for reporting accuracy	0.60	425.00	255.00
36th District Court Matters	09/16/13	TAE	Meet with Christina Vadiniao to develop and define role and activity in restructuring of 36D court	0.80	425.00	340.00
36th District Court Matters	09/16/13	TAE	Worked on hiring of resources to assist in restructuring of 36D court	0.60	425.00	255.00
36th District Court Matters	09/16/13	TAE	Followed up on completion of 36D court technology upgrade plan. Meetings with IT and Finance representatives to insure tasks are complete to purchase new technology software and hardware	2.30	425.00	977.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	09/17/13	TAE	Analyzed current 36D Court Critical vendor listing and categorization (.2). Reviewed requested payables for the current week (.3) Held discussions to develop and agree upon a process for 36D Court	1.10	425.00	467.50
36th District Court Matters	09/17/13	MCW	Participated in meeting with EY regarding meeting with H. Burden (36D) and R. Mack (SCAO)	0.20	275.00	55.00
36th District Court Matters	09/17/13	TAE	Researched and reviewed relevant information regarding effectiveness and key performance indicators for Court operations	0.40	425.00	170.00
36th District Court Matters	09/18/13	TAE	Prepared for and participated in, and followed up on meeting with DPD and 36D court reps to develop E-Ticketing roll out plans	1.90	425.00	807.50
36th District Court Matters	09/18/13	TAE	[REDACTED]	0.80	425.00	340.00
36th District Court Matters	09/19/13	TAE	[REDACTED]	0.90	425.00	382.50
36th District Court Matters	09/19/13	TAE	Met with 36D management team to discuss and decide on proposals and quotes to initiated purchase orders of key technology upgrade items (1.3). Discussed and achieved final agreement and documented final technology spending coverage from 36D Management team (0.6)	1.90	425.00	807.50
36th District Court Matters	09/19/13	TAE	Prepared for and participated in meeting with Judge Talbot to discuss operational restructuring initiatives identified and recommended along with funding identified for implementation of improvements	1.10	425.00	467.50
36th District Court Matters	09/19/13	TAE	Worked prioritizing and documenting operational restructuring initiatives based on previously provided reports and assessments in order to develop next steps and tasks required for on-going operational restructuring of 36D Court	1.70	425.00	722.50
36th District Court Matters	09/19/13	TAE	Met with E. Meah - Building manager to follow up on progress and implementation of capital improvements at 36D Court	0.60	425.00	255.00
36th District Court Matters	09/19/13	TAE	Detail analysis of operational improvement initiatives and progress made with T. Wenzel, S. Mengel, and S. Ochel. For coordination and updates of operational improvement tasks and progress	1.10	425.00	467.50
36th District Court Matters	09/19/13	TAE	Reviewed and evaluated on boarding candidates bios and resumes for inclusion into restructuring initiatives	0.80	425.00	340.00
36th District Court Matters	09/20/13	TAE	Met with J. Anderson - Budget Dept. to review and discuss historic parts inventory and replenishment systems in order to develop improved plan	0.90	425.00	382.50
36th District Court Matters	09/23/13	TAE	Analyzed current 36D Court Critical vendor listing and categorization. Reviewed requested payables for the current week	0.40	425.00	170.00
36th District Court Matters	09/23/13	TAE	Followed up on completion of 36D court technology upgrade plan. Meetings with IT and Finance representatives to insure tasks are complete to purchase new technology software and hardware	1.40	425.00	595.00
36th District Court Matters	09/23/13	TAE	Detail analysis of operational improvement initiatives and progress made with S. Mengel, and S. Ochel and C. Vadinao in order to coordinate operational restructuring activities, tasks and progress	1.70	425.00	722.50
36th District Court Matters	09/23/13	TAE	Worked on implementation and research of technology upgrade and implementation plans. Cash Kiosk, document scanning, e-ticketing, etc.	0.30	425.00	127.50
36th District Court Matters	09/23/13	TAE	Met with and discussed with Judge Talbot and SCAO representative to plan and update key initiative implementation	0.60	425.00	255.00
36th District Court Matters	09/23/13	TAE	[REDACTED]	1.20	425.00	510.00
36th District Court Matters	09/24/13	DMI	Revised/updated CM Work stream Progress Report for the 36th District Court	0.60	275.00	165.00
36th District Court Matters	09/24/13	TAE	Followed up on implementation of final technology plan for 36 District Court. Discussed status, plans, timing and potential roadblocks to implementation with IT staff	0.80	425.00	340.00
36th District Court Matters	09/25/13	MCW	Met with TAE (CM) regarding 36D AP process and payments to establish best practice	0.50	275.00	137.50
36th District Court Matters	09/26/13	TAE	Reviewed, evaluated and provided feedback to City's financial representative and discussed plans and prioritization for vendor payments on 36D Courts accounts payable and critical vendor listing to assess City payment plans and requirements	1.60	425.00	680.00
36th District Court Matters	09/26/13	TAE	Prepared for, participated in and followed up on 36D Oversight team goal setting, progress reporting and strategy implementation review meeting	3.20	425.00	1,360.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
36th District Court Matters	09/27/13	TAE	Worked on Development and follow up on 36D court technology implementation and deployment planning (.7) Meetings with IT and Finance representatives to insure tasks are complete to purchase new technology software and hardware(1.1)	1.80	425.00	765.00
36th District Court Matters	09/30/13	TAE	Developed and updated implementation and deployment plans for new technology software and hardware purchases for 36 District Court working with MIS Department	1.40	425.00	595.00
36th District Court Matters	09/30/13	TAE	Detail analysis of operational improvement initiatives and progress made with S. Mengel, and S. Ochel and C. Vadinao in order to coordinate operational restructuring activities, tasks and progress	0.90	425.00	382.50
Blight and Surplus Land Matters	09/03/13	KJH	Prepared for and participated in Blight / BSEED conference calls regarding potential Federal and State assistance	1.60	425.00	680.00
Blight and Surplus Land Matters	09/03/13	KJH	Reviewed and commented on Blight memo regarding potential Federal and State assistance, including e-mail correspondence with S.Penn regarding same	0.80	425.00	340.00
Blight and Surplus Land Matters	09/04/13	KJH	Reviewed Blight / Redevelopment documents, including agenda and materials for meeting with HUD, e-mail correspondence and meeting with S.Penn regarding same	0.70	425.00	297.50
Blight and Surplus Land Matters	09/06/13	KJH	Corresponded with B.Farkas (Blight Authority) regarding site visit and evolving process	0.40	425.00	170.00
Blight and Surplus Land Matters	09/11/13	KJH	Participated in telephone conference with B.Farkas (The Blight Authority) regarding maps and demolition permitting	0.50	425.00	212.50
Blight and Surplus Land Matters	09/12/13	KJH	Corresponded with B.Farkas (The Blight Authority) regarding maps and demolition permitting	0.50	425.00	212.50
Blight and Surplus Land Matters	09/20/13	KJH	Prepared for and participated in blight / demolition conference call with City leadership, State representatives, HUD, Federal Treasury representatives	1.40	425.00	595.00
Blight and Surplus Land Matters	09/23/13	KJH	Reviewed dangerous buildings listing and data	0.90	425.00	382.50
Blight and Surplus Land Matters	09/23/13	KJH	Corresponded with B.Farkas (Blight Authority) regarding dangerous buildings, Brightmoor pilot, evolving strategy, and recommendations	0.50	425.00	212.50
Blight and Surplus Land Matters	09/27/13	KJH	Corresponded with B.Hartzell and E&Y regarding blight, demolition, brush removal, and revenue sources	0.60	425.00	255.00
Blight and Surplus Land Matters	09/30/13	KJH	Prepared for and participated in meeting and site visit with Hantz Woodlands management regarding blight elimination, land use, lessons learned, and requirements for success	3.10	425.00	1,317.50
Blight and Surplus Land Matters	09/30/13	CMM	Site visit and meeting with J. Hantz, Hantz Woodlands, regarding blight removal in Mt. Elliott area and proposed approach for further blight removal	2.20	495.00	1,089.00
Buildings and Safety Department Matters	09/01/13	CMG	TC with D. Bell (BSEED) regarding HUD surge assistance. Review of D. Bell (BSEED) surge information. Development of HUD surge	1.00	425.00	425.00
Buildings and Safety Department Matters	09/03/13	DMI	Examined BSEED contractor time and submitted approval to impact staffing	0.40	275.00	110.00
Buildings and Safety Department Matters	09/03/13	MCW	Reviewed and provided comments on BSEED Electronic Plan Review (EPR) RFP draft	2.20	275.00	605.00
Buildings and Safety Department Matters	09/03/13	MCW	Analyzed yearly budget worksheets to gain understanding of City Budget Process for BSEED, for financial planning and projections	1.80	275.00	495.00
Buildings and Safety Department Matters	09/03/13	MCW	Meeting with JAA and D. Bell (BSEED) regarding: Income Tax Task Force Initiatives	0.60	275.00	165.00
Buildings and Safety Department Matters	09/03/13	MCW	Analyzed Revenue/Expenditure Comparison for FY2011 and FY2012 (Fund 2490 and 1000) to identify variances, and start trend	2.60	275.00	715.00
Buildings and Safety Department Matters	09/03/13	MCW	Analyzed Wayne County A/R to identify duplicate entries	1.10	275.00	302.50
Buildings and Safety Department Matters	09/04/13	CMG	Reviewed BSEED A/R analysis and provided guidance to MCW (CM) on next steps in analysis	0.70	425.00	297.50
Buildings and Safety Department Matters	09/04/13	CMM	TC with [REDACTED] regarding potential assistance in BSEED and grants	0.30	495.00	148.50
Buildings and Safety Department Matters	09/04/13	MCW	Review of IT RFP, initial rough draft, [REDACTED]	1.20	275.00	330.00
Buildings and Safety Department Matters	09/04/13	MCW	Participated in meeting with CMG, provided updates on AR, and received instruction on next steps in analysis	0.70	275.00	192.50
Buildings and Safety Department Matters	09/04/13	MCW	Analyzed BSEED Business Process re-Engineering presentation from 2010 to identify restructuring initiatives	1.40	275.00	385.00
Buildings and Safety Department Matters	09/04/13	MCW	Analyzed Fire Insurance Escrow Trial Balance detail for purpose of escrow used on demolition projects	2.40	275.00	660.00
Buildings and Safety Department Matters	09/04/13	MCW	Reviewed proposed ordinance revision regarding changes to the Property Maintenance Code and Implementation Plan	1.90	275.00	522.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	09/05/13	CMG	Prepared for and participated in weekly meeting with D. Bell (BSEED), MCW (CM) to discuss and provide guidance on restructuring strategy, work plans, timelines, and outstanding department issues	1.30	425.00	552.50
Buildings and Safety Department Matters	09/05/13	MCW	Prepared for and participated in weekly meeting with D. Bell (BSEED), CMG (CM), discussing restructuring strategy, work plans, timelines, and outstanding department issues	1.30	275.00	357.50
Buildings and Safety Department Matters	09/05/13	MCW	Reviewed BSEED PR Action Plan for potential inclusion into strategic plan	1.10	275.00	302.50
Buildings and Safety Department Matters	09/05/13	MCW	Analyzed A. Anyanwu's notes regarding employee cross-training, expansion of Inspector duties, reallocation of inspectors across divisions, and accountability measures for potential inclusion into	1.90	275.00	522.50
Buildings and Safety Department Matters	09/05/13	MCW	Analyzed A/R (ANN, BLD, BPV, BUS case types) in order to identify invalid receivables	1.70	275.00	467.50
Buildings and Safety Department Matters	09/05/13	MCW	Meeting with A. Anyanwu regarding employee reviews and current practices	0.50	275.00	137.50
Buildings and Safety Department Matters	09/05/13	MCW	Analyzed [REDACTED] Assessment and Selected Recommendations for potential inclusion into strategic plan	2.70	275.00	742.50
Buildings and Safety Department Matters	09/06/13	CMG	Preparation for and participation in meeting with MCW (CM) regarding status update and guidance on BSEED A/R, IT systems, metrics, monthly financials	1.10	425.00	467.50
Buildings and Safety Department Matters	09/06/13	MCW	Created AR PPT template and input initial findings and observations on SOPs regarding data entry	2.00	275.00	550.00
Buildings and Safety Department Matters	09/06/13	MCW	Worked with L. Rondeau (BSEED) and L. Jackson (FutureNet) to resolve Crystal Reports data errors that result in reports that do not tie	2.00	275.00	550.00
Buildings and Safety Department Matters	09/06/13	MCW	Reviewed and provided comments to W. Hereford on Invalid Case Types document	2.10	275.00	577.50
Buildings and Safety Department Matters	09/06/13	MCW	Analyzed A/R for ULE and ULP cases for duplicate entries and invalid entries [REDACTED]	1.00	275.00	275.00
Buildings and Safety Department Matters	09/08/13	CMG	Updated to work stream priorities work plan, status updates, next steps in departmental restructuring for BSEED	2.80	425.00	1,190.00
Buildings and Safety Department Matters	09/09/13	DMI	Examined BSEED contractor time and submit approval to Impact staffing	1.10	275.00	302.50
Buildings and Safety Department Matters	09/09/13	MCW	Participated in meeting with A. Anyanwu (BSEED) and D. Bell (BSEED)	1.70	275.00	467.50
Buildings and Safety Department Matters	09/09/13	MCW	Created AR document with AR data dump and analyzed Top 50 AR outstanding accounts by case type	2.30	275.00	632.50
Buildings and Safety Department Matters	09/09/13	MCW	Analyzed AR Detail and created AR summary for AR less than 7 yrs. old	2.90	275.00	797.50
Buildings and Safety Department Matters	09/09/13	MCW	Meeting with A. Anyanwu regarding Budget to Actuals and key performance metrics	1.00	275.00	275.00
Buildings and Safety Department Matters	09/10/13	MCW	Prepared for and participated in IT meeting with D. Martin-Parker (ITS) regarding EPR RFP advertise dates and software demonstrations	1.30	275.00	357.50
Buildings and Safety Department Matters	09/10/13	MCW	Analyzed demolition process for meeting with PDD regarding demolition activities for NSP3	1.20	275.00	330.00
Buildings and Safety Department Matters	09/10/13	MCW	Analyzed Fire Insurance Escrow account activity, account balances, and compared to Tidemark entries	2.30	275.00	632.50
Buildings and Safety Department Matters	09/11/13	MCW	Analyzed SOPs for Business License and Construction	1.70	275.00	467.50
Buildings and Safety Department Matters	09/12/13	CMG	Meeting with MCW (CM) to provide guidance on BSEED restructuring activities including A/R data integrity issues, collection activities needed, next steps with Legal, and project plan development	0.50	425.00	212.50
Buildings and Safety Department Matters	09/12/13	MCW	Participated in meeting with EY, CMG, M. Scherer, R. Anderson (PDD) regarding accounts payable, grant money disbursement as it applies to current AP practice instituted by J. Bonsall	1.80	275.00	495.00
Buildings and Safety Department Matters	09/12/13	MCW	Analyzed CM work stream documents and created Strategic plan document	1.60	275.00	440.00
Buildings and Safety Department Matters	09/12/13	MCW	Participated in meeting with CMG (CM) to receive instructions on BSEED restructuring activities including AR data integrity issues, collections, next steps with Law, and strategic plan	0.70	275.00	192.50
Buildings and Safety Department Matters	09/13/13	MCW	Reviewed and provided comments on AP PPT to W. Hereford	1.40	275.00	385.00
Buildings and Safety Department Matters	09/13/13	MCW	Analysis of AR Aging reports from July, August, and September 2013 regarding movements in AR to establish trends and variances	2.70	275.00	742.50
Buildings and Safety Department Matters	09/15/13	MCW	Updated strategic restructuring plan to include progress and impediments	1.50	275.00	412.50
Buildings and Safety Department Matters	09/16/13	MCW	Analyzed of BSEED Account Receivables (invalid vs. valid, collectible vs. uncollectible), and updated AR PPT	1.00	275.00	275.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	09/16/13	MCW	Participated in meeting with F. Njubigbo and D. Patel to discuss blighted structures and putting together a comprehensive report to document all COD blight cases	1.20	275.00	330.00
Buildings and Safety Department Matters	09/16/13	MCW	Participated in meeting with D. Bell (BSEED) regarding KPIs, reporting mechanisms, and SIPs	1.00	275.00	275.00
Buildings and Safety Department Matters	09/16/13	MCW	Updated AR PPT w/ Invalid case type analysis	2.00	275.00	550.00
Buildings and Safety Department Matters	09/16/13	MCW	Analyzed Top 50 Valid A/R Accounts by case type, identifying businesses, individuals, and COD agencies for purpose of providing Law with necessary collection information	1.90	275.00	522.50
Buildings and Safety Department Matters	09/16/13	MCW	Corresponded with M. Scherer (CM) at PDD about BSEED overlap and strategic restructuring plan	1.10	275.00	302.50
Buildings and Safety Department Matters	09/17/13	MCW	Teleconference with S. Patel (FutureNet) regarding blighted structures and Tidemark Information	0.70	275.00	192.50
Buildings and Safety Department Matters	09/17/13	MCW	Teleconference with D. Bell (BSEED) regarding blighted structures list, FutureNet, and department personnel	0.20	275.00	55.00
Buildings and Safety Department Matters	09/17/13	MCW	Created comprehensive list of blighted structures, under the DNG case, to provide to CMG (CM), M. Scherer(CM), and PDD	2.20	275.00	605.00
Buildings and Safety Department Matters	09/17/13	MCW	Created Aging AR exhibit for AR PPT, updated AR PPT	1.50	275.00	412.50
Buildings and Safety Department Matters	09/17/13	MCW	Analyzed Property Maintenance SOP in preparation for discussion with K. Benkert	2.40	275.00	660.00
Buildings and Safety Department Matters	09/17/13	MCW	Analyzed Construction SOP in preparation for discussion with K. Benkert	1.70	275.00	467.50
Buildings and Safety Department Matters	09/17/13	MCW	Participated in meeting with M. Jameson (Finance) regarding BSEED AR and Initial analysis	0.30	275.00	82.50
Buildings and Safety Department Matters	09/18/13	MCW	Prepared for and participated in meeting with CMG (CM) and K. Benkert regarding CM restructuring initiatives and BSEED strategic	2.20	275.00	605.00
Buildings and Safety Department Matters	09/18/13	CMG	Meeting with K. Benkert to discuss BSEED, development of financial and operating metrics, operations improvement, other restructuring	1.50	425.00	637.50
Buildings and Safety Department Matters	09/18/13	MCW	Analyzed Demolition SOP in preparation for discussion with K. Benkert	1.20	275.00	330.00
Buildings and Safety Department Matters	09/18/13	MCW	Meeting with D. Bell (BSEED) and K. Benkert , regarding: process flows and standard operating procedures	1.00	275.00	275.00
Buildings and Safety Department Matters	09/18/13	MCW	Participated in meetings with K. Benkert and introductions to BSEED Division Heads	2.50	275.00	687.50
Buildings and Safety Department Matters	09/18/13	MCW	Participated in meeting with A. Anyanwu regarding progress on Budget to Actuals reporting and KPIs	1.50	275.00	412.50
Buildings and Safety Department Matters	09/18/13	MCW	Participated in meeting with K. Benkert regarding resources, impediments, and cross-departmental operational efficiencies	1.70	275.00	467.50
Buildings and Safety Department Matters	09/18/13	MCW	Participated in meeting with D. Bell (BSEED) regarding progress on KPI	0.20	275.00	55.00
Buildings and Safety Department Matters	09/18/13	MCW	Analysis of revenue conference worksheet regarding tracking/projections for General Fund reimbursement	0.50	275.00	137.50
Buildings and Safety Department Matters	09/18/13	MCW	Performed research on comparable municipalities regarding Zoning fees	1.30	275.00	357.50
Buildings and Safety Department Matters	09/19/13	CMG	Preparation for and participation in meeting with D. Bell (BSEED) regarding key performance indicators, division meetings, recommended next steps	1.40	425.00	595.00
Buildings and Safety Department Matters	09/19/13	MCW	Prepared for and participated in meeting with CMG (CM) and A. Anyanwu regarding KPI and Balance Scorecard	1.50	275.00	412.50
Buildings and Safety Department Matters	09/19/13	MCW	Prepared for and participated in meeting with CMG (CM) and D. Bell (BSEED) regarding KPIs, division meetings, and recommended next steps	1.60	275.00	440.00
Buildings and Safety Department Matters	09/19/13	DMI	Examined BSEED contractor time for K. Benkhart and approved with Impact. Discussed her departure with CMG and MCW	0.80	275.00	220.00
Buildings and Safety Department Matters	09/19/13	MCW	Created analysis document for Zoning fee benchmarking	0.50	275.00	137.50
Buildings and Safety Department Matters	09/19/13	MCW	Analysis of revenue conference worksheet regarding tracking/projections for General Fund reimbursement	1.20	275.00	330.00
Buildings and Safety Department Matters	09/19/13	MCW	Researched municipal KPIs for Construction, Zoning and License and Permits	1.70	275.00	467.50
Buildings and Safety Department Matters	09/19/13	MCW	Researched municipal Balanced Scorecard for employee reviews	0.70	275.00	192.50
Buildings and Safety Department Matters	09/20/13	MCW	Prepared for and participated in meeting with PDD, MSHD, BSEED, HUD, and Treasury regarding Blight and Hardest Hit Fund	3.10	275.00	852.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Buildings and Safety Department Matters	09/20/13	CMG	Reviewed current BSEED analyses/materials, drafted email correspondence with CM team regarding BSEED next steps	1.20	425.00	510.00
Buildings and Safety Department Matters	09/20/13	MCW	Analyzed Fee Schedule and created template for benchmarking analysis	1.90	275.00	522.50
Buildings and Safety Department Matters	09/20/13	MCW	Analyzed Demolition schedule documents regarding NSP 3 with focus of incorporating the information into BSEED Strategic Plan	1.50	275.00	412.50
Buildings and Safety Department Matters	09/20/13	MCW	Participated in meeting with D. Martin-Parker (ITS) regarding IT RFP draft update, impediments, and progress	0.30	275.00	82.50
Buildings and Safety Department Matters	09/20/13	MCW	Participated in meeting with A. Anyanwu and W. Robinson regarding metrics for plumbing, metric template, and data source	2.10	275.00	577.50
Buildings and Safety Department Matters	09/22/13	MCW	Analyzed work stream document and created BSEED Strategic Plan	2.40	275.00	660.00
Buildings and Safety Department Matters	09/22/13	MCW	Reviewed Avolve EPR RFP bid	1.10	275.00	302.50
Buildings and Safety Department Matters	09/23/13	MCW	Updated BSEED Strategic Plan, identifying bottlenecks	0.80	275.00	220.00
Buildings and Safety Department Matters	09/23/13	MCW	Participated in meeting T. Stapleton (BSEED) regarding: Challenges to new plan review process and ideas for additional reforms, and guidance on Ordinance provisions during emergency management	2.30	275.00	632.50
Buildings and Safety Department Matters	09/23/13	MCW	Analyzed Building Permit Fees and benchmarked against Philadelphia, St. Louis, and Pittsburgh	2.00	275.00	550.00
Buildings and Safety Department Matters	09/23/13	MCW	Researched municipal KPIs for Zoning	1.00	275.00	275.00
Buildings and Safety Department Matters	09/23/13	MCW	Analyzed of standard operating procedures and process flow maps related to Zoning and Business Permits	1.10	275.00	302.50
Buildings and Safety Department Matters	09/23/13	MCW	Updated GSD Strategic Plan, including new RFP dates and timelines	1.00	275.00	275.00
Buildings and Safety Department Matters	09/24/13	MCW	Reviewed and provided comments on KPI draft (Division and Case Type) to W. Hereford (Impact)	1.50	275.00	412.50
Buildings and Safety Department Matters	09/24/13	MCW	Updated AR PPT with CM work plan initiatives	1.10	275.00	302.50
Buildings and Safety Department Matters	09/24/13	MCW	Created exhibits for valid/collection action and invalid/write-off AR and updated AR PPT	2.00	275.00	550.00
Buildings and Safety Department Matters	09/24/13	MCW	Analyzed draft of IT RFP matrix from Seattle IT RFP to serve as template for COD needs matrix	1.30	275.00	357.50
Buildings and Safety Department Matters	09/24/13	MCW	Participated in meeting with L. Rondeau regarding BSEED IT and necessary requirements for new system	0.60	275.00	165.00
Buildings and Safety Department Matters	09/25/13	CMG	Preparation for and participation in meeting with T. Stapleton (BSEED) and MCW (CM) regarding BSEED plan review process reforms, ordinance issues, BSEED restructuring options, [REDACTED]	1.30	425.00	552.50
Buildings and Safety Department Matters	09/25/13	MCW	Prepared for and participated in meeting with T. Stapleton (BSEED) and CMG / MCW regarding Building Permit Fee Formulas and a broken formula for fee tabulation	1.20	275.00	330.00
Buildings and Safety Department Matters	09/26/13	MCW	Reviewed and provided comments on Division and Fee type matrix to W. Hereford	1.00	275.00	275.00
Buildings and Safety Department Matters	09/26/13	MCW	Analyzed AR and updated invalid/valid AR pivots with new information received from L. Rondeau	2.00	275.00	550.00
Buildings and Safety Department Matters	09/27/13	CMG	Meeting with MCW to discuss BSEED issues, reviewed and commented on materials developed for A/R	1.00	425.00	425.00
Buildings and Safety Department Matters	09/30/13	CMG	Preparation for and participation in meeting with D. Bell (BSEED) to discuss BSEED restructuring activities, A/R data, collections meeting with Law dept., key performance indicators, budget to actual	1.00	425.00	425.00
Buildings and Safety Department Matters	09/30/13	MCW	Prepared for and participated in meeting with D. Bell(BSEED) to update him on AR status	1.00	275.00	275.00
Buildings and Safety Department Matters	09/30/13	MCW	Analyzed Building Permit Fees and benchmarked against Grand Rapids, Royal Oak, and Lansing	1.30	275.00	357.50
Buildings and Safety Department Matters	09/30/13	MCW	Updated AR PPT information with exhibits pertaining to largest debtors, by case type, within the statute of limitations (AR Aging)	1.80	275.00	495.00
Case Administration	09/03/13	KAD	Correspondence with KJH regarding invoice and various rate adjustments	0.10	130.00	13.00
Case Administration	09/04/13	KAD	Follow-up correspondence with KJH re: rates and invoice updates, and adjust same in Juris	0.10	130.00	13.00
Case Administration	09/05/13	JLW	Compilation of time entries for fee statement	1.00	130.00	130.00
Case Administration	09/06/13	JLW	Compilation of time entries for fee statement	2.00	130.00	260.00
Case Administration	09/11/13	JLW	Compilation of time entries for fee statement	2.00	130.00	260.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Case Administration	09/11/13	KJH	Corresponded with Jones Day and CMM regarding professional fee order	0.40	425.00	170.00
Case Administration	09/16/13	JLW	Compilation of time entries for fee statement	0.50	130.00	65.00
Case Administration	09/16/13	KAD	Preparation of invoice and corresponding detail, and correspondence with KJH regarding same	1.50	130.00	195.00
Case Administration	09/17/13	KJH	Prepared update to hours, billing, and average hourly rate analysis, including e-mail correspondence with City leadership	0.70	425.00	297.50
Case Administration	09/17/13	KJH	Prepared invoice and payment analysis and corresponded with City leadership regarding same	0.80	425.00	340.00
Case Administration	09/19/13	KJH	Reviewed professional fee review order	0.50	425.00	212.50
Case Administration	09/20/13	TAE	Prepared time detail entry for fee examination filing in order to comply with Fee Application requirements	0.80	425.00	340.00
Case Administration	09/25/13	JLW	Correspondence with KJH and KAD regarding invoice detail and procedure	0.50	130.00	65.00
Case Administration	09/25/13	KAD	Correspondence with KJH and JLW regarding invoice detail and procedure	0.50	130.00	65.00
Case Administration	09/30/13	TAE	Worked on detail time description and documentation to support fee application in order to comply with fee examination Order	0.80	425.00	340.00
Coleman A. Young International Airport Matters	09/03/13	KJH	Corresponded with G. Brown and J. Watt regarding Airport due diligence and potential development opportunities	0.50	425.00	212.50
Coleman A. Young International Airport Matters	09/03/13	KJH	Reviewed Airport documents, including financial reports, customer data, fee schedule, accounts receivable, and grant funding	1.60	425.00	680.00
Coleman A. Young International Airport Matters	09/04/13	KJH	[REDACTED]	0.90	425.00	382.50
Coleman A. Young International Airport Matters	09/04/13	KJH	[REDACTED]	0.30	425.00	127.50
Coleman A. Young International Airport Matters	09/05/13	KJH	Prepared for and participated in CAY International Airport conference call with Working Group regarding strategy, next steps, process, and opportunities	1.10	425.00	467.50
Coleman A. Young International Airport Matters	09/05/13	KJH	[REDACTED]	0.80	425.00	340.00
Coleman A. Young International Airport Matters	09/05/13	KJH	Corresponded with Working Group regarding follow-up items from Airport conference call	0.40	425.00	170.00
Coleman A. Young International Airport Matters	09/05/13	KJH	Reviewed and organized Airport notes, documents, and files	1.20	425.00	510.00
Coleman A. Young International Airport Matters	09/05/13	KJH	Corresponded with Working Group regarding Airport development opportunities, meetings, and presentations	1.00	425.00	425.00
Coleman A. Young International Airport Matters	09/06/13	KJH	Reviewed, organized, and analyzed Airport documents, including revenue, operating costs, capital requirements, and accounts	1.40	425.00	595.00
Coleman A. Young International Airport Matters	09/09/13	KJH	[REDACTED]	1.80	425.00	765.00
Coleman A. Young International Airport Matters	09/09/13	KJH	[REDACTED]	0.30	425.00	127.50
Coleman A. Young International Airport Matters	09/10/13	KJH	Reviewed and organized Airport documents and notes regarding development opportunities, operating costs, revenues, and customers	0.40	425.00	170.00
Coleman A. Young International Airport Matters	09/13/13	KJH	Corresponded with Working Group regarding CAY International Airport, including review of development options and strategic options	0.40	425.00	170.00
Coleman A. Young International Airport Matters	09/13/13	KJH	Met with A. Harker regarding CAY International Airport fees, customers, and fee analysis and study	0.50	425.00	212.50
Coleman A. Young International Airport Matters	09/17/13	DMI	Prepared for and participated in meeting with representatives from City of Detroit Airport and Miller Buckfire	0.90	275.00	247.50
Coleman A. Young International Airport Matters	09/17/13	KJH	Prepared for and participated in CAY International Airport conference call regarding development opportunities, FAA meeting agenda, strategy, and next steps	1.40	425.00	595.00
Coleman A. Young International Airport Matters	09/17/13	KJH	Reviewed and analyzed historical financial operating revenue and expenses of CAY International Airport for range and trend analysis	1.80	425.00	765.00
Coleman A. Young International Airport Matters	09/18/13	KJH	Prepared for meeting with FAA regarding CAY Municipal Airport, including review of background and correspondence with FAA and MDOT	0.90	425.00	382.50
Coleman A. Young International Airport Matters	09/19/13	KJH	Prepared for and participated in meeting with FAA and MDOT regarding CAY International Airport management, operations, budget, funding support, land acquisition, capital expenditures, and revitalization / development opportunities	1.80	425.00	765.00
Coleman A. Young International Airport Matters	09/19/13	KJH	Reviewed CAY International Airport contract with Avflight Detroit	0.80	425.00	340.00
Coleman A. Young International Airport Matters	09/19/13	KJH	Reviewed CAY International Airport revitalization options report (Preparing for Takeoff)	2.30	425.00	977.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Coleman A. Young International Airport Matters	09/19/13	KJH	Reviewed CAY International Airport land acquisition cost estimates	0.70	425.00	297.50
Coleman A. Young International Airport Matters	09/20/13	JAA	Participated in meeting with A. Harker regarding updates on activities at the Airport	0.50	345.00	172.50
Coleman A. Young International Airport Matters	09/20/13	KJH	Reviewed CAY International Airport revitalization options report (Preparing for Takeoff)	1.50	425.00	637.50
Coleman A. Young International Airport Matters	09/23/13	KJH	Reviewed draft airport funds memo and supporting data	0.80	425.00	340.00
Coleman A. Young International Airport Matters	09/24/13	KJH	Prepared for and participated in conference call with Airport Redevelopment Team regarding land acquisition and cost estimates	0.50	425.00	212.50
Coleman A. Young International Airport Matters	09/24/13	KJH	Reviewed CAY International Airport land acquisition data and cost estimates	0.60	425.00	255.00
Coleman A. Young International Airport Matters	09/26/13	KJH	Prepared for and partially participated in Airport revenue conference meeting	0.70	425.00	297.50
Coleman A. Young International Airport Matters	09/26/13	CMM	Correspondence with KJH regarding potential factors impacting options available for airport	0.30	495.00	148.50
Coleman A. Young International Airport Matters	09/26/13	KJH	Reviewed historical Airport revenues and analyses in preparation for revenue conference meeting	0.50	425.00	212.50
Coleman A. Young International Airport Matters	09/26/13	KJH	Organized notes from Airport revenue conference meeting	0.50	425.00	212.50
Coleman A. Young International Airport Matters	09/27/13	KJH	Prepared for and participated in telephone conference with MDOT Office of Aeronautics (M.Trout) regarding CAY International Airport, including potential funding sources, investment opportunities, and next	0.70	425.00	297.50
Debt and Balance Sheet Matters	09/02/13	CMG	Gathered and reviewed creditor due diligence information received and forwarded to Miller Buckfire and Jones Day where appropriate	3.00	425.00	1,275.00
Debt and Balance Sheet Matters	09/02/13	CMG	TCs with Miller Buckfire, Jones Day, DPD leadership, PDD leadership and BSEED leadership regarding due diligence requests from creditors for DPD, PDD, grants and other information	1.50	425.00	637.50
Debt and Balance Sheet Matters	09/02/13	CMG	Coordinated collection of due diligence information requests internally	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/03/13	GMK	Preparation and participation in conference call with representatives of the EM office, E&Y, CMM, and MB regarding draft DIP monthly cash flow forecast	1.30	425.00	552.50
Debt and Balance Sheet Matters	09/03/13	GMK	Preparation and participation in meeting with J. Bonsall, G. Brown and CMM regarding restructuring spending including in the draft DIP monthly cash flow forecast	1.20	425.00	510.00
Debt and Balance Sheet Matters	09/03/13	CMM	Review and analysis of updated proposed DIP budget, focusing specifically on restructuring Initiative assumptions through FY2017	0.70	495.00	346.50
Debt and Balance Sheet Matters	09/03/13	CMM	TC with J. Bonsall, J. Doak, G. Malhotra, D. Jernejcic and GMK to discuss updated DIP budget and restructuring initiatives	1.00	495.00	495.00
Debt and Balance Sheet Matters	09/03/13	CMM	Follow up meeting with J. Bonsall and G. Brown with GMK to answer questions on reinvestment items on updated DIP budget	0.80	495.00	396.00
Debt and Balance Sheet Matters	09/03/13	CMM	Preparation for due diligence meeting with retiree committee, including compilation and review of relevant materials	1.00	495.00	495.00
Debt and Balance Sheet Matters	09/03/13	CMM		0.30	495.00	148.50
Debt and Balance Sheet Matters	09/03/13	DMI	Fulfilled creditor data request regarding DPD presentations and benchmarking data for AlixPartners	2.80	275.00	770.00
Debt and Balance Sheet Matters	09/03/13	GMK	Review and analysis of updated draft DIP monthly cash flow forecast	1.50	425.00	637.50
Debt and Balance Sheet Matters	09/04/13	CMG	Prepared, gathered and coordinated creditor due diligence request information related to DPD, BSEED and PDD, and grants. Forwarded information to Jones Day and Miller Buckfire. Followed up on open due diligence items with departments	2.60	425.00	1,105.00
Debt and Balance Sheet Matters	09/04/13	GMK	Preparation and participation in meeting with E&Y representatives, MB representatives, and J. Bonsall regarding significant assumptions utilized updated monthly DIP cash flow forecast	0.90	425.00	382.50
Debt and Balance Sheet Matters	09/04/13	CMM	Participate in due diligence session for Retiree Committee advisors	5.50	495.00	2,722.50
Debt and Balance Sheet Matters	09/04/13	DMI	Participated in call with K. Herman (MB) to discuss outstanding creditor requests and continued to fulfill the requests	2.90	275.00	797.50
Debt and Balance Sheet Matters	09/05/13	CMG	Prepared creditor due diligence request information related to DPD, BSEED and PDD, and grants. Forwarded information to Jones Day	1.30	425.00	552.50
Debt and Balance Sheet Matters	09/05/13	CMG	Followed up on open due diligence items with departments including DPD, BSEED, PDD and grants	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/05/13	CMG	TC and email correspondence with B. Dick (GSD) regarding creditor due diligence items, reconciliations	0.50	425.00	212.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	09/05/13	DMI	Revised and updated CM department responsibility schedule (requested by Miller Buckfire)	2.60	275.00	715.00
Debt and Balance Sheet Matters	09/05/13	DMI	Fulfilled creditor data request regarding DPD reports developed by other consultants for AlixPartners	2.20	275.00	605.00
Debt and Balance Sheet Matters	09/05/13	GMK	Various communications with J. Bonsall regarding priority of reinvestment/reorganization initiatives included in draft monthly DIP cash flow forecast	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/06/13	GMK	Communications with Gaurav Malhotra and Dan Jerneycic(E&Y) representatives regarding reinvestment/reorganization timing including in updated monthly DIP FY 2014 & FY 2015 cash flow forecast	0.30	425.00	127.50
Debt and Balance Sheet Matters	09/06/13	CMG	Reviewed outstanding Creditor due diligence requests (0.2). Coordinated with DPD, BSEED, PDD and grants to gather additional data items, forwarded information to Miller Buckfire and Jones Day (1.9)	2.10	425.00	892.50
Debt and Balance Sheet Matters	09/06/13	DMI	Fulfilled creditor data request regarding DPD policy manuals and benchmarking data for AlixPartners	2.40	275.00	660.00
Debt and Balance Sheet Matters	09/06/13	DSM	[REDACTED]	0.50	495.00	247.50
Debt and Balance Sheet Matters	09/06/13	DSM	Review and analysis of creditor proposal in preparation for TC with H. Lennox, Esq.	1.00	495.00	495.00
Debt and Balance Sheet Matters	09/06/13	GMK	Communications with DMI and MB representatives regarding various Creditor information requests	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/06/13	KJH	Reviewed and responded to AlixPartners information requests for Fire, Blight, and Airport	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/09/13	GMK	Email communications with CMM (CM), Gaurav Malhotra (E&Y), and Kyle Herman (MB). Verbal communications with Danielle lafrate (CM) and Kyle Herman (MB) regarding various Creditor information requests	0.90	425.00	382.50
Debt and Balance Sheet Matters	09/09/13	CMM	Correspondence with J. Doak regarding meeting with creditors to review DIP cash forecast	0.30	495.00	148.50
Debt and Balance Sheet Matters	09/09/13	DMI	Fulfilled creditor data request regarding GSD staffing and facilities for AlixPartners	1.30	275.00	357.50
Debt and Balance Sheet Matters	09/10/13	CMM	Preparation for and participation in TC with creditor advisors to discuss DIP cash forecast and reinvestment spending	1.70	495.00	841.50
Debt and Balance Sheet Matters	09/10/13	GMK	[REDACTED]	1.50	425.00	637.50
Debt and Balance Sheet Matters	09/11/13	GMK	Preparation of various creditor information requests and communication with MB regarding same	0.90	425.00	382.50
Debt and Balance Sheet Matters	09/11/13	DMI	Fulfilled creditor data request regarding Jones Lang LaSalle report	1.10	275.00	302.50
Debt and Balance Sheet Matters	09/12/13	CMG	Contacted multiple sources within departments to obtain information requested by Creditors for responses to Creditor due diligence requests for DPD, PDD, BSEED, grants	1.10	425.00	467.50
Debt and Balance Sheet Matters	09/12/13	CMG	Contacted multiple sources within departments to obtain information requested by Creditors for responses to Creditor due diligence requests for DPD, PDD, BSEED, grants	2.20	425.00	935.00
Debt and Balance Sheet Matters	09/12/13	GMK	Communications with Shavi Sarna and Nick Bugden (E&Y) regarding Creditor Plan significant reorganization/reinvestment assumptions	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/12/13	CMM	[REDACTED]	0.50	495.00	247.50
Debt and Balance Sheet Matters	09/12/13	DMI	Fulfilled creditor data request regarding DFD facilities and operating metrics for AlixPartners	2.60	275.00	715.00
Debt and Balance Sheet Matters	09/13/13	DMI	Prepared and delivered correspondence with K. Herman (Miller Buckfire) regarding creditor information requests	0.30	275.00	82.50
Debt and Balance Sheet Matters	09/13/13	GMK	Preparation of various creditor information requests and communication with K. Herman, S. Marken and J. Doak (Miller Buckfire) regarding	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/16/13	GMK	Preparation of various creditor information requests and communication with MB and E&Y representatives regarding same	1.10	425.00	467.50
Debt and Balance Sheet Matters	09/17/13	GMK	Preparation of various creditor information requests and communication with MB and E&Y representatives regarding same	0.40	425.00	170.00
Debt and Balance Sheet Matters	09/18/13	KJH	Corresponded with K.Herman (Miller Buckfire) regarding AlixPartners information requests related to Fire, Blight, and Airport	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/18/13	KJH	Reviewed and prepared responses to AlixPartners information requests related to Fire, Blight and Airport	0.90	425.00	382.50
Debt and Balance Sheet Matters	09/18/13	KJH	Prepared for DIP conference call with EM Office, Jones Day, E&Y, and Miller Buckfire representatives	0.90	425.00	382.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Debt and Balance Sheet Matters	09/19/13	GMK	Preparation and participation in conference call with legal counsel regarding reinvestment/reorganization summary including discussion on significant assumptions	0.90	425.00	382.50
Debt and Balance Sheet Matters	09/19/13	KJH	Prepared for and partially participated in DIP conference call with EM Office, Jones Day, E&Y, and Miller Buckfire representatives	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/19/13	CMM	[REDACTED]	0.30	495.00	148.50
Debt and Balance Sheet Matters	09/19/13	DMI	Fulfilled creditor data request regarding Jones Lang LaSalle report	0.80	275.00	220.00
Debt and Balance Sheet Matters	09/19/13	GMK	Communication with MB representatives regarding creditor information request items	0.40	425.00	170.00
Debt and Balance Sheet Matters	09/20/13	CMG	Follow up on outstanding due diligence related items with Miller Buckfire, Jones Day, City personnel	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/20/13	CMM	[REDACTED]	0.20	495.00	99.00
Debt and Balance Sheet Matters	09/20/13	DMI	Fulfilled creditor data requests from AlixPartners regarding DPD equipment and technology	2.70	275.00	742.50
Debt and Balance Sheet Matters	09/20/13	GMK	Communications with legal counsel regarding future reinvestment/reorganization meeting and required participants	0.20	425.00	85.00
Debt and Balance Sheet Matters	09/23/13	GMK	Preparation of various creditor information requests and communication with MB and E&Y representatives regarding same	1.50	425.00	637.50
Debt and Balance Sheet Matters	09/23/13	GMK	Preparation and participation in conference call with J. Bonsall, G. Brown, S. Mays, and legal counsel [REDACTED]	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/23/13	DMI	Prepared and delivered correspondence with Miller Buckfire regarding creditor information requests	1.40	275.00	385.00
Debt and Balance Sheet Matters	09/23/13	KJH	Reviewed and prepared responses to AlixPartners Information requests related to Fire, Blight, and Airport	0.70	425.00	297.50
Debt and Balance Sheet Matters	09/24/13	GMK	Preparation of various creditor information requests and communication with MB representatives regarding same	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/25/13	CMG	Coordination of and responded to diligence request open items related to DPD, BSEED and PDD	2.00	425.00	850.00
Debt and Balance Sheet Matters	09/26/13	GMK	Preparation of various creditor information requests and communication with MB representatives regarding same	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/27/13	GMK	[REDACTED]	2.00	425.00	850.00
Debt and Balance Sheet Matters	09/27/13	GMK	[REDACTED]	1.30	425.00	552.50
Debt and Balance Sheet Matters	09/27/13	CMG	TC with JAA regarding COD real estate comparison, emailed comparison	0.50	425.00	212.50
Debt and Balance Sheet Matters	09/27/13	GMK	Communications with legal counsel regarding reinvestment/reorganization spending in DIP forecast and Creditor Plan	0.30	425.00	127.50
Debt and Balance Sheet Matters	09/30/13	GMK	[REDACTED]	0.80	425.00	340.00
Debt and Balance Sheet Matters	09/30/13	CMM	[REDACTED]	0.70	495.00	346.50
Debt and Balance Sheet Matters	09/30/13	GMK	Communications with J. Bonsall and legal counsel regarding reinvestment/reorganization summary questions	0.40	425.00	170.00
Department of Health and Wellness Promotion Matters	09/06/13	KJH	Met with G.Brown (EMO) regarding Health and Wellness Promotion, including Vital Records transition to Wayne County [REDACTED]	0.60	425.00	255.00
Department of Health and Wellness Promotion Matters	09/06/13	KJH	Met with K.Wooten (EMO) regarding Vital Records, update on transition to Wayne County	0.40	425.00	170.00
Department of Health and Wellness Promotion Matters	09/09/13	KJH	Met with G.Brown (EMO) regarding Vital Records transition, progress, and contingency planning	0.40	425.00	170.00
Department of Health and Wellness Promotion Matters	09/25/13	CMM	Correspondence with EM office regarding IGA with Wayne County regarding Vital Records	0.20	495.00	99.00
Department of Health and Wellness Promotion Matters	09/26/13	KJH	Reviewed historical Health and Wellness Promotion revenues and analyses in preparation for revenue conference meeting	1.10	425.00	467.50
Department of Health and Wellness Promotion Matters	09/30/13	KJH	Prepared for and participated in Health and Wellness Promotion revenue conference meeting	1.60	425.00	680.00
Department of Public Works Matters	09/03/13	CJS	Reviewed and considered response regarding certain Solid Waste vehicle data sent to RFP participants	0.50	425.00	212.50
Department of Public Works Matters	09/04/13	KJH	Prepared for and participated in meeting with J.Abraham regarding Solid Waste cost analysis and review of RFP responses	1.20	425.00	510.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Public Works Matters	09/04/13	KJH	Prepared for and participated in meeting with B.Jackson regarding Solid Waste collection RFP response review schedule and Solid Waste cost analysis	0.40	425.00	170.00
Department of Public Works Matters	09/04/13	CJS	Prepared for meeting with J. Abraham (DPW) to discuss internal cost analysis	0.50	425.00	212.50
Department of Public Works Matters	09/04/13	CJS	Met with J. Abraham (DPW) to discuss Solid Waste internal cost analysis relative to related RFP	1.00	425.00	425.00
Department of Public Works Matters	09/04/13	KJH	Reviewed and commented on preliminary Solid Waste collection cost analysis, including e-mail correspondence regarding same	0.70	425.00	297.50
Department of Public Works Matters	09/05/13	CJS	Reviewed and analyzed DRMS data related to Solid Waste internal costs	2.00	425.00	850.00
Department of Public Works Matters	09/05/13	CJS	Reviewed and compared City's budget data for Solid Waste to DRMS to confirm baseline costs	1.00	425.00	425.00
Department of Public Works Matters	09/05/13	CJS	Drafted format for analyzing value range of Solid Waste equipment inventory	1.00	425.00	425.00
Department of Public Works Matters	09/06/13	CJS	TC with [REDACTED] regarding opinion of value of Solid Waste equipment	0.50	425.00	212.50
Department of Public Works Matters	09/06/13	CJS	Reviewed and analyzed DPW's estimated value of Solid Waste equipment	0.80	425.00	340.00
Department of Public Works Matters	09/06/13	CJS	Began development of financial model to compare Solid Waste RFP submissions	2.20	425.00	935.00
Department of Public Works Matters	09/06/13	CJS	Prepared for meeting with J. Abraham (DPW) to develop internal cost analysis of Solid Waste	1.50	425.00	637.50
Department of Public Works Matters	09/06/13	CJS	Met with J. Abraham (DPW) to discuss same	1.50	425.00	637.50
Department of Public Works Matters	09/06/13	CJS	Reviewed and considered implications of 300+ Q&A's on Solid Waste RFP analysis	1.00	425.00	425.00
Department of Public Works Matters	09/08/13	CJS	Analyzed and summarized last three years tonnage data for Solid Waste for use in internal cost analysis	1.00	425.00	425.00
Department of Public Works Matters	09/09/13	KJH	Prepared for and participated in meeting with [REDACTED] regarding services provided and Solid Waste collection RFP	1.70	425.00	722.50
Department of Public Works Matters	09/09/13	KJH	Corresponded with S.Penn regarding Solid Waste collection, including [REDACTED]	0.30	425.00	127.50
Department of Public Works Matters	09/09/13	KJH	Reviewed documents provided by [REDACTED]	0.80	425.00	340.00
Department of Public Works Matters	09/10/13	CJS	Developed further the quote comparison file for Solid Waste RFP responses	0.80	425.00	340.00
Department of Public Works Matters	09/10/13	CJS	Discussed with KJH status of Solid Waste RFP responses for direction on next steps	0.70	425.00	297.50
Department of Public Works Matters	09/10/13	KJH	Met with CJS regarding status of Solid Waste collection RFP response analysis, work plan, and next steps	0.70	425.00	297.50
Department of Public Works Matters	09/11/13	CJS	Met with H. Hughes (Purchasing) for brief review of Solid Waste responses	1.30	425.00	552.50
Department of Public Works Matters	09/11/13	CJS	Coordinated responses regarding departmental credit card matters for DPW and MPD	0.20	425.00	85.00
Department of Public Works Matters	09/11/13	CJS	Reviewed limited data available for Solid Waste internal cost analysis	0.50	425.00	212.50
Department of Public Works Matters	09/11/13	KJH	Corresponded with City management regarding Solid Waste collection RFP responses and review process	0.40	425.00	170.00
Department of Public Works Matters	09/12/13	CJS	Reviewed, filed and considered implications for opinion of value for Solid Waste equipment	0.30	425.00	127.50
Department of Public Works Matters	09/12/13	CJS	Reviewed new batch of Solid Waste data from Finance for internal cost analysis	0.30	425.00	127.50
Department of Public Works Matters	09/12/13	KJH	Reviewed Solid Waste equipment opinion of value, including e-mail correspondence	0.70	425.00	297.50
Department of Public Works Matters	09/13/13	CJS	Developed initial analytical file to utilize Solid Waste data from DRMS for internal cost analysis (FY2012)	2.00	425.00	850.00
Department of Public Works Matters	09/13/13	CJS	Amended analytical file to incorporate 2013 Solid Waste data from DRMS	2.20	425.00	935.00
Department of Public Works Matters	09/13/13	CJS	Drafted initial income statement for 2012 Solid Waste for internal cost analysis	1.50	425.00	637.50
Department of Public Works Matters	09/13/13	CJS	Drafted initial income statement for 2013 Solid Waste for internal cost analysis	1.00	425.00	425.00
Department of Public Works Matters	09/13/13	KJH	Met with R.Brundidge regarding Solid Waste collection RFP responses, initial impressions, and review timing	0.50	425.00	212.50
Department of Public Works Matters	09/15/13	CJS	Developed summary statements of revenues and expenses for FY's 2012 and 2013 related to Solid Waste internal cost analysis	2.00	425.00	850.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Public Works Matters	09/15/13	CJS	Developed year-over-year analysis comparing FY's 2012 and 2013 Solid Waste costs from DRMS	0.50	425.00	212.50
Department of Public Works Matters	09/16/13	CJS	Began process to condition-adjust Solid Waste financials to compare with RFP responses for internal cost analysis	2.00	425.00	850.00
Department of Public Works Matters	09/16/13	CJS	Continued process to condition-adjust Solid Waste financial data to compare with RFP responses for internal cost analysis	1.50	425.00	637.50
Department of Public Works Matters	09/16/13	KJH	Met with B.Jackson regarding Solid Waste collection RFP responses, initial impressions, and review timing	0.50	425.00	212.50
Department of Public Works Matters	09/17/13	CJS	Continued process to condition-adjust Solid Waste financial data to compare with RFP responses for internal cost analysis	2.40	425.00	1,020.00
Department of Public Works Matters	09/17/13	CJS	Developed cost allocation methodology to align Solid Waste internal cost structure with RFP quoted costs for internal cost analysis	1.50	425.00	637.50
Department of Public Works Matters	09/17/13	KJH	Reviewed actuary reports and met with E&Y regarding assumptions for Solid Waste cost analysis	0.60	425.00	255.00
Department of Public Works Matters	09/18/13	CJS	Continued process to condition-adjust Solid Waste financials to compare with RFP responses for internal cost analysis	2.00	425.00	850.00
Department of Public Works Matters	09/18/13	CJS	Drafted summary page of internal costs on comparable basis to RFP for Solid Waste internal cost analysis	1.60	425.00	680.00
Department of Public Works Matters	09/18/13	CJS	Reviewed, vetted and updated Solid Waste internal cost analysis financial model	2.20	425.00	935.00
Department of Public Works Matters	09/18/13	CJS	Drafted and reviewed assumptions related to Solid Waste internal cost analysis model	1.50	425.00	637.50
Department of Public Works Matters	09/18/13	CJS	Drafted questions regarding same for J. Abraham (DPW)	0.40	425.00	170.00
Department of Public Works Matters	09/18/13	CJS	Reviewed latest actuary reports relative to Solid Waste internal cost allocation analysis	0.50	425.00	212.50
Department of Public Works Matters	09/18/13	KJH	Corresponded with Review Committee regarding Solid Waste collection cost analysis, including assumptions, and supporting documents	0.60	425.00	255.00
Department of Public Works Matters	09/18/13	KJH	Researched Solid Waste collection costs in other local municipalities	0.80	425.00	340.00
Department of Public Works Matters	09/19/13	KJH	Prepared for and participated in telephone conference with CJS regarding Solid Waste internal cost analysis, including options	0.30	425.00	127.50
Department of Public Works Matters	09/19/13	CJS	TC with KJH for direction on logistical matters for reviewing Solid Waste quotes and related internal cost analysis	0.20	425.00	85.00
Department of Public Works Matters	09/19/13	CJS	Reviewed, analyzed and summarized Republic Services quote to Solid Waste RFP	2.30	425.00	977.50
Department of Public Works Matters	09/19/13	CJS	Reviewed, analyzed and summarized Emterra quote to Solid Waste RFP	2.40	425.00	1,020.00
Department of Public Works Matters	09/19/13	CJS	Reviewed, analyzed and summarized Advanced Disposal quote to Solid Waste RFP	2.30	425.00	977.50
Department of Public Works Matters	09/19/13	KJH	Reviewed and commented on Solid Waste internal cost analysis	0.90	425.00	382.50
Department of Public Works Matters	09/20/13	CJS	Reviewed, analyzed and summarized Rizzo quote to Solid Waste RFP	2.40	425.00	1,020.00
Department of Public Works Matters	09/20/13	CJS	Reviewed, analyzed and summarized Midwest Sanitation quote to Solid Waste RFP	2.10	425.00	892.50
Department of Public Works Matters	09/20/13	CJS	Corresponded with J. Abraham (DPW) regarding brush tonnage matters	0.50	425.00	212.50
Department of Public Works Matters	09/20/13	KJH	Reviewed Solid Waste collection RFP response summary	0.60	425.00	255.00
Department of Public Works Matters	09/21/13	CJS	Reviewed, analyzed and summarized Waste Management quote to Solid Waste RFP	2.00	425.00	850.00
Department of Public Works Matters	09/22/13	CJS	Reviewed, analyzed and summarized Unity Midwest quote to Solid Waste RFP	1.90	425.00	807.50
Department of Public Works Matters	09/22/13	CJS	Reviewed, analyzed and summarized J. Fons quote to Solid Waste RFP	0.50	425.00	212.50
Department of Public Works Matters	09/22/13	CJS	Reviewed, analyzed and summarized Kurtz Brothers quote to Solid Waste RFP	0.40	425.00	170.00
Department of Public Works Matters	09/22/13	CJS	Reviewed and refined Solid Waste RFP quote summary file	2.10	425.00	892.50
Department of Public Works Matters	09/23/13	CJS	Drafted summary page of all Solid Waste RFP responses	2.50	425.00	1,062.50
Department of Public Works Matters	09/23/13	CJS	Drafted bridge between separate internal cost analyses for Solid Waste	0.80	425.00	340.00
Department of Public Works Matters	09/23/13	CJS	Reviewed and modified select sections of Solid Waste quote summary file	1.70	425.00	722.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Public Works Matters	09/23/13	CJS	Reviewed and modified Solid Waste internal cost analysis	2.20	425.00	935.00
Department of Public Works Matters	09/23/13	CJS	Drafted and distributed summary of Solid Waste internal cost analysis and RFP summary for internal review and direction on next steps	1.50	425.00	637.50
Department of Public Works Matters	09/23/13	KJH	Reviewed Solid Waste collection internal cost analysis	1.00	425.00	425.00
Department of Public Works Matters	09/23/13	KJH	Reviewed Solid Waste collection RFP quote summary and analysis	1.10	425.00	467.50
Department of Public Works Matters	09/24/13	CJS	Followed-up communications regarding UAAL matters related to Solid Waste internal cost analysis with J. Abraham (DPW) and R. Brundidge (DPW)	0.30	425.00	127.50
Department of Public Works Matters	09/24/13	CJS	Reviewed Solid Waste internal cost analysis with KJH to discuss options related thereto and next steps	2.00	425.00	850.00
Department of Public Works Matters	09/24/13	CJS	Reviewed summary of Solid Waste quotes with KJH to discuss options related thereto and next steps	1.50	425.00	637.50
Department of Public Works Matters	09/24/13	CJS	Drafted communication and distributed Solid Waste internal cost analysis to DPW management	0.50	425.00	212.50
Department of Public Works Matters	09/24/13	KJH	Reviewed and commented on draft Solid Waste collection internal cost analysis	1.80	425.00	765.00
Department of Public Works Matters	09/24/13	KJH	Reviewed Solid Waste collection internal cost analysis with CJS to understand methodology, assumptions, and options	2.00	425.00	850.00
Department of Public Works Matters	09/24/13	KJH	Reviewed and commented on draft Solid Waste collection response analysis	1.20	425.00	510.00
Department of Public Works Matters	09/24/13	KJH	Reviewed Solid Waste collection RFP response analysis and summary with CJS to discuss comparisons, options, open questions, and inconsistencies in the quotes	1.50	425.00	637.50
Department of Public Works Matters	09/25/13	CJS	Drafted affordability analysis regarding Solid Waste RFP	1.80	425.00	765.00
Department of Public Works Matters	09/25/13	CJS	Met with B. Dick (GSD) to discuss impact on City's yards in the event Solid Waste were outsourced	1.00	425.00	425.00
Department of Public Works Matters	09/25/13	CJS	Met with J. Anderson (Finance) to discuss options for cost data on a yard-level basis for Solid Waste internal cost analysis	1.50	425.00	637.50
Department of Public Works Matters	09/25/13	CJS	Prepared for meeting with J. Abraham and R. Brundidge (DPW) regarding Solid Waste internal cost and affordability analyses	1.20	425.00	510.00
Department of Public Works Matters	09/26/13	TAE	Collected pertinent data and information to support detailed analysis of GSD costs related to Fleet Maintenance that can be attributed to Solid waste for purposes of evaluation of DPW RFP for Waste collection (1.7) Discussed fleet maintenance strategy and requirements with involved individuals from GSD, Purchasing, [REDACTED] (0.6)	2.30	425.00	977.50
Department of Public Works Matters	09/26/13	CJS	Met with J. Abraham and R. Brundidge (DPW) regarding Solid Waste internal cost and affordability analyses	2.00	425.00	850.00
Department of Public Works Matters	09/26/13	CJS	Considered other City infrastructure costs that support Solid Waste for internal cost analysis	0.80	425.00	340.00
Department of Public Works Matters	09/26/13	CJS	TC with TAE to provide direction on analyzing Southfield Yard cost implications regarding Solid Waste internal cost analysis	0.40	425.00	170.00
Department of Public Works Matters	09/26/13	CJS	Reviewed cost data from J. Anderson (Finance) and distribute same for analyzing yard options	0.50	425.00	212.50
Department of Public Works Matters	09/26/13	CJS	Considered how to analyze Solid Waste fee revenues by parcel and via revolving fund	1.00	425.00	425.00
Department of Public Works Matters	09/26/13	KJH	Reviewed and commented on Solid Waste collection updated internal cost analysis	0.80	425.00	340.00
Department of Public Works Matters	09/26/13	KJH	Reviewed and commented on Solid Waste collection draft affordability analysis	1.00	425.00	425.00
Department of Public Works Matters	09/27/13	TAE	Developed detailed analysis of GSD costs related to Fleet Maintenance that can be attributed to Solid waste for purposes of evaluation of DPW RFP for Waste collection	2.80	425.00	1,190.00
Department of Public Works Matters	09/27/13	CJS	Telephone conference with B. Dick (GSD) and J. Anderson (Finance) regarding potential impact at Southfield Yard in event of Solid Waste outsourcing (.4), Telephone conference with J. Anderson (Finance) regarding options to analyze impact on internal costs for Southfield Yard in event of Solid Waste outsourcing (.3), Review correspondence from J. Anderson (GSD) with various cost centers at GSD and how the data could be related to the impact at the Southfield Yard in the event of Solid Waste outsourcing (.6)	1.30	425.00	552.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Department of Public Works Matters	09/27/13	CJS	Telephone conference with L. Duncan (Treasury) and P. Bawol (Treasury) regarding Solid Waste fee collection rates from the City's settlement reports (.5), Telephone conference with P. Bawol (Treasury) regarding options to capture Solid Waste fee data from tax equalizer (.7), Review correspondence from P. Bawol (Treasury) regarding options to capture Solid Waste fee data from tax equalizer (.3)	1.50	425.00	637.50
Department of Public Works Matters	09/27/13	KJH	Corresponded with Review Committee regarding Solid Waste collection analyses, including internal cost, affordability, and RFP responses	0.60	425.00	255.00
Department of Public Works Matters	09/27/13	KJH	Reviewed and commented on draft Solid Waste collection RFP response summary and analysis	0.80	425.00	340.00
Department of Public Works Matters	09/27/13	TAE	Evaluated and reviewed GSD's 2012-2013 budget to determine portion of costs related to Fleet Maintenance that can be attributed to Solid Waste for purposes of evaluation of DPW RFP for Waste collection	3.10	425.00	1,317.50
Department of Public Works Matters	09/29/13	CJS	Reviewed and analyzed parcel-by-parcel raw data on Solid Waste returned fee levies	1.50	425.00	637.50
Department of Public Works Matters	09/29/13	CJS	Reviewed and analyzed Solid Waste fee settlement statements for FY's 2010, 2011 and 2012	2.50	425.00	1,062.50
Department of Public Works Matters	09/29/13	CJS	TC with L. Duncan (Treasury) regarding Solid Waste fee billings and collections processes	1.00	425.00	425.00
Department of Public Works Matters	09/29/13	CJS	Reviewed Wayne County revolving fund data for property tax and Solid Waste fee collections and prepare for tomorrow's discussion related thereto	1.20	425.00	510.00
Department of Public Works Matters	09/30/13	CJS	Prepared for meeting with GSD regarding Southfield Yard matters	0.50	425.00	212.50
Department of Public Works Matters	09/30/13	CJS	Met with GSD regarding Southfield Yard matters related to Solid Waste internal cost analysis	1.60	425.00	680.00
Department of Public Works Matters	09/30/13	CJS	Reviewed and analyzed City of Detroit tax settlement statements for three years related to Solid Waste collection rates	3.50	425.00	1,487.50
Department of Public Works Matters	09/30/13	CJS	Met with L. Duncan (Treasury) regarding same	1.00	425.00	425.00
Department of Public Works Matters	09/30/13	CJS	Considered options to analyze actual cash collections to DRMS relative to City and County Solid Waste fee collection data	0.40	425.00	170.00
Department of Public Works Matters	09/30/13	CJS	Met several times with L. Duncan (Treasury) to discuss property tax collection and Solid Waste fee collection matters	2.20	425.00	935.00
Department of Public Works Matters	09/30/13	CJS	Reviewed Wayne County tax settlement statements relative to Solid Waste fee collections	1.20	425.00	510.00
Department of Public Works Matters	09/30/13	KJH	Reviewed FY2014 Public Works / Solid Waste budget for assistance with internal cost analysis	0.70	425.00	297.50
Department of Public Works Matters	09/30/13	KJH	Corresponded with B. Jackson (Purchasing) regarding Solid Waste collection RFP review meeting	0.40	425.00	170.00
Department of Public Works Matters	09/30/13	KJH	Corresponded with Review Committee regarding Solid Waste collection analyses, including internal cost, affordability, and RFP responses	0.80	425.00	340.00
Department of Public Works Matters	09/30/13	MCW	Created and provided summary of cost savings projections to CJS (CM) AND KJH (CM) listed assumptions and data used	1.70	275.00	467.50
Department of Public Works Matters	09/30/13	TAE	Evaluated and reviewed GSD's 2012-2013 budget to determine portion of costs related to Fleet Maintenance that can be attributed to Solid waste for purposes of evaluation of DPW RFP for Waste collection	1.70	425.00	722.50
Detroit Department of Transportation	09/03/13	GMK	Communications with G. Brown regarding previously prepared draft operating metric report	0.20	425.00	85.00
Detroit Department of Transportation	09/04/13	GMK	Communications with M. Kirkhoff regarding potential 5307 grant monies, intended uses, and potential go-forward financial impact	0.50	425.00	212.50
Detroit Department of Transportation	09/05/13	GMK	Preparation of agenda for DDOT operations meeting and communications with P. Tolver, A. Jones, and G. Brown regarding	0.70	425.00	297.50
Detroit Department of Transportation	09/06/13	DMI	Revised/updated CM Work stream Progress Report for DDOT	1.10	275.00	302.50
Detroit Department of Transportation	09/07/13	GMK	Preparation of work-stream progress report regarding DDOT and various communications with CM team regarding same	3.10	425.00	1,317.50
Detroit Department of Transportation	09/09/13	GMK	Communications with City representatives regarding DDOT employee issues	0.30	425.00	127.50
Detroit Department of Transportation	09/09/13	GMK	[REDACTED]	0.30	425.00	127.50
Detroit Department of Transportation	09/10/13	GMK	[REDACTED]	1.30	425.00	552.50
Detroit Department of Transportation	09/11/13	GMK	Preparation and participation in meeting with G. Brown, E. Palazzola, P. Tolver, A. Jones, and other DDOT representatives regarding significant operating issues, labor requirements, and SMART bus transfer. Also participated in walk-through/tour of cash processing room	2.40	425.00	1,020.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Department of Transportation	09/11/13	GMK	[REDACTED]	1.30	425.00	552.50
Detroit Department of Transportation	09/12/13	GMK	Preparation of information request list and communications with A. Jones and other DDOT representatives regarding same	0.40	425.00	170.00
Detroit Department of Transportation	09/12/13	GMK	Communications with G. Brown regarding DDOT cash processing room preliminary observations	0.30	425.00	127.50
Detroit Department of Transportation	09/13/13	GMK	Communications with DDOT regarding status of requested grants	0.20	425.00	85.00
Detroit Department of Transportation	09/16/13	GMK	Review, analysis, and comment on MV Transportation Grant Status and Grant Plan documents	1.70	425.00	722.50
Detroit Department of Transportation	09/16/13	GMK	Communications with G. Brown regarding DDOT draft operating metric report	0.20	425.00	85.00
Detroit Department of Transportation	09/18/13	GMK	Communications with G. Brown regarding recommended DDOT labor resources for restructuring	0.30	425.00	127.50
Detroit Department of Transportation	09/18/13	GMK	[REDACTED]	1.20	425.00	510.00
Detroit Department of Transportation	09/19/13	GMK	Communications with G. Brown regarding historical DDOT financial and operational information	0.20	425.00	85.00
Detroit Department of Transportation	09/23/13	GMK	Communications with A. Jones regarding DDOT information request items and future meeting schedule	0.50	425.00	212.50
Detroit Department of Transportation	09/24/13	GMK	Communications with A. Jones regarding potential lease issues	0.20	425.00	85.00
Detroit Department of Transportation	09/25/13	GMK	Communications with M. Kirkhoff, A. Jones, and legal counsel regarding status of bus pay-off and potential transfer to SMART	0.70	425.00	297.50
Detroit Department of Transportation	09/25/13	GMK	Communications with City regarding outstanding DDOT leases	0.20	425.00	85.00
Detroit Department of Transportation	09/25/13	GMK	Review and analysis of DDOT lease pay-off analysis and communications with A. Jones and M. Kirkhoff regarding same	0.70	425.00	297.50
Detroit Department of Transportation	09/26/13	GMK	[REDACTED]	1.80	425.00	765.00
Detroit Department of Transportation	09/30/13	GMK	Communications with P. Toliver, A. Jones, and M. Kirkhoff regarding future meeting, meeting agenda, and information request list	0.30	425.00	127.50
Detroit Fire Department Matters	09/03/13	KJH	Correspondence with Detroit Fire Fighters Association (DFFA) regarding information requests	0.40	425.00	170.00
Detroit Fire Department Matters	09/03/13	KJH	Prepared Fire restructuring outline and talking points for meeting with Fire leadership	1.40	425.00	595.00
Detroit Fire Department Matters	09/04/13	DMI	Examined DFD contractor time and submitted approval to Impact staffing	0.40	275.00	110.00
Detroit Fire Department Matters	09/04/13	KJH	Participated in telephone conference with D.Austin regarding Fire restructuring, including communication with EM office, personnel, Detroit Fire Fighters Association (DFFA) information request, and work	0.70	425.00	297.50
Detroit Fire Department Matters	09/04/13	KJH	Corresponded with Fire leadership regarding Detroit Fire Fighters Association (DFFA) information requests	0.40	425.00	170.00
Detroit Fire Department Matters	09/05/13	KJH	Corresponded with and participated in telephone conference with Fire Leadership and regarding Detroit Fire Fighters Association (DFFA) information requests	0.30	425.00	127.50
Detroit Fire Department Matters	09/06/13	KJH	Prepared for and participated in Fire meeting with D.Austin, E.Jenkins, and J.Jackson regarding information requests, ride along program, fire efficiency study, restructuring plan, EMS fleet maintenance, Fire Marshall plan reviews, dangerous building demolition, and meeting with	3.80	425.00	1,615.00
Detroit Fire Department Matters	09/06/13	KJH	Provided update to CM work streams for Fire	1.30	425.00	552.50
Detroit Fire Department Matters	09/09/13	KJH	Corresponded with D.Austin (Fire) regarding meeting with K.Orr, agenda, and restructuring next steps	0.70	425.00	297.50
Detroit Fire Department Matters	09/10/13	CMM	Preparation for and participation in TC with DFFA leadership to discuss information requests, 10 year plan and meeting to discuss details	1.20	495.00	594.00
Detroit Fire Department Matters	09/10/13	KJH	Prepared for and participated in conference call with DFFA leadership regarding Fire restructuring, information requests, and next steps	1.20	425.00	510.00
Detroit Fire Department Matters	09/10/13	KJH	Reviewed and provided comments to Fire expert recommendation summary	1.10	425.00	467.50
Detroit Fire Department Matters	09/10/13	KJH	Reviewed and provided comments to Fire talking points regarding recruitment and training facility	0.40	425.00	170.00
Detroit Fire Department Matters	09/10/13	KJH	Reviewed and organized Fire documents and notes regarding personnel, recruitment, equipment, and facilities	1.40	425.00	595.00
Detroit Fire Department Matters	09/10/13	KJH	Prepared Fire talking points regarding personnel for Fire leadership meeting with K.Orr and staff	0.80	425.00	340.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Fire Department Matters	09/10/13	KJH	Corresponded with Fire leadership regarding meeting K.Orr and EMO Staff	0.70	425.00	297.50
Detroit Fire Department Matters	09/10/13	KJH	Corresponded with DFFA regarding information requests and meeting	0.60	425.00	255.00
Detroit Fire Department Matters	09/10/13	KJH	Corresponded with J.James (Fire) regarding DFFA information requests	0.40	425.00	170.00
Detroit Fire Department Matters	09/11/13	KJH	Prepared for and participated in Fire meeting with D.Austin regarding personnel, training, DFFA information requests and involvement, and updates from EM meeting	3.40	425.00	1,445.00
Detroit Fire Department Matters	09/11/13	KJH	Corresponded with K.Orr and EMO Staff regarding [REDACTED]	0.70	425.00	297.50
Detroit Fire Department Matters	09/11/13	KJH	Corresponded with D.Austin and J.James regarding DFFA information requests	0.40	425.00	170.00
Detroit Fire Department Matters	09/12/13	KJH	Corresponded with and participated in telephone conference with EMP regarding restructuring initiatives and headcount adjustments in 10-year plan	0.40	425.00	170.00
Detroit Fire Department Matters	09/12/13	KJH	Prepared for meeting with DFFA, including preparation of documents to review and discuss	1.30	425.00	552.50
Detroit Fire Department Matters	09/12/13	KJH	Prepared for and met with CMM to discuss agenda and materials to be discussed with DFFA	0.50	425.00	212.50
Detroit Fire Department Matters	09/12/13	CMM	Meeting with KJH to discuss topics to be discussed with DFFA	0.50	495.00	247.50
Detroit Fire Department Matters	09/12/13	EMP	TC with KJH re: DFD restructuring initiatives and headcount adjustments in 10 year plan	0.30	275.00	82.50
Detroit Fire Department Matters	09/12/13	KJH	Reviewed, analyzed, and summarized Fire documents for meeting with DFFA, including 10-year plan, fleet maintenance projections, facility repair estimates, headcount projections, and restructuring initiatives	2.70	425.00	1,147.50
Detroit Fire Department Matters	09/12/13	KJH	Prepared Fire headcount summary, including historical staffing, budgeted staffing, and projected requirements	1.10	425.00	467.50
Detroit Fire Department Matters	09/12/13	KJH	Participated in telephone conference and e-mail correspondence with EMP regarding Fire update, restructuring initiatives, and historical documents	0.50	425.00	212.50
Detroit Fire Department Matters	09/13/13	KJH	Prepared for meeting with DFFA, including preparation of documents to review and discuss	1.50	425.00	637.50
Detroit Fire Department Matters	09/13/13	KJH	Prepared for and participated in meeting with DFFA regarding major issues, 10-year plan, restructuring alternatives, and next steps	3.20	425.00	1,360.00
Detroit Fire Department Matters	09/13/13	CMM	preparation for meeting with DFFA, including review of meeting materials, 10-year plan, and restructuring initiatives	1.50	495.00	742.50
Detroit Fire Department Matters	09/13/13	CMM	meeting with DFFA leadership and KJH to discuss 10 year plan and operational restructuring initiatives	3.10	495.00	1,534.50
Detroit Fire Department Matters	09/13/13	KJH	Reviewed, analyzed, and summarized Fire documents, including 10-year plan, fleet maintenance projections, facility repair estimates, headcount projections, and restructuring initiatives	1.60	425.00	680.00
Detroit Fire Department Matters	09/13/13	KJH	Prepared of summary of significant issues regarding Fire operations and restructuring	1.30	425.00	552.50
Detroit Fire Department Matters	09/13/13	KJH	Corresponded with D.Austin (Fire) [REDACTED] regarding Fire restructuring meeting	0.40	425.00	170.00
Detroit Fire Department Matters	09/16/13	DMI	Examined DFD contractor time and submit approval to Impact staffing	0.50	275.00	137.50
Detroit Fire Department Matters	09/16/13	KJH	Corresponded with DFFA regarding follow-up from meeting	0.30	425.00	127.50
Detroit Fire Department Matters	09/18/13	KJH	Corresponded with Fire leadership regarding Fire restructuring, including upcoming meeting with D.Austin [REDACTED]	0.70	425.00	297.50
Detroit Fire Department Matters	09/19/13	KJH	Reviewed Fire efficiency RFP award letter	0.40	425.00	170.00
Detroit Fire Department Matters	09/20/13	KJH	Participated in telephone conferences with D.Austin, B.Dick, and S.Woo regarding Fire apparatus / fleet maintenance, [REDACTED]	0.60	425.00	255.00
Detroit Fire Department Matters	09/20/13	KJH	Corresponded with D.Austin, B.Dick, and S.Woo regarding Fire apparatus / fleet maintenance, [REDACTED]	0.50	425.00	212.50
Detroit Fire Department Matters	09/20/13	KJH	Reviewed Fire apparatus / fleet maintenance organization charts	0.40	425.00	170.00
Detroit Fire Department Matters	09/20/13	KJH	[REDACTED]	1.60	425.00	680.00
Detroit Fire Department Matters	09/20/13	KJH	[REDACTED]	1.50	425.00	637.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Fire Department Matters	09/23/13	DMI	Revised/updated CM Work stream Progress Report for DFD	0.70	275.00	192.50
Detroit Fire Department Matters	09/23/13	KJH	Corresponded with Fire leadership regarding National Fire Organization certification and fire fighter recruiting effort	0.70	425.00	297.50
Detroit Fire Department Matters	09/23/13	KJH	Corresponded with R.Shinske (DFFA) regarding EMS information requests	0.40	425.00	170.00
Detroit Fire Department Matters	09/23/13	KJH	Prepared work stream and progress report update for Fire	1.40	425.00	595.00
Detroit Fire Department Matters	09/24/13	KJH	Participated in telephone conferences with D.Austin (DFD) and B.Dick (GSD) regarding Fire apparatus / fleet maintenance and repair,	0.50	425.00	212.50
Detroit Fire Department Matters	09/24/13	KJH	Corresponded with D.Austin (DFD), E.Jenkins (DFD), and B.Dick (GSD) regarding Fire apparatus / fleet maintenance and repair,	0.60	425.00	255.00
Detroit Fire Department Matters	09/24/13	KJH	Reviewed Fire apparatus / fleet maintenance and repair current organization chart	0.50	425.00	212.50
Detroit Fire Department Matters	09/25/13	KJH	Prepared for and participated in meeting with D.Austin and E.Jenkins regarding staffing requirements, including fire fighters and EMS	0.80	425.00	340.00
Detroit Fire Department Matters	09/25/13	KJH	Prepared for and participated in meeting with C.McInnis revenue conference and analyses prepared	0.70	425.00	297.50
Detroit Fire Department Matters	09/25/13	KJH	Prepared for and participated in meeting with Fire leadership regarding apparatus repair and maintenance	1.00	425.00	425.00
Detroit Fire Department Matters	09/25/13	KJH	Prepared for and participated in meeting with C.McInnis regarding grants management, grants reporting, and grants applications	0.90	425.00	382.50
Detroit Fire Department Matters	09/25/13	KJH	Corresponded with D.Austin (DFD), E.Jenkins (DFD), and J.Jackson (DFD) regarding restructuring meeting agenda	0.50	425.00	212.50
Detroit Fire Department Matters	09/25/13	KJH	Met and corresponded with D.Austin (DFD), E.Jenkins (DFD), and J.Jackson (DFD) regarding DFFA and creditor information requests	0.70	425.00	297.50
Detroit Fire Department Matters	09/25/13	KJH		1.20	425.00	510.00
Detroit Fire Department Matters	09/25/13	KJH	Corresponded with D.Austin (DFD) and R.Shinske (DFFA) regarding EMS information requests	0.50	425.00	212.50
Detroit Fire Department Matters	09/25/13	KJH	Reviewed historical Fire revenues and analyses in preparation for revenue conference meeting	1.30	425.00	552.50
Detroit Fire Department Matters	09/26/13	KJH		2.30	425.00	977.50
Detroit Fire Department Matters	09/26/13	KJH	Prepared for and partially participated in Fire revenue conference meeting	1.00	425.00	425.00
Detroit Fire Department Matters	09/26/13	CMM	Preparation for meeting with DFD leadership, S. Mays	0.80	495.00	396.00
Detroit Fire Department Matters	09/26/13	CMM	Participation in meeting with DFD leadership, S. Mays including post meeting with Commission Austin and Jonathan Jackson to prepare for meeting with DFFA	2.90	495.00	1,435.00
Detroit Fire Department Matters	09/26/13	KJH	Corresponded with D.Austin (DFD) and R.Shinske (DFFA) regarding EMS information requests	0.40	425.00	170.00
Detroit Fire Department Matters	09/26/13	KJH	Corresponded with D.Austin (DFD) regarding grants and meeting with FEMA	0.50	425.00	212.50
Detroit Fire Department Matters	09/26/13	KJH	Organized notes from Fire revenue conference meeting	0.60	425.00	255.00
Detroit Fire Department Matters	09/27/13	KJH	Prepared for and participated in meeting with FEMA and Fire leadership regarding grants (applications, awards, management, etc.)	2.30	425.00	977.50
Detroit Fire Department Matters	09/27/13	CMM		0.20	495.00	99.00
Detroit Fire Department Matters	09/27/13	KJH	Corresponded with DFFA regarding meeting with Fire Commissioner and staff, including information requests, next steps, and timing	0.60	425.00	255.00
Detroit Fire Department Matters	09/27/13	KJH	Met with C.McInnis regarding active Fire grants and potential grants available	0.50	425.00	212.50
Detroit Fire Department Matters	09/27/13	KJH	Reviewed Fire grants awarded and potential grants available	0.50	425.00	212.50
Detroit Fire Department Matters	09/30/13	CMM		0.40	495.00	198.00
Detroit Fire Department Matters	09/30/13	CMM	TC with S. Mays regarding meeting with DFD	0.20	495.00	99.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Fire Department Matters	09/30/13	KJH	Reviewed and analyzed Fire Marshal fee revenue	0.80	425.00	340.00
Detroit Police Department Matters	09/02/13	CMG	Preparation for and participation in meeting with J. White (DPD) to discuss administration restructuring initiatives related to IT systems, vehicle fleet, equipment, HR needs and next steps	1.90	425.00	807.50
Detroit Police Department Matters	09/02/13	CMG	Reviewed and commented on B. Wasserman (Public Policy Partners) proposal for additional DPD assistance. Email correspondence with J. Craig (DPD) to discuss next steps related to B. Wasserman assistance. Conference call with C. Wilson (DPD) regarding same	0.80	425.00	340.00
Detroit Police Department Matters	09/03/13	DMI	Examined DPD contractor time and submitted approval to Impact staffing	0.60	275.00	165.00
Detroit Police Department Matters	09/03/13	CMG	TC and email correspondence with DPD leadership to follow up on data requests and provide status updates to update restructuring plan	1.20	425.00	510.00
Detroit Police Department Matters	09/03/13	DMI	Provided direction and developed work plan for new contractor, S. Pond, at DPD	1.70	275.00	467.50
Detroit Police Department Matters	09/03/13	DMI	Met with B. O'Droski to discuss current events and other ongoing activities at DPD	2.10	275.00	577.50
Detroit Police Department Matters	09/04/13	CMG	Preparation for and participation in meeting with J. Craig (DPD) regarding dept. restructuring initiatives related to vehicle fleet, IT, equipment, finance organization, promotions, next steps	2.30	425.00	977.50
Detroit Police Department Matters	09/04/13	CMG	Preparation for and participation in meeting with J. Fennessey (DPD) to discuss DPD Compstat process status, improvements necessary, data integrity issues, outsourcing of certain data analytics	0.40	425.00	170.00
Detroit Police Department Matters	09/04/13	CMG	Meeting with B. O'Droski and DMB (CM) regarding DPD restructuring with focus on admin restructuring, finance organizational restructuring and personnel needs	0.80	425.00	340.00
Detroit Police Department Matters	09/04/13	DMI	Participated in meeting with Chief Craig regarding ongoing activities at DPD	1.70	275.00	467.50
Detroit Police Department Matters	09/04/13	DMI	Participated in call with G. Tedder (SOM) to discuss DPD request to receive itemized baseline costs to develop/implement real-time command center	1.10	275.00	302.50
Detroit Police Department Matters	09/05/13	CMG	Teleconference and email correspondence with Jones Day and J. Craig (DPD) regarding DPD anticipated restructuring activities [REDACTED]	0.50	425.00	212.50
Detroit Police Department Matters	09/05/13	CMG	Teleconference with M. Goodrich (Bratton) regarding DPD IT system reviews as it relates to the Michigan State proposed Motorola IT system and updates to CMG on current findings and risks in offering.	0.60	425.00	255.00
Detroit Police Department Matters	09/05/13	CMG	Reviewed B. Wasserman (Strategic Policy Partners) proposal for additional DPD work, conference call with B. Wasserman for clarification of proposal and discussion of next steps in securing Public Safety Foundation support for services [REDACTED]	0.50	425.00	212.50
Detroit Police Department Matters	09/05/13	CMG	Meeting with Jones Day [REDACTED]	1.20	425.00	510.00
Detroit Police Department Matters	09/05/13	CMG	Email correspondence with G. Tedder (State) regarding DPD real time data center	0.20	425.00	85.00
Detroit Police Department Matters	09/05/13	CMG	TC and email correspondence with B. O'Droski regarding DPD leases, potential move locations, make vs. buy analysis, next steps	0.50	425.00	212.50
Detroit Police Department Matters	09/05/13	CMG	TC and emails with J. White and S. Hayes (DPD) regarding DPD restructuring initiatives with focus on IT issues and discussion of next steps	1.20	425.00	510.00
Detroit Police Department Matters	09/05/13	DMI	Requested information from Jack Martin regarding itemized baseline costs to develop/implement real-time command center at DPS	0.50	275.00	137.50
Detroit Police Department Matters	09/05/13	DMI	Participated in call with DPS PD individuals to obtain information on real time command center at DPS	0.30	275.00	82.50
Detroit Police Department Matters	09/06/13	CMG	Email and TC coordination to obtain information on real time data center information requests with DPS, Quicken Loans and State (0.2). Meeting with DMB (CM) to provide guidance on data request (0.1)	0.30	425.00	127.50
Detroit Police Department Matters	09/06/13	CMG	Preparation for and participation in meeting with DPD and GSD leadership to review lease rejection/acceptance, facility rehab and move costs, and return on investment information developed to date. Provided guidance to DPD and GSD on appropriate next steps related to leases and facility moves	1.80	425.00	765.00
Detroit Police Department Matters	09/06/13	DMI	Participated in call with Jack Martin to discuss real-time command center costs at DPS	0.30	275.00	82.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	09/06/13	DMI	Corresponded with several individuals at DPS and Quicken Loans, along with G. Brown (EMO), to obtain the cost structure for real-time command center at respective locations	2.10	275.00	577.50
Detroit Police Department Matters	09/07/13	CMG	Updated the work-stream priorities sheet utilized for discussions with K. Orr (City of Detroit EM) for meeting to discuss key restructuring initiatives. (2.3). Internal email correspondence with members of CM team (CMM, GKM, KJH, MCW, and others) to coordinate and assure version control regarding work-stream priorities and obtained comments on progress report regarding DPD restructuring initiatives	2.60	425.00	1,105.00
Detroit Police Department Matters	09/07/13	DMI	Revised/updated CM Work stream Progress Report for DPD	1.10	275.00	302.50
Detroit Police Department Matters	09/08/13	CMG	TC with S. Hayes (DPD) regarding DPD IT information, IT assistance needs	0.50	425.00	212.50
Detroit Police Department Matters	09/09/13	CMG	Preparation for and participation in meeting with J. Craig and senior staff (DPD) to review existing DPD grants, evaluate options related to DPD Grants set to expire during 2013, and next steps	1.20	425.00	510.00
Detroit Police Department Matters	09/09/13	CMG	Preparation for and participation in meeting with J. Craig (DPD) and Jones Day [REDACTED], implications for restructuring, process to approve changes, and next steps	2.30	425.00	977.50
Detroit Police Department Matters	09/09/13	DMI	Prepared for and participated in meeting with Chief J. Craig (DPD), CMG, B. O'Droski (DPD) and D. Birnbaum (Jones Day [REDACTED])	2.10	275.00	577.50
Detroit Police Department Matters	09/09/13	CMG	Meeting with B. O'Droski (Impact), S. Pond (Impact) related to finance, budget and grant issues, labor deficiencies within dept. . Provided guidance on same. recommendations for restructuring, discussion of key labor issues, updates on facility and car leases	1.10	425.00	467.50
Detroit Police Department Matters	09/09/13	CMG	Email correspondence and TC with DPD leadership regarding Command Center build out cost estimates	0.30	425.00	127.50
Detroit Police Department Matters	09/09/13	DMI	Examined DPD contractor time and submit approval to Impact staffing	0.60	275.00	165.00
Detroit Police Department Matters	09/09/13	DMI	Submit several follow-up requests and corresponded with G. Tedder from State of MI and Chief Grimes from DPS regarding request for information on command center build-out	3.00	275.00	825.00
Detroit Police Department Matters	09/09/13	DMI	Analyzed grant data spending allowances and input into our grant schedule	1.40	275.00	385.00
Detroit Police Department Matters	09/09/13	DMI	Examined information received from G. Tedder at the State of Michigan and provided to Chief Craig. Information was regarding cost for command center	1.20	275.00	330.00
Detroit Police Department Matters	09/10/13	CMG	Preparation for and participation in meeting with Bratton Group to discuss Precinct and Investigation Bureau findings and recommendations, next steps in J. Craig (DPD) restructuring plan of action, coordination of activities, next steps	2.80	425.00	1,190.00
Detroit Police Department Matters	09/10/13	DMI	Prepared for and participated in meeting with the Bratton Group to discuss strategy regarding restructuring of department	3.00	275.00	825.00
Detroit Police Department Matters	09/10/13	CMG	TC with Jones Day regarding DPD union contract issues, required changes to key areas of contracts, next steps	0.50	425.00	212.50
Detroit Police Department Matters	09/10/13	CMG	Email correspondence with DPD leadership regarding DPD Command Center costs, clarification of technology estimates	0.30	425.00	127.50
Detroit Police Department Matters	09/10/13	DMI	Analyzed grant data spending allowances and input into our grant schedule	1.10	275.00	302.50
Detroit Police Department Matters	09/10/13	DMI	Analyzed DPD grant schedule and appropriately allocated spending allowances	1.40	275.00	385.00
Detroit Police Department Matters	09/11/13	DMI	Prepared for and participated in call with B. O'Droski (DPD) to discuss DPD strategic plan	1.70	275.00	467.50
Detroit Police Department Matters	09/11/13	CMG	Participated in meeting with DMB (CM) to discuss restructuring plan of action and provided guidance on next steps	1.50	425.00	637.50
Detroit Police Department Matters	09/11/13	CMG	Reviewed Bratton precinct, investigation restructuring draft report/suggestions, provided Bratton recommendations on DPD restructuring initiatives and key considerations	2.20	425.00	935.00
Detroit Police Department Matters	09/11/13	DMI	Participated in call with B. O'Droski (DPD) and CMG to discuss DPD strategic plan organization and next steps	0.70	275.00	192.50
Detroit Police Department Matters	09/11/13	DMI	Continued development of grants schedule regarding grant acceptable uses	0.40	275.00	110.00
Detroit Police Department Matters	09/11/13	DMI	Analyzed data provided by Bratton group related to DPD strategic plan and performed many revisions/edits as necessary	2.80	275.00	770.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	09/11/13	DMI	Analyzed and refined data within DPD strategic plan after multiple discussions with CMG regarding necessary changes/updates	3.00	275.00	825.00
Detroit Police Department Matters	09/12/13	CMG	TC and email correspondence with S. Hayes (DPD) regarding key IT initiatives	0.50	425.00	212.50
Detroit Police Department Matters	09/12/13	CMG	TC with Public Safety Foundation regarding funding source for additional DPD restructuring work by Bratton/others	0.50	425.00	212.50
Detroit Police Department Matters	09/12/13	CMG	TC with G. Tedder (State) regarding DPD restructuring updates and desire for real time crime center at DPD HQ	0.50	425.00	212.50
Detroit Police Department Matters	09/12/13	CMG	TC with B. O'Droski (Impact) and S. Sarna (E&Y) regarding A/P outstanding issues	0.70	425.00	297.50
Detroit Police Department Matters	09/12/13	DMI	Analyzed/refined strategic plan for DPD	2.90	275.00	797.50
Detroit Police Department Matters	09/13/13	CMG	Preparation for and participation in meeting with J. Craig (DPD) regarding restructuring work plan, promotions, next steps	0.80	425.00	340.00
Detroit Police Department Matters	09/13/13	CMG	Conference call with Bratton group regarding DPD restructuring plan of action, needs of chief, provided guidance on next steps	1.60	425.00	680.00
Detroit Police Department Matters	09/13/13	CMG	Meeting with J. White (DPD) regarding DPD promotion application reviews, restructuring work plan next steps	1.70	425.00	722.50
Detroit Police Department Matters	09/13/13	DMI	Performed several revisions to strategic plan for DPD	3.00	275.00	825.00
Detroit Police Department Matters	09/13/13	DMI	Developed DPD report on strategic plan and modified work plan	2.80	275.00	770.00
Detroit Police Department Matters	09/16/13	CMG	Preparation for and participation in meeting with J. White (DPD), Inspec. Houser (DPD) and S. Hayes (DPD) concerning DPD strategic project plan, restructuring initiatives, comments on restructuring plan, discuss next steps	1.60	425.00	680.00
Detroit Police Department Matters	09/16/13	CMG	Preparation for and participation in meeting with J. White (DPD) to discuss promotion process, next steps, interviews for AC promotions, selection of interview candidates	0.50	425.00	212.50
Detroit Police Department Matters	09/16/13	CMG	Preparation for and participation in meeting with B. O'Droski (Impact) and S. Pond (Impact) to review current grants analysis, reviewed internal controls and provided guidance on grants analysis for expiring	2.40	425.00	1,020.00
Detroit Police Department Matters	09/16/13	CMG	Reviewed and edited DPD strategic Plan of Action ITS, HR, and other sections based on meetings with DPD leadership	2.20	425.00	935.00
Detroit Police Department Matters	09/16/13	CMG	Updated grants overview analysis based on feedback from S. Mays (EMO) and G. Tedder (State)	1.10	425.00	467.50
Detroit Police Department Matters	09/16/13	CMG	TC with S. Mays (EMO) and G. Tedder (State) to discuss expiring grants and request assistance with State and Federal agencies, created agenda for C. Craig morning meeting, etc.	0.50	425.00	212.50
Detroit Police Department Matters	09/16/13	CMG	Preparation for meeting with J. Craig (DPD) regarding restructuring initiatives	0.20	425.00	85.00
Detroit Police Department Matters	09/16/13	CMG	Meeting with DMB (CM) to provide guidance on necessary updates to DPD restructuring strategic plan of action, project plan template, and next steps with DPD restructuring	2.50	425.00	1,062.50
Detroit Police Department Matters	09/16/13	DMI	Examined DPD contractor time and submit approval to Impact staffing	0.60	275.00	165.00
Detroit Police Department Matters	09/16/13	DMI	Prepared for meeting with the DPD to discuss strategic plan	1.50	275.00	412.50
Detroit Police Department Matters	09/16/13	DMI	Participated in meeting with the DPD to discuss strategic plan and next steps to complete	3.00	275.00	825.00
Detroit Police Department Matters	09/16/13	DMI	Developed DPD strategic work plan	2.90	275.00	797.50
Detroit Police Department Matters	09/17/13	CMG	Preparation for and participation in Assistance Chief interview panel, discussion with J. Craig and AC White regarding selection process	3.20	425.00	1,360.00
Detroit Police Department Matters	09/17/13	CMG	Reviewed expiring grant updated information, edited presentation to provide EM office, emailed EM office for assistance on grant extensions, etc.	2.00	425.00	850.00
Detroit Police Department Matters	09/17/13	CMG	TC with B. O'Droski (Impact) regarding Grant issues, encumbrance process, provided guidance on same.	0.50	425.00	212.50
Detroit Police Department Matters	09/17/13	DMI	Examined DPD contractor time and submit approval to Impact staffing	0.40	275.00	110.00
Detroit Police Department Matters	09/17/13	DMI	Development of DPD strategic work plan	2.80	275.00	770.00
Detroit Police Department Matters	09/17/13	DMI	Participated in meeting with Inspector Houser to discuss Training and HR major restructuring items. Developed written plan for items	1.70	275.00	467.50
Detroit Police Department Matters	09/17/13	DMI	Participated in meeting with B. O'Droski to discuss Budget major restructuring items. Developed written plan for items identified	3.00	275.00	825.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	09/17/13	DMI	Participated in call with Sgt. Perkins to discuss DPD strategic plan restructuring items for Office of the Chief, Contracts/MOUs and Federal Consent Decrees	0.70	275.00	192.50
Detroit Police Department Matters	09/18/13	CMG	Preparation for and participation in meeting with L. Houser (DPD) regarding DPD HR / City HR rolls and responsibilities for onboarding civilians and discussed agenda for HR meeting	0.80	425.00	340.00
Detroit Police Department Matters	09/18/13	CMG	Preparation for and participation in meeting with DPD grants to review status of grants, edited grants presentation, discussed next steps with State and Federal reps to extend grants	2.50	425.00	1,062.50
Detroit Police Department Matters	09/18/13	CMG	Preparation for and participation in weekly Chief meeting to discuss AC promotions, comprehensive restructuring plan, restructuring work plan, grants at risk, Priority A hires and other hires, key personnel issues in DPD finance, MDOC A/P, discussed next steps for all	1.10	425.00	467.50
Detroit Police Department Matters	09/18/13	DMI	Prepared for and participated in meeting with Chief Craig to discuss DPD restructuring initiatives	1.10	275.00	302.50
Detroit Police Department Matters	09/18/13	CMG	TC with E. Jones (DPD) to discuss precinct restructuring activities and impact of 10 year forecast	0.50	425.00	212.50
Detroit Police Department Matters	09/18/13	DMI	Participated in call with Sgt. Perkins to discuss DPD strategic plan	0.80	275.00	220.00
Detroit Police Department Matters	09/18/13	DMI	Developed DPD strategic plan report	3.00	275.00	825.00
Detroit Police Department Matters	09/18/13	DMI	Developed DPD strategic work plan	1.20	275.00	330.00
Detroit Police Department Matters	09/19/13	CMG	Preparation for and participation in meeting with L. Houser (DPD HR) and G. Oxendine and J. Tyler (City HR) regarding on boarding of critical needs, roles and responsibilities	1.50	425.00	637.50
Detroit Police Department Matters	09/19/13	CMG	Preparation for and participation in TC with G. Tedder (State) regarding DPD grants, extensions needed, assistance from State, next steps	0.70	425.00	297.50
Detroit Police Department Matters	09/19/13	CMG	Preparation for and participation in conference call with HUD regarding PDD restructuring and next steps	0.50	425.00	212.50
Detroit Police Department Matters	09/19/13	DMI	Participated in meeting with S. Hayes and J. Fennessey to discuss Communications, Infrastructure and IT major restructuring items (1.9). Developed written plan for items identified in meeting with DPD IT team. (1.0 hour)	2.90	275.00	797.50
Detroit Police Department Matters	09/19/13	CMG	Reviewed Grants presentation, edited presentation, emails to DPD staff regarding grants issues	2.20	425.00	935.00
Detroit Police Department Matters	09/19/13	CMG	TC with internal DPD, City and E&Y personnel regarding MDOC contract	0.50	425.00	212.50
Detroit Police Department Matters	09/19/13	DMI	Participated in meeting with Grants and Contracts division at DPD with B. O'Droski	0.70	275.00	192.50
Detroit Police Department Matters	09/19/13	DMI	Developed DPD strategic plan report	2.20	275.00	605.00
Detroit Police Department Matters	09/20/13	CMG	Preparation for and participation in DPD lease evaluation and space planning meeting between DPD and GSD to discuss lease rejections, new locations, build out costs, ROI, required presentation, next steps	1.50	425.00	637.50
Detroit Police Department Matters	09/20/13	CMG	TC with AC Jones from DPD regarding restructuring plan write-up	0.50	425.00	212.50
Detroit Police Department Matters	09/20/13	CMG	TC with B. O'Droski (Impact), S. Pond (Impact), AC White (DPD) regarding DPD grant status, encumbrances, budget issues	1.80	425.00	765.00
Detroit Police Department Matters	09/20/13	DMI	Developed DPD strategic plan report	3.00	275.00	825.00
Detroit Police Department Matters	09/20/13	DMI	Participated in call with Sgt. Perkins to discuss Public Information Office and Federal Consent Decree sections of report	1.60	275.00	440.00
Detroit Police Department Matters	09/20/13	DMI	Participated in call with Insp. Houser to discuss HR and Training sections of report	0.40	275.00	110.00
Detroit Police Department Matters	09/23/13	DMI	Examined DPD contractor time and submit approval to Impact staffing	0.60	275.00	165.00
Detroit Police Department Matters	09/23/13	CMG	Preparation for and participation in meeting with Bratton Group to review, discuss and edit restructuring plan	1.50	425.00	637.50
Detroit Police Department Matters	09/23/13	CMG	Meeting / conference update call with DMI (CM)	0.50	425.00	212.50
Detroit Police Department Matters	09/23/13	CMG	TC with B. O'Droski to discuss new developments at DPD	0.50	425.00	212.50
Detroit Police Department Matters	09/23/13	DMI	Developed DPD strategic plan report	3.00	275.00	825.00
Detroit Police Department Matters	09/23/13	DMI	Participated in call with Insp. Wilson to discuss DPD Strategic Plan Report	0.30	275.00	82.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Police Department Matters	09/24/13	CMG	Preparation for and participation in meeting with C. Fitzgerald (DPD) regarding DPD investigations restructuring, restructuring plan edits, and next steps	2.50	425.00	1,062.50
Detroit Police Department Matters	09/24/13	CMG	Participation in meeting with J. Fennessey (DPD) regarding DPD IT strategy, outsourcing of crime analysis, Compstat information issues	1.40	425.00	595.00
Detroit Police Department Matters	09/24/13	CMG	Created privatization RFP overview per Judge Rhodes request	0.50	425.00	212.50
Detroit Police Department Matters	09/24/13	CMG	Reviewed, drafted and updated DPD strategic restructuring plan of action Admin section	3.10	425.00	1,317.50
Detroit Police Department Matters	09/24/13	CMG	Reviewed, drafted and updated DPD strategic restructuring plan of action IT section	2.00	425.00	850.00
Detroit Police Department Matters	09/24/13	CMG	TCs with DPD leadership to address open issues related to restructuring plan of action and open information requests	0.60	425.00	255.00
Detroit Police Department Matters	09/24/13	DMI	Participated in call with DC Fitzgerald to discuss DPD Strategic Plan Report	0.40	275.00	110.00
Detroit Police Department Matters	09/24/13	DMI	Revised/updated CM Work stream Progress Report for DPD	0.70	275.00	192.50
Detroit Police Department Matters	09/24/13	DMI	Developed DPD strategic plan report and provided first draft to CMG	2.90	275.00	797.50
Detroit Police Department Matters	09/24/13	DMI	Performed analysis on DPD Strategic Work plan	1.70	275.00	467.50
Detroit Police Department Matters	09/25/13	CMG	Created DPD facility consolidation template, updated template, forwarded to GSD and DPD for additional comments	2.20	425.00	935.00
Detroit Police Department Matters	09/25/13	CMG	Review of comments from G. Tedder regarding DPD grant expirations, internal discussion on grant issues and timing.	0.30	425.00	127.50
Detroit Police Department Matters	09/25/13	CMG	Participation in selection board interviews for Deputy Chiefs and discussed results/recommendations	2.50	425.00	1,062.50
Detroit Police Department Matters	09/25/13	CMG	Drafting of DPD restructuring plan of action including HR, communications, support services sections	3.40	425.00	1,445.00
Detroit Police Department Matters	09/25/13	CMG	TCs with DPD leadership on clarification on strategy, views on recommendations made by consultants, other items related to DPD restructuring plan of action	1.00	425.00	425.00
Detroit Police Department Matters	09/26/13	CMG	Drafted DPD restructuring plan of action (3.0) and conference calls with DPD leadership regarding clarification of key DPD restructuring issues for DPD restructuring plan of action (1.0)	4.00	425.00	1,700.00
Detroit Police Department Matters	09/26/13	CMG	Participated in selection board interviews for Deputy Chiefs	1.50	425.00	637.50
Detroit Police Department Matters	09/26/13	CMG	Reviewed GSD updates for DPD space plan consolidation, updated consolidation payback analysis, provided guidance to GSD and DPD	0.50	425.00	212.50
Detroit Police Department Matters	09/27/13	CMG	Updated facility consolidation analysis and forwarded to DPD/GSD for their review and comment	0.60	425.00	255.00
Detroit Police Department Matters	09/27/13	CMG	Drafted DPD restructuring plan of action, clarification conference calls regarding same	3.00	425.00	1,275.00
Detroit Police Department Matters	09/27/13	CMG	Meeting with DPD leadership and GSD leadership regarding lease reviews, lease rejections, move options. Provided guidance to DPD and GSD regarding approach to leases and build outs.	1.20	425.00	510.00
Detroit Police Department Matters	09/27/13	CMG	TC with G. Tedder (State) regarding DPD grants expiring, next steps	0.50	425.00	212.50
Detroit Police Department Matters	09/28/13	CMG	Drafting of DPD restructuring plan of action sections including finance/budget, incorporated comments from DPD leadership and Bratton group.	3.20	425.00	1,360.00
Detroit Police Department Matters	09/28/13	CMG	Drafting of DPD restructuring plan of action sections including technology, incorporated comments from DPD leadership and Bratton group.	3.00	425.00	1,275.00
Detroit Police Department Matters	09/29/13	CMG	Drafting of DPD restructuring plan, TC regarding clarification questions	3.50	425.00	1,487.50
Detroit Police Department Matters	09/30/13	CMG	TCs with B. O'Droski (Impact), J. White (DPD), E. Jones (DPD) regarding DPD Restructuring plan of action follow up on outstanding information and clarification of open issues	1.00	425.00	425.00
Detroit Police Department Matters	09/30/13	CMG	Drafting of DPD Chief Craig restructuring plan	3.10	425.00	1,317.50
Detroit Water and Sewerage Department Matters	09/01/13	WPJ	Analyzed and scheduled detailed historical DWSD pension and fringe benefit costs	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System operating expense forecast groupings assumptions	0.60	425.00	255.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System utilities expense assumptions and forecasting methodology	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System chemicals expense assumptions and forecasting methodology	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System pension expense assumptions and forecasting methodology	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System active and retiree healthcare expense assumptions and forecasting methodology	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System non-healthcare OPEB expense and other non-healthcare active employee benefits assumptions and forecasting methodology	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System repairs and maintenance expense assumptions and forecasting methodology	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System purchased services expense and City of Detroit indirect cost allocations assumptions and forecasting methodology	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Draft email to N. Bateson regarding EMA information provided related to optimization process	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Review EMA report to determine appropriate reduction in contractual services for 10-year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Review of DWSD optimization information related to headcount, review of historical headcount information and attrition	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Email correspondence to E. Miller at Jones Day ██████████ ██████████ to determine if it impacted 10-year	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/02/13	MJH	Review of 10-year forecast model in preparation of review sessions with WPJ to review forecast assumptions in detail	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Analyzed historical average cost per employee for Water and Sewer System	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System operating expense forecast groupings assumptions	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System utilities expense assumptions and forecasting methodology	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System chemicals expense assumptions and forecasting methodology	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System pension expense assumptions and forecasting methodology	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System active and retiree healthcare expense assumptions and forecasting methodology	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System non-healthcare OPEB expense and other non-healthcare active employee benefits assumptions and forecasting methodology	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System repairs and maintenance expense assumptions and forecasting methodology	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/02/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System purchased services expense and City of Detroit indirect cost allocations assumptions and forecasting methodology	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Review of optimization information and "to be" staffing information N. Bateson distributed within DWSD	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Email correspondence with N. Bateson regarding optimization information received	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Email to V. Kaunelis regarding assumption in 10-year CIP plan related to volumes to ensure consistent with 10-year business plan	0.30	425.00	127.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Review health care information from E&Y to determine level of healthcare per person and growth rate for 10-year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System telecommunications expense assumptions and forecasting methodology	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System contractual services expense assumptions and forecasting methodology	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Water System clearing account assumptions and forecasting methodology	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System operating expense forecast groupings assumptions	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System utilities expense assumptions and forecasting methodology	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System chemicals expense assumptions and forecasting methodology	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System pension expense assumptions and forecasting methodology	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System active and retiree healthcare expense assumptions and forecasting methodology	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System non-healthcare OPEB expense and other non-healthcare active employee benefits assumptions and forecasting methodology	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System repairs and maintenance expense assumptions and forecasting methodology	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/03/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD 10 year business plan Sewer System purchased services expense and City of Detroit indirect cost allocations assumptions and forecasting methodology	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Analysis of Sewer System miscellaneous non-operating revenue and incorporate into 10-year DWSD forecast	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System telecommunications expense assumptions and forecasting methodology	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System contractual services expense assumptions and forecasting methodology	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Water System clearing account assumptions and forecasting methodology	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System operating expense forecast groupings assumptions	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System utilities expense assumptions and forecasting methodology	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System chemicals expense assumptions and forecasting methodology	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System pension expense assumptions and forecasting methodology	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System active and retiree healthcare expense assumptions and forecasting methodology	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System non-healthcare OPEB expense and other non-healthcare active employee benefits assumptions and forecasting methodology	0.70	275.00	192.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System repairs and maintenance expense assumptions and forecasting methodology	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD 10 year business plan Sewer System purchased services expense and City of Detroit indirect cost allocations assumptions and forecasting methodology	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Analysis of historical depreciation, develop projections for depreciation expense for Water System to be incorporated into 10-year DWSD forecast	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Analysis of historical depreciation, develop projections for depreciation expense for Sewer System to be incorporated into 10-year DWSD forecast	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/03/13	WPJ	Analysis of Water System miscellaneous non-operating revenue and incorporate into 10-year DWSD forecast	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Email correspondence with N. Bateson regarding meeting to review 10-year forecast assumptions	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Email correspondence with N. Bateson regarding contracts for 10-year CIP review contractors	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Review agenda for 10-year CIP meeting received from V. Kaunelis of OHM	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Review bond amortization and issue cost spreadsheets received from M. Fontaine of Plante Moran, determine how expenses can be incorporated into 10-year business plan	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Review email correspondence between N. Bateson and M. Fontaine related to bond issuance costs to ensure understanding of costs	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Review operating expense spreadsheet received from WPJ from 2008 through FY 2014 budget tool. Review to understand historical trends and FY 2014 budget	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Review lease and operating agreement received from Jones Day in preparation for meeting with Counties	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Email from CMM related to interrogatories, research question asked	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Review 10-year forecast model in preparation of review meeting with WPJ	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Participation in meeting with DWSD management, Miller Buckfire, EMA, and PMA to discuss assumptions for 10-year business plan including bio-solids and EMA operational improvements	3.20	425.00	1,360.00
Detroit Water and Sewerage Department Matters	09/04/13	MJH	Preparation for meeting with DWSD management to review 10-year business plan	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Participation in meeting with DWSD management, MB, PMA, EMA to discuss assumptions for ten year business plan including bio solids dryer facility and EMA operational improvement	3.20	275.00	880.00
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Received and review DWSD Pension POC-UAAL expense schedule from COD finance department to be considered in 10-year DWSD forecast	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Analysis of Sewer detailed revenue information and roll-up received from B. Foster and incorporate into DWSD forecasting analysis	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Receive detailed revised DWSD Water and Sewer System budget and aggregating budget line items into DWSD forecast line items	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Forecasting analysis of Water System rates and revenue build up projections	2.70	275.00	742.50
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Forecasting analysis of Sewer System rates and revenue build up projections	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	09/04/13	WPJ	Preparing and printing analysis for review and preparing discussion materials for meeting with DWSD management, MB, PMA, and EMA	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/05/13	CMM	Review County responses to term sheet for regional authority	0.50	495.00	247.50
Detroit Water and Sewerage Department Matters	09/05/13	CMM	TC with MJH to discuss outcome of review session for DWSD financial projections, strategize on next steps for open items	0.40	495.00	198.00
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water System Capital Improvement Plan financing projections in 10 year business plan	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System Capital Improvement Plan financing projections in 10 year business plan	1.00	425.00	425.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water System revenue requirements (cash flow) projections in 10 year business plan	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System revenue requirements (cash flow) projections in 10 year business plan	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD consolidated revenue requirements (cash flow) projections in 10 year business plan	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	TC with CMM to discuss outcome of review session for DWSD financial projections, strategize on next steps for open items	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Review historical information received from DAR related to GRS pension to review and understand the UAAL	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Review draft timeline related to Authority transaction received from H. Lennox of Jones Day in preparation of meeting with County representatives	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Review bond insurer's Authority term sheet received from ██████ in preparation for meeting with Counties	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Review updated 10-year CIP document received from OHM	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/05/13	MJH	Communications with JAA related to COD vendor at DWSD	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Input DWSD Water System revised budgeted operating and maintenance expense information into DWSD forecasting model	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Input DWSD Sewer System revised budgeted operating and maintenance expense information into DWSD forecasting model	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Analysis of Water detailed revenue information and roll-up received from B. Foster and incorporate into DWSD forecasting analysis	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Continued analysis of detailed and revised DWSD Water and Sewer System FY 2014 budgets and aggregating budget line items into DWSD forecast line items	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Analysis of Water System historical active and retiree healthcare costs	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Analysis of Sewer System historical active and retiree healthcare costs	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Continued forecasting analysis of Sewer System rates and revenue build up projections	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Continued forecasting analysis of Water System rates and revenue build up projections	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water System Capital Improvement Plan financing projections in 10 year business plan	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System Capital Improvement Plan financing projections in 10 year business plan	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water System revenue requirements (cash flow) projections in 10 year business plan	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System revenue requirements (cash flow) projections in 10 year business plan	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/05/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD consolidated revenue requirements (cash flow) projections in 10 year business plan	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/06/13	CMM	Review and analysis of term sheet from bondholders regarding water authority	0.50	495.00	247.50
Detroit Water and Sewerage Department Matters	09/06/13	CMM	Review correspondence from MJH and provide guidance on future pension contributions in DWSD 10 year projections	0.40	495.00	198.00
Detroit Water and Sewerage Department Matters	09/06/13	DMI	Revised/updated CM Work stream Progress Report for DWSD	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Receipt and review of FY 2013 revenue information for 10-year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Forward bond issue and amortization information to WPJ, discuss same to ensure incorporated into 10-year business plan	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Review analysis of DWSD 603 accounts from trial balance (Includes pension expense) to review historical expense levels	0.80	425.00	340.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Review [REDACTED] and E&Y calculation in City 10-year plan	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System rate increase projections methodology and criteria in 10 year business plan	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water System rate increase projections methodology and criteria in 10 year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water and Sewer System overtime labor expense assumptions and forecasting methodology in 10 year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/06/13	MJH	[REDACTED] 10-year forecast discussed at meeting, delivery date and presentation dates set	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/06/13	MJH	Update work-stream Priorities document and submit same to DMB regarding DWSD	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Adjusted DWSD forecasted retiree healthcare costs to reflect input received from MJH	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Analysis and input DWSD amortization schedule received from Plante Moran for Water and Sewer System in DWSD forecasting model	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Compare and contrast DWSD revised budgeted operating expense information to analysis received from Foster Group to ensure accuracy	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System rate increase projections methodology and criteria in 10 year business plan	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water System rate increase projections methodology and criteria in 10 year business plan	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water and Sewer System overtime labor expense assumptions and forecasting methodology in 10 year business plan	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Analyze and build-up analysis Water System interest earnings on fund investments during projection period in 10 year business plan	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/06/13	WPJ	Analyze and build-up analysis Sewer System interest earnings on fund investments during projection period in 10 year business plan	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Review and respond to CMM email related to pension obligations in future years	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System revenue projections assumptions and forecasting methodology in 10 year business plan	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD sewer flow volumes projections assumptions in 10 year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD water flow volumes projections assumptions in 10 year business plan	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water System retail bad debt assumptions in 10 year business plan	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System suburban bad debt assumptions in 10 year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water and Sewer System amortization of bond issuance costs and incorporation of amortization schedules provided by Plante Moran in 10 year business plan	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water and Sewer System depreciation expense assumptions in 10 year business plan	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water System future debt issuance assumptions on amortization and costs of debt assumptions in 10 year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System future debt issuance assumptions on amortization and costs of debt assumptions in 10 year business plan	0.80	425.00	340.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
			Review [REDACTED] and E&Y calculation in City 10-year plan			
Detroit Water and Sewerage Department Matters	09/07/13	MJH	Aggregate 10 year business plan Water System analysis key outputs into summary page for analysis and presentation	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System revenue projections assumptions and forecasting methodology in 10 year business plan	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD sewer flow volumes projections assumptions in 10 year business plan	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD water flow volumes projections assumptions in 10 year business plan	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water System retail bad debt assumptions in 10 year business plan	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System suburban bad debt assumptions in 10 year business plan	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water and Sewer System amortization of bond issuance costs and incorporation of amortization schedules provided by Plante Moran in 10 year business plan	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water and Sewer System depreciation expense assumptions in 10 year business plan	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water System future debt issuance assumptions on amortization and costs of debt assumptions in 10 year business plan	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System future debt issuance assumptions on amortization and costs of debt assumptions in 10 year business plan	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Aggregate 10 year business plan Sewer System analysis key outputs into summary page for analysis and presentation	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/07/13	WPJ	Review information and develop list of questions presented to DWSD management and B. Foster for review and discussion at 9/10/13 meeting with DWSD	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/08/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Water System income statement projections in 10 year business plan	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/08/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD Sewer System income statement projections in 10 year business plan	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/08/13	MJH	Internal meeting with WPJ to discuss, analyze, and update DWSD consolidated income statement projections in 10 year business plan	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	09/08/13	MJH	Internal meeting with WPJ to discuss, analyze, and update Sewer System forecasting of Bio solids project and cash flow associated with	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/08/13	MJH	Internal meeting with WPJ to discuss, analyze, and update materials and presentation of analysis for 9.10.13 meeting with DWSD	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/08/13	MJH	Continue to aggregate into summary presentation of 10-year business plan key outputs of Sewer System forecast	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Water System income statement projections in 10 year business plan	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD Sewer System income statement projections in 10 year business plan	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Internal meeting with MJH to discuss, analyze, and update DWSD consolidated income statement projections in 10 year business plan	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Internal meeting with MJH to discuss, analyze, and update Sewer System forecasting of Bio solids project and cash flow associated with	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Internal meeting with MJH to discuss, analyze, and update materials and presentation of analysis for 9.10.13 meeting with DWSD	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Aggregate 10 year business plan consolidated (water & sewer system combined) analysis key outputs into summary page for analysis and presentation	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/08/13	WPJ	Aggregate 10 year business plan consolidated (water & sewer system combined) analysis key outputs into summary page for analysis and presentation	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Review responses received from B. Foster to questions presented	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Review responses received from B. Foster on questions submitted to him and N. Bateson prior to 9/10/13 meeting, continuation of prior entry	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Review balance sheet information prior to providing to JAA, email analysis to JAA	0.50	425.00	212.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Review pension information and list of questions for E&Y related to same. Pension questions relate to how pension and OPEB should be analyzed and included in 10-year business plan	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Email correspondence with N. Bateson related to 10-year CIP contracts to verify execution	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Review 10-year business plan model and schedules in preparation for meeting with DWSD management on 9/10/13	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Prepare outline for DWSD 10-year business plan document	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	09/09/13	MJH	Email correspondence with JAA related to tasks to complete on DWSD analysis	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Incorporate adjusted PMA's analysis of operational savings into Sewer System forecast	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Review of information received from N. Bateson regarding City of Detroit charge backs to DWSD	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Review and check of DWSD analysis to ensure accuracy in preparation for presentation of analysis materials for 9.10.13 DWSD management review	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Adjust PMA analysis of operational savings related to labor	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Preparation of materials for discussion and review at DWSD 9.10.13 meeting	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Preparing DWSD forecasting model for email transmission to Miller Buckfire and email correspondence with the same for their review and use in analysis	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Read rating agency reports on water utility liquidity to be used in assumptions in the 10-year DWSD forecast	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Continue to aggregate into summary presentation of 10-year business plan key outputs of Sewer System forecast	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/09/13	WPJ	Input assumptions in DWSD forecasting model related to information obtained from rating agency reports regarding operating reserve funds and other funds	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/10/13	JAA	Analysis of Water Dept. balance sheet required for further analysis of balance sheet	1.10	345.00	379.50
Detroit Water and Sewerage Department Matters	09/10/13	JAA	Analysis of 2012 Audit report for the Water Dept.	1.30	345.00	448.50
Detroit Water and Sewerage Department Matters	09/10/13	MJH	Respond to B. Foster question responses with additional questions to review during meeting	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/10/13	MJH	Draft email to CMM providing update on meeting with DWSD management regarding pension and OPEB issues discussed at	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/10/13	MJH	Participation in meeting with N. Bateson, B. Foster and Miller Buckfire to review model assumptions and model outputs. S. McCormick and B. Wolfson also attended meeting to discuss operating matters. In depth review of model	6.50	425.00	2,762.50
Detroit Water and Sewerage Department Matters	09/10/13	MJH	Meeting with Miller Buckfire to discuss report format and content.			
Detroit Water and Sewerage Department Matters	09/10/13	MJH	Coordinate between CM and Miller Buckfire treatment of debt	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/10/13	WPJ	Draft analysis of [REDACTED] to be considered in lease calculation to be used in DWSD 10-year model	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/10/13	WPJ	Participation in meeting with N. Bateson, Foster Group, Miller Buckfire to discuss assumptions for ten year business plan	6.50	275.00	1,787.50
Detroit Water and Sewerage Department Matters	09/10/13	WPJ	Employee years of service and age breakdown of DWSD census file for illustration in report to validate labor optimization plan	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/11/13	JAA	Analysis of Sewer Dept. balance sheet	2.40	345.00	828.00
Detroit Water and Sewerage Department Matters	09/11/13	JAA	Analysis of Sewer Dept. balance sheet required for further analysis of balance sheet	2.20	345.00	759.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review Other Post Employment Benefits (OPEB) analysis from historical Comprehensive Annual Financial Report (CAFR) reports which will serve as basis for OPEB forecast in 10-year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Request census information be converted to electronic format (0.20) and review and submit analysis to N. Bateson (DWSD) (0.20)	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/11/13	CMM	Review pension and OPEB material related to DWSD in meeting with MJH and WPJ to provide background information and respond to questions	0.80	495.00	396.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review expense information related to purchase services revived from N. Bateson (0.2). Calculate forecast amounts for 10-year business plan (0.6). Review Central Service rate and allocation plan (0.3)	1.10	425.00	467.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Draft email to M. Fontaine at Plante Moran requesting confirmation of expenses related to OPEB	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review UHY NDA agreement received from Miller Buckfire	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Analysis of DWSD census information received from N. Bateson to determine employee age, seniority required to analyze attrition assumptions in forecast	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review Plante Moran Net Asset Calculation memo received from N. Bateson	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review additional information related to DWSD purchase service cost allocation	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Meeting with CMM and WPJ to discuss treatment of retiree healthcare and pensions in DWSD 10-year forecast model	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review revised draft of 10-year CIP analysis received from OHM	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/11/13	MJH	Review further analysis completed by WPJ on employee census information	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/11/13	MJH	[REDACTED]	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Analysis of cost savings related to operational optimization and FTE reduction to be included in lease calculation	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Internal meeting with CMM and MJH to discuss treatment of retiree healthcare in DWSD 10 year forecast model	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Research related to [REDACTED] to be included in DWSD 10-year forecast	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Research related to municipal retiree healthcare defined contribution plans to validate 10-year business plan assumption	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Continued analysis of DWSD employee census for validation of DWSD operational restructuring plan included in forecasting model	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Read report of DWSD net assets calculation provided in email correspondence with Plante Moran (auditors) for use in calculation in DWSD forecasting model	0.60	275.00	165.00
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Read and analyze vesting requirements in the Water and Sewer System CAFRs for use in forecasting of employee benefits in 10-year forecast presentation and back up of lease calculations	0.60	275.00	137.50
Detroit Water and Sewerage Department Matters	09/11/13	WPJ	Draft incentive pay analysis per input received for DWSD management for Water and Sewer employees to be incorporated in 10-year DWSD forecast	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	09/12/13	JAA	Created DWSD balance sheet projection model	2.80	345.00	966.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Perform analysis of pension information utilizing Milliman letter and other information to calculate DWSD pension obligation in future years	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Draft email to D. Jerneycic at Ernst & Young (E&Y) requesting information related to break-out of DWSD pension obligation in City 10-year forecast	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Preparation and participation in conference call with E. Miller of Jones Day, Miller Buckfire, CMM and WPJ to discuss treatment of retiree healthcare and pension	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	Preparation and participation in conference call with Evan Miller of Jones Day, Miller Buckfire, CMM and MJH to discuss treatment of retiree healthcare and pension	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/12/13	CMM	TC with E. Miller, Esq. and Miller Buckfire with MJH and WJP to discuss benefit treatment for OPEB and Pension in DWSD projections	0.70	495.00	346.50
Detroit Water and Sewerage Department Matters	09/12/13	JAA	Analysis of DWSD P&L projections	1.20	345.00	414.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review information and develop list of follow-up questions for N. Bateson and B. Foster required for development of 10-year business	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review Milliman June 4, 2013 letter related to pension expense, information required to calculate and support pension amount contained in proposed savings calculation	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Follow-up call with Miller Buckfire related to pension issues	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Communications with S. Penn related to potential meeting regarding DWSD	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review SEMCOG data related to population change for Detroit and SE Michigan, information required to support volume change in 10-year business plan	0.80	425.00	340.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review revised analysis of DWSD employees as support for attrition analysis	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review return email from M. Fontaine at Plante Moran related to OPEB, review and reconcile expense calculation provided	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review volume assumptions in 10-year business plan	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review EMA information, draft email to S. McCormick requesting meeting to discuss EMA process with the Director to gain full understanding of the process	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/12/13	MJH	Review labor schedule in 10-year business plan, determination that comparison to status quo labor is required	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	██████████ related to DWSD authority transaction to be included in DWSD forecasting model and lease payment calculation	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	Analysis of Milliman 10-year pension projections between water and sewer systems from Milliman's "DWSD" allocation ██████████	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	Spread Milliman pension expense forecast into DWSD forecasting model	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	Analysis of the cost of labor downsizing related to outsourcing and other costs included in the 10-year DWSD forecasting model	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	Comparative analysis of optimized labor costs to status quo labor costs to be included in lease payment calculations	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/12/13	WPJ	Read and analyze Milliman letter to E. Miller (Jones Day) for use in forecast of pension costs for DWSD	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Based on review of pension information obtained, calculate DWSD forecasted pension obligation broken out by UAAL and normal cost	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Discussion with Ernst & Young (E&Y) regarding retiree healthcare to determine how healthcare should be modeled in DWSD 10-year	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Review status quo pension calculation in 10-year business plan	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Review incentive pay calculation and labor optimization charts	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Review Retiree Healthcare and Pension presentation received from CMM to ensure DWSD model assumptions were consistent with City presentations	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Draft email to CMM and Miller Buckfire outlining pension calculation assumptions for review and comments	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Draft email to WPJ related to required components of savings summary analysis in 10-year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/13/13	MJH	Review various analyses contained in 10-year business plan	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/13/13	WPJ	Spreading historical OPEB figures from the Water System CAFRs into 10-year business plan ██████████	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/13/13	WPJ	Spreading historical OPEB figures from the Sewer System CAFRs into 10-year business plan ██████████	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/13/13	WPJ	██████████ forecast into lease payment calculation for Water & Sewer Systems	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/13/13	WPJ	Prepare OPEB and pension expense forecast for DWSD for transmission to Miller Buckfire and CMM for review	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/13/13	WPJ	██████████ into lease calculation for water and sewer system	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/13/13	WPJ	Prepare chart of comparative analysis of optimized and status quo labor costs for DWSD 10-year forecast report	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/14/13	MJH	Make revisions to 10-year business plan report outline based on review of documents including feasibility reports, bond issue documents and other documents	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/14/13	MJH	Continue developing 10-year business plan forecast model including review of outputs and assumptions	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	09/14/13	MJH	Begin drafting 10-year business plan including set-up of potential sections of report	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/14/13	MJH	Drafting 10-year business plan document, begin work on Executive Summary section	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/14/13	MJH	Review DWSD internal 300 level reports for balance sheet information to assist JAA in balance sheet analysis, forward same	0.60	425.00	255.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/14/13	WPJ	Draft chart illustrating Water and Sewer System debt coverage in the forecast and debt issuance to be used in report	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/14/13	WPJ	Draft [REDACTED] to be included in 10-year DWSD projections report	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/14/13	WPJ	Analysis of FY 2014 allocation of Water and Sewer System costs to transfers and capital, adjustment to transfer projections in DWSD 10-year model	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/14/13	WPJ	Incorporation of findings from received analysis and further analysis regarding the same in relation to COD indirect cost allocations to Water and Sewer Systems	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Complete work related to 10-year forecast model including review of file and supporting documents	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Review OHM draft CIP 10-year forecast, email to V. Kaunells regarding same	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Review purchase services analysis, email to N. Bateson regarding same	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Draft outline for report on 10-year forecast including list of potential charts	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Review presentation charts for accuracy and content	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Draft email to N. Bateson and B. Foster related to estimated DWSD savings related to Chapter 9 filing	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Review Retiree Healthcare and Pension presentation received from CMM to ensure DWSD model assumptions were consistent with City presentations	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Review B. Foster DWSD viability report as research related to report outline	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/15/13	MJH	Review model print-outs and provide suggested changes to WPJ on same	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/15/13	WPJ	Formatting Sewer System exhibits for DWSD 10-year projection report	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/15/13	WPJ	Drafting water and sewer volume forecasting summary charts for presentation in DWSD 10-year forecast report	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/15/13	WPJ	Drafting exhibit table of contents for 10-year DWSD report	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/15/13	WPJ	Formatting Water System exhibits for DWSD 10-year projection report	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/16/13	JAA	Updated Water and Sewer Balance Sheet projection for billed, unbilled and other accounts receivable projections	1.70	345.00	586.50
Detroit Water and Sewerage Department Matters	09/16/13	MJH	Continue drafting 10-year business plan document including continued work on Executive Summary and outline sections of report	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/16/13	MJH	Work on presentation charts and graphs from 10-year forecast model	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/16/13	MJH	Continue work on 10-year forecast model including review of output and assumptions	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/16/13	CMM	Review and analysis of updated cost savings for DWSD from MJH and provide input on pension forecast	0.70	495.00	346.50
Detroit Water and Sewerage Department Matters	09/16/13	MJH	Review volume sensitivity charts, discuss same with WPJ and provide required changes	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/16/13	MJH	Preliminary review of draft CIP plan received from OHM, review how it was incorporated into 10-year forecast model	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Proof and revise verbiage and charts of 10-year business plan document with WPJ prior to submission of document to Jones Day, Miller Canfield, and Miller Buckfire	2.50	275.00	687.50
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Build Sensitivity Analysis of Water retail volume assumptions impact on Water System revenues to be included in 10-year Business Plan Presentation	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Build Sensitivity Analysis of Water suburban volume assumptions impact on Water System revenues to be included in 10-year Business Plan Presentation	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Build Sensitivity Analysis of Sewer retail volume assumptions impact on Water System revenues to be included in 10-year Business Plan Presentation	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Build Sensitivity Analysis of Sewer wholesale volume assumptions impact on Water System revenues to be included in 10-year Business Plan Presentation	1.20	275.00	330.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Adjusting employer contributions assumptions in Water & Sewer System benefits calculation to reflect input provided by Jones Day	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Draft chart analysis of CIP forecasts for Water and Sewer System to be incorporated in presentation of 10-year DWSD forecast report	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/16/13	WPJ	Draft summary illustrations of income statement projections of Water System for presentation in DWSD forecast report	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/17/13	JAA	Created current and non-current asset projections for Water and Sewer	1.40	345.00	483.00
Detroit Water and Sewerage Department Matters	09/17/13	JAA	Created projection for current liabilities (unrestricted and restricted) for Water and Sewer	1.30	345.00	448.50
Detroit Water and Sewerage Department Matters	09/17/13	JAA	Created Fixed Asset projection for Water and Sewer	0.90	345.00	310.50
Detroit Water and Sewerage Department Matters	09/17/13	JAA	Created Net Asset projection for Water and Sewer	0.40	345.00	138.00
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Continue drafting 10-year business plan report, set-up sections of report, begin to link in various schedules	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Preparation for and participation in meeting with S. McCormick, Director of DWSD regarding various topics including forecast, projected saving amounts, EMA and optimization efforts	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Preparation and participation in meeting with Sue McCormick discussing various topics, EMA optimization, 10 year forecast	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/17/13	JAA	Created long-term liabilities projection for Water and Sewer	0.70	345.00	241.50
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Participate in meeting with M. Fontaine of Plante Moran regarding balance sheet accounts and forecast of balance sheet for 10-year forecast	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Continue drafting 10-year business plan report, set-up sections of report, begin to link in various schedules	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Review various model issues including contractual services, transaction expenses and required charts	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Review contractual service spreadsheet prior to submission to management and Miller Buckfire	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/17/13	MJH	Prepare list of follow-up questions for N. Bateson and B. Foster for meeting on 9/18 to review model, review assumptions and discuss follow-up questions	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Drafting Water System CIP financing charts to be used in 10 year DWSD forecasting report	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Continue to draft summary illustrations of income statement projections of Water System for presentation in DWSD forecast report	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Draft summary illustrations of income statement projections for Sewer System forecast for presentation in DWSD forecast report	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Draft charts for projected annual net asset position for Water and Sewer System to be included in DWSD 10-year forecast report	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Formatting water, sewer and combined summary pages into DWSD 10-year forecast report	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Drafting summary illustrations of Water System revenue requirements calculations for DWSD 10-year forecast report	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Drafting summary illustrations of Sewer System revenue requirements calculations for DWSD 10-year forecast report	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/17/13	WPJ	Drafting summary illustrations of consolidated system revenue requirements calculations for DWSD 10-year forecast report	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/18/13	JAA	Analysis of Water and Sewer bond premium discounts for use in balance sheet projection	0.80	345.00	276.00
Detroit Water and Sewerage Department Matters	09/18/13	JAA	Analysis of Water and Sewer amortization schedules for use in balance sheet projection	0.70	345.00	241.50
Detroit Water and Sewerage Department Matters	09/18/13	JAA	Analysis of prepaid account information for Water and Sewer for use in balance sheet projection	0.50	345.00	172.50
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Continue work on 10-year forecast model including review of outputs and assumptions driving model	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Continue drafting 10-year business plan report, set-up sections of report, begin to link in various schedules	2.40	425.00	1,020.00
Detroit Water and Sewerage Department Matters	09/18/13	WPJ	Preparation and participation in meeting Foster Group, N. Bateson, and Miller Buckfire to review 10-year business plan and make revisions	3.00	275.00	825.00
Detroit Water and Sewerage Department Matters	09/18/13	JAA	Analysis of restricted asset and liability classifications for use in balance sheet projection	1.20	345.00	414.00
Detroit Water and Sewerage Department Matters	09/18/13	JAA	Analysis of 2012 net asset calculations for Water and Sewer for use in balance sheet projection	1.30	345.00	448.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Participate in meeting with DWSD, B. Foster and Miller Buckfire to review 10-year business plan and make appropriate revisions to assumptions	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Conference call with Miller Buckfire to review pension calculations in the 10-year business plan	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Review 10-year business plan model and assumptions prior to submission to Miller Buckfire	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Review savings calculation for DWSD lease payment and forward information to CMM to ensure all parties are aware of saving methodology and amounts	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/18/13	MJH	Review debt service requirements in 10-year business plan model, request Miller Buckfire confirm amounts reconcile to their calculations	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/18/13	WPJ	Conference call with Miller Buckfire to review and discuss pension calculations contained in 10-year business plan	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/18/13	WPJ	Spreading Water System SRF debt amortization received from Miller Buckfire into DWSD forecasting model	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	09/18/13	WPJ	Spreading Sewer System SRF debt amortization received from Miller Buckfire into DWSD forecasting model	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/18/13	WPJ	Verifying Miller Buckfire's amortization schedules to CAFRs and email correspondence regarding the same	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/18/13	WPJ	Preparing illustration of legacy cost forecast calculations to be used as discussion materials in TC with Jones Day, Miller Buckfire, and Miller Canfield	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/19/13	JAA	Analysis of DWSD financial projection model in order to integrate balance sheet projection.	2.10	345.00	724.50
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Continue drafting report related to 10-year forecast, set-up sections of report, begin to link in various schedules. Sections include Key Statistics, CIP Financing, Sources and Uses and Volume and Revenue	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Preparation for and participate in meeting at Bodman offices held by C. Hupp with County representatives, Miller Buckfire, DWSD management	3.80	425.00	1,615.00
Detroit Water and Sewerage Department Matters	09/19/13	JAA	Integrate Water Department balance sheet projection with DWSD model	1.50	345.00	517.50
Detroit Water and Sewerage Department Matters	09/19/13	JAA	Integrate Sewer Department balance sheet projection with DWSD model	1.40	345.00	483.00
Detroit Water and Sewerage Department Matters	09/19/13	MCW	Analyzed DWSD Fleet regarding repairs and maintenance	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Draft email to B. Foster related to clearing account to ensure account is properly accounted for and modeled in 10-year business plan	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Per discussion in meeting with C. Hupp, review bad debt information in Finance Committee reports and review assumptions in 10-year business plan	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Review Highland Park revenue information, bad debt information to analyze appropriate treatment in 10-year business plan	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Review beginning balances in cash funds in 10-year business model, reconcile back to schedule provided by B. Foster	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/19/13	MJH	Review charts and tables prepared for 10-year business plan report	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Drafting language regarding purchased services and pension for 10-year forecast report	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Modeling debt amortization through 10 year period on new approved draws on pre-existing SRF loans into DWSD 10 year model	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Continued spreading Miller Buckfire analysis of existing SRF loans for Sewer System into DWSD model	0.70	275.00	192.50
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Analysis of Water System cash sources and uses to be used in DWSD 10-year forecast report	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Chart forecasted sources and uses of water system revenues for use in 10-year forecast report	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Chart forecasted sources and uses of sewer system revenues for use in 10-year forecast report	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Analysis of Sewer System cash sources and uses to be used in DWSD 10-year forecast report	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Draft language regarding labor expenses for 10-year DWSD forecast report	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Draft language regarding retiree healthcare expenses for 10-year DWSD forecast report	1.20	275.00	330.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/19/13	WPJ	Draft language regarding transfers, utilities and chemicals for 10-year DWSD forecast report	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	09/20/13	JAA	Analysis of DSR calculations and bond issuance costs for balance sheet projection	2.30	345.00	793.50
Detroit Water and Sewerage Department Matters	09/20/13	JAA	Integrated Water Department balance sheet projection with DWSD model	2.20	345.00	759.00
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Adjust 10-year business plan model per comments from conference call with Miller Buckfire, Jones Day and Miller Canfield	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Continue drafting report related to 10-year forecast, set-up sections of report, begin to link in various schedules. Sections include Key Statistics, CIP Financing, Sources and Uses and Volume and Revenue	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Draft 10-year business plan, link in revised charts and draft various sections of report including savings calculation and O&M expense descriptions	2.60	425.00	1,105.00
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Make revisions to cost savings analysis prior to conference call with Miller Buckfire, Jones Day and Miller Canfield to review	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/20/13	WPJ	Make changes and revisions to charts and illustrations included in CM DWSD 10-year Business Plan per MJH comments	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/20/13	CMM	Review schedule of potential savings from DWSD (0.2); participate in call with counsel and Miller Buckfire to provide input on pension considerations in DWSD savings (1.5)	1.70	495.00	841.50
Detroit Water and Sewerage Department Matters	09/20/13	JAA	TC with M. Fontaine (Plante & Moran) regarding DWSD balance sheet	0.50	345.00	172.50
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Review of debt information received from Miller Buckfire	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Review DWSD FY 2013 pension contribution information received from N. Bateson, compare to prior year payment information	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Draft email to Miller Buckfire regarding question and comments from conference call	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Email correspondence with K. Haggard related to bad debt balance discussed in meeting with C. Hupp at Bodman	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Review Fitch Ratings analysis of Detroit with focus on water and sewer analysis for understanding of how rating agency views systems	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/20/13	MJH	Conference call with Miller Buckfire, Jones Day, Miller Canfield to review cost savings analysis, DWSD tort liabilities and retirement	2.30	425.00	977.50
Detroit Water and Sewerage Department Matters	09/20/13	WPJ	Preparing analysis and chart illustrating lease payment and savings calculations and differences to be included in report	2.90	275.00	797.50
Detroit Water and Sewerage Department Matters	09/20/13	WPJ	Conference call with Miller Buckfire, Jones Day, Miller Canfield to discuss cost savings, DWSD tort liabilities, pension plan	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	09/20/13	WPJ	Adjusting forecasting assumptions regarding "incentive pay" benefits calculations to reflect input provided by Jones Day	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/20/13	WPJ	[REDACTED]	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/20/13	WPJ	Prepare template illustration for report for Capital improvement forecast by System by plant/area investment for each of the 10-years	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Continue drafting report related to 10-year forecast, link in various schedules. Sections include Key Statistics, CIP Financing, Sources and Uses and Volume and Revenue, Bad Debt, Headcount Optimization and Exhibit Table of Contents	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review historical debt service ratios and compare to current rates in 10-year business plan	0.80	425.00	340.00
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review revenue debt coverage charts and understand underlying calculations	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review workforce optimization charts and incorporate into business plan and review and revise volume forecast assumption verbiage prior to incorporating into business plan document	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review volume sensitivity charts and incorporate into 10-year business plan document	1.00	425.00	425.00
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review sources and uses chart and incorporate into 10-year business plan document	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review and make revisions to 10-year business plan assumption table	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/21/13	MJH	Review revised versions of 10-year business plan forecast to understand adjustments	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/21/13	WPJ	Draft chart and analysis summary of DWSD employee census for verification of DWSD labor downsizing plan for use in 10-year DWSD projection report	2.80	275.00	770.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/21/13	WPJ	Continue formatting Sewer System exhibits for DWSD 10-year projection report	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/21/13	WPJ	Format combined system (water & sewer) exhibits for DWSD 10-year projection report	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	09/21/13	WPJ	Draft chart of water and sewer system bad debt for use in 10-year DWSD forecast report	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/22/13	MJH	Continue drafting report related to 10-year forecast, input revised schedules. Revisions to sections including Key Statistics, Executive Summary CIP Financing, Sources and Uses and Volume and Revenue, Bad Debt, Headcount Optimization and Water/Sewer	2.80	425.00	1,190.00
Detroit Water and Sewerage Department Matters	09/22/13	MJH	Review 10-year business plan assumptions and output with WPJ, make adjustments to annual rates and assumptions as deemed appropriate	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	09/22/13	MJH	Perform proof read of 10-year business plan document including review of supporting charts and exhibits in anticipation of providing copy of report to DWSD management and Miller Buckfire for initial review. Note various required changes	2.40	425.00	1,020.00
Detroit Water and Sewerage Department Matters	09/22/13	MJH	Review water, sewer and consolidated exhibits for business plan document. Incorporate exhibits into document	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/22/13	WPJ	Find coverage information in Water and Sewer CAFRs and spread historical debt service coverage ratios in excel for analysis and presentation in DWSD 10-year forecast report	1.20	275.00	330.00
Detroit Water and Sewerage Department Matters	09/22/13	WPJ	Internal Meeting with MJH to review of 10-year business plan modeling assumptions, accuracy and final adjustments	3.00	275.00	825.00
Detroit Water and Sewerage Department Matters	09/22/13	WPJ	Format and edit content of the assumptions and considerations exhibit for use in 10-year DWSD projection report	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/22/13	WPJ	Draft labor savings chart to be included in 10-year DWSD forecast report	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/22/13	WPJ	Draft revenue composition chart for Water and Sewer Systems for 10-year DWSD forecast report	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	09/22/13	WPJ	Review and revise language in operating expenses section of DWSD 10-year forecast report	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/23/13	DMI	Revised/updated CM Work stream Progress Report for DWSD	1.10	275.00	302.50
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Review and revise contractual services language for 10-year business plan document	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Review and revise assumption summary page for 10-year business plan document	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Email correspondence with A. Van Dusen of Miller Canfield	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Revise updates to Work stream document as requested by DMB	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Prepare revised savings and executive summary pages for conference call with Miller Buckfire, Jones Day and Miller Canfield on 9/24	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Draft email correspondence to Miller Buckfire related to 9/24 meeting	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Review and revise Water System summary information for Water section of 10-year business plan document. Reconcile amounts to model and exhibits	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Review 10-year business plan assumptions and output with WPJ, make adjustments to assumptions and analysis as deemed appropriate	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Update and revise 10-year business plan including incorporating revised charts and exhibits as necessary	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Perform proof read of 10-year business plan document including review of supporting charts and exhibits as final review of document prior to submission of report to DWSD management and Miller Buckfire for initial review	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/23/13	MJH	Update required sections of work-stream document as requested	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Review of 10-year DWSD report charts and tables for grammar and accuracy	0.50	275.00	137.50
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Internal Meeting with MJH to continue review of 10-year business plan modeling assumptions, accuracy and final adjustments	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Edit assumptions exhibit language and numbers in DWSD 10-year forecast report to reflect revised assumptions	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Review and make changes reflected in Miller Buckfire comments on 10-year DWSD forecast report	1.20	275.00	330.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Build Water System executive summary table and language to be included in DWSD 10-year forecast report	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Build Sewer System executive summary table and language to be included in DWSD 10-year forecast report	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/23/13	WPJ	Edit language regarding lease payment in DWSD forecast exhibits, tables and charts to be included in 10-year DWSD forecast report	1.90	275.00	522.50
Detroit Water and Sewerage Department Matters	09/24/13	MCW	Analyzed Fleet regarding rightsizing/downsizing	0.80	275.00	220.00
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Review Sewer Rate Settlement Agreement document received from B. Foster prior to creditor review	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Partial attendance on conference call with Miller Buckfire, Jones Day, and Miller Canfield to discuss revised savings calculation related to proposed lease payment in 10-year business plan	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Email correspondence with W. Wolfson related to workers compensation and tort liability issues	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Review revised 10-year CIP figures received from OHM Advisors	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Review of document containing various supporting schedules to the 10-year business plan document to be reviewed at 9/25/13 meeting with DWSD management	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Review and incorporate comments on Business Plan document received from Miller Buckfire	2.40	425.00	1,020.00
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Follow-up conference call with Miller Buckfire, Jones Day and Miller Canfield to discuss revised savings calculation related to proposed lease payment in 10-year business plan	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	09/24/13	MJH	Conference call with Miller Buckfire to discuss draft report and proposed changes	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	09/24/13	WPJ	Read and review CIP forecasting report provided by OHM Advisors and to be incorporated in 10-year DWSD forecasting report	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/24/13	WPJ	Conference call with Miller Buckfire to discuss draft report and to propose changes	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/24/13	WPJ	Conference call with Miller Buckfire, Jones Day, and Miller Canfield to discuss revised savings calculation related to proposed lease payment in 10-year business plan	1.30	275.00	357.50
Detroit Water and Sewerage Department Matters	09/24/13	WPJ	Review of comments and continue to make revisions made by Miller Buckfire to 10-year DWSD forecast report	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/24/13	WPJ	Incorporating changes made by Miller Buckfire into 10-year DWSD model and report charts	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/24/13	WPJ	Preparing information and discussion documents for T/C with Jones Day, Miller Buckfire, and Miller Canfield	2.10	275.00	577.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Revise 10-year business plan document per comments received from meeting with DWSD management team earlier in day	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Participate in conference call with Miller Buckfire, Miller Canfield and Jones Day to discuss new Authority documents	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Preparation for and participation in meeting with DWSD management to discuss draft 10-year business plan and proposed changes from management review	3.00	425.00	1,275.00
Detroit Water and Sewerage Department Matters	09/25/13	WPJ	Preparation and participation in meeting with DWSD management to discuss draft 10 year business plan and to propose changes	3.00	275.00	825.00
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Prepare follow-up questions for N. Bateson and B. Foster for discussion and review in 9/25/13 meeting with DWSD	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Review Deficit Elimination Plan document and FY 2012 calculation performed by N. Bateson to determine if 10-year business plan is in compliance with requirements	0.90	425.00	382.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Review revised 10-year CIP report received from OHM Advisors. Prior submission from OHM included spreadsheets only	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Review FY 2012 actual bad debt information received from M. Fontaine at Plante Moran	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/25/13	MJH	Review email correspondence from E&Y related to payment by DWSD of FY 2013 pension obligations	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/25/13	WPJ	Proof charts and language in 10-year DWSD forecast report	1.80	275.00	495.00
Detroit Water and Sewerage Department Matters	09/25/13	WPJ	Participate in conference call to discuss new authority documents	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/25/13	WPJ	Receive and input CIP forecast into DWSD 10-year forecasting model	2.20	275.00	605.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/25/13	WPJ	Update charts to reflect CIP numbers provided in forecast by OHM Advisors to be used in 10-year DWSD forecast report	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Revise 10-year business plan per comments from Miller Buckfire and Miller Canfield suggesting 100% of POC payment to be included in O&M expense	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Revise 10-year business plan and incorporate revised charts into document	0.60	425.00	255.00
Detroit Water and Sewerage Department Matters	09/26/13	WPJ	Preparation and participation in follow up conference call with Miller Canfield, Miller Buckfire, Jones Day to discuss Miller Buckfire cost saving analysis and lease payment in MB draft report	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/26/13	CMM	correspondence with MJH regarding use of Milliman analysis for DWSD projections	0.30	495.00	148.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Review, revise and proof verbiage and charts of 10-year business plan document with WPJ prior to submission of document to Jones Day, Miller Canfield and Miller Buckfire	2.50	425.00	1,062.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Receipt and review of Miller Buckfire's DWSD analysis	1.60	425.00	680.00
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Review Miller Buckfire pension calculation and reconcile to calculation in 10-year business plan, make changes to calculation for allocation as required	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Review A. Van Dusen comments on Miller Buckfire document	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Draft email to N. Bateson related to prior comments from her and B. Foster on balanced budget	0.20	425.00	85.00
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Draft email to submit DWSD 10-year business plan report to Jones Day, Miller Canfield and Miller Buckfire for review and comment	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Draft email correspondence to A. Van Dusen at Miller Canfield responding to her question regarding portion of POC payments reflected below O&M expense in 10-year business plan	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Follow-up conference call with Miller Buckfire, Jones Day, Miller Canfield to discuss Miller Buckfire cost saving analysis and lease payment in MB draft report	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Review and incorporate 10-yr business plan comments and edits received from A. Van Dusen	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/26/13	MJH	Draft email to Miller Buckfire related to treatment of POC payments in 10-year business plan	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/26/13	WPJ	Build analysis to illustrate "rate neutrality" to be shown in DWSD 10-year forecast presentation to counties Oct. 7th	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/26/13	WPJ	Build table and charts illustrating "Authority" transaction savings to be included in 10-year DWSD forecasting report	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/26/13	WPJ	Build Water System summary table to be included in presentation of 10-year DWSD forecast to counties on Oct. 7th	1.40	275.00	385.00
Detroit Water and Sewerage Department Matters	09/26/13	WPJ	Build Sewer System summary table to be included in presentation of 10-year DWSD forecast to counties on Oct. 7th	1.60	275.00	440.00
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Convert file to Pdf format, print report and review formatting and lay-out and submit draft of 10-year business plan document to S. Mays of EM Office for review	0.50	425.00	212.50
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Review revised Authority lease documents provided by Jones Day	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Receipt and review of supporting Excel schedule from Miller Buckfire related to debt balance and savings and presentation schedules	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Review revisions to 10-year business plan forecast required per Miller Buckfire analyses received	1.30	425.00	552.50
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Draft email to N. Bateson related to Miller Buckfire analysis and required changes to model	0.40	425.00	170.00
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Review 10-year business plan assumptions and schedules. Make adjustments to assumptions as deemed appropriate	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/27/13	MJH	Review, revise and proof verbiage and charts in 10-year business plan document. Incorporate revised and updated charts and exhibits	3.20	425.00	1,360.00
Detroit Water and Sewerage Department Matters	09/27/13	WPJ	Continue analysis to illustrate "rate neutrality" to be shown in DWSD 10-year forecast presentation to counties Oct. 7th	2.60	275.00	715.00
Detroit Water and Sewerage Department Matters	09/27/13	WPJ	Drafting summary of rate increase assumptions and rate increase revenues to be included in DWSD forecast report	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/27/13	WPJ	Received and reviewed comments for S. McCormick (DWSD)	0.40	275.00	110.00
Detroit Water and Sewerage Department Matters	09/27/13	WPJ	Edit and revise report charts and tables to reflect comments received from S. McCormick (DWSD)	1.40	275.00	385.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/27/13	WPJ	Review and analysis of document provided from DWSD regarding 2013 bad debt allocations and amounts	1.00	275.00	275.00
Detroit Water and Sewerage Department Matters	09/27/13	WPJ	Revise analysis to incorporate information received in documents provided from DWSD regarding 2013 bad debt allocations	2.30	275.00	632.50
Detroit Water and Sewerage Department Matters	09/28/13	MJH	Revise 10-year business plan forecast per conversation and information from Miller Buckfire, submit updated figures to Miller Buckfire	2.00	425.00	850.00
Detroit Water and Sewerage Department Matters	09/28/13	MJH	Conference call with S. Marken to discuss changes to interest savings included in cost savings calculation. Reconcile between models	1.70	425.00	722.50
Detroit Water and Sewerage Department Matters	09/28/13	MJH	Receipt and review of revised supporting Excel schedule from Miller Buckfire related to debt balance and savings and presentation	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/28/13	MJH	Review and revise and verbiage and charts in 10-year business plan document required due to revised information received from Miller Buckfire Incorporate revised and updated charts and exhibits	2.10	425.00	892.50
Detroit Water and Sewerage Department Matters	09/28/13	WPJ	Incorporate Miller Buckfire analysis of refinancing savings for Water and Sewer Systems into 10-year DWSD forecast model	2.90	275.00	797.50
Detroit Water and Sewerage Department Matters	09/28/13	WPJ	Conference call with S. Marken to discuss optimization savings and interest savings included in costs savings calculation and reconcile MB and CM models	1.70	275.00	467.50
Detroit Water and Sewerage Department Matters	09/28/13	WPJ	Build analysis of Water System new debt service savings due to authority transaction into DWSD 10-year forecast model	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	09/28/13	WPJ	Build analysis of Sewer System new debt service savings due to authority transaction into DWSD 10-year forecast model	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Research basis for pension calculations to respond to Miller Buckfire questions and suggestions on revised calculations	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Review 10-year business plan assumptions and output with WPJ, make adjustments to forecast model as required to meet revenue financed capital and debt coverage requirements	2.70	425.00	1,147.50
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Review revised presentation charts and exhibits required due to forecast model revisions	1.10	425.00	467.50
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Email correspondence with Miller Buckfire related to pension and OPEB calculations in 10-year business plan forecast	0.70	425.00	297.50
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Revise pension savings calculation in 10-year business and review model to determine and reconcile resulting changes	1.60	425.00	680.00
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Review and revise verbiage and charts in 10-year business plan document required due to revised information received from Miller Buckfire Incorporate revised and updated charts and exhibits	2.30	425.00	977.50
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Perform review of 10-year business plan document prior to distributing revised draft to DWSD management and Miller Buckfire	1.50	425.00	637.50
Detroit Water and Sewerage Department Matters	09/29/13	MJH	Review 10-year business plan assumptions and outputs, make adjustments to forecast model as required to meet revenue financed capital and debt coverage requirements	1.40	425.00	595.00
Detroit Water and Sewerage Department Matters	09/29/13	WPJ	Read and review Miller Buckfire DWSD report and note comments and transmit to Miller Buckfire	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	09/29/13	WPJ	Receive and input new and revised CIP forecast into DWSD 10-year forecasting model	2.00	275.00	550.00
Detroit Water and Sewerage Department Matters	09/29/13	WPJ	Update charts to reflect new and revised CIP numbers provided in forecast by OHM Advisors to be used in 10-year DWSD forecast report	1.50	275.00	412.50
Detroit Water and Sewerage Department Matters	09/29/13	WPJ	Review of model assumption and outputs with MJH	2.70	275.00	742.50
Detroit Water and Sewerage Department Matters	09/29/13	WPJ	Input charts with update analysis and numbers into DWSD 10-year forecast report	3.20	275.00	880.00
Detroit Water and Sewerage Department Matters	09/30/13	WPJ	Receive and review comments on CM DWSD 10-year Business Plan Presentation made by H. Lennox (Jones Day)	0.90	275.00	247.50
Detroit Water and Sewerage Department Matters	09/30/13	CMM	Scan comments from counsel regarding DWSD presentation materials	0.30	495.00	148.50
Detroit Water and Sewerage Department Matters	09/30/13	MJH	Receipt and review of revised supporting Excel schedule from Miller Buckfire related to debt balance and savings and presentation	1.60	425.00	680.00
Detroit Water and Sewerage Department Matters	09/30/13	MJH	Email correspondence with County financial advisor, UHY, regarding timing of reports	0.30	425.00	127.50
Detroit Water and Sewerage Department Matters	09/30/13	MJH	Make revisions to Assumptions Summary page as required	1.20	425.00	510.00
Detroit Water and Sewerage Department Matters	09/30/13	MJH	Review 10-year business plan assumptions and outputs, make adjustments to forecast model as required to meet revenue financed capital and debt coverage requirements	2.20	425.00	935.00
Detroit Water and Sewerage Department Matters	09/30/13	MJH	Revise charts and exhibits in 10-year business plan document	1.40	425.00	595.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Detroit Water and Sewerage Department Matters	09/30/13	MJH	Review and incorporate comments from H. Lennox of Jones Day into 10-year business plan as required	2.30	425.00	977.50
Detroit Water and Sewerage Department Matters	09/30/13	WPJ	Review and make changes to DWSD 10-year forecasting model with MJH	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/30/13	WPJ	Update charts in 10-year DWSD forecast report to reflect changes in DWSD analysis	2.20	275.00	605.00
Detroit Water and Sewerage Department Matters	09/30/13	WPJ	Rerun sensitivity analysis with revised analysis assumptions and load tables into 10-year DWSD forecast report	2.40	275.00	660.00
Detroit Water and Sewerage Department Matters	09/30/13	WPJ	Revise DWSD analysis and report to reflect changes received from H. Lennox (Jones Day)	1.50	275.00	412.50
Eligibility Issues and Litigation Matters	09/03/13	CMM	[REDACTED]	0.40	495.00	198.00
Eligibility Issues and Litigation Matters	09/03/13	KJH	[REDACTED]	0.80	425.00	340.00
Eligibility Issues and Litigation Matters	09/04/13	CMM	[REDACTED]	1.60	495.00	792.00
Eligibility Issues and Litigation Matters	09/04/13	CMM	[REDACTED]	0.60	495.00	297.00
Eligibility Issues and Litigation Matters	09/04/13	CMM	Review interrogatories received from Jones Day and develop plan for responding	0.50	495.00	247.50
Eligibility Issues and Litigation Matters	09/04/13	KJH	[REDACTED]	0.80	425.00	340.00
Eligibility Issues and Litigation Matters	09/05/13	CMM	[REDACTED]	0.40	495.00	198.00
Eligibility Issues and Litigation Matters	09/05/13	CMM	Correspondence with M. Eaton, Esq. regarding interrogatory responses	0.30	495.00	148.50
Eligibility Issues and Litigation Matters	09/05/13	GMK	Preparation of draft response to various interrogatories including communications with CMM regarding same	0.50	425.00	212.50
Eligibility Issues and Litigation Matters	09/06/13	CMM	[REDACTED]	3.20	495.00	1,584.00
Eligibility Issues and Litigation Matters	09/06/13	CMM	Review proposed response to interrogatory	0.30	495.00	148.50
Eligibility Issues and Litigation Matters	09/06/13	KJH	[REDACTED]	0.40	425.00	170.00
Eligibility Issues and Litigation Matters	09/10/13	CMM	Review and comment on topics for 30(b)(6) deposition	0.90	495.00	445.50
Eligibility Issues and Litigation Matters	09/10/13	CMM	TC with K. Byrd and G. Irwin regarding 30(b)(6) deposition topics and update on logistics for deposition	0.40	495.00	198.00
Eligibility Issues and Litigation Matters	09/12/13	CMM	[REDACTED]	1.20	495.00	594.00
Eligibility Issues and Litigation Matters	09/16/13	CMM	Meeting with E. Miller, Esq. to prepare for deposition	6.50	495.00	3,217.50
Eligibility Issues and Litigation Matters	09/16/13	CMM	Compilation of documents to prepare for deposition	1.30	495.00	643.50
Eligibility Issues and Litigation Matters	09/17/13	CMM	TCs (2) with E. Miller, Esq. regarding deposition	1.50	495.00	742.50
Eligibility Issues and Litigation Matters	09/17/13	CMM	Preparation for deposition, including review of relevant documents	7.20	495.00	3,564.00
Eligibility Issues and Litigation Matters	09/18/13	CMM	Attend deposition, including pre and post meetings with E. Miller, Esq. and J. Green, Esq.	8.60	495.00	4,257.00
Emergency Manager and Michigan Statute Matters	09/05/13	CMG	Developed weekly update for EM office and meeting with D. Sutton (EMO) regarding updates	1.10	425.00	467.50
Emergency Manager and Michigan Statute Matters	09/05/13	GMK	Preparation of email update for S. Mays and D. Sutton regarding significant operational activities including coordination of information within CM team	0.50	425.00	212.50
Emergency Manager and Michigan Statute Matters	09/05/13	KJH	Prepared weekly update for EM office and State, with focus on Fire, Public Works, Municipal Parking, and Airport	0.50	425.00	212.50
Emergency Manager and Michigan Statute Matters	09/13/13	KJH	Prepared weekly update for EM staff with focus on Fire, Public Works, Municipal Parking, and Airport, including e-mail correspondence	0.40	425.00	170.00
Emergency Manager and Michigan Statute Matters	09/16/13	KJH	Corresponded with S.Mays regarding weekly update for State	0.50	425.00	212.50
Emergency Manager and Michigan Statute Matters	09/20/13	KJH	Prepared for and participated in CM conference call regarding updates, preparation for review meeting with EM and staff, and communication with State representatives	1.10	425.00	467.50
Emergency Manager and Michigan Statute Matters	09/20/13	CMG	Drafted weekly update to State on next week activities	0.20	425.00	85.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Emergency Manager and Michigan Statute Matters	09/20/13	GMK	Preparation of email update for S. Mays and D. Sutton regarding significant operational activities including coordination of information within CM team	0.60	425.00	255.00
Emergency Manager and Michigan Statute Matters	09/20/13	KJH	Prepared operational weekly update for EM Office, including e-mail correspondence with S.Mays (EMO)	0.50	425.00	212.50
Emergency Manager and Michigan Statute Matters	09/26/13	GMK	Preparation of email update for S. Mays and D. Sutton regarding significant operational activities including coordination of information within CM team	0.60	425.00	255.00
Emergency Manager and Michigan Statute Matters	09/26/13	KJH	Prepared weekly update, including e-mail correspondence	0.40	425.00	170.00
Finance Department Matters	09/03/13	DMI	Provided guidance to contractors working in Finance Dept. on various engagement administrative items	0.50	275.00	137.50
Finance Department Matters	09/03/13	JAA	Prepared for and participated in weekly cash meeting with various City representatives to discuss vendor/contract issues	0.60	345.00	207.00
Finance Department Matters	09/03/13	JAA	Prepared for and participated in weekly income tax meeting with T. Stoudemire (Income Tax) to discuss updates on non-filer payments, City Tax implementation and other Income Tax related issues	0.70	345.00	241.50
Finance Department Matters	09/03/13	GMK	Communications with J. Bonsall regarding comments on red-lined version of City Tax contract	0.20	425.00	85.00
Finance Department Matters	09/03/13	JAA	Income tax benchmarking with comparable cities	1.60	345.00	552.00
Finance Department Matters	09/03/13	JAA	Analyzed income tax 2014 budget and cost structure	1.10	345.00	379.50
Finance Department Matters	09/03/13	JAA	Analyzed organizational chart for Income Tax Division	0.70	345.00	241.50
Finance Department Matters	09/04/13	DMI	Prepared for and participated in meeting with S. Patton and L. Zyla regarding Treasury/Assessing	1.30	275.00	357.50
Finance Department Matters	09/04/13	GMK	Preparation and participation in meeting with PM representatives and JAA regarding status of Assessor's Office restructuring initiatives and next steps, [REDACTED], and Level IV Assessor status	1.20	425.00	510.00
Finance Department Matters	09/04/13	JAA	Prepared for and participated in meeting with T. Stoudemire (Income Tax Division) regarding income tax task force regarding compliance and recommend ideas to collect non-filer taxes	1.20	345.00	414.00
Finance Department Matters	09/04/13	JAA	Prepared for and participated in meeting with D. Bell (BSEED) and MCW regarding the sharing of departmental data with Income Tax Division	0.70	345.00	241.50
Finance Department Matters	09/04/13	DMI	Participated in meeting with T. Stoudemire to discuss status of CityTax contract	0.30	275.00	82.50
Finance Department Matters	09/04/13	GMK	Review, analysis, and comment on PM IT Needs Assessment presentation	1.30	425.00	552.50
Finance Department Matters	09/04/13	GMK	[REDACTED]	0.20	425.00	85.00
Finance Department Matters	09/04/13	GMK	Communications with JAA regarding status of City Tax contract, establishment of proposed Income Tax task force, and other income tax division restructuring initiatives	0.40	425.00	170.00
Finance Department Matters	09/04/13	JAA	Analyzed vendor data, removal of duplicates and identification of data errors for use within the Income Tax Division	1.70	345.00	586.50
Finance Department Matters	09/04/13	JAA	Analyzed contract data and removal of duplicates to provide to Income Tax Division	1.30	345.00	448.50
Finance Department Matters	09/04/13	JAA	Received guidance from GMK regarding status of City Tax contract, establishment of proposed Income Tax task force, and other income tax division restructuring initiatives	0.40	345.00	138.00
Finance Department Matters	09/04/13	JAA	Participated in meeting with A. Harker regarding income tax benchmarking with comparable cities	0.80	345.00	276.00
Finance Department Matters	09/04/13	JAA	Participated in meeting with L. Jackson (BSEED) to request license and permit data to share with Income Tax Division	0.60	345.00	207.00
Finance Department Matters	09/05/13	GMK	Preparation and participation in meeting with City, JAA, F. Crawford, and R. Browning regarding identified process improvements to income tax audit/investigation exceptions and next steps	0.90	425.00	382.50
Finance Department Matters	09/05/13	GMK	Preparation and participation in meeting with PM representatives regarding property tax collection process including improvements implemented in last year	1.40	425.00	595.00
Finance Department Matters	09/05/13	GMK	Preparation and participation in meeting with F. Crawford, R. Browning, and DMI regarding work-streams, next steps and priorities, and labor resources	0.70	425.00	297.50
Finance Department Matters	09/05/13	JAA	Preparation and participation in meeting with City, GMK, F. Crawford, and R. Browning regarding identified process improvements to income tax audit/investigation exceptions and next steps	0.90	345.00	310.50
Finance Department Matters	09/05/13	DMI	Corresponded with R. Carpenter regarding status of CityTax contract for Income Tax	0.80	275.00	220.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/05/13	DMI	Performed research on Income Tax division organizational structure and discussed with JAA	0.70	275.00	192.50
Finance Department Matters	09/05/13	DMI	Managed process of accumulating changes from R. Carpenter (CityTax), implemented changes, obtained J. Bonsall's signature on contract, delivered contract to S. Mays for K. Orr's signature to execute	2.90	275.00	797.50
Finance Department Matters	09/05/13	GMK	Communications with J. Bonsall and PM representatives regarding various property tax issues including number of MTT complaints and process for clearing complaints	0.30	425.00	127.50
Finance Department Matters	09/05/13	GMK	Various communications with Finance Dept. representatives and A. Harker regarding fire escrow account balances and supporting detail	0.40	425.00	170.00
Finance Department Matters	09/05/13	GMK	Various communications with L. Duncan regarding YTD FY 2014 vs. YTD FY 2013 property tax collections	0.40	425.00	170.00
Finance Department Matters	09/05/13	GMK	Communications with J. Bonsall and Innovative Software Solutions, Inc. regarding status of City Tax contract	0.50	425.00	212.50
Finance Department Matters	09/05/13	JAA	Analyzed 2012 building permit information	1.30	345.00	448.50
Finance Department Matters	09/05/13	JAA	Analyzed 2012 electrical permit information	1.20	345.00	414.00
Finance Department Matters	09/05/13	JAA	Analyzed 2012 mechanical permit information	1.20	345.00	414.00
Finance Department Matters	09/05/13	JAA	Analyzed income tax ordinances	1.10	345.00	379.50
Finance Department Matters	09/05/13	JAA	Follow-up with L. Jackson (BSEED) regarding requested reports for income tax purposes	0.60	345.00	207.00
Finance Department Matters	09/05/13	JAA	Discussed income tax division organization structure with DMI	0.50	345.00	172.50
Finance Department Matters	09/05/13	JAA	Meeting with Income Tax Division regarding BSEED data	0.50	345.00	172.50
Finance Department Matters	09/05/13	JAA	Participated in meeting with A. Harker regarding income tax benchmarking format and initial feedback	0.50	345.00	172.50
Finance Department Matters	09/05/13	MJH		0.40	425.00	170.00
Finance Department Matters	09/05/13	MJH		0.20	425.00	85.00
Finance Department Matters	09/06/13	DMI	Provided guidance to contractors working in Finance Dept. on various engagement administrative items	0.40	275.00	110.00
Finance Department Matters	09/06/13	CMG	TC with D. Bryant (PURCH) regarding GSD RFP status updates, internal constraints to review, labor issues	0.80	425.00	340.00
Finance Department Matters	09/06/13	DMI	Responded to various inquiries regarding status of and terms of CityTax contract	0.60	275.00	165.00
Finance Department Matters	09/06/13	GMK	Communications with T. Stoudemire and City Tax regarding invoice protocol and recommended process	0.20	425.00	85.00
Finance Department Matters	09/06/13	GMK	Preparation of updated CM priority work-stream summary regarding finance and communications with CM team regarding same	1.30	425.00	552.50
Finance Department Matters	09/06/13	MJH		0.70	425.00	297.50
Finance Department Matters	09/07/13	DMI	Revised/updated CM Work stream Progress Report for Finance	1.00	275.00	275.00
Finance Department Matters	09/09/13	DMI	Provided guidance and communications with contractors working in Finance Dept. on various engagement administrative items	0.40	275.00	110.00
Finance Department Matters	09/09/13	GMK	Communications with PM regarding State Equalized Value (SEV) and Total Assessed Value (TAV) trending values	0.20	425.00	85.00
Finance Department Matters	09/09/13	JAA	Performed benchmarking on comparable cities to determine size and function of group	1.50	345.00	517.50
Finance Department Matters	09/09/13	CMG	TC with D. Bryant (Purchasing) to discuss GSD Fleet 1 RFP timeline, timing of other GSD RFPs, constraints. Provided feedback to D. Bryant	0.40	425.00	170.00
Finance Department Matters	09/09/13	GMK	Communications with various City Finance Dept. representatives regarding listing of outstanding credit cards and authority limits by Department	0.20	425.00	85.00
Finance Department Matters	09/09/13	GMK	Participation in meeting with J. Bonsall regarding trending property values including review and analysis of SEV and TAV trending analysis since 2007	1.30	425.00	552.50
Finance Department Matters	09/09/13	GMK	Provided guidance to JAA regarding Finance Department next steps and work priorities including benchmarking analysis for Income Tax and ITS, establishment of a Income Tax Task Force, and other restructuring initiatives	0.70	425.00	297.50
Finance Department Matters	09/09/13	GMK	Review and analysis of comprehensive vendor list including approved contract amount by vendor	0.70	425.00	297.50
Finance Department Matters	09/09/13	JAA	Received guidance from GMK regarding Finance Department next steps and work priorities including benchmarking analysis for Income Tax and ITS; establishment of a Income Tax Task Force, and other restructuring initiatives	0.70	345.00	241.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/09/13	JAA	Analyzed 2013 building permit information	1.50	345.00	517.50
Finance Department Matters	09/09/13	JAA	Analyzed 2013 mechanical permit information	1.30	345.00	448.50
Finance Department Matters	09/09/13	JAA	Analyzed 2013 electrical permit information	0.70	345.00	241.50
Finance Department Matters	09/09/13	JAA	Attend BSEED department meeting for introduction to various employees for income tax task force	0.50	345.00	172.50
Finance Department Matters	09/09/13	MJH	Draft email to J. Bonsall related to Risk International information	0.40	425.00	170.00
Finance Department Matters	09/09/13	MJH	Draft email to Risk International related to document request	0.20	425.00	85.00
Finance Department Matters	09/09/13	MJH	Review information received from D. Settles per document request list, organize and consolidate same for submission to Risk International	1.60	425.00	680.00
Finance Department Matters	09/10/13	DMI	Preparation and participation in meeting with T. Stoudemire, D. Carington, GMK, and JAA regarding restructuring initiatives, potential move to common form and possible grant monies to fund 1-time costs, contractor and employee performance, audit exception processing, and results and status of non-filer project	0.90	275.00	247.50
Finance Department Matters	09/10/13	GMK	Preparation and participation in meeting with T. Stoudemire, D. Carington, DMB, and JAA regarding restructuring initiatives, potential move to common form and possible grant monies to fund 1-time costs, contractor and employee performance, audit exception processing, and results and status of non-filer project	0.70	425.00	297.50
Finance Department Matters	09/10/13	JAA	Preparation and participation in meeting with T. Stoudemire, D. Carington, GMK, and DMI regarding restructuring initiatives, potential move to common form and possible grant monies to fund 1-time costs, contractor and employee performance, audit exception processing, and results and status of non-filer project	0.90	345.00	310.50
Finance Department Matters	09/10/13	JAA	Prepared for and participated in weekly cash meeting with City to discuss vendor/contract issues	0.60	345.00	207.00
Finance Department Matters	09/10/13	GMK	Review and analysis of outstanding credit/debit cards including authority levels for all City departments including various communications with City representatives regarding same	1.20	425.00	510.00
Finance Department Matters	09/10/13	GMK	Follow-up communications with J. Bonsall on status of City Tax contract	0.20	425.00	85.00
Finance Department Matters	09/10/13	MJH	Telephone conversation with Risk International regarding meeting and discussion of materials received to date	0.40	425.00	170.00
Finance Department Matters	09/10/13	MJH	Draft email to J. Bonsall and Risk International regarding meetings	0.40	425.00	170.00
Finance Department Matters	09/10/13	MJH	Review various email responses from D. Settles related to questions from J. Bonsall on information provided	0.50	425.00	212.50
Finance Department Matters	09/11/13	KJH	Prepared professional fee analysis, including invoicing, write-offs, and payments	0.80	425.00	340.00
Finance Department Matters	09/11/13	KJH	Participated in telephone conference and corresponded with G. Brown (EMO), J. Bonsall (EMO), and other City leadership regarding time detail, professional fee analysis, invoicing, account reconciliation, and City approval of professional fees by code	0.60	425.00	255.00
Finance Department Matters	09/11/13	DMI	Prepared for and participated in meeting (partial attendance) with Plante Moran to discuss ongoing activities in Treasury/Assessing and important updates	0.60	275.00	165.00
Finance Department Matters	09/11/13	GMK	Preparation and participation in meeting with PM and DMI regarding Assessors Office restructuring initiatives and next steps, status of Phase II engagement, level IV Assessor identification and hiring status	1.20	425.00	510.00
Finance Department Matters	09/11/13	GMK	Communications with City Tax and City regarding engagement start date and initial meeting topics	0.40	425.00	170.00
Finance Department Matters	09/11/13	GMK	Communications with 3rd party collection agency regarding future meeting, meeting agenda and typical scope of services	0.30	425.00	127.50
Finance Department Matters	09/11/13	GMK	Various communications with L. Duncan and C. Garber regarding contractor personnel issues, next step disciplinary actions, and priority of restructuring initiatives	0.80	425.00	340.00
Finance Department Matters	09/12/13	GMK	Participation in meeting with JAA to discuss status of Authority Matrix and provide guidance on next steps	1.50	425.00	637.50
Finance Department Matters	09/12/13	GMK	Participation in meeting with JAA to discuss status of Authority Matrix and provide guidance on next steps	1.50	425.00	637.50
Finance Department Matters	09/12/13	GMK	Review and analysis of retiree vs. active healthcare cost break-out by department and communications with various Finance Dept. representatives and JAA regarding same	0.90	425.00	382.50
Finance Department Matters	09/12/13	GMK	Various communications/discussions with J. Bonsall regarding CM recommendations regarding PM potential go-forward role and responsibilities	0.50	425.00	212.50
Finance Department Matters	09/12/13	JAA	Meeting with eCollect and GMK regarding NSF checks and follow-up with Treasury regarding same	1.20	345.00	414.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/13/13	MCW	Discussion with S. Johnson (FIN) on Fire Insurance Escrow, including: Account Balance, Account Activity (Investment, whether it's comingled with other city money, etc.), if the money is earmarked (certain percentage of total amount is dedicated to specific causes, initiatives, projects, departments)	1.50	275.00	412.50
Finance Department Matters	09/13/13	CMG	Meeting with HR to discuss onboarding of new COD personnel, COD employee morale	1.00	425.00	425.00
Finance Department Matters	09/13/13	CMG	Meeting with C. Garber (Impact) regarding HR restructuring issues, Master Service Provider RFP	0.80	425.00	340.00
Finance Department Matters	09/13/13	DMI	Assisted in ensuring that TAS system in the Income Tax division was functioning properly	1.60	275.00	440.00
Finance Department Matters	09/13/13	GMK	Communications with J. Bonsall, T. Stoudemire, and City Tax regarding executed contract and engagement planning items	0.40	425.00	170.00
Finance Department Matters	09/13/13	GMK	Communications with various Finance Dept. representatives regarding immediate staffing requirements and next steps	0.30	425.00	127.50
Finance Department Matters	09/13/13	JAA	Updated Delegation of Authority Matrix	1.40	345.00	483.00
Finance Department Matters	09/13/13	JAA	Analyzed comparable City Charters and Ordinances regarding contract approval authority level	1.50	345.00	517.50
Finance Department Matters	09/13/13	JAA	Analyzed comparable City Charters and Ordinances regarding sale of asset authority levels	1.10	345.00	379.50
Finance Department Matters	09/13/13	JAA	Analyzed comparable City Charters and Ordinances regarding disbursement approval authority level	0.90	345.00	310.50
Finance Department Matters	09/13/13	JAA	Participated in meeting with A. Harker regarding updates on activities at the Airport	0.50	345.00	172.50
Finance Department Matters	09/13/13	JAA	Correspondence on NSF check data request with City Treasury Dept.	0.50	345.00	172.50
Finance Department Matters	09/13/13	KJH	Reviewed Purchasing organization charts and corresponded with E.Lee (E&Y) regarding same	0.60	425.00	255.00
Finance Department Matters	09/16/13	JAA	Prepared for Delegation of Authority matrix meeting related to procurement, contract approvals for vendors, personal service contract approvals, professional service contract approvals, sale of city assets, authority to write-off bad debt, hiring employees based on the City Charter, City Ordinances as compared to actual practices in the City.	0.50	345.00	172.50
Finance Department Matters	09/16/13	GMK	Review and analysis of GSD fleet inventory analysis (.4), Communications/provided guidance to MCW regarding GSD fleet inventory analysis (.10)	0.50	425.00	212.50
Finance Department Matters	09/16/13	GMK	Communications with NY Life Insurance Company regarding requested meeting and comments on meeting agenda	0.30	425.00	127.50
Finance Department Matters	09/16/13	GMK	Review, analysis, and comment on 3rd Party Collection Agency comparison document	0.60	425.00	255.00
Finance Department Matters	09/16/13	GMK	Communications with T. Stoudemire regarding engagement plan and time-line for City Tax engagement time-line	0.20	425.00	85.00
Finance Department Matters	09/17/13	CMG	Teleconference with HR, DPD HR, and Jones Day regarding A priority hires, dept. with responsibility for hires, next steps (0.5), email correspondence with HR, DPD HR, and Jones Day regarding A priority hires, dept. with responsibility for hires, next steps (0.2)	0.70	425.00	297.50
Finance Department Matters	09/17/13	DMI	Prepared for and participated in meeting (partial attendance) with T. Stoudemire from Income Tax to discuss ongoing activities	0.50	275.00	137.50
Finance Department Matters	09/17/13	GMK	Preparation and participation in meeting with T. Stoudemire, D. Carington, DMB, and JAA regarding restructuring initiatives, potential move to common form and possible grant monies to fund 1-time costs, contractor and employee performance, audit exception processing, and results and status of non-filer project	0.80	425.00	340.00
Finance Department Matters	09/17/13	JAA	Preparation and participation in meeting with T. Stoudemire, D. Carington, GMK, and DMI regarding restructuring initiatives, potential move to common form and possible grant monies to fund 1-time costs, contractor and employee performance, audit exception processing, and results and status of non-filer project	0.80	345.00	276.00
Finance Department Matters	09/17/13	JAA	Prepared for and participated in weekly cash meeting with City to discuss vendor/contract issues	0.60	345.00	207.00
Finance Department Matters	09/17/13	CMG	Reviewed and provided feedback on Temp Staffing RFP scope of work to C. Garber (Impact)	0.70	425.00	297.50
Finance Department Matters	09/17/13	CMM	Operations meeting with J. Bonsall	1.00	495.00	495.00
Finance Department Matters	09/17/13	DMI	Provided guidance and communications with contractors working in Finance Dept. on various engagement administrative items	0.40	275.00	110.00
Finance Department Matters	09/17/13	GMK	Communications/discussions with J. Bonsall regarding CM recommendations regarding PM potential go-forward role and responsibilities	0.30	425.00	127.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/17/13	GMK	Communications with City Tax regarding engagement plan and timeline including possible constraints	0.30	425.00	127.50
Finance Department Matters	09/17/13	JAA	Participate in meeting with M. Fontaine of Plante Moran regarding balance sheet accounts and forecast of balance sheet for 10-year forecast	1.50	345.00	517.50
Finance Department Matters	09/17/13	MJH	Email correspondence with D. Anderson of Risk International regarding meeting with Risk Management group	0.40	425.00	170.00
Finance Department Matters	09/18/13	GMK	Preparation of property tax collection analysis and communications with L. Duncan and E&Y regarding same	1.80	425.00	765.00
Finance Department Matters	09/18/13	DMI	Prepared for and participated in meeting with Plante Moran to discuss ongoing activities with Treasury/Assessing restructuring initiatives and next steps	1.20	275.00	330.00
Finance Department Matters	09/18/13	GMK	Preparation and participation in meeting with PM representatives regarding Assessor Office and Treasury Division restructuring initiatives and next steps	1.30	425.00	552.50
Finance Department Matters	09/18/13	GMK	Preparation and participation in meeting with C. Dodd and T. Simms regarding ITS restructuring initiatives, priority labor requirements, and ITS governance committee	1.20	425.00	510.00
Finance Department Matters	09/18/13	JAA	Followed-up internally and sent email regarding outstanding document requests with Miller Buckfire	0.50	345.00	172.50
Finance Department Matters	09/18/13	GMK	Review of updated GSD fleet inventory analysis and communications with MCW and J. Bonsall regarding same	0.70	425.00	297.50
Finance Department Matters	09/18/13	GMK	Communications with Income Tax and ITS representatives regarding recommended members for City Tax project	0.40	425.00	170.00
Finance Department Matters	09/18/13	GMK	Communications with Finance Dept. regarding various vendor issues	0.30	425.00	127.50
Finance Department Matters	09/18/13	GMK	Review of utility user tax customer information and communications with T. Stoudemire, JAA, and E&Y representative regarding same	0.40	425.00	170.00
Finance Department Matters	09/18/13	GMK	Communications with legal counsel regarding DIP cash flow model reinvestment/reorganization assumptions	0.20	425.00	85.00
Finance Department Matters	09/18/13	JAA	Review of utility user tax customer information and communications with T. Stoudemire, JAA, and E&Y representative regarding same	0.40	345.00	138.00
Finance Department Matters	09/18/13	JAA	Updated income tax benchmarking analysis	0.80	345.00	276.00
Finance Department Matters	09/18/13	KJH	Researched revenue and consolidation opportunities in local	0.70	425.00	297.50
Finance Department Matters	09/18/13	KJH	Reviewed CRC of Michigan report regarding Detroit City Government Revenues	0.60	425.00	255.00
Finance Department Matters	09/19/13	GMK	Preparation and participation in meeting with JAA regarding Income Tax work-stream, next steps, and priorities including recommendations on next steps and priorities	0.60	425.00	255.00
Finance Department Matters	09/19/13	CMG	Reviewed and provided updates on Temp Staffing Master Service Provider RFP, discussions of edits to RFP with GMK (CM) and C. Garber (Impact)	0.70	425.00	297.50
Finance Department Matters	09/19/13	GMK	Communications with J. Bonsall regarding recommended authorization protocols	0.30	425.00	127.50
Finance Department Matters	09/19/13	GMK	Communications with T. Stoudemire regarding current and recommended future number of Income Tax Principal Accountants	0.30	425.00	127.50
Finance Department Matters	09/19/13	GMK	Communications with D. Settles and MJH regarding status of Kessler WC fraud audit report	0.20	425.00	85.00
Finance Department Matters	09/19/13	JAA	Income tax benchmarking for comparable cities	1.80	345.00	621.00
Finance Department Matters	09/19/13	KJH	Corresponded with J. Bonsall (EMO) regarding invoice and accounts payable protocol	0.60	425.00	255.00
Finance Department Matters	09/19/13	MJH	Email correspondence with D. Settles related to receipt of Kessler	0.20	425.00	85.00
Finance Department Matters	09/20/13	JAA	Updated to Delegation of Authority Matrix related to procurement, contract approvals for vendors, personal service contract approvals, professional service contract approvals, sale of city assets, authority to write-off bad debt, hiring employees based on the City Charter, City Ordinances as compared to actual practices in the City.	1.00	345.00	345.00
Finance Department Matters	09/20/13	GMK	Preparation and participation in meeting with PM representatives and J. Bonsall regarding PM Treasury report on observations/findings, recommendations, and next steps	1.90	425.00	807.50
Finance Department Matters	09/20/13	GMK	Preparation and participation in meeting with J. Bonsall and JAA regarding authorities matrix recommendations	0.80	425.00	340.00
Finance Department Matters	09/20/13	GMK	Preparation and participation in meeting with J. Bonsall regarding recommended Finance Dept. labor requirements	0.90	425.00	382.50
Finance Department Matters	09/20/13	JAA	Preparation and participation in meeting with J. Bonsall and GMK regarding authorities matrix recommendations	0.80	345.00	276.00
Finance Department Matters	09/20/13	CMM	Meeting with J. Bonsall regarding staffing considerations	0.50	495.00	247.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/20/13	GMK	Communications with City Tax regarding engagement preliminary findings	0.30	425.00	127.50
Finance Department Matters	09/20/13	GMK	Communications with J. Bonsall regarding payroll issues	0.30	425.00	127.50
Finance Department Matters	09/20/13	GMK	Communications with T. Stoudemire regarding income tax department and project specific labor requirements	0.40	425.00	170.00
Finance Department Matters	09/20/13	GMK	Review, analysis, and comment on daily income tax audit exception report	0.50	425.00	212.50
Finance Department Matters	09/23/13	GMK	Review, analysis, and development of questions regarding resident who do not file a City income tax return (non-filers) spreadsheet summary	0.50	425.00	212.50
Finance Department Matters	09/23/13	DMI	Provided guidance and communications with contractors working in Finance Dept. on various engagement administrative items	0.40	275.00	110.00
Finance Department Matters	09/23/13	GMK	Review, analysis, and comment on daily income tax audit exception report	0.40	425.00	170.00
Finance Department Matters	09/23/13	GMK	Review and analysis of Property Tax Collection summary	0.90	425.00	382.50
Finance Department Matters	09/23/13	GMK	Communications with A. Duperry regarding potential labor requirements	0.20	425.00	85.00
Finance Department Matters	09/23/13	GMK	Communications with L. Duncan regarding consolidated receivable analysis	0.60	425.00	255.00
Finance Department Matters	09/23/13	GMK	Preparation of CM Work stream Progress report regarding finance and communications with CM regarding same	1.80	425.00	765.00
Finance Department Matters	09/23/13	JAA	Information technology benchmarking analysis with Pittsburgh	1.40	345.00	483.00
Finance Department Matters	09/23/13	JAA	Information technology benchmarking analysis with Philadelphia	1.30	345.00	448.50
Finance Department Matters	09/23/13	JAA	Provided guidance and communications with contractors working in Finance Dept. on various engagement administrative items	1.20	345.00	414.00
Finance Department Matters	09/23/13	JAA	Information technology benchmarking analysis with Milwaukee	1.10	345.00	379.50
Finance Department Matters	09/23/13	JAA	Information technology benchmarking analysis with Nashville	1.00	345.00	345.00
Finance Department Matters	09/23/13	MJH	Email correspondence with Risk International related to insurance policy for DWSD	0.40	425.00	170.00
Finance Department Matters	09/24/13	DMI	Prepared for and participated in meeting with T. Stoudemire to discuss ongoing income tax initiatives	1.30	275.00	357.50
Finance Department Matters	09/24/13	JAA	Prepared for and participated in weekly income tax meeting with T. Stoudemire (Income Tax) to discuss updates on non-filer payments, City Tax Implementation and other Income Tax related issues	1.30	345.00	448.50
Finance Department Matters	09/24/13	JAA	Prepared for and participated in weekly cash meeting with City to discuss vendor/contract issues	0.60	345.00	207.00
Finance Department Matters	09/24/13	CMG	Updated Priority A hires list based on feedback from departments	0.50	425.00	212.50
Finance Department Matters	09/24/13	DMI	Revised/updated CM Work stream Progress Report for Finance	0.30	275.00	82.50
Finance Department Matters	09/24/13	GMK	Communications with J. Bonsall, Purchasing, and Law Dept. representatives regarding status of PM engagement letter	0.30	425.00	127.50
Finance Department Matters	09/24/13	GMK	Review and analysis on daily income tax audit exception report	0.40	425.00	170.00
Finance Department Matters	09/24/13	GMK	Communications with various City representatives regarding current and recommended central cost allocation methodology	0.50	425.00	212.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Withholding flow chart to prepare for City Tax meeting and implementation	1.10	345.00	379.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax payer Services flow chart to prepare for City Tax meeting and implementation	0.90	345.00	310.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Administration flow chart to prepare for City Tax meeting and implementation	0.70	345.00	241.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Court flow chart to prepare for City Tax meeting and implementation	0.50	345.00	172.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Returns Processing flow chart to prepare for City Tax meeting and implementation	0.50	345.00	172.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Audit flow chart to prepare for City Tax meeting and implementation	0.50	345.00	172.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Compliance flow chart to prepare for City Tax meeting and implementation	0.40	345.00	138.00
Finance Department Matters	09/24/13	JAA	Analyzed income tax Utility Users Tax flow chart to prepare for City Tax meeting and implementation	0.40	345.00	138.00
Finance Department Matters	09/24/13	JAA	Analyzed income tax Clearance flow chart to prepare for City Tax meeting and implementation	0.30	345.00	103.50
Finance Department Matters	09/24/13	JAA	Analyzed income tax Financial Reporting flow chart to prepare for City Tax meeting and implementation	0.30	345.00	103.50
Finance Department Matters	09/25/13	GMK	Preparation and participation in meeting with PM representatives regarding Assessor Office and Treasury restructuring initiatives and next steps	1.10	425.00	467.50
Finance Department Matters	09/25/13	GMK	Preparation and participation in meeting with Finance Dept. representatives regarding temporary staffing contracts and potential amendments and current labor requirements	0.40	425.00	170.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/25/13	JAA	Prepared and participated in meeting with C. Parker and A. Harker regarding Health Department indirect cost allocations	0.90	345.00	310.50
Finance Department Matters	09/25/13	CMG	Updated Priority A hiring worksheet for HR, emailed to HR and EMO	0.50	425.00	212.50
Finance Department Matters	09/25/13	CMM	TC with T. Linn, Esq. regarding potential donation of accounting software and research into package	0.50	495.00	247.50
Finance Department Matters	09/25/13	GMK	Communications with Finance Dept. representatives regarding future revenue meetings and status of revenue initiatives for PLD and DDOT	0.50	425.00	212.50
Finance Department Matters	09/25/13	GMK	Communications with various City representatives regarding current central cost allocation process and methodology	0.40	425.00	170.00
Finance Department Matters	09/25/13	GMK	Review and analysis on daily income tax audit exception report	0.30	425.00	127.50
Finance Department Matters	09/25/13	GMK	Review, analysis, and comment on bank account reconciliation proposal and communications with J. Bonsall and E&Y regarding same	0.80	425.00	340.00
Finance Department Matters	09/25/13	JAA	Participated in process flow map of income tax payments meeting for City Tax implementation	2.80	345.00	966.00
Finance Department Matters	09/25/13	JAA	Created word document of Delegation of Authority matrix to include comments from CFO	1.40	345.00	483.00
Finance Department Matters	09/25/13	JAA	Participated in process flow map of income tax for Small Claims meeting for City Tax implementation	1.30	345.00	448.50
Finance Department Matters	09/25/13	JAA	Participated in process flow map of income tax Civil Claims meeting for City Tax implementation	1.10	345.00	379.50
Finance Department Matters	09/25/13	JAA	Participated in meeting with Plante and Moran regarding finance staff plan going forward	0.80	345.00	276.00
Finance Department Matters	09/25/13	JAA	Participated in process flow map of income tax Bankruptcies meeting for City Tax implementation	0.70	345.00	241.50
Finance Department Matters	09/25/13	MJH	Email correspondence with Risk International related to DWSD insurance policy	0.30	425.00	127.50
Finance Department Matters	09/26/13	CMM	TC with J. Adler regarding potential donation of Blackline software, provide summary to J. Bonsall regarding same	0.70	495.00	346.50
Finance Department Matters	09/26/13	CMM	Review correspondence and questions from prospective DIP lenders and correspondence with GMK regarding participation in TC with potential lenders	0.40	495.00	198.00
Finance Department Matters	09/26/13	GMK	Communications with S. Mays and D. Sutton regarding future PCG meeting including meeting agenda topics and potential work-streams	0.30	425.00	127.50
Finance Department Matters	09/26/13	GMK	Review and comment on health cost allocation summary	1.50	425.00	637.50
Finance Department Matters	09/26/13	GMK	Review and analysis on daily income tax audit exception report	0.30	425.00	127.50
Finance Department Matters	09/26/13	GMK	Communications with C. Dodd regarding recommended ITS labor requirements	0.30	425.00	127.50
Finance Department Matters	09/26/13	JAA	Created summary of Health Department indirect rates for use in grant applications	1.50	345.00	517.50
Finance Department Matters	09/26/13	JAA	Analyzed support of indirect rates for GSD to understand allocation methodology for grant applications	1.40	345.00	483.00
Finance Department Matters	09/26/13	JAA	Analyzed supporting documentation of indirect rates for finance, H/R and IT to understand allocation methodology for grant applications	1.30	345.00	448.50
Finance Department Matters	09/26/13	JAA	Participated in revenue meeting for Fire Dept. regarding 2015 budget	1.10	345.00	379.50
Finance Department Matters	09/26/13	JAA	Participated in meeting with C. Parker and A. Harker regarding indirect allocations	0.80	345.00	276.00
Finance Department Matters	09/26/13	JAA	Analyzed General Services allocation methodology for indirect allocation to the Health Department	0.60	345.00	207.00
Finance Department Matters	09/27/13	KJH	Prepared for and participated in economic review revenue conference	0.70	425.00	297.50
Finance Department Matters	09/27/13	CMM	Correspondence with J. Bonsall regarding Blackline software	0.20	495.00	99.00
Finance Department Matters	09/27/13	GMK	Communications with various City representatives regarding current central cost allocation process and methodology	0.30	425.00	127.50
Finance Department Matters	09/27/13	GMK	Review and comment on health cost allocation summary	0.80	425.00	340.00
Finance Department Matters	09/27/13	GMK	Communications with J. Bonsall regarding Assessor Office restructuring initiatives and required labor resources	0.50	425.00	212.50
Finance Department Matters	09/27/13	GMK	Communications with various Finance Dept. representatives and J. Bonsall regarding various collection initiatives	0.60	425.00	255.00
Finance Department Matters	09/27/13	JAA	Created pro-forma 2014/2015 FY indirect allocation for Health Department to recommend indirect rate for use in grant applications	1.50	345.00	517.50
Finance Department Matters	09/27/13	JAA	Analyzed indirect allocation for Department of Public Works	0.70	345.00	241.50
Finance Department Matters	09/30/13	GMK	Review and analysis of individual assessment report	0.50	425.00	212.50
Finance Department Matters	09/30/13	GMK	Communications with State representatives and J. Bonsall regarding status of City Tax project and requested State assistance	0.20	425.00	85.00
Finance Department Matters	09/30/13	JAA	Created indirect rate summary for Dept. of Public Works and Solid Waste for purposes of identify fully loaded departmental costs	1.80	345.00	621.00
Finance Department Matters	09/30/13	JAA	Updated pro-forma indirect rate analysis for Health Department to include comments from GMK	1.40	345.00	483.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Finance Department Matters	09/30/13	JAA	Participated in non-departmental revenue meeting with City employees regarding 2015 budget	1.00	345.00	345.00
Finance Department Matters	09/30/13	JAA	Participated in meeting with COO and CFO regarding Health Department Indirect Rates for grant application	0.60	345.00	207.00
Finance Department Matters	09/30/13	KJH	Reviewed and prepared of income tax analysis and schedule	0.30	425.00	127.50
General Operational Matters	09/02/13	CMG	Participated in weekly CM team meeting to discuss and coordinate operational activities for week including DPD, BSEED, and PDD	1.00	425.00	425.00
General Operational Matters	09/03/13	CMM	Review updated WIP report	0.70	495.00	346.50
General Operational Matters	09/03/13	CMM	TC with VEC and DSM to discuss upcoming case procedural items, including discovery for eligibility trial and operational initiatives	0.80	495.00	396.00
General Operational Matters	09/03/13	KJH	Reviewed updated work-in-process report	0.60	425.00	255.00
General Operational Matters	09/03/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
General Operational Matters	09/04/13	KJH	Prepared for and participated in update and strategy conference call with CMM and GMK	0.50	425.00	212.50
General Operational Matters	09/04/13	TAE	Prepared for and participated in CM Team meeting to discuss, develop, and coordinate operational restructuring strategies and initiatives	1.10	425.00	467.50
General Operational Matters	09/04/13	GMK	Participation in various internal discussions with CMM, KJH, and CMG regarding labor resource assistance for requested information	0.60	425.00	255.00
General Operational Matters	09/05/13	CMG	Participated in internal CM meeting to coordinate department restructuring initiatives related to DPD, BSEED, and PDD	1.80	425.00	765.00
General Operational Matters	09/05/13	CMM	Meeting with KJH, GMK and CMG to discuss operational strategies, key upcoming tasks and modifications to operational milestones document prepared by EM staff	1.70	495.00	841.50
General Operational Matters	09/05/13	CMM	Meeting with S. Mays and D. Sutton to discuss changes to operational restructuring milestones document and other information to be prepared	0.50	495.00	247.50
General Operational Matters	09/05/13	KJH	Met with CMM, GMK and CMG regarding staffing, work plan, priorities, and progress	1.70	425.00	722.50
General Operational Matters	09/05/13	MJH	Review Department responsibility spreadsheet to ensure accuracy as requested	0.30	425.00	127.50
General Operational Matters	09/06/13	CMG	Preparation for and participation in meeting with G. Brown (EMO) regarding Purchasing issues, GSD RFPs, DPD restructuring, and other restructuring items to obtain guidance on next steps	1.50	425.00	637.50
General Operational Matters	09/06/13	CMG	Preparation for and participation in meeting with J. Bonsall (CFO) regarding Purchasing issues and current capacity issues, vendor payment issues, other restructuring items, and next steps	0.90	425.00	382.50
General Operational Matters	09/06/13	TAE	Prepared for and participated in CM Team meeting to discuss, develop, and coordinate operational restructuring strategies and initiatives	0.70	425.00	297.50
General Operational Matters	09/08/13	CMM	Direct staff on information to be compiled for bi-weekly operations meeting and review sample update	0.50	495.00	247.50
General Operational Matters	09/06/13	JCA	Export and conversions of emails from MBOX to PSD per the request, action required to provide information per discovery request	8.00	130.00	1,040.00
General Operational Matters	09/07/13	CMG	Meeting with DSM (CM) regarding COD updates, key issues related to implementing restructuring	0.50	425.00	212.50
General Operational Matters	09/07/13	CMM	Review and edit Work streams Progress Report and Work stream Priorities documents for operations meeting with K. Orr	3.50	495.00	1,732.50
General Operational Matters	09/08/13	CMG	Internal email correspondence with MCW, CMM, GJK and KJH regarding work stream priorities and progress report	1.00	425.00	425.00
General Operational Matters	09/08/13	CMG	TCs with CMM (CM), GKM (CM), DMI (CM), and MSW (CM) regarding work stream priorities sheet and progress report (1.0). Meeting with MJH to discuss progress report and other COD related activities (0.2)	1.20	425.00	510.00
General Operational Matters	09/08/13	KJH	Preparation for meeting with EM and staff, including review of materials and e-mail correspondence with CMM	0.80	425.00	340.00
General Operational Matters	09/09/13	KJH	Prepared for and participated in work-in-process conference call with K.Orr (EM Office), representatives from EMO, Jones Day, Miller Buckfire, and E&Y	0.60	425.00	255.00
General Operational Matters	09/09/13	CMG	Teleconference with CM team regarding COD restructuring activities (0.3), email correspondence with CM team regarding COD restructuring activities (0.2)	0.50	425.00	212.50
General Operational Matters	09/09/13	CMG	Preparation for and participation in meeting with K. Orr and EM office to discuss and review department level restructuring activities, major constraints, key milestones, next steps	1.50	425.00	637.50
General Operational Matters	09/09/13	GMK	Preparation and participation in meeting with K. Orr, S. Penn, G. Brown, J. Bonsall, DSM, CMM, KJH, and CMG to discuss operational restructuring activities, milestones, constraints, and responsibilities. Presented update on certain departments (Finance, PLD, DDOT)	2.90	425.00	1,232.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Operational Matters	09/09/13	KJH	Prepared for and participated in operational restructuring review meeting with K.Orr, S.Penn (EMO), G.Brown (EMO), J.Bonsall (EMO), and B.Nowling (EMO)	1.80	425.00	765.00
General Operational Matters	09/09/13	KJH	Prepared for and participated in meeting with DSM and CMM regarding operational restructuring, impediments, work plan, and next steps	0.50	425.00	212.50
General Operational Matters	09/09/13	CMG	Review of department level information and updates for EM restructuring meeting	2.00	425.00	850.00
General Operational Matters	09/09/13	CMM	Review updated WIP report	0.50	495.00	247.50
General Operational Matters	09/09/13	CMM	Participate in weekly WIP status meeting with COD and advisors	0.60	495.00	297.00
General Operational Matters	09/09/13	CMM	Preparation for meeting with K. Orr on operational updates	0.90	495.00	445.50
General Operational Matters	09/09/13	CMM	Meeting with K. Orr and EM staff to discuss operational work streams and status towards critical milestones	1.70	495.00	841.50
General Operational Matters	09/09/13	CMM	Meeting with DSM and KJH to debrief from meeting with K. Orr and discuss thoughts for next operational meeting	0.80	495.00	396.00
General Operational Matters	09/09/13	DSM	Operations meeting with Keyvn Orr, S. Penn, S. Mays, G. Brown, J. Bonsall, CMM, KJH, CMG, GMK to provide comprehensive update on operations and discuss strategies;	1.00	495.00	495.00
General Operational Matters	09/09/13	KJH	Reviewed updated work-in-process report	0.50	425.00	212.50
General Operational Matters	09/09/13	KJH	Reviewed draft documents for operational restructuring review with K.Orr and EMO staff	0.80	425.00	340.00
General Operational Matters	09/09/13	MJH	Review updated Work Stream document received from CMM to remain updated on team activities and determine if activities impact areas being reviewed	0.30	425.00	127.50
General Operational Matters	09/10/13	GMK	Preparation and participation in meeting with G. Brown regarding CM work-streams, priorities, and updates	0.50	425.00	212.50
General Operational Matters	09/10/13	KJH	Prepared for and participated in CM team meeting / conference call regarding updates, strategy, tasks, and work plan	1.00	425.00	425.00
General Operational Matters	09/10/13	KJH	Prepared for and participated in operational restructuring meeting with G.Brown (EMO) and J.Bonsall (EMO)	1.60	425.00	680.00
General Operational Matters	09/10/13	MCW	Prepared for and participated in weekly CM team meeting to discuss and coordinate operational activities for week	1.20	275.00	330.00
General Operational Matters	09/10/13	TAE	Prepared for and participated in CM Team meeting to discuss, develop, and coordinate operational restructuring strategies and initiatives	1.30	425.00	552.50
General Operational Matters	09/10/13	CMG	Internal CM TC to discuss DPD restructuring activities, key issues, new developments, personnel additions	1.00	425.00	425.00
General Operational Matters	09/10/13	CMM	TC with S. Pierce (FAB) to respond to query for operational data	0.30	495.00	148.50
General Operational Matters	09/10/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	495.00	495.00
General Operational Matters	09/10/13	CMM	Weekly operations meeting with G. Brown	0.50	495.00	247.50
General Operational Matters	09/10/13	DMI	Participated in weekly CM team meeting to discuss and coordinate operational activities for week, as it relates to DPD and Finance	0.80	275.00	220.00
General Operational Matters	09/10/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	425.00	467.50
General Operational Matters	09/10/13	GMK	Various internal communications and coordination of CM staffing priorities, work-streams, and areas of responsibility	0.50	425.00	212.50
General Operational Matters	09/10/13	JAA	Participated in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	345.00	276.00
General Operational Matters	09/10/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
General Operational Matters	09/10/13	WPJ	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	275.00	275.00
General Operational Matters	09/11/13	GMK	Preparation and participation in internal CM meeting to discuss staffing requirements, work-streams priorities, assignment of responsibilities, and next steps	1.00	425.00	425.00
General Operational Matters	09/11/13	CMG	Review of resumes to onboard additional resources for Dept. Restructuring, internal meeting to discuss new resource needs, and review of issues encountering across departments	1.30	425.00	552.50
General Operational Matters	09/12/13	CMG	Meeting with GMK and KJH regarding COD restructuring, review of updated IMPACT resumes, review of restructuring initiative summary, restructuring initiatives template	1.10	425.00	467.50
General Operational Matters	09/12/13	CMM	TC with VEC and DSM to discuss operational updates and strategies	0.70	495.00	346.50
General Operational Matters	09/12/13	GMK	Various communications with Finance, DDOT, PLD, and HR representatives regarding future meeting and meeting agenda items	0.20	425.00	85.00
General Operational Matters	09/12/13	KJH	Corresponded with S.Penn regarding operational restructuring, including CM assignments and meeting schedule	0.50	425.00	212.50
General Operational Matters	09/13/13	CMM	Preparation for and participation in semi-weekly call with K. Orr and restructuring advisors to provide operational updates	1.30	495.00	643.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Operational Matters	09/13/13	CMG	Reviewed and update to [REDACTED] update and surge assistance request for restructuring, forwarded updates to S. Mays (EMO)	2.60	425.00	1,105.00
General Operational Matters	09/13/13	CMM	TC with [REDACTED] responsibilities related to operations	0.50	495.00	247.50
General Operational Matters	09/13/13	GMK	Preparation of email update for S. Mays and D. Sutton regarding significant operational activities including coordination of information within CM team	0.50	425.00	212.50
General Operational Matters	09/13/13	GMK	Preparation of operational milestone document and communications with EM office representatives and CM team regarding same	1.10	425.00	467.50
General Operational Matters	09/16/13	CMG	Preparation for and participation in internal CM conference call to coordinate weekly activities, discuss latest updates from EM office	1.00	425.00	425.00
General Operational Matters	09/16/13	KJH	Prepared for and participated in weekly CM team meeting to discuss and coordinate operational activities for week, with individual focus on Fire, Public Works, blight, Municipal Parking, Airport, Vital Records, and Recreation	0.80	425.00	340.00
General Operational Matters	09/16/13	MCW	Prepared for and participated in CM conference call, setting initiatives for week of 9/16/13	1.00	275.00	275.00
General Operational Matters	09/16/13	TAE	Prepared for and participated in CM Team meeting to discuss, develop, and coordinate operational restructuring strategies and initiatives	1.10	425.00	467.50
General Operational Matters	09/16/13	CMM	Review updated WIP report	0.50	495.00	247.50
General Operational Matters	09/16/13	CMM	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	495.00	396.00
General Operational Matters	09/16/13	DMI	Participated in weekly CM team meeting to discuss and coordinate operational activities for week, as it relates to DPD and Finance	0.80	275.00	220.00
General Operational Matters	09/16/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.00	425.00	425.00
General Operational Matters	09/16/13	GMK	Various communications with JD representatives regarding strategy regarding various PLD and DDOT restructuring initiatives	0.40	425.00	170.00
General Operational Matters	09/16/13	JAA	Participated in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	345.00	276.00
General Operational Matters	09/16/13	KJH	Reviewed weekly updated work-in-process report	0.60	425.00	255.00
General Operational Matters	09/16/13	KJH	Prepared for and participated in work-in-process conference call	0.70	425.00	297.50
General Operational Matters	09/16/13	MCW	Corresponded with IMPACT and CM to coordinate meeting with K. Benkert	0.20	275.00	55.00
General Operational Matters	09/16/13	MJH	Participate in weekly status conference call led by Jones Day to review WIP schedule, attend meeting to discuss DWSD 10-year forecast and status of report if required	0.70	425.00	297.50
General Operational Matters	09/16/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
General Operational Matters	09/16/13	WPJ	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	275.00	275.00
General Operational Matters	09/17/13	CMG	Preparation for and participation in meeting with J. Bonsall regarding restructuring updates, next steps	1.00	425.00	425.00
General Operational Matters	09/17/13	GMK	Preparation and participation in meeting with G. Brown and J. Bonsall regarding CM work-streams, priorities, and updates	1.50	425.00	637.50
General Operational Matters	09/17/13	GMK	Preparation and participation in interview of potential contractor to assist in Parking and/or DDOT Dept. restructuring	1.20	425.00	510.00
General Operational Matters	09/17/13	KJH	Prepared for and participated in meeting with G. Brown (EMO) and J. Bonsall (EMO) regarding operational restructuring with individual focus on Fire, Public Works, Municipal Parking, and Vital Records	1.40	425.00	595.00
General Operational Matters	09/17/13	KJH	Reviewed and commented on personnel priority summary for Human Resources with individual focus on Fire, Public Works, Municipal Parking, Recreation, Airport, and Vital Records	0.70	425.00	297.50
General Operational Matters	09/18/13	CMM	TC with DSM regarding deposition and upcoming operational meetings	0.60	495.00	297.00
General Operational Matters	09/18/13	DMI	Developed control features for Impact employees	2.90	275.00	797.50
General Operational Matters	09/19/13	TAE	Researched, read and reviewed relevant news articles and restructuring developments as they pertain to implementation and effectiveness of Electronic documentation imaging and paperless processes for Court operational improvements	0.80	425.00	340.00
General Operational Matters	09/19/13	CMG	Internal TC regarding restructuring coordination and planning, new resources, key initiatives for week	0.80	425.00	340.00
General Operational Matters	09/19/13	CMG	Reviewed and updated restructuring timeline with relevant status, constraints, approval issues	1.20	425.00	510.00
General Operational Matters	09/20/13	CMG	Preparation for and participation in meeting with G. Brown (COO) to discuss restructuring related items and Detroit Land Bank	0.80	425.00	340.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Operational Matters	09/20/13	CMG	Internal discussions with team related to department initiatives, timing of initiatives, bankruptcy planning	1.30	425.00	552.50
General Operational Matters	09/20/13	CMM	Semi-weekly call with senior restructuring team to coordinate activities	0.40	495.00	198.00
General Operational Matters	09/20/13	GMK	Participation in internal conference call to discuss results and next steps of deposition, future meetings with EM office, and communications with EM office and Mayor	0.80	425.00	340.00
General Operational Matters	09/23/13	CMM	prepare for and participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	495.00	396.00
General Operational Matters	09/23/13	DAR	Prepare for and participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.60	345.00	207.00
General Operational Matters	09/23/13	GMK	Preparation and participation in conference call with restructuring advisors and EM office regarding upcoming operating, financial, restructuring, and bankruptcy activities including next steps and areas of responsibilities	1.10	425.00	467.50
General Operational Matters	09/23/13	KJH	Prepared for and participated in weekly CM team meeting to discuss and coordinate operational activities for week, with Individual focus on Fire, Public Works, blight, Municipal Parking, Airport, Vital Records, and Recreation	1.10	425.00	467.50
General Operational Matters	09/23/13	KJH	Prepared for and participated in work-in-process conference call	0.70	425.00	297.50
General Operational Matters	09/23/13	MCW	Prepared for and participated in CM conference call, setting initiatives for week of 9/23/13	1.10	275.00	302.50
General Operational Matters	09/23/13	TAE	Prepared for and participated in CM Team meeting to discuss, develop, and coordinate operational restructuring strategies and initiatives	0.90	425.00	382.50
General Operational Matters	09/23/13	DMI	Participated in weekly CM team meeting to discuss and coordinate operational activities for week, as it relates to DPD and Finance	0.50	275.00	137.50
General Operational Matters	09/23/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.70	425.00	297.50
General Operational Matters	09/23/13	JAA	Participated in weekly CM team meeting to discuss and coordinate operational activities for week	0.50	345.00	172.50
General Operational Matters	09/23/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts on DWSD, Law Department and Risk Management	1.00	425.00	425.00
General Operational Matters	09/23/13	WPJ	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	275.00	275.00
General Operational Matters	09/23/13	CMM	Review updated WIP report	0.60	495.00	297.00
General Operational Matters	09/23/13	CMM	Participate in weekly WIP call with K. Orr and advisors	0.90	495.00	445.50
General Operational Matters	09/23/13	CMM	TC with NY Times to respond to questions on City's restructuring	0.50	495.00	247.50
General Operational Matters	09/23/13	KJH	Reviewed weekly updated work-in-process report	0.50	425.00	212.50
General Operational Matters	09/23/13	KJH	Reviewed and commented on CM team assignments, responsibilities, and back-fill	0.60	425.00	255.00
General Operational Matters	09/23/13	MJH	Review DMB work schedule to determine required activities and comment as necessary	0.30	425.00	127.50
General Operational Matters	09/23/13	TAE	Updated key milestones and progress report for tracking of operational improvements	0.50	425.00	212.50
General Operational Matters	09/24/13	CMM	Produce information for responses to [REDACTED] and correspondence with K. Herman regarding same	0.80	495.00	396.00
General Operational Matters	09/24/13	CMG	Preparation for and participation in meeting with J. Bonsall and G. Brown regarding restructuring activities, prioritization of activities, and	1.20	425.00	510.00
General Operational Matters	09/24/13	GMK	Preparation and participation in meeting with G. Brown and J. Bonsall regarding CM work-streams, priorities, and updates	2.10	425.00	892.50
General Operational Matters	09/24/13	CMM	Weekly operations meeting with G. Brown and J. Bonsall	1.30	495.00	643.50
General Operational Matters	09/24/13	CMM	Semi-weekly TC with K. Orr and advisors to address operational	0.50	495.00	247.50
General Operational Matters	09/24/13	CMM	Review and edit operations progress report and prepare action item summary for meeting with K. Orr	2.00	495.00	990.00
General Operational Matters	09/24/13	CMM	Meeting with K. Orr and S. Mays regarding operational items	0.80	495.00	396.00
General Operational Matters	09/24/13	CMM	TC with GMK and CMG to direct follow up items coming from meeting with K. Orr	0.40	495.00	198.00
General Operational Matters	09/24/13	GMK	Communications with C. Johnson regarding CM resources department responsibilities	0.60	425.00	255.00
General Operational Matters	09/26/13	CMG	Meeting with PCG to discuss City wide grants issues, particular focus on PDD and Police, discussed next steps	1.20	425.00	510.00
General Operational Matters	09/27/13	CMM	Preparation for and participation in semi-weekly call with core restructuring team (Lennox, Buckfire, Doak, Malhotra)	1.30	495.00	643.50
General Operational Matters	09/27/13	DAR	Gather various FACE sheets and Question and Answer document and information for counsel related to document production requests including confirmation process	1.80	345.00	621.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Operational Matters	09/27/13	TAE	Updated work stream initiative and progress report for presentation to EM	0.60	425.00	255.00
General Operational Matters	09/30/13	CMM	Participate in weekly WIP call with advisors including Jones Day, Miller Buckfire, Ernst & Young and representatives of the Emergency Manager office	0.90	495.00	445.50
General Operational Matters	09/30/13	CMG	Preparation for and participation in internal meeting to discuss weekly key action items by major department, next steps related to DPD, GSD, BSEED	1.20	425.00	510.00
General Operational Matters	09/30/13	CMM	Prepare for and participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.80	495.00	396.00
General Operational Matters	09/30/13	DAR	Prepare for and participate in weekly CM team meeting to discuss and coordinate operational activities for week	0.90	345.00	310.50
General Operational Matters	09/30/13	GMK	Participate in weekly CM team meeting to discuss and coordinate operational activities for week	1.10	425.00	467.50
General Operational Matters	09/30/13	KJH	Prepared for and participated in weekly CM team meeting to discuss and coordinate operational activities for week, with individual focus on Fire, Public Works, blight, Municipal Parking, Airport, Vital Records, and Recreation	1.00	425.00	425.00
General Operational Matters	09/30/13	KJH	Prepared for and participated in work-in-process conference call	0.60	425.00	255.00
General Operational Matters	09/30/13	MCW	Prepared for and participated in CM conference call, setting initiatives for week of 9/30/13	1.00	275.00	275.00
General Operational Matters	09/30/13	TAE	Prepared for and participated in CM Team meeting to discuss, develop, and coordinate operational restructuring strategies and initiatives	1.20	425.00	510.00
General Operational Matters	09/30/13	CMG	Partially participated in weekly WIP call with Jones Day, E&Y, EM, etc.	0.80	425.00	340.00
General Operational Matters	09/30/13	CMM	Review updated WIP report	0.60	495.00	297.00
General Operational Matters	09/30/13	KJH	Reviewed weekly updated work-in-process report	0.40	425.00	170.00
General Operational Matters	09/30/13	MJH	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	425.00	425.00
General Operational Matters	09/30/13	TAE	Updated work stream initiative and progress report for presentation to EM	0.60	425.00	255.00
General Operational Matters	09/30/13	WPJ	Meeting with CM team to discuss status of engagement including strategy and coordination of team efforts	1.00	275.00	275.00
General Services Department Matters	09/03/13	MCW	Analyzed Fleet 1 RFP vendor list, identifying key vendors and researched their municipal experience	0.50	275.00	137.50
General Services Department Matters	09/03/13	MCW	Reviewed Fleet 2 RFP and compared with Fleet 1 RFP in order to establish leasing impact	2.10	275.00	577.50
General Services Department Matters	09/05/13	CMG	Reviewed GSD Jones Lang LaSalle report related to lease rates for city buildings. TC with B. Dick (GSD) regarding open questions	0.30	425.00	127.50
General Services Department Matters	09/05/13	MCW	Review of Fleet 2 RFP redlined draft w/ J. Anderson's (Finance) comments in order to get final approval and meet advertise date	1.90	275.00	522.50
General Services Department Matters	09/05/13	TAE	Researched potential contractors for outsourced facilities custodial services in support of RFP	1.10	425.00	467.50
General Services Department Matters	09/06/13	MCW	Reviewed and provided updates to GSD RFP Timeline document	1.00	275.00	275.00
General Services Department Matters	09/07/13	DMI	Revised/updated CM Work stream Progress Report for GSD	0.80	275.00	220.00
General Services Department Matters	09/09/13	MCW	Reviewed Custodial RFP in preparation for vendor meeting	2.90	275.00	797.50
General Services Department Matters	09/09/13	MCW	Reviewed Rider 1 for Custodial RFP vendor meeting	1.00	275.00	275.00
General Services Department Matters	09/09/13	TAE	Researched and reviewed relevant information regarding effectiveness and key performance indicators for Custodial service providers in support of RFP evaluation	0.60	425.00	255.00
General Services Department Matters	09/10/13	CMG	Preparation for and participation in meeting with J. Bonsall (CFO) to discuss Purchasing and GSD RFP status, concerns on timing of RFPs, next steps	0.50	425.00	212.50
General Services Department Matters	09/10/13	MCW	Custodial RFP pre-bid vendor meeting at Northwest Activity Center with D. Bryant (Purchasing), J. Anderson (Mayor's Office), and other GSD representatives	3.20	275.00	880.00
General Services Department Matters	09/11/13	CMG	Preparation for and participation in meeting with B. Dick (GSD) regarding GSD RFPs, update of GSD restructuring plan, development of inventory RFP, key labor shortages	1.20	425.00	510.00
General Services Department Matters	09/11/13	MCW	Prepared for and participated in meeting with B. Dick (GSD) and CMG (CM) regarding department restructuring initiatives, employment needs, and RFPs	1.60	275.00	440.00
General Services Department Matters	09/11/13	GMK	Communications with J. Bonsall and CM regarding comprehensive vehicle listing	0.30	425.00	127.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Services Department Matters	09/11/13	MCW	Analyzed Jones Long LaSalle report regarding Detroit market rates and COD properties	2.70	275.00	742.50
General Services Department Matters	09/11/13	MCW	[REDACTED]	1.80	275.00	495.00
General Services Department Matters	09/11/13	MCW	Reviewed and updated GSD employee needs list in response to meeting with B. Dick (GSD), reprioritization of hires, and GSD's ideal FTE headcount	1.60	275.00	440.00
General Services Department Matters	09/12/13	CMG	TC with B. Sedlak (Jones Day) regarding Facility and Vehicle Leases city-wide, email correspondence with team regarding Google Drive creation and data upload, discussion of next steps	0.80	425.00	340.00
General Services Department Matters	09/12/13	CMG	TC with B. Dick to reviewed GSD RFP status, review of next steps with project plan, adjusted project plan.	0.50	425.00	212.50
General Services Department Matters	09/12/13	MCW	Participated in meeting with J. White (CST) regarding comprehensive fleet list and fleet valuation	1.30	275.00	357.50
General Services Department Matters	09/12/13	MCW	Created City Fleet document for J. Bonsall, pertaining to GSD and DWSD	1.80	275.00	495.00
General Services Department Matters	09/13/13	TAE	Prepared for, participated in and followed up meeting with GSD management in order to develop and document 36D Court capital improvement initiatives and projected costs	0.70	425.00	297.50
General Services Department Matters	09/13/13	MCW	Updated City Fleet document for J. Bonsall, pertaining to DWSD	2.10	275.00	577.50
General Services Department Matters	09/13/13	MCW	TC with L. Wilks regarding RFP dates in order to update the work stream document	1.00	275.00	275.00
General Services Department Matters	09/13/13	MCW	Provided updates and commentary to RFP Timeline document	1.30	275.00	357.50
General Services Department Matters	09/13/13	TAE	Researched potential contractors for outsourced facilities custodial services in support of RFP. Evaluated current RFP's status and next steps for follow up on implementation	0.60	425.00	255.00
General Services Department Matters	09/15/13	MCW	Updated strategic restructuring plan	2.00	275.00	550.00
General Services Department Matters	09/16/13	MCW	Analyzed fleet report generated by J. Fuller Reece (GSD) that was requested by J. Bonsall	1.00	275.00	275.00
General Services Department Matters	09/16/13	MCW	TCs to J. White(CST), G. Steffes(GSD), and J. Fuller Reece(GSD) to discuss reporting system's capabilities and new report's parameters (leased v. owned vehicle analysis)	0.80	275.00	220.00
General Services Department Matters	09/16/13	MCW	Reviewed State of Michigan Grainger contract in preparation for meeting with GSD regarding the Inventory Management RFP	2.00	275.00	550.00
General Services Department Matters	09/16/13	TAE	TC with CMG (CM) regarding GSD Inventory Management RFP, planning for meeting with Grainger, next steps	0.40	425.00	170.00
General Services Department Matters	09/17/13	CMG	TC with TAE (CM) regarding GSD Inventory Management RFP, planning for meeting with Grainger, next steps	0.40	425.00	170.00
General Services Department Matters	09/17/13	MCW	Analyzed Fleet 2 Appendices: E.1, F.1, G.1, H.1	1.60	275.00	440.00
General Services Department Matters	09/17/13	MCW	TC with G. Steffes(GSD) and J. Fuller-Reese (GSD) regarding lease and owned vehicles, REVs system, and COD lease information	0.70	275.00	192.50
General Services Department Matters	09/18/13	CMG	Preparation for and participation in meeting with GSD leadership and Grainger to discuss GSD inventory management, Grainger capabilities, discuss Grainger / State of Michigan contract, discuss next steps	1.80	425.00	765.00
General Services Department Matters	09/18/13	TAE	Prepared for, participated and followed up on meeting with GSD Dept. representatives and Grainger to discuss and explore opportunities for reduced MRO purchasing strategy	2.60	425.00	1,105.00
General Services Department Matters	09/18/13	TAE	Assessed and evaluated Request for Proposal for Fleet Maintenance for key issues and details in order to prepare for evaluation of bids as received	1.60	425.00	680.00
General Services Department Matters	09/18/13	TAE	Analyzed and evaluated conclusions and recommendations from Grainger Consulting study related to inventory management and MRO purchasing opportunities	1.20	425.00	510.00
General Services Department Matters	09/19/13	CMG	[REDACTED]	0.50	425.00	212.50
General Services Department Matters	09/20/13	TAE	[REDACTED]	0.50	425.00	212.50
General Services Department Matters	09/20/13	CMG	[REDACTED]	0.50	425.00	212.50
General Services Department Matters	09/20/13	CMG	TC with B. Dick, meeting with TAE regarding GSD Inventory Mgt RFP, what should be included, recent findings, and next steps	0.50	425.00	212.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Services Department Matters	09/20/13	TAE	Assessed and analyzed State's and Western States Alliance agreement with Grainger for MRO purchases and inventory management to determine opportunities for City to operate under contract	2.10	425.00	892.50
General Services Department Matters	09/20/13	TAE	Met with B. Dick - GSD Director regarding plan for improvement of 36 D custodial and facility maintenance activities and results	0.80	425.00	340.00
General Services Department Matters	09/22/13	MCW	Analyzed work stream document and created GSD Strategic Plan	2.20	275.00	605.00
General Services Department Matters	09/22/13	MCW	Analyzed GSD FY2012, FY2013 Budgets in preparation for analysis regarding solid waste RFP bids	1.30	275.00	357.50
General Services Department Matters	09/23/13	DMI	Revised/updated CM Work stream Progress Report for GSD	0.90	275.00	247.50
General Services Department Matters	09/23/13	MCW	TC with J. White (CST) regarding Fleet 2 RFP and vendor visit	1.00	275.00	275.00
General Services Department Matters	09/23/13	MCW	Participated in meeting with J. White (CST)	0.30	275.00	82.50
General Services Department Matters	09/23/13	MCW	Analyzed and updated RFP timelines	0.70	275.00	192.50
General Services Department Matters	09/24/13	TAE	Researched and reviewed outstanding GSD Requests for proposal status and information/questions received to date	0.90	425.00	382.50
General Services Department Matters	09/24/13	TAE	Reviewed GSD fleet maintenance proposals received. Worked on developing methodology for evaluation and comparison of proposals	0.90	425.00	382.50
General Services Department Matters	09/24/13	TAE	Analyzed and evaluated conclusions and recommendations from Grainger Consulting study related to inventory management and MRO purchasing opportunities	1.40	425.00	595.00
General Services Department Matters	09/25/13	CMG	Preparation for and participation in meeting with B. Dick (GSD) regarding Solid Waste RFP review, discussed GSD RFP next steps	1.30	425.00	552.50
General Services Department Matters	09/25/13	MCW	Prepared for and participated in meeting with B. Dick (GSD) to discuss impact on City's yards in the event Solid Waste were outsourced	1.10	275.00	302.50
General Services Department Matters	09/25/13	MCW	Prepared for and participated in meeting with J. Anderson (FIN) to discuss options for cost data on a yard-level basis for Solid Waste	2.00	275.00	550.00
General Services Department Matters	09/25/13	MCW	Prepared for and participated in meeting with B. Dick (GSD) regarding Lease plan	1.80	275.00	495.00
General Services Department Matters	09/25/13	MCW	Met with J. Anderson to discuss GSD cost allocation matrix, operational efficiencies, and fully-loaded employee costs	1.20	275.00	330.00
General Services Department Matters	09/25/13	MCW	Analyzed Cost Summary workbook provided by J. Anderson regarding overhead costs (salary and OT)	1.30	275.00	357.50
General Services Department Matters	09/25/13	MCW	Analyzed Cost Summary workbook provided by J. Anderson regarding variable costs	1.50	275.00	412.50
General Services Department Matters	09/25/13	MCW	Analyzed Fuel cost summary provided by J. Fuller-Reese	1.00	275.00	275.00
General Services Department Matters	09/25/13	TAE	Researched and reviewed relevant information regarding effectiveness and key performance indicators for facilities maintenance service providers in support of RFP evaluation	0.80	425.00	340.00
General Services Department Matters	09/25/13	TAE	Followed up on outcome and initiatives developed from update meeting with GSD management	0.80	425.00	340.00
General Services Department Matters	09/26/13	CMG	TC with TAE (CM) and MJW (CM) regarding cost matrix and cost analysis for Southfield Yard	1.00	425.00	425.00
General Services Department Matters	09/26/13	CMG	TC with B. Dick regarding GSD information for Solid Waste RFP review	0.70	425.00	297.50
General Services Department Matters	09/26/13	MCW	Analyzed solid waste parts and maintenance cost at SF Yard	1.10	275.00	302.50
General Services Department Matters	09/26/13	MCW	Analyzed Southfield utility cost	0.50	275.00	137.50
General Services Department Matters	09/26/13	MCW	Analyzed Russell Ferry utility cost	1.40	275.00	385.00
General Services Department Matters	09/26/13	MCW	Analyzed Solid Waste fuel cost	2.00	275.00	550.00
General Services Department Matters	09/26/13	MCW	Analyzed GSD costs, by facility, to understand how costs would shift in the event of solid waste privatization	1.50	275.00	412.50
General Services Department Matters	09/26/13	MCW	TC with TAE (CM) regarding cost matrix and cost analysis for Southfield Yard	1.00	275.00	275.00
General Services Department Matters	09/26/13	TAE	TC with MCW regarding cost matrix and cost analysis for Southfield Yard	1.00	425.00	425.00
General Services Department Matters	09/26/13	TAE	[REDACTED]	1.10	425.00	467.50
General Services Department Matters	09/27/13	MCW	Prepared for and participated in several TC's with GSD regarding cost analysis for Southfield Yard	1.80	275.00	495.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
General Services Department Matters	09/27/13	MCW	Created a cost savings projection based on analysis of variable costs, fully loaded overhead, current GSD SF Yard staff, utilities, and repairs and maintenance costs	2.50	275.00	687.50
General Services Department Matters	09/27/13	MCW	TC with B. Irving (GSD) regarding custodial cost to SF Yard	0.50	275.00	137.50
General Services Department Matters	09/27/13	MCW	Analyzed GSD service costs regarding SF Yard and fully loaded wages	1.90	275.00	522.50
General Services Department Matters	09/27/13	MCW	Analyzed fuel reports for Solid waste and non-solid waste by fueling station for FY2011, FY2012, FY2013	2.70	275.00	742.50
General Services Department Matters	09/29/13	MCW	Revised assumptions and analysis within cost savings projection based on analysis of variable costs and overhead	2.30	275.00	632.50
General Services Department Matters	09/29/13	MCW	Drafted a summary of analysis with assumptions and distributed initial analysis to B. Dick, TAE (CM), CJS (CM), and J. Anderson	1.20	275.00	330.00
General Services Department Matters	09/30/13	MCW	Prepared for and participated in meeting with GSD regarding SF Yard matters related to Solid Waste internal cost analysis	2.10	275.00	577.50
General Services Department Matters	09/30/13	TAE	Prepared for and Participated in meeting and discussions regarding RFP 45583 Proposal review and evaluation for outsource of custodial services	1.90	425.00	807.50
General Services Department Matters	09/30/13	MCW	Analyzed SF yard utility information and incorporated into cost savings projection	0.30	275.00	82.50
General Services Department Matters	09/30/13	MCW	TC with Purchasing and GSD regarding custodial services RFP and bid evaluation	1.10	275.00	302.50
General Services Department Matters	09/30/13	MCW	Analyzed GSD's cost savings regarding overhead and materials cost	1.90	275.00	522.50
General Services Department Matters	09/30/13	TAE	Researched and reviewed relevant information regarding effectiveness and key performance indicators for vehicle and fleet maintenance service providers in support of RFP evaluation	0.60	425.00	255.00
General Services Department Matters	09/30/13	TAE	[REDACTED]	1.90	425.00	807.50
Human Resources Matters	09/03/13	DMI	Provided guidance and communications with contractors working in HR Dept. on various engagement administrative items	0.50	275.00	137.50
Human Resources Matters	09/03/13	GMK	Various communications with J. Tyler (HR), C. Garber, and other HR representatives regarding the current recruitment process and activities including terms and conditions with current temporary staffing contracts	0.90	425.00	382.50
Human Resources Matters	09/03/13	GMK	[REDACTED]	0.20	425.00	85.00
Human Resources Matters	09/03/13	GMK	Communications with J. Tyler regarding status of HR consultant contract and required next steps/approvals	0.30	425.00	127.50
Human Resources Matters	09/03/13	GMK	Review and analysis of recent headcount by department trends including matching trends and variances to labor priority spreadsheet	1.40	425.00	595.00
Human Resources Matters	09/04/13	CMM	Review and analysis of proposed labor hiring detail prepared by GMK and reconciliation to beginning of year headcount	0.40	495.00	198.00
Human Resources Matters	09/04/13	GMK	[REDACTED]	0.40	425.00	170.00
Human Resources Matters	09/04/13	TAE	Reviewed and evaluated 'on boarding' Candidates bios and resumes for inclusion into restructuring initiatives	0.70	425.00	297.50
Human Resources Matters	09/05/13	GMK	Communications with S. Penn and S. Mays regarding updated labor priority requirements, current temporary staffing contracts, and strategy for on-boarding additional City labor resources	0.60	425.00	255.00
Human Resources Matters	09/06/13	GMK	[REDACTED]	1.20	425.00	510.00
Human Resources Matters	09/06/13	KJH	Prepared for and participated in labor meeting with L. Satchel	0.80	425.00	340.00
Human Resources Matters	09/09/13	DMI	Provided guidance and communications with contractors working in HR Dept. on various engagement administrative items	0.30	275.00	82.50
Human Resources Matters	09/09/13	CMM	[REDACTED]	0.40	495.00	198.00
Human Resources Matters	09/09/13	GMK	[REDACTED]	1.30	425.00	552.50
Human Resources Matters	09/09/13	GMK	[REDACTED]	0.90	425.00	382.50
Human Resources Matters	09/09/13	GMK	Communications with S. Penn regarding HR organizational chart and current vacant funded/unfunded positions	0.30	425.00	127.50
Human Resources Matters	09/10/13	CMG	[REDACTED]	0.50	425.00	212.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Human Resources Matters	09/10/13	GMK	Communications with C. Garber regarding current recruitment process and efforts including constraints	0.70	425.00	297.50
Human Resources Matters	09/10/13	GMK	Communications with J. Tyler, G. Oxindine, KJH, CMG, and C. Garber regarding status of Firefighter recruitment and hiring process	0.40	425.00	170.00
Human Resources Matters	09/10/13	GMK	Communications with E. Keelean, J. Tyler, and G. Oxindine regarding current temporary staffing contracts [REDACTED]	0.60	425.00	255.00
Human Resources Matters	09/10/13	GMK	Communications with S. Penn regarding status of HR consultant	0.20	425.00	85.00
Human Resources Matters	09/10/13	GMK	Various communications/discussions with J. Tyler, G. Oxindine, CMG, and C. Garber regarding employee and contractor HR issues and City-wide morale issues	1.30	425.00	552.50
Human Resources Matters	09/11/13	KJH	Prepared for and participated in meeting with GMK and CMG regarding restructuring contractors, departmental requirements, and priorities	0.80	425.00	340.00
Human Resources Matters	09/11/13	GMK	Communications with E. Keelean, J. Tyler, and G. Oxindine regarding current temporary staffing contracts [REDACTED]	0.50	425.00	212.50
Human Resources Matters	09/11/13	GMK	Communications with S. Penn regarding status of HR consultant	0.20	425.00	85.00
Human Resources Matters	09/11/13	KJH	Reviewed potential restructuring contractor resumes [REDACTED]	1.20	425.00	510.00
Human Resources Matters	09/11/13	KJH	[REDACTED]	0.60	425.00	255.00
Human Resources Matters	09/12/13	KJH	Prepared for participated in meeting with GMK and CMG regarding staffing, back-up responsibilities, and near-term deliverables	0.70	425.00	297.50
Human Resources Matters	09/12/13	DMI	Developed strategy memo on thoughts/ideas to improve employee morale	2.10	275.00	577.50
Human Resources Matters	09/12/13	GMK	[REDACTED]	1.90	425.00	807.50
Human Resources Matters	09/12/13	KJH	[REDACTED]	1.20	425.00	510.00
Human Resources Matters	09/12/13	KJH	[REDACTED]	0.50	425.00	212.50
Human Resources Matters	09/12/13	KJH	Preparation and participation in meeting with J. Tyler and G. Oxindine regarding current temporary staffing contracts [REDACTED], on-boarding process for temporary staffing resources, and discussion on recommended split-out of responsibilities of City and police HR functions	1.30	425.00	552.50
Human Resources Matters	09/13/13	GMK	[REDACTED]	0.90	425.00	382.50
Human Resources Matters	09/13/13	GMK	[REDACTED]	1.50	425.00	637.50
Human Resources Matters	09/13/13	GMK	[REDACTED]	1.40	425.00	595.00
Human Resources Matters	09/16/13	DMI	Provided CJS with data regarding fully loaded cost of salaried clerks/analysts in various departments	0.40	275.00	110.00
Human Resources Matters	09/16/13	GMK	Review and analysis of monthly dead count by department report and communications with J. Bonsall, G. Brown, and various City representatives regarding same	0.80	425.00	340.00
Human Resources Matters	09/16/13	GMK	Communications with E. Keelean and J. Tyler regarding current temporary staffing contracts [REDACTED]	0.30	425.00	127.50
Human Resources Matters	09/16/13	GMK	Communications with J. Tyler regarding status of HR consultant	0.20	425.00	85.00
Human Resources Matters	09/16/13	GMK	Communications with S. Penn regarding proposed form and structure of employee communications	0.50	425.00	212.50
Human Resources Matters	09/16/13	KJH	Reviewed potential restructuring contractor resumes [REDACTED]	1.20	425.00	510.00
Human Resources Matters	09/16/13	KJH	[REDACTED]	1.30	425.00	552.50
Human Resources Matters	09/16/13	KJH	[REDACTED]	0.40	425.00	170.00
Human Resources Matters	09/17/13	KJH	[REDACTED]	1.20	425.00	510.00
Human Resources Matters	09/17/13	DMI	Provided guidance and communications with contractors working in HR Dept. on various engagement administrative items	0.30	275.00	82.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Human Resources Matters	09/17/13	GMK	Communications with C. Garber regarding current recruitment process including suggestions for improvement	0.80	425.00	340.00
Human Resources Matters	09/17/13	GMK	Communications with S. Penn including recommendations for high priority labor requirements	0.60	425.00	255.00
Human Resources Matters	09/17/13	GMK	[REDACTED]	0.40	425.00	170.00
Human Resources Matters	09/17/13	KJH	Reviewed potential restructuring contractor resumes [REDACTED]	0.90	425.00	382.50
Human Resources Matters	09/17/13	KJH	[REDACTED]	0.30	425.00	127.50
Human Resources Matters	09/18/13	CMG	Reviewed and edited Priority A City hires list, email correspondence with DPD HR regarding same, TC B. O'Drosk [REDACTED] to confirm DPD prioritization	1.60	425.00	680.00
Human Resources Matters	09/18/13	GMK	Preparation of high priority labor requirements summary and various communications with S. Penn, J. Tyler, and G. Oxindine regarding [REDACTED]	1.60	425.00	680.00
Human Resources Matters	09/19/13	GMK	[REDACTED]	2.90	425.00	1,232.50
Human Resources Matters	09/19/13	KJH	[REDACTED]	0.50	425.00	212.50
Human Resources Matters	09/20/13	CMG	Preparation for and participation in weekly HR meeting with J. Tyler and G. Oxindine, discussion of Priority A hires, DPD dispatch civilianization, labor issues needing resolution	1.10	425.00	467.50
Human Resources Matters	09/20/13	GMK	Preparation and participation in meeting with J. Tyler and G. Oxindine regarding current temporary staffing contracts [REDACTED] on-boarding process for temporary staffing resources, [REDACTED]	1.50	425.00	637.50
Human Resources Matters	09/20/13	GMK	Communications with Law Dept. representatives and J. Tyler regarding current temporary staffing contracts [REDACTED]	0.50	425.00	212.50
Human Resources Matters	09/20/13	KJH	[REDACTED]	0.60	425.00	255.00
Human Resources Matters	09/20/13	KJH	[REDACTED]	0.40	425.00	170.00
Human Resources Matters	09/23/13	GMK	Communications with S. Penn regarding high priority labor [REDACTED]	0.20	425.00	85.00
Human Resources Matters	09/24/13	GMK	Preparation and participation in meeting with J. Tyler and G. Oxindine regarding recommended temporary staffing requirements	0.40	425.00	170.00
Human Resources Matters	09/24/13	GMK	Communications with C. Garber regarding current recruitment process and planned and recommended activities for the week	0.60	425.00	255.00
Human Resources Matters	09/24/13	GMK	Communications with EM office and City regarding legal review of HR consultant contract	0.20	425.00	85.00
Human Resources Matters	09/24/13	KJH	[REDACTED]	0.30	425.00	127.50
Human Resources Matters	09/24/13	KJH	[REDACTED]	0.40	425.00	170.00
Human Resources Matters	09/24/13	KJH	Reviewed and updated personnel priority summary for Human Resources for Fire, Municipal Parking, and Airport	0.40	425.00	170.00
Human Resources Matters	09/25/13	GMK	[REDACTED]	0.30	425.00	127.50
Human Resources Matters	09/26/13	GMK	Communications with G. Brown regarding recommended additional labor resources	0.50	425.00	212.50
Human Resources Matters	09/26/13	GMK	Communications with City regarding recommended priority labor resource requirements	0.40	425.00	170.00
Human Resources Matters	09/30/13	GMK	Preparation and participation in meeting with J. Tyler and G. Oxindine regarding current temporary staffing contracts, on-boarding temporary staffing resources, [REDACTED], and high priority labor requirements	1.00	425.00	425.00
Human Resources Matters	09/30/13	GMK	[REDACTED]	2.50	425.00	1,062.50
Human Resources Matters	09/30/13	GMK	Communications with J. Tyler and S. Penn regarding status of HR consultant contract	0.20	425.00	85.00
Human Resources Matters	09/30/13	GMK	Communications with C. Garber regarding employee issues and recommended next steps/process	0.50	425.00	212.50
Information Technology Services Matters	09/03/13	KJH	Corresponded with C. Dodd and IT working group regarding IT strategy, next steps, and future meeting	0.40	425.00	170.00
Information Technology Services Matters	09/04/13	KJH	Met with M. Jamison regarding information technology, lockbox, and Comerica relationship	0.30	425.00	127.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Information Technology Services Matters	09/11/13	GMK	Communications with C. Dodd regarding employee issue, IT Executive Steering Committee agenda items, and future restructuring meetings	0.40	425.00	170.00
Information Technology Services Matters	09/18/13	KJH	Prepared for and participated in Information Technology update meeting with C.Dodd and T.Sims	1.20	425.00	510.00
Information Technology Services Matters	09/19/13	GMK	Communications with C. Dodd regarding IT hardware requirements	0.30	425.00	127.50
Information Technology Services Matters	09/24/13	GMK	Communications with C. Dodd regarding hardware and software requirements in Income Tax Division	0.30	425.00	127.50
Information Technology Services Matters	09/27/13	KJH	Corresponded with C.Dodd (ITS) regarding staffing requirements and job description	0.50	425.00	212.50
Information Technology Services Matters	09/30/13	GMK	Communications with C. Dodd and J. Bonsall regarding recommended ITS labor requirements	0.20	425.00	85.00
Law Department Matters	09/04/13	GMK	Communications with J. Bonsall and D. Jerneycic and S. Sarna (E&Y) regarding the law department historical financial information and current year budget including discussions surrounding organizational chart	0.70	425.00	297.50
Law Department Matters	09/04/13	DMI	Developed analysis for Law Dept. litigation outsource potential	2.10	275.00	577.50
Law Department Matters	09/04/13	MJH	Review Law Department financial information forwarded by E&Y	0.70	425.00	297.50
Law Department Matters	09/06/13	DMI	Participated in discussion with MJH regarding Law Litigation outsourcing analysis	0.80	275.00	220.00
Law Department Matters	09/10/13	MJH	Review Law Department budget information received from E. Keelean	0.50	425.00	212.50
Law Department Matters	09/11/13	DMI	Corresponded with E. Keelean to discuss request for open case information	0.30	275.00	82.50
Law Department Matters	09/11/13	MJH	Various emails to E. Keelean and [REDACTED] involvement and assistance with Law Department	0.50	425.00	212.50
Law Department Matters	09/11/13	MJH	Review various work flow analysis documents provided by E. Keelean to determine if reports can be utilized	0.80	425.00	340.00
Law Department Matters	09/13/13	MJH	Review 2013/2014 budget file and outstanding case files received from E. Keelean	1.00	425.00	425.00
Law Department Matters	09/13/13	MJH	Coordinate meeting with [REDACTED] to discuss possibility of assisting Department with re-organization	0.40	425.00	170.00
Law Department Matters	09/13/13	MJH	Review information received from E. Keelean related to open cases requested by [REDACTED]	0.60	425.00	255.00
Law Department Matters	09/13/13	MJH	Summarize open case information received from Law Department and forward to J. Bonsall	0.60	425.00	255.00
Law Department Matters	09/16/13	MJH	Various email correspondence with E. Keelean regarding [REDACTED]	0.50	425.00	212.50
Law Department Matters	09/19/13	DMI	Prepared for and participated in Law restructuring meeting, primarily to discuss City Law implementation	1.20	275.00	330.00
Law Department Matters	09/24/13	DMI	Prepared for and participated in meeting with MJH to discuss outcome of previous Law Dept. meeting and next steps	0.40	275.00	110.00
Law Department Matters	09/24/13	GMK	Preparation and participation in meeting with Law Dept. representatives regarding temporary staffing contract amendment drafting and process.	0.40	425.00	170.00
Law Department Matters	09/24/13	MJH	Meeting with DMB to discuss law department work-plan	0.50	425.00	212.50
Law Department Matters	09/26/13	MJH	Review 10 year historical information on claims and settlements received from E. Keelean [REDACTED]	0.40	425.00	170.00
Law Department Matters	09/27/13	MJH	Meeting with Law Department to discuss restructuring efforts, baseline study and methodology	1.30	425.00	552.50
Law Department Matters	09/27/13	MJH	Conference call with [REDACTED] related to Law Department and potential [REDACTED]	1.20	425.00	510.00
Mediation Matters	09/20/13	CMM	[REDACTED]	0.80	495.00	396.00
Mediation Matters	09/23/13	DAR	[REDACTED]	2.90	345.00	1,000.50
Mediation Matters	09/23/13	CMM	[REDACTED]	1.30	495.00	643.50
Mediation Matters	09/23/13	CMM	[REDACTED]	0.50	495.00	247.50
Mediation Matters	09/23/13	DAR	[REDACTED]	1.80	345.00	621.00
Mediation Matters	09/25/13	DAR	[REDACTED]	1.60	345.00	552.00
Mediation Matters	09/25/13	CMM	[REDACTED]	0.70	495.00	346.50

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Mediation Matters	09/25/13	GMK	[REDACTED]	2.20	425.00	935.00
Mediation Matters	09/25/13	KJH	[REDACTED]	0.60	425.00	255.00
Mediation Matters	09/25/13	MJH	[REDACTED]	0.30	425.00	127.50
Mediation Matters	09/26/13	CMG	[REDACTED]	1.30	425.00	552.50
Mediation Matters	09/26/13	CMM	[REDACTED]	0.70	495.00	346.50
Mediation Matters	09/26/13	CMM	[REDACTED]	1.20	495.00	594.00
Mediation Matters	09/26/13	GMK	[REDACTED]	0.90	425.00	382.50
Mediation Matters	09/26/13	KJH	[REDACTED]	0.70	425.00	297.50
Mediation Matters	09/27/13	CMM	[REDACTED]	0.40	495.00	198.00
Mediation Matters	09/27/13	CMM	[REDACTED]	0.60	495.00	297.00
Mediation Matters	09/27/13	CMM	[REDACTED]	0.30	495.00	148.50
Mediation Matters	09/27/13	CMM	[REDACTED]	0.30	495.00	148.50
Mediation Matters	09/27/13	KJH	[REDACTED]	0.80	425.00	340.00
Municipal Parking Department Matters	09/03/13	CJS	Drafted analysis comparing Park Rite financial data to comparable MPD data from City	2.50	425.00	1,062.50
Municipal Parking Department Matters	09/03/13	CJS	Reviewed Park Rite financial data for content	1.00	425.00	425.00
Municipal Parking Department Matters	09/03/13	CJS	Initiated review of contract with Park Rite to understand commercial relationship with City and obligations related thereto	0.50	425.00	212.50
Municipal Parking Department Matters	09/04/13	KJH	Researched Municipal Parking comparable and local competition	0.80	425.00	340.00
Municipal Parking Department Matters	09/04/13	KJH	Researched parking available within the City of Detroit and parking violation enforcement in surrounding communities	0.40	425.00	170.00
Municipal Parking Department Matters	09/04/13	KJH	Prepared for and participated in Municipal Parking meeting with S.DeBerry (MPD), K.Hutchings (MPD), and CJS regarding restructuring, personnel, organization chart, contracts, financial statements, and account reconciliations	2.10	425.00	892.50
Municipal Parking Department Matters	09/04/13	CJS	Continued review of and considered implications of contract with Park Rite	2.00	425.00	850.00
Municipal Parking Department Matters	09/04/13	CJS	Drafted work plan for distribution to K. Hutchings (MPD) to meet with Park Rite and review certain MPD assets	1.00	425.00	425.00
Municipal Parking Department Matters	09/04/13	EMP	Reviewed and updated parking garage financial analysis	0.90	275.00	247.50
Municipal Parking Department Matters	09/04/13	KJH	Reviewed and analyzed Municipal Parking documents, including garage and meter statistics, competition, comparables, and development opportunities	1.00	425.00	425.00
Municipal Parking Department Matters	09/05/13	CJS	Met with [REDACTED] to discuss options to enhance collections and operations at Municipal Parking Dept. and Parking Violations Bureau	1.00	425.00	425.00
Municipal Parking Department Matters	09/05/13	CMM	Meeting with [REDACTED] regarding parking operations, including management assessment, improvement opportunities and next steps	1.80	495.00	891.00
Municipal Parking Department Matters	09/05/13	KJH	Prepared for and participated in Municipal Parking meeting [REDACTED] regarding operational improvements initiatives, implementation, and management	2.20	425.00	935.00
Municipal Parking Department Matters	09/05/13	CJS	Reviewed contract with [REDACTED] and prepared for meeting with same regarding services rendered to MPD	1.50	425.00	637.50
Municipal Parking Department Matters	09/05/13	CMM	Preparation for meeting with [REDACTED] to discuss parking operations	0.40	495.00	198.00
Municipal Parking Department Matters	09/05/13	KJH	Reviewed parking structure revenue study prepared by Budget Restructuring Research Team	1.10	425.00	467.50
Municipal Parking Department Matters	09/08/13	CJS	Reviewed and considered potential revenue cycle enhancement options for MPD	0.50	425.00	212.50
Municipal Parking Department Matters	09/08/13	KJH	Preparation of CM work stream progress report for Fire, Public Works, Vital Records, and Municipal Parking	1.80	425.00	765.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Municipal Parking Department Matters	09/10/13	CJS	Reviewed and considered response to correspondence regarding MPD matters	0.50	425.00	212.50
Municipal Parking Department Matters	09/11/13	CJS	Communicated with K. Hutchings (MPD) regarding operational and financial review matters	0.60	425.00	255.00
Municipal Parking Department Matters	09/11/13	CJS	Coordinated responses regarding departmental credit card matters for DPW and MPD	0.30	425.00	127.50
Municipal Parking Department Matters	09/11/13	EMP	Updated parking garage financial analysis	0.20	275.00	55.00
Municipal Parking Department Matters	09/11/13	KJH	Corresponded with ██████████ regarding Municipal Parking operations	0.30	425.00	127.50
Municipal Parking Department Matters	09/12/13	CJS	TC with K. Hutchings (MPD) to coordinate operational reviews and related matters	0.50	425.00	212.50
Municipal Parking Department Matters	09/14/13	CJS	Drafted summary of issues to be covered at MPD meeting on Monday	0.80	425.00	340.00
Municipal Parking Department Matters	09/16/13	CJS	Drafted follow-up correspondence regarding parking lot financial data	0.30	425.00	127.50
Municipal Parking Department Matters	09/16/13	CJS	Prepared for meeting with Dr. Deberry, K. Hutchings, ██████████, et al (MPD) regarding parking lot financial data	1.00	425.00	425.00
Municipal Parking Department Matters	09/16/13	CJS	Met with Dr. Deberry, K. Hutchings, ██████████, et al (MPD) regarding parking lot financial data	2.20	425.00	935.00
Municipal Parking Department Matters	09/16/13	KJH	Met with G. Brown (EMO) regarding Municipal Parking, including cash collections, controls, improvement initiatives, management, and upcoming meetings	0.60	425.00	255.00
Municipal Parking Department Matters	09/16/13	KJH	Corresponded with G. Brown (EMO) regarding Municipal Parking, including APS review, upcoming meetings, and next steps	0.40	425.00	170.00
Municipal Parking Department Matters	09/16/13	KJH	Corresponded with ██████████ regarding Municipal Parking restructuring ideas, next steps, and implementation process	0.50	425.00	212.50
Municipal Parking Department Matters	09/16/13	KJH	Reviewed Municipal Parking documents, including historical operating results, revenue, and operating statistics	1.40	425.00	595.00
Municipal Parking Department Matters	09/17/13	CJS	Communicated with ██████████ regarding recommendations review for Parking Violations Bureau (PVB)	0.40	425.00	170.00
Municipal Parking Department Matters	09/17/13	CJS	Met with Dr. Deberry and K. Hutchings (MPD) regarding operating matters	1.20	425.00	510.00
Municipal Parking Department Matters	09/17/13	CJS	Visited and reviewed Caniff Impound Lot and related concerns with G. Brown (EMO), Dr. Deberry (MPD) and others	1.40	425.00	595.00
Municipal Parking Department Matters	09/17/13	CJS	Visited and reviewed Premier Lot and related concerns with G. Brown (EMO), Dr. Deberry (MPD) and others	1.30	425.00	552.50
Municipal Parking Department Matters	09/17/13	KJH	Corresponded with ██████████ regarding Municipal Parking restructuring ideas, next steps, and implementation process	0.60	425.00	255.00
Municipal Parking Department Matters	09/18/13	KJH	Prepared for and met with G. Brown (EMO) regarding Municipal Parking, including facilities tour, personnel changes, and requirements, and next steps	0.70	425.00	297.50
Municipal Parking Department Matters	09/18/13	CJS	Reviewed K. Hutchings (MPD) personal services contract to understand role and responsibilities	0.20	425.00	85.00
Municipal Parking Department Matters	09/19/13	KJH	Prepared for and participated in telephone conference regarding Municipal Parking, including leadership changes, transition plan, and next steps	0.60	425.00	255.00
Municipal Parking Department Matters	09/19/13	CJS	Prepared for meeting with Park Rite and K. Hutchings (MPD) to review various parking lot properties	0.70	425.00	297.50
Municipal Parking Department Matters	09/19/13	CJS	TC with K. Hutchings (MPD) regarding schedule of events for reviewing MPD assets	0.40	425.00	170.00
Municipal Parking Department Matters	09/19/13	CMM	Correspondence with Auditor General's office regarding parking initiatives	0.30	495.00	148.50
Municipal Parking Department Matters	09/19/13	KJH	Corresponded with Auditor General regarding Municipal Parking work performed and findings	0.40	425.00	170.00
Municipal Parking Department Matters	09/24/13	CJS	Reviewed and consolidated revenue enhancement thoughts for MPD	1.80	425.00	765.00
Municipal Parking Department Matters	09/24/13	CJS	Prepared for meeting with ██████████ to discuss revenue enhancement options for MPD	1.30	425.00	552.50
Municipal Parking Department Matters	09/24/13	CJS	Reviewed parking rate matters and communicated same to K. Hutchings (MPD)	0.40	425.00	170.00
Municipal Parking Department Matters	09/25/13	KJH	Prepared for and partially participated in Municipal Parking revenue conference meeting	0.70	425.00	297.50
Municipal Parking Department Matters	09/25/13	CJS	Attended MPD revenue cycle budget meeting with Finance and others	1.50	425.00	637.50
Municipal Parking Department Matters	09/25/13	KJH	Corresponded with Auditor General regarding Municipal Parking work performed	0.30	425.00	127.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Municipal Parking Department Matters	09/25/13	KJH	Reviewed historical Municipal Parking revenues and analyses in preparation for revenue conference meeting	1.00	425.00	425.00
Municipal Parking Department Matters	09/25/13	KJH	Organized notes from Municipal Parking revenue conference meeting	0.50	425.00	212.50
Municipal Parking Department Matters	09/26/13	CJS	Met with [REDACTED] to discuss enhancement opportunities regarding MPD-PVB	3.00	425.00	1,275.00
Municipal Parking Department Matters	09/26/13	CJS	Reviewed [REDACTED] contract amendments and pricing structure in preparation for meeting with same	0.60	425.00	255.00
Municipal Parking Department Matters	09/26/13	CJS	Reviewed productivity and other management reports from [REDACTED] related to PVB activities	0.50	425.00	212.50
Municipal Parking Department Matters	09/26/13	CMM	[REDACTED]	0.20	495.00	99.00
Municipal Parking Department Matters	09/29/13	CJS	Reviewed Cobo Lease financial arrangement data from [REDACTED] (MPD) to understand historical financial implications	0.30	425.00	127.50
Municipal Parking Department Matters	09/30/13	CMM	Receive update from CJS regarding updates and timing of activities for parking	0.20	495.00	99.00
Other Litigation	09/28/13	CMM	[REDACTED]	0.50	495.00	247.50
Other Litigation	09/30/13	CMM	[REDACTED]	1.30	495.00	643.50
Pension Matters	09/03/13	CMM	TC with S. Griffin, Esq, M. Reil, Esq. and DAR [REDACTED]	0.90	495.00	445.50
Pension Matters	09/03/13	CMM	Review information related to Proposal T [REDACTED]	0.30	495.00	148.50
Pension Matters	09/03/13	DAR	Prepare for and participate on calls with Jones Day regarding [REDACTED]	2.50	345.00	862.50
Pension Matters	09/03/13	DAR	Prepare for and attend meetings AG's office regarding status of pension work plan issues	0.90	345.00	310.50
Pension Matters	09/03/13	DAR	Prepare for and participate on calls with Jones Day [REDACTED]	0.70	345.00	241.50
Pension Matters	09/03/13	CMM	Review and edit proposed information request documents for GRS and PFRS [REDACTED]	0.40	495.00	198.00
Pension Matters	09/03/13	CMM	[REDACTED]	0.60	495.00	297.00
Pension Matters	09/03/13	CMM	Meeting with [REDACTED] with S. Griffin, Esq., M. Reil, Esq. and DAR to discuss [REDACTED]	1.00	495.00	495.00
Pension Matters	09/03/13	CMM	TCs with C. Bullock, Esq. regarding [REDACTED]	0.30	495.00	148.50
Pension Matters	09/03/13	DAR	Examine and analyze actuarial reports in connection with pension task force requests	2.30	345.00	793.50
Pension Matters	09/03/13	DAR	Assist AG's office with pension review and analysis including sampling issues	1.30	345.00	448.50
Pension Matters	09/03/13	DAR	Update timeline of events related to pension plan crediting and other relevant milestones	1.20	345.00	414.00
Pension Matters	09/04/13	CMM	Weekly telephone conference with pension task force including Evan Miller, Sarah Griffin, Mary Reil (Jones Day), Ken Sachs and Saul Green (Miller Canfield), Glenn Bowman and Kathy Warren (Milliman) and Doug Reich (Conway MacKenzie) and contractor Kia Frank.	1.80	495.00	891.00
Pension Matters	09/04/13	DAR	Prepare for and participate on weekly pension task force conference call with Conway MacKenzie, Jones Day, Milliman and Miller Canfield (1.3), Commence gathering of pension analysis and documents as discussed on weekly pension task force call (0.5)	1.80	345.00	621.00
Pension Matters	09/04/13	DAR	Prepare for and participate in communications with Jones Day regarding [REDACTED]	1.90	345.00	655.50
Pension Matters	09/04/13	CMM	Prepare for weekly pension task force call	0.30	495.00	148.50
Pension Matters	09/04/13	DAR	Examine and analyze annual Gabriel Roeder actuarial reports in connection with pension task force requests	2.80	345.00	966.00
Pension Matters	09/04/13	DAR	[REDACTED]	2.50	345.00	862.50
Pension Matters	09/04/13	DAR	Prepare update document request list and related templates for pension task force request for data from pension trust and pension department	2.10	345.00	724.50
Pension Matters	09/05/13	DAR	Prepare for and participate in communications with Jones Day regarding [REDACTED]	0.90	345.00	310.50

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	09/05/13	CMM	Review prioritization of questions for Gabriel Roeder from Millman and attempted communications with R. Gordon, esq., R. King, Esq. and C. Bullock, Esq. regarding same	0.70	495.00	346.50
Pension Matters	09/05/13	CMM	[REDACTED]	0.40	495.00	198.00
Pension Matters	09/05/13	CMM	[REDACTED]	0.80	495.00	396.00
Pension Matters	09/05/13	CMM	[REDACTED]	0.40	495.00	198.00
Pension Matters	09/05/13	CMM	Review documents from Miller Canfield related to 2006 COP transaction to obtain flow of funds information	0.50	495.00	247.50
Pension Matters	09/05/13	DAR	Prepare update document request list and related templates for pension task force request for data from pension trust and pension department	0.80	345.00	276.00
Pension Matters	09/05/13	DAR	Examine and analyze unfunded actuarial accrued liability balances over multiple years in detail for pension task force objectives and requests	2.70	345.00	931.50
Pension Matters	09/05/13	DAR	Assist MJH with request for pension data including examination and analysis of annual pension reports for GRS	1.70	345.00	586.50
Pension Matters	09/05/13	DAR	Meetings and discussions with AG's office on status of pension of initial 60-day audit and other open issues which are being addressed in report	0.60	345.00	207.00
Pension Matters	09/06/13	CMM	TC with C. Williams and distribute pension related info	0.30	495.00	148.50
Pension Matters	09/06/13	CMM	TC with E. Miller, Esq. regarding [REDACTED]	0.50	495.00	247.50
Pension Matters	09/06/13	CMM	Prepare and distribute summary of 9/4 pension task force meeting to S. Mays	0.70	495.00	346.50
Pension Matters	09/06/13	CMM	[REDACTED]	0.50	495.00	247.50
Pension Matters	09/06/13	CMM	[REDACTED]	0.30	495.00	148.50
Pension Matters	09/06/13	CMM	Review and comment on notes from 9/4 meeting with Retiree	0.40	495.00	198.00
Pension Matters	09/06/13	CMM	Review information from Millman regarding timeline for valuation replication	0.30	495.00	148.50
Pension Matters	09/06/13	CMM	TC with G. Malhotra regarding [REDACTED]	0.40	495.00	198.00
Pension Matters	09/06/13	DAR	Examine and analyze pension trust board minutes related to confirmation of historical [REDACTED]	1.30	345.00	448.50
Pension Matters	09/06/13	DAR	Document and analyze [REDACTED] (GRS and PFRS)	2.60	345.00	897.00
Pension Matters	09/06/13	DAR	Examine and analyze pension plan declaration and related actuarial estimates of Millman [REDACTED]	0.60	345.00	207.00
Pension Matters	09/09/13	DAR	Prepare for and participate in meetings with AG's office regarding status of 60-day report	1.40	345.00	483.00
Pension Matters	09/09/13	DAR	Prepare for and participate on conference call with Jones Day regarding [REDACTED]	2.10	345.00	724.50
Pension Matters	09/09/13	CMM	Correspondence with Jones Day and EY regarding [REDACTED]	0.30	495.00	148.50
Pension Matters	09/09/13	CMM	[REDACTED]	0.30	495.00	148.50
Pension Matters	09/09/13	CMM	[REDACTED]	0.60	495.00	297.00
Pension Matters	09/09/13	DAR	Document pension fund findings and other notable pension issues in weekly pension updates	1.40	345.00	483.00
Pension Matters	09/09/13	DAR	Examine, review and analysis [REDACTED]	1.30	345.00	448.50
Pension Matters	09/09/13	DAR	Review board minutes for details regarding interest crediting and annuity fund payouts	1.60	345.00	552.00
Pension Matters	09/09/13	DAR	Review and examine interest crediting from the report of Joseph Esuchanko related to pension task force objectives	2.90	345.00	1,000.50
Pension Matters	09/10/13	CMM	Preparation for and participation in [REDACTED]	1.20	495.00	594.00
Pension Matters	09/10/13	CMG	Reviewed and updated OPEB presentation	0.70	425.00	297.50
Pension Matters	09/10/13	CMM	TC with E. Miller, Esq. and G. Malhotra regarding [REDACTED]	0.70	495.00	346.50
Pension Matters	09/10/13	CMM	Review draft presentation materials regarding pension and OPEB for meeting with Retiree Committee	0.50	495.00	247.50
Pension Matters	09/10/13	CMM	TC with E. Miller, Esq. to discuss comments on materials for meeting with Retiree Committee	0.50	495.00	247.50
Pension Matters	09/10/13	CMM	Edit and distribute proposed materials for meeting with Retiree Committee	1.40	495.00	693.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	09/10/13	DAR	Review and examine report o [REDACTED]	2.70	345.00	931.50
Pension Matters	09/10/13	DAR	Review and examine [REDACTED]	2.10	345.00	724.50
Pension Matters	09/10/13	DAR	Review and examine [REDACTED]	2.30	345.00	793.50
Pension Matters	09/10/13	DAR	[REDACTED]	2.60	345.00	897.00
Pension Matters	09/10/13	DAR	[REDACTED]	0.40	345.00	138.00
Pension Matters	09/11/13	CMM	Update and finalize materials for meeting with Retiree Committee	0.50	495.00	247.50
Pension Matters	09/11/13	CMM	TC with [REDACTED] activities related to pension task force	0.30	495.00	148.50
Pension Matters	09/11/13	CMM	Preparation meeting with EM and advisors for Retiree Committee meeting	2.00	495.00	990.00
Pension Matters	09/11/13	CMM	Attend meeting with Retiree Committee, including follow up meeting with EM advisors to discuss next steps	5.40	495.00	2,673.00
Pension Matters	09/11/13	CMM	Review information from [REDACTED] regarding COPs and correspondence with counsel regarding same	0.30	495.00	148.50
Pension Matters	09/11/13	CMM	Review proposed final information requests of GRS and PFRS, including Milliman updates	0.60	495.00	297.00
Pension Matters	09/11/13	DAR	Review and examine the letter of [REDACTED]	2.70	345.00	931.50
Pension Matters	09/11/13	DAR	Work with [REDACTED] on preparation of source data binders including report and financial recaps	2.10	345.00	724.50
Pension Matters	09/11/13	DAR	Prepare edits to task force document and information request and related exhibit templates	1.20	345.00	414.00
Pension Matters	09/11/13	DAR	Examine and review update document request and related exhibits including recommendations and comments to counsel	2.40	345.00	828.00
Pension Matters	09/11/13	DAR	Prepare e-mail communications to counsel regarding document request and other [REDACTED] matters as it relates to pension task force objectives and goals	1.30	345.00	448.50
Pension Matters	09/12/13	DAR	Prepare for and participated in communications with Jones Day regarding status of [REDACTED]	2.90	345.00	1,000.50
Pension Matters	09/12/13	CMM	TC with S. Griffin, Esq. regarding [REDACTED]	0.50	495.00	247.50
Pension Matters	09/12/13	DAR	[REDACTED]	2.60	345.00	897.00
Pension Matters	09/12/13	DAR	Examine and analyze updated document request and related exhibits including providing comments and recommendation to counsel	1.90	345.00	655.50
Pension Matters	09/12/13	DAR	Continued with requested examination of interest crediting and return on investment analysis associated with effective interest returns	2.10	345.00	724.50
Pension Matters	09/13/13	DAR	Commence requested examination of [REDACTED]	2.80	345.00	966.00
Pension Matters	09/13/13	DAR	Prepare requested analysis of certificate of deposit for 2006 which includes a summary of the flow of funds and sources and uses of cash	2.60	345.00	897.00
Pension Matters	09/13/13	DAR	[REDACTED]	1.90	345.00	655.50
Pension Matters	09/13/13	DAR	Summarize time-line of actions taken regarding certificate of deposit and swap agreements and related collateral actions	1.60	345.00	552.00
Pension Matters	09/13/13	DAR	Prepare for requested meeting with K. Orr (EMO) next week including documentation of agenda issues and updated work stream and work plan related to pension review	1.80	345.00	621.00
Pension Matters	09/16/13	CMM	Review and analysis of summary of 2006 COP transaction from DAR and distribute info to Jones Day	0.40	495.00	198.00
Pension Matters	09/16/13	DAR	[REDACTED]	0.90	345.00	310.50
Pension Matters	09/16/13	DAR	[REDACTED]	2.10	345.00	724.50
Pension Matters	09/16/13	DAR	Prepare for meeting with K. Orr (EMO) office next week including updates to work stream and work plan related to pension review	1.20	345.00	414.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	09/16/13	DAR	Assist with the review and analysis of AG's office Initial 60-Day report in addition to requested assistance with audit steps related to 2nd 60-Day report of AG's office	1.30	345.00	448.50
Pension Matters	09/17/13	GMK	Preparation and participation in meeting with [REDACTED]	0.80	425.00	340.00
Pension Matters	09/17/13	DAR	Prepare for and participate in meeting with [REDACTED]	0.80	345.00	276.00
Pension Matters	09/17/13	DAR	Review Initial 60-Day report of AG's office; assist AG's office with audit steps related to 2nd 60-Day report of AG's office	2.90	345.00	1,000.50
Pension Matters	09/17/13	DAR	Meeting with AG's office regarding audit work plan and assistance with audit steps	0.90	345.00	310.50
Pension Matters	09/17/13	DAR	Assist AG's office with audit steps related to 2nd 60-Day report of AG's office including research of benchmarking stats	1.70	345.00	586.50
Pension Matters	09/17/13	DAR	To avoid duplication of efforts [REDACTED]	2.20	345.00	759.00
Pension Matters	09/18/13	DAR	Perform requested review of draft of Initial 60-Day report of AG's office; including; assistance to AG's office with audit steps related to 2nd 60-Day report of AG's office	2.90	345.00	1,000.50
Pension Matters	09/18/13	DAR	Review impact of Certificate Of Participation ("COP") including financial analysis and analytics related to pension task for objective and goals	2.10	345.00	724.50
Pension Matters	09/18/13	DAR	Assist Jones Day with [REDACTED]	1.90	345.00	655.50
Pension Matters	09/18/13	DAR	Meeting with C. Williams and V. Slaughter (AG's office) regarding pension examination work plan and assistance with research and testing (.5); related follow-up on requests (.2)	0.70	345.00	241.50
Pension Matters	09/18/13	DAR	Assist AG's office with audit steps related to 2nd 60-Day report of AG's office including sampling testing documentation	2.10	345.00	724.50
Pension Matters	09/19/13	CMM	Preparation for and participation in [REDACTED]	1.20	495.00	594.00
Pension Matters	09/19/13	DAR	Prepare for and attend meeting with K. Orr (EMO) regarding Initial 60-Day Report on pension examination and related AG office team follow-up discussions and work plan	2.10	345.00	724.50
Pension Matters	09/19/13	CMM	Review draft report from Auditor General & Inspector General regarding benefits investigation and discuss comments with DAR	1.50	495.00	742.50
Pension Matters	09/19/13	DAR	Examine and analyze Plante Moran audit reports including documenting fair market values supported by management of COD as it relates to objectives and goals of pension task force	2.80	345.00	966.00
Pension Matters	09/19/13	DAR	Meetings with M. Lockridge (AG's office) regarding comments on Initial 60-Day report and related follow-up recommendations	0.70	345.00	241.50
Pension Matters	09/19/13	DAR	Attend requested follow-up meeting with AG department staff regarding work plan and next steps related to Initial 60-Day Report including related follow-up	1.30	345.00	448.50
Pension Matters	09/19/13	DAR	Examine correspondence on pension issues which addresses historical interest crediting; prepare requested recap of available data	1.20	345.00	414.00
Pension Matters	09/20/13	CMM	Receive update from DAR regarding pension meeting with K. Orr and next steps	0.30	495.00	148.50
Pension Matters	09/20/13	CMM	Compile and distribute information to [REDACTED]	0.40	495.00	198.00
Pension Matters	09/20/13	CMM	TC with E. Miller, Esq. [REDACTED]	0.30	495.00	148.50
Pension Matters	09/20/13	DAR	Review impact of COP financing including preparation of requested scenarios involving financial analysis and analytics using select metrics	2.20	345.00	759.00
Pension Matters	09/20/13	DAR	Continued requested research of [REDACTED]	2.30	345.00	793.50
Pension Matters	09/20/13	DAR	Examine updated Initial 60-Day report of AG's office for requested recommendations and comments including related financial exhibits	1.10	345.00	379.50
Pension Matters	09/20/13	DAR	Continued to provide assistance to AG's office, in order to avoid duplication of efforts, as it related to effective interest rate crediting and other various audit steps related to 2nd 60-Day report of AG's office	2.30	345.00	793.50
Pension Matters	09/20/13	DAR	As requested, research [REDACTED]	1.90	345.00	655.50
Pension Matters	09/23/13	CMM	Review information request from [REDACTED]	0.50	495.00	247.50
Pension Matters	09/23/13	CMM	Correspondence with DAR regarding pension requests and provide guidance on additional potential sources of information	0.40	495.00	198.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	09/23/13	DAR	Search and gather requested information related 2012 census and valuation reports and other requested data	1.30	345.00	448.50
Pension Matters	09/23/13	DAR	Meeting with C. Williams (AGO) regarding comments on Initial 60-Day report and related edits to report	2.60	345.00	897.00
Pension Matters	09/24/13	CMM	Produce responses to questions posed by pension system advisors and distribute to counsel	1.20	495.00	594.00
Pension Matters	09/24/13	DAR	Prepare for and participate in meetings with AG's office to discuss observations and findings	0.60	345.00	207.00
Pension Matters	09/24/13	CMM	Prepare responses to questions from Retiree Committee on pensions and correspondence with counsel regarding same	1.70	495.00	841.50
Pension Matters	09/24/13	DAR	[REDACTED]	2.70	345.00	931.50
Pension Matters	09/24/13	DAR	Organize and reference supporting documents and data related to various document requests to pension plans (GRS and PFRS) examination	2.80	345.00	966.00
Pension Matters	09/24/13	DAR	Assist AG office with initial 60-Day report details including requested review related to recommended comments	2.60	345.00	897.00
Pension Matters	09/24/13	DAR	In order to avoid duplication, [REDACTED]	1.70	345.00	586.50
Pension Matters	09/25/13	CMM	Produce information and review and comment on draft responses to information requests and questions coming from [REDACTED]	0.80	495.00	396.00
Pension Matters	09/25/13	CMM	Preparation for and participation in TC with pension task force	1.90	495.00	940.50
Pension Matters	09/25/13	DAR	Prepare for and participate on weekly pension task force conference call (.6); related follow-up (.3)	0.90	345.00	310.50
Pension Matters	09/25/13	DAR	Continue with research and benchmarking request including documentation of each as requested by both AG's office and Pension Task Force	2.70	345.00	931.50
Pension Matters	09/25/13	DAR	To avoid duplication of efforts, [REDACTED]	2.80	345.00	966.00
Pension Matters	09/25/13	DAR	As requested, [REDACTED]	2.60	345.00	897.00
Pension Matters	09/26/13	DAR	Prepare for participate in discussions with counsel regarding information request of GRS and PFRS retirement systems	1.50	345.00	517.50
Pension Matters	09/26/13	CMM	[REDACTED]	0.30	495.00	148.50
Pension Matters	09/26/13	CMM	[REDACTED]	1.00	495.00	495.00
Pension Matters	09/26/13	CMM	[REDACTED]	0.20	495.00	99.00
Pension Matters	09/26/13	CMM	Review final AG-IG report on benefits	0.70	495.00	346.50
Pension Matters	09/26/13	DAR	Assist counsel with obtaining certain census data files; [REDACTED] provided by Gabriel Roeder Smith & Company	2.80	345.00	966.00
Pension Matters	09/26/13	DAR	Review files provided to Gabriel Roeder and related key assumptions for comparison analysis	2.90	345.00	1,000.50
Pension Matters	09/26/13	DAR	Assist Jones Day with [REDACTED]	1.60	345.00	552.00
Pension Matters	09/26/13	DAR	Update work papers supporting [REDACTED]	1.70	345.00	586.50
Pension Matters	09/27/13	CMM	Meeting with [REDACTED] to direct activities on pension	0.40	495.00	198.00
Pension Matters	09/27/13	CMM	[REDACTED]	0.70	495.00	346.50
Pension Matters	09/27/13	CMM	[REDACTED]	0.50	495.00	247.50
Pension Matters	09/27/13	DAR	Continue to update work papers supporting [REDACTED]	2.90	345.00	1,000.50
Pension Matters	09/27/13	DAR	Review and examine documents that Milliman has requested during the Pension Task Force calls	1.70	345.00	586.50
Pension Matters	09/27/13	DAR	Examine Q&A documents received regarding the OPEB benefits in order to assist with production issues	1.90	345.00	655.50
Pension Matters	09/30/13	DAR	[REDACTED]	1.40	345.00	483.00
Pension Matters	09/30/13	CMM	[REDACTED]	0.60	495.00	297.00
Pension Matters	09/30/13	CMM	[REDACTED]	0.40	495.00	198.00
Pension Matters	09/30/13	CMM	[REDACTED]	0.20	495.00	99.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Pension Matters	09/30/13	DAR	Update pension examination work plan including internal discussions with contract support resources and addressing Mediation issues	0.70	345.00	241.50
Pension Matters	09/30/13	DAR	[REDACTED]	2.40	345.00	828.00
Pension Matters	09/30/13	DAR	Continued to assist AG's office with second 60-day report including research and benchmarking issues	2.50	345.00	862.50
Pension Matters	09/30/13	DAR	Examine and analysis 2012 census issues and Gabriel Roeder reports and files per counsels request	0.90	345.00	310.50
Planning and Development Department Matters	09/01/13	CMG	TC with S. Mays (EMO) regarding HUD surge assistance. Review of KO update package. Email correspondence regarding HUD surge assistance	1.50	425.00	637.50
Planning and Development Department Matters	09/02/13	CMG	Reviewed PDD staffing request presentation provided by PDD for HUD presentation. Reviewed open position descriptions. Reviewed department information to support HUD request	1.10	425.00	467.50
Planning and Development Department Matters	09/02/13	CMG	Meeting with M. Scherer (Impact) to provide guidance on staffing requests and HUD draft presentation	2.10	425.00	892.50
Planning and Development Department Matters	09/03/13	DMI	Examined Planning & Development contractor time and submitted approval to Impact staffing	0.60	275.00	165.00
Planning and Development Department Matters	09/03/13	CMG	Preparation for and participation in meeting with City Council members to discuss PDD strategic deployment of HUD grant dollars in Annual Action Plan, discussion of PDD strategy utilized, discussion of next	2.20	425.00	935.00
Planning and Development Department Matters	09/03/13	CMG	Reviewed and commented on presentation for HUD related to PDD restructuring and surge request needs	2.20	425.00	935.00
Planning and Development Department Matters	09/03/13	CMG	Participated in meeting with M. Scherer (Impact) to provide guidance on HUD presentation, surge requests, restructuring issues, and next steps	3.50	425.00	1,487.50
Planning and Development Department Matters	09/03/13	CMG	Participated in meetings with R. Anderson (PDD) and M. Scherer (Impact) to discuss surge request needs by division	1.80	425.00	765.00
Planning and Development Department Matters	09/03/13	CMG	TC with S. Mays (EMO) regarding HUD meeting, next steps related to surge request	0.50	425.00	212.50
Planning and Development Department Matters	09/03/13	CMG	Reviewed and commented on S. Mays (EMO) report to HUD. Drafted Bio request for S. Mays (EMO) for CMG and M. Scherer	1.10	425.00	467.50
Planning and Development Department Matters	09/04/13	CMG	Preparation for and participation in HUD meeting with S. Mays (EMO), M. Scherer (Impact) and others to discuss PDD restructuring, surge request, grant conditions, next steps	1.50	425.00	637.50
Planning and Development Department Matters	09/04/13	CMG	Participation in meeting with E. King regarding City Clerk meeting request, HUD surge request, etc.	0.10	425.00	42.50
Planning and Development Department Matters	09/04/13	CMG	Reviewed and provided comments on HUD presentation, surge request updates, grant condition issues, and next steps	2.70	425.00	1,147.50
Planning and Development Department Matters	09/04/13	CMG	TC and email correspondence with B. Watkins (PDD) regarding Section 108 loan update information, and R. Anderson (PDD) regarding HUD meeting take aways and next steps	1.10	425.00	467.50
Planning and Development Department Matters	09/06/13	CMG	Preparation for and participation in meeting with PDD leadership and City Council representatives to jointly present presentation on PDD annual action plan investment decisions, need for enhanced investment strategy per HUD, issues past practices have caused PDD in deploying Grant funds, discussion of key outstanding issues related to annual action plan, planning for next steps in agreement on investment strategy process for next year	2.20	425.00	935.00
Planning and Development Department Matters	09/08/13	CMG	Consolidated work stream priority comments into updated EM document regarding PDD	1.50	425.00	637.50
Planning and Development Department Matters	09/09/13	DMI	Examined Planning & Development contractor time and submit approval to Impact staffing	0.40	275.00	110.00
Planning and Development Department Matters	09/09/13	CMG	Preparation for and participation in meeting with M. Scherer (Impact) to reviewed PDD status updates, key findings, development of division strategies, and received Cloudburst updates	1.50	425.00	637.50
Planning and Development Department Matters	09/10/13	CMG	Preparation for and participation in meeting with R. Anderson and M. Winters (PDD leadership) and Cloudburst for status update on Cloudburst data gathering, key restructuring issues, next steps	1.50	425.00	637.50
Planning and Development Department Matters	09/10/13	CMG	Preparation for and participation in conference call with HUD regarding restructuring issues, Cloudburst data gathering, surge request, next	1.50	425.00	637.50
Planning and Development Department Matters	09/10/13	CMG	Meeting with S. Mays (EMO) and M. Bush (Corporate Facts) to discuss PDD restructuring review, admin dollar vs. project delivery dollar cost allocations, capacity building at sub recipients, next steps	1.50	425.00	637.50
Planning and Development Department Matters	09/10/13	CMG	TC with CMM (CM) to discuss and receive guidance on PDD developments with HUD, Cloudburst, etc.	0.20	425.00	85.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Planning and Development Department Matters	09/11/13	CMG	Preparation for and participation in meeting with PDD leadership and Cloudburst to discuss Cloudburst department review, discuss high level issues identified, and provided guidance on next steps in their analysis	4.50	425.00	1,912.50
Planning and Development Department Matters	09/12/13	CMG	TCs with S. Sarna (E&Y), M. Scherer (Impact), and R. Anderson (PDD) regarding PDD A/P payment issues, HUD concerns on reimbursement timeline vs. payment of subreceptents	1.80	425.00	765.00
Planning and Development Department Matters	09/13/13	CMG	Meeting with S. Mays (EMO) regarding PDD restructuring interim management, next steps	0.50	425.00	212.50
Planning and Development Department Matters	09/13/13	CMG	TC with M. Scherer (Impact) regarding PDD and Cloudburst new developments, review of PDD labor data	1.00	425.00	425.00
Planning and Development Department Matters	09/16/13	DMI	Examined PDD contractor time and submit approval to Impact staffing	0.60	275.00	165.00
Planning and Development Department Matters	09/17/13	CMG	TC with M. Scherer (Impact) to discuss key takeaways from PDD / Cloudburst meeting, provided guidance on key issues arising from meeting and next steps	0.50	425.00	212.50
Planning and Development Department Matters	09/18/13	CMG	Preparation for and participation in meeting with M. Scherer (Impact) and C. Gladney to discuss PDD planning function, results/impressions fro three day meeting with Cloudburst, next steps in restructuring plan development, provided guidance on key issues to address and next steps	2.10	425.00	892.50
Planning and Development Department Matters	09/19/13	CMG	TC with M. Scherer (Impact) regarding Cloudburst materials, next steps	0.50	425.00	212.50
Planning and Development Department Matters	09/20/13	CMG	TC with M. Scherer (Impact) to provide guidance on PDD restructuring plan, Cloudburst assessment information, key considerations, next	0.50	425.00	212.50
Planning and Development Department Matters	09/20/13	CMG	Email correspondence with R. Anderson (COD) and M. Winters (PDD) regarding Detroit land bank and state land bank	0.50	425.00	212.50
Planning and Development Department Matters	09/23/13	CMG	Preparation for and participation in meeting with M. Scherer (Impact) to provide guidance on PDD findings, next steps	4.00	425.00	1,700.00
Planning and Development Department Matters	09/23/13	CMG	Reviewed Cloudburst department assessment package on divisions, followed up with TC to discuss questions	3.00	425.00	1,275.00
Planning and Development Department Matters	09/23/13	CMG	TC with C. Gladney regarding PDD strategic planning function	1.50	425.00	637.50
Planning and Development Department Matters	09/23/13	DMI	Examined Planning & Development contractor time and submit approval to Impact staffing	0.20	275.00	55.00
Planning and Development Department Matters	09/24/13	GMK	Communications with BSEED and GSD representatives including KJH and CMG regarding residential Blight issue	0.30	425.00	127.50
Planning and Development Department Matters	09/27/13	CMG	Preparation for and participation in conference call with Cloudburst to review and comment on PDD baseline information, request for additional information, etc.	2.70	425.00	1,147.50
Planning and Development Department Matters	09/27/13	CMG	TC with S. Mays (EMO) regarding PDD / HUD developments, HUD call on Monday, next steps	0.50	425.00	212.50
Planning and Development Department Matters	09/27/13	CMG	TC with R. Anderson (PDD) and B. Watkins (PDD) regarding Renaissance Zones, ability to add new zones	0.50	425.00	212.50
Planning and Development Department Matters	09/30/13	CMG	TC with HUD regarding Cloudburst information, and next steps, follow up on information requests with PDD related to HUD meeting	0.70	425.00	297.50
Planning and Development Department Matters	09/30/13	CMG	Meeting with M. Scherer (Impact) regarding PDD restructuring, guidance on next steps related to HUD surge, strategic planning function, and real estate	1.20	425.00	510.00
Planning and Development Department Matters	09/30/13	CMG	Review of Cloudburst report and feedback to Cloudburst on additional data needed	1.50	425.00	637.50
Projections and Modeling Matters	09/04/13	GMK	Preparation of monthly FY 2014 and FY 2015 reinvestment/reorganization project summary and communications with CM representatives & E&Y representatives regarding same	2.70	425.00	1,147.50
Projections and Modeling Matters	09/06/13	DAR	Examination and recommendation of annual projected pension costs for CM 10-year projection model	1.60	345.00	552.00
Projections and Modeling Matters	09/06/13	DAR	Communication with MJH and CMM regarding projection modeling of pension costs and related recommendations	0.70	345.00	241.50
Public Lighting Department Matters	09/03/13	GMK	Communications with G. Brown regarding [REDACTED]	0.40	425.00	170.00
Public Lighting Department Matters	09/03/13	GMK	Communications with G. Brown, J. Bonsall, M. Jamison, B. Taylor, and M. Bongo regarding [REDACTED]	0.40	425.00	170.00
Public Lighting Department Matters	09/03/13	GMK	Communications with G. Brown and E&Y regarding [REDACTED]	0.50	425.00	212.50
Public Lighting Department Matters	09/04/13	GMK	[REDACTED]	0.60	425.00	255.00

City of Detroit, Michigan, Debtor
Chapter 9 Case No. 13-53846
United States Bankruptcy Court
Eastern District of Michigan
Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Public Lighting Department Matters	09/05/13	GMK	[REDACTED]	1.90	425.00	807.50
Public Lighting Department Matters	09/06/13	GMK	Communications with CM regarding work-stream progress report and priorities for completion of report regarding PLD	0.40	425.00	170.00
Public Lighting Department Matters	09/10/13	GMK	Communications with B. Taylor and E&Y regarding PLD labor resource requirements and other budget requirements	0.60	425.00	255.00
Public Lighting Department Matters	09/11/13	GMK	[REDACTED]	0.30	425.00	127.50
Public Lighting Department Matters	09/11/13	GMK	Various communications/discussions with B. Taylor and G. Brown regarding status of power outage and other grid issues	0.80	425.00	340.00
Public Lighting Department Matters	09/12/13	GMK	Various communications/discussions with B. Taylor and G. Brown regarding status of power outage and other grid issues	0.50	425.00	212.50
Public Lighting Department Matters	09/13/13	GMK	[REDACTED]	0.90	425.00	382.50
Public Lighting Department Matters	09/13/13	GMK	Communications with B. Taylor regarding timing of PLD RFP responses and impact on operations	0.30	425.00	127.50
Public Lighting Department Matters	09/16/13	GMK	Review, analysis, and comment on PLA Lighting Plan	1.80	425.00	765.00
Public Lighting Department Matters	09/16/13	GMK	[REDACTED]	0.20	425.00	85.00
Public Lighting Department Matters	09/16/13	GMK	[REDACTED]	0.30	425.00	127.50
Public Lighting Department Matters	09/16/13	GMK	Communications with City and E&Y regarding actual PLD financial results and [REDACTED]	0.40	425.00	170.00
Public Lighting Department Matters	09/17/13	GMK	[REDACTED]	0.90	425.00	382.50
Public Lighting Department Matters	09/18/13	GMK	[REDACTED]	0.30	425.00	127.50
Public Lighting Department Matters	09/18/13	GMK	Various communications with B. Taylor, G. Brown, and B. Jackson regarding RFP responses	0.40	425.00	170.00
Public Lighting Department Matters	09/19/13	GMK	Review and analysis of PLD RFP responses	3.10	425.00	1,317.50
Public Lighting Department Matters	09/19/13	GMK	[REDACTED]	0.30	425.00	127.50
Public Lighting Department Matters	09/19/13	GMK	Communications with G. Brown regarding PLA Lighting Plan	0.40	425.00	170.00
Public Lighting Department Matters	09/20/13	GMK	[REDACTED]	0.30	425.00	127.50
Public Lighting Department Matters	09/20/13	GMK	Communications with G. Brown and B. Taylor regarding RFP review meeting	0.20	425.00	85.00
Public Lighting Department Matters	09/23/13	GMK	[REDACTED]	0.30	425.00	127.50
Public Lighting Department Matters	09/23/13	GMK	Communications with E&Y regarding PLA budget, PLD YTD financial performance; and various draft PLD/PLA agreements	0.70	425.00	297.50
Public Lighting Department Matters	09/24/13	GMK	Review and analysis on PLD RFP responses	3.60	425.00	1,530.00
Public Lighting Department Matters	09/24/13	GMK	Communications with B. Taylor regarding potential lease issues	0.30	425.00	127.50
Public Lighting Department Matters	09/25/13	GMK	Preparation and participation in meeting with G. Brown, B. Taylor, and B. Jackson to review and evaluate PLD RFP responses	2.90	425.00	1,232.50
Public Lighting Department Matters	09/26/13	GMK	[REDACTED]	1.50	425.00	637.50
Public Lighting Department Matters	09/26/13	GMK	Communications with B. Taylor regarding estimated contractor crew costs for "catch-up" work	0.50	425.00	212.50
Public Lighting Department Matters	09/27/13	GMK	[REDACTED]	1.60	425.00	680.00
Public Lighting Department Matters	09/27/13	CMM	[REDACTED]	0.40	495.00	198.00
Public Lighting Department Matters	09/27/13	GMK	[REDACTED]	0.80	425.00	340.00
Public Lighting Department Matters	09/27/13	GMK	Communications with G. Brown and E&Y representatives regarding the status of the various PLA/PLD agreements	0.40	425.00	170.00

City of Detroit, Michigan, Debtor
 Chapter 9 Case No. 13-53846
 United States Bankruptcy Court
 Eastern District of Michigan
 Southern Division

Conway MacKenzie - September 2013 Invoice - Detailed Professional Fees

Billing Category	Date of Service	Professional	Description	Hours	Rate	Amount
Public Lighting Department Matters	09/30/13	GMK	Review and comment on Trust Agreement Amendment	0.60	425.00	255.00
Public Lighting Department Matters	09/30/13	GMK	Review and comment on Interlocal O&M Agreement	2.80	425.00	1,190.00
Recreation Department Matters	09/18/13	KJH	[REDACTED]	0.40	425.00	170.00
Recreation Department Matters	09/18/13	KJH	[REDACTED]	0.60	425.00	255.00
Recreation Department Matters	09/27/13	KJH	Prepared for and participated in Recreation revenue conference meeting	1.50	425.00	637.50
Recreation Department Matters	09/27/13	KJH	Reviewed historical Recreation revenues and analyses in preparation for revenue conference meeting	0.70	425.00	297.50
Recreation Department Matters	09/27/13	KJH	Organized notes from Recreation revenue conference meeting	0.60	425.00	255.00
				2,380.20		\$890,435.00

Conway MacKenzie
Exhibit 2: Summary of Subcontractor Time and Activity
Periods: September 1, 2013 – September 30, 2013

Below is a summary of services provided by task code:

36th District Court (36D)

S. Mengel – 46.30 hours; \$4,630.00

S. O'Chel – 145.10 hours; \$14,510.00

C. Vadino – 84.30 hours; \$8,430.00

Sub-total - 275.70 Hours; \$27,570.00

Conway provided subcontractors to the 36th District Court related to assisting in evaluation of technology upgrades, preparation of grant applications and participated in vendor meetings. Additionally processes were analyzed in order to provide recommendations on streamlining as summarized below:

- **Case Backlog:** Review Civil case load and backlog in order to reduce backlog and improve case processing procedures. Improvements in case management will generate higher efficiency and improve customer service of the court.
- **Process Improvement:** Subcontractors analyzed and provided recommendations to streamline the processes for appeal procedure between Circuit Court and District Court, cashiering, e-filing, tax garnishments, NSF checks, case backlogs and duplicate filings.

Buildings, Safety Engineering & Environmental Department (BSEED)

W. Hereford – 108.00 Hours; \$10,800.00

K. Benkert – 7.00 Hours; \$700.00

Sub-total - 115.00 Hours; \$11,500.00

Conway provided subcontractors to BSEED with a focus on accounts receivable reporting to increase collections and increased productivity through benchmarking as summarized below:

- **Revenue/Collection:** Subcontractor worked with employees in the department to compile data for preparation of accounts receivable aging reports, preparation of accounts receivable aging reports, assisted with reconciliation of fire insurance escrow account for application to demolition accounts receivable and analyzed accounts for collectability in order to identify opportunities to collect delinquent invoices.
- **Productivity Improvement:** Subcontractor worked with employees in the department to identify productivity measures and performed research on comparable cities in order to determine appropriate internal measurements for the City.

Detroit Fire Department (DFD)

D. Brawley – 132.25 Hours; \$13,225.00

Sub-total – 132.25 Hours; \$13,225.00

Conway provided a subcontractor to the Detroit Fire Department to assist with accounting functions including purchasing, accounts payable, vendor disbursements and resolution of vendor disputes.

CPO #2874390

SPO #2875915

Detroit Police Department (DPD)

B. O'Droski – 210.70 Hours; \$21,070.00

S. Pond – 198.60 Hours; \$19,860.00

Sub-total - 409.30 Hours; \$40,930.00

Conway provided subcontractors to the Detroit Police Department to serve as the interim Controller and provide assistance with the accounting and finance functions. Work performed during the reporting period included oversight of the accounting and finance function including leading department meetings, analysis of payroll and vendor disbursements, development of strategic budget plan and reconciliation of numerous grants prior to expiration to maximize usage of grant related funding.

Finance Department (FIN)

A. Harker – 146.10 Hours; \$14,610.00

F. Crawford – 150.00 Hours; \$15,000.00

R. Browning – 160.00 Hours; \$16,000.00

Sub-total 456.10 Hours; \$45,610.00

Conway provided subcontractors to the Finance Department with a focus on collections/revenue initiatives and reducing income tax exceptions as summarized below:

- Revenue/Collection: Subcontractor worked with the Airport to analyze delinquent invoices, collect supporting data and begin collection efforts on past due amounts. Additionally, a database was created in order to log lease documents along with supporting information in order to reduce the amount of hard-copy paperwork within the department. [REDACTED]
- Significant reduction in the number of income tax audit exceptions: Subcontractors worked within the Income Tax Division to audit returns along with supporting schedules; draft correspondence to tax payers; participate in meetings with tax payers which resulted in a significant decrease in audit exceptions.

Human Resources Department (HR)

C. Garber – 156.50 Hours; \$15,650.00

Sub-total – 156.50 Hours; \$15,650.00

Conway provided a subcontractor to the Human Resource Department focused on recruiting, interviewing and negotiating billing rates for temporary employees and updating department classification compensation packages. [REDACTED]

Planning & Development Department (PDD)

M. Scherer – 258.90 Hours; \$25,890.00

Sub-total – 258.90 Hours; \$25,890.00

During the reporting period, Conway worked in coordination with a subcontractor within PDD to focus on developing a strategic planning function, identifying and fixing issues with grants management, identifying options for restructuring that include outsourcing key functions, utilizing interim managers to lead the transition while also working out current contracts, and coordinating across departments and agencies. Additionally, subcontractor worked closely with PDD management and other agencies to complete the required assessment including developed recommendations regarding the restructuring of PDD for review and consideration by the City, as summarized below:

CPO #2874390

SPO #2875915

- Strategic Planning: Subcontractor worked with PDD management, US Department of Housing and Urban Development (HUD), and technical assistants and consultants, including Mosaic Urban Partners, Corporate FACTS, and Cloudburst, to develop the framework for a consolidated strategic planning function within the City.
- Grants Management: Subcontractor worked with PDD management, PDD-Financial & Resources Management Division (FRM), City Finance, HUD, and technical assistants to identify issues and potential solutions to more efficiently process payments to sub-recipients based on HUD requirements. Subcontractor also worked with PDD, Cloudburst and Corporate FACTS to identify grant funds at risk of recapture. Additionally, work was performed within PDD to define the current situation with regards to Section 108 loans and prepare potential options for work outs and/or legal action against non-performers.
- Division restructuring: Subcontractor worked with PDD, Cloudburst and Corporate FACTS to define the common activities across PDD divisions that could be consolidated or potentially outsourced to a third party. Subcontractor also worked with PDD, Detroit Land Bank Authority (DLBA), Building Safety Engineering & Environmental Department (BSEED), HUD, Detroit Economic Growth Corporation (DEGC), and other agencies to evaluate existing external capacity and technology to support potential restructuring activities.
- Interim management: Assisted PDD and HUD to identify current needs for leadership and execution of unallocated and unspent funds. Areas of greatest need were quantified and potential interim managers and contractors were identified, along with estimated budget requirements.
- Coordination between PDD and City Council, outside agencies, etc.: Subcontractor worked with PDD, City Council and CPC to determine inefficiencies in the allocation and selection process of CDBG funds, reviewed Annual Action Plan development process, and developed recommended process improvements.

Pensions (PEN)

T. Frank – 135.32 Hours; \$13,532.00

Sub-total – 135.32 Hours; \$13,532.00

Conway is utilizing a subcontractor to assist in the review and examination of both the Detroit General Retirement System and Detroit Police and Fire Retirement System. The subcontractor performed benchmarking analysis with other municipal pension plans, analyzed pension related documents to assess corporate governance and assisted the Auditor General's office with its investigation.

CPO #2874390

SPO #2875915

EXHIBIT B

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 21, 2013

258183

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013 (per attached detail):*

Fees:

Case Administration (609001)	\$	50,820.00	
Creditor Inquiries (609002)	\$	59,425.00	
Court Hearings (609003)	\$	10,065.00	
Claims Administration (609004)	\$	45,900.00	
Automatic Stay Matters (609005)	\$	56,240.00	
Water and Sewer Matters (609006)	\$	80,592.50	
City Assets, Services & Revitalization (609007)	\$	113,260.00	
COP/Swap Matters (609009)	\$	387,887.50	
Labor & Employment Matters (609011)	\$	213,925.00	
Pension Matters (609012)	\$	84,965.00	
OPEB Matters (609013)	\$	119,935.00	
Debt and Financing Issues (609015)	\$	46,087.50	
Emergency Manager & Michigan Statutes (609016)	\$	36,222.50	
Plan of Adjustment (609021)	\$	8,637.50	
Contract Issues (609022)	\$	79,160.00	
Non-Working Travel (609023)	\$	102,976.25	
Postpetition/Exit Financing (609024)	\$	168,837.50	
Eligibility Issues and Litigation (609028)	\$	1,458,100.00	
Mediation Activities (609029)	\$	291,177.50	
Fee Examiner (609030)	\$	30,445.00	
Total Fees before Discount	\$	3,444,658.75	
Less 10% Discount	\$	(344,465.88)	
Total Fees	\$	3,100,192.87	
Less 15% Quarterly Holdback	\$	(465,028.93)	
Total Due Less Holdback	\$	2,635,163.94	

*Amounts shown are net of deductions totaling \$607,470.25 for discretionary write-offs taken after internal review and other reductions.

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183 IN YOUR PAYMENT

JONES DAY

Page 2
November 8, 2013

Disbursements and Charges:

Airfare	\$	52,870.62
Car Rental	\$	2,225.23
Communication	\$	299.45
Conferences	\$	800.46
Courier Services	\$	15.55
Court Reporter Fees	\$	4,354.15
Duplication	\$	4,779.50
Federal Express	\$	50.19
Filing Fees	\$	487.00
Food and Beverage	\$	3,437.81
Hotel	\$	20,844.25
Long Distance	\$	194.11
Mileage	\$	1,893.31
Parking	\$	2,359.93
Photocopy (External)	\$	169.63
Postage	\$	52.09
Taxi	\$	5,747.18
Toll	\$	117.10
United Parcel Service	\$	<u>514.96</u>
Total Disbursements and Charges	\$	<u>101,212.52</u>
TOTAL AMOUNT DUE	\$	<u>2,736,376.46</u>
Less Additional Reduction	\$	(22,737.32)**
REVISED TOTAL AMOUNT DUE	\$	<u>2,713,639.14</u>

**Jones Day has agreed to write off an additional \$22,737.32 as a result of the Fee Examiner review process. This amount will be deducted from the holdback amount payable, which will now be \$442,291.61.

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609001

Invoice: 32634246

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Case Administration

USD 50,820.00

TOTAL

USD 50,820.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609001/32634246 IN YOUR PAYMENT

JONES DAY

258183-609001

Page 2

Case Administration

November 8, 2013

Invoice: 32634246

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	19.50	825.00	16,087.50
B B ERENS	3.60	850.00	3,060.00
H LENNOX	8.80	900.00	7,920.00
ASSOCIATE			
J L SEIDMAN	4.90	400.00	1,960.00
T A WILSON	28.80	600.00	17,280.00
O S ZELTNER	2.10	300.00	630.00
PARALEGAL			
D M HIRTZEL	11.50	275.00	3,162.50
B J YAKOVICH	3.20	225.00	720.00
TOTAL	82.40	USD	50,820.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Case Administration included the following:

- (1) Participated in meetings regarding case strategy and related matters with the core Jones Day team, the Emergency Manager and his staff, the City's other outside advisors and representatives of the State;
- (2) Maintained a detailed work in process report (the "WIP Report") tracking the workstreams for all restructuring work to help coordinate the efforts of the City and its various professionals, as well as a streamlined WIP Report for distribution to certain City officials;
- (3) Led weekly meetings with the City's professionals and the Emergency Manager to review the WIP Report and promote coordination and efficiency among the City and its professionals; and
- (4) Addressed other chapter 9 case administration matters, including the preparation of a notice of publication of the case commencement notice.

JONES DAY

258183-609001

Page 3
November 8, 2013
Invoice: 32634246

Case Administration

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	J B ELLMAN Review and revise work in process report (.40); communicate with Lennox regarding same (.10); draft correspondence to working group regarding same (.10); communicate with core team regarding upcoming activities (.30).	0.90	825.00	742.50
09/02/13	H LENNOX Review and revise WIP report.	0.40	900.00	360.00
09/03/13	J B ELLMAN Review materials from Johnson (City) regarding tax collection information and bond.	0.20	825.00	165.00
09/03/13	B B ERENS Review WIP report.	0.20	850.00	170.00
09/03/13	T A WILSON Revise work in process report (.40); draft streamlined version of work in process report for City officials (.10).	0.50	600.00	300.00
09/03/13	B J YAKOVICH Research PACER regarding docket updates (.50); draft memoranda to working group regarding same (.40); review and forward 8/28/13 hearing transcript to working group (.10).	1.00	225.00	225.00
09/04/13	J B ELLMAN Review tax-related bond from City.	0.20	825.00	165.00
09/04/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.20).	0.40	275.00	110.00
09/05/13	J B ELLMAN Review and revise streamlined WIP report for distribution (.60); communicate with Orr (City), Wilson regarding same (.20); communicate with Sedlak, Rossman, Birnbaum regarding update for state weekly e-mail (.20); draft weekly e-mail to state (.40).	1.40	825.00	1,155.00
09/05/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.10).	0.30	275.00	82.50
09/05/13	J L SEIDMAN Review, revise and streamline work in process report for distribution to certain city officials (3.00); communicate with Wilson regarding same (.10).	3.10	400.00	1,240.00
09/05/13	T A WILSON Review and revise streamlined work in process report (.60); communicate with Seidman, Ellman regarding same (.20).	0.80	600.00	480.00
09/06/13	J B ELLMAN Finalize weekly e-mail update to state (.30); review and comment on work-in-process report (1.00); communicate with Wilson regarding same (.10).	1.40	825.00	1,155.00
09/06/13	H LENNOX Call with MacKenzie (Conway MacKenzie) regarding operations review.	0.80	900.00	720.00
09/06/13	T A WILSON Revise work in process report (2.00); communicate with various Jones Day personnel regarding updates to same (.40); communicate with Lennox, Ellman regarding same (.10).	2.50	600.00	1,500.00
09/06/13	B J YAKOVICH Research PACER regarding docket updates and retrieve substantive pleadings for distribution to working group regarding same.	1.00	225.00	225.00

JONES DAY

258183-609001

Page 4
November 8, 2013
Invoice: 32634246

Case Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/07/13	T A WILSON Revise work in process report.	0.40	600.00	240.00
09/08/13	J B ELLMAN Review and comment on WIP report (.30); communicate with Wilson, Lennox regarding same (.20).	0.50	825.00	412.50
09/08/13	H LENNOX Review and revise WIP report.	0.30	900.00	270.00
09/08/13	T A WILSON Revise work in process report (.40); communicate with internal and external groups regarding same (.10).	0.50	600.00	300.00
09/09/13	J B ELLMAN Attend and participate in WIP call.	0.70	825.00	577.50
09/09/13	B B ERENS Prepare for (.30) and participate in (.70) weekly WIP call.	1.00	850.00	850.00
09/09/13	H LENNOX Participate in weekly WIP call with City and advisors to coordinate tasks and avoid duplication of effort.	0.70	900.00	630.00
09/09/13	T A WILSON Communicate with Ellman, Zeltner, Estrada (KCC) regarding filing of proof of publication of case commencement notice.	0.40	600.00	240.00
09/09/13	T A WILSON Revise work in process report (.30); participate in work in process call (.70); communicate with Lennox regarding executive summary of 6/14 creditor proposal (.10).	1.10	600.00	660.00
09/09/13	B J YAKOVICH Research PACER regarding docket updates and retrieve substantive pleadings for distribution to working group regarding same.	1.20	225.00	270.00
09/09/13	O S ZELTNER Draft notice of publication of case commencement notice.	1.30	300.00	390.00
09/10/13	J B ELLMAN Review proof of publication for case commencement notice (.10); conference with Wilson regarding same (.10).	0.20	825.00	165.00
09/10/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review (.40); upload material to internal data room site for storage and reference for team (.90).	1.30	275.00	357.50
09/10/13	T A WILSON Revise notice of proof of publication of case commencement notice (.20); communicate with Ellman, Zeltner, Estrada (KCC) regarding same (.30); review docket regarding recently-filed pleadings (.20); revise work in process report (.50).	1.20	600.00	720.00
09/10/13	O S ZELTNER Revise proof of publication of case commencement notice (.40); prepare same for filing (.20).	0.60	300.00	180.00
09/11/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.20); prepare for and electronically file notice of publication of case commencement notice per Wilson (.30).	0.70	275.00	192.50
09/11/13	T A WILSON Revise work in process report (1.10); review docket and recently-filed pleadings in connection with same (.30).	1.40	600.00	840.00

JONES DAY

258183-609001

Page 5

November 8, 2013

Case Administration

Invoice: 32634246

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	O S ZELTNER	0.20	300.00	60.00
	Revise notice of publication of case commencement notice per Wilson's instruction.			
09/12/13	D M HIRTZEL	1.40	275.00	385.00
	Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30); add and organize material on internal data room caselink site (.90).			
09/12/13	T A WILSON	2.00	600.00	1,200.00
	Revise work in process report (1.60); review docket and recently-filed pleadings in connection with same (.40).			
09/13/13	J B ELLMAN	2.70	825.00	2,227.50
	Review and revise work in process report (1.00); draft weekly e-mail update to state (1.00); communicate with internal team captains regarding information for same (.40); review city officer bond insert (.10); review statute regarding same (.10); draft correspondence to Johnson (City) regarding same (.10).			
09/13/13	B B ERENS	0.50	850.00	425.00
	Prepare for weekly call regarding WIP report (.30); telephone calls and e-mails to Hoffmann regarding all projects regarding the same (.20).			
09/13/13	B B ERENS	0.50	850.00	425.00
	Telephone call with Mays (City) regarding status of all outstanding projects.			
09/13/13	D M HIRTZEL	0.50	275.00	137.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
09/13/13	H LENNOX	1.30	900.00	1,170.00
	Participate in update call with Orr, Heiman, Bennett, Buckfire (Miller Buckfire), Doak (Miller Buckfire), Malhotra (Ernst & Young), Moore (Conway MacKenzie) (1.00); update call with Mays (City) (.30).			
09/13/13	H LENNOX	0.40	900.00	360.00
	Participate in weekly communications call with Abernathy MacGregor and Nowling (City).			
09/13/13	T A WILSON	2.70	600.00	1,620.00
	Revise work in process report.			
09/14/13	J B ELLMAN	2.20	825.00	1,815.00
	Draft summary of restructuring activities for EM meeting with state (2.00); revise weekly e-mail update to state (.20).			
09/15/13	J B ELLMAN	0.20	825.00	165.00
	Finalize and distribute weekly state report (.10); review WIP comments (.10).			
09/15/13	H LENNOX	0.50	900.00	450.00
	Review and revise WIP report.			
09/15/13	T A WILSON	0.50	600.00	300.00
	Revise work in process report.			
09/16/13	J B ELLMAN	0.50	825.00	412.50
	Attend weekly work in process report conference call.			
09/16/13	B B ERENS	0.50	850.00	425.00
	Participate in weekly WIP call.			
09/16/13	D M HIRTZEL	0.50	275.00	137.50
	Review case docket via PACER, download recently filed pleadings and distribute same to team for review.			
09/16/13	H LENNOX	0.50	900.00	450.00
	Participate in weekly WIP call with City and advisors to coordinate tasks and avoid duplication of effort.			

JONES DAY

258183-609001

Page 6
November 8, 2013
Invoice: 32634246

Case Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	T A WILSON Participate in weekly work in process call with internal and external personnel (.50); revise work in process report (1.20).	1.70	600.00	1,020.00
09/17/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30).	0.50	275.00	137.50
09/17/13	T A WILSON Revise work in process report.	0.70	600.00	420.00
09/18/13	D M HIRTZEL Review case docket via PACER, download recently filed pleadings and distribute same to team for review (.50); research Detroit City Ordinances for Lennox (.40).	0.90	275.00	247.50
09/18/13	T A WILSON Communicate with Ellman, Seidman regarding drafting of streamlined work in process report.	0.40	600.00	240.00
09/19/13	J B ELLMAN Review materials for weekly report to state (.50); review and comment on streamlined WIP for distribution (.40); conference with Seidman regarding same (.10); draft weekly report for state (.60); communicate with Lennox regarding same (.10).	1.70	825.00	1,402.50
09/19/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30); communicate with Wysocki (Miller Canfield) regarding 9/10/13 hearing transcript status (.10); communicate with Greenfield regarding same (.10).	0.70	275.00	192.50
09/19/13	H LENNOX Comment on weekly report to state.	0.10	900.00	90.00
09/19/13	J L SEIDMAN Draft and revise streamlined work in process report, including pursuant to Ellman comments (.90); communicate with Ellman regarding same (.10).	1.00	400.00	400.00
09/20/13	J B ELLMAN Review and finalize weekly report to state (.50); communicate with Mays (City) regarding same (.10); review additional updates regarding same (.30).	0.90	825.00	742.50
09/20/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30).	0.50	275.00	137.50
09/20/13	H LENNOX Participate in Hub call with key city professionals and decision makers.	0.40	900.00	360.00
09/20/13	T A WILSON Revise work in process report (2.60); communicate with various Jones Day personnel regarding updates to same (.30); communicate with Ellman, Lennox regarding same (.20).	3.10	600.00	1,860.00
09/22/13	J B ELLMAN Review and revise work in process report (1.00); communicate with Lennox, Wilson regarding same (.20); review working case correspondence (.20).	1.40	825.00	1,155.00
09/22/13	H LENNOX Review and revise WIP report.	0.30	900.00	270.00
09/22/13	T A WILSON Revise work in process report (.40); communicate with internal and external professionals with respect to same (.30).	0.70	600.00	420.00

JONES DAY

258183-609001

Page 7
November 8, 2013
Invoice: 32634246

Case Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	J B ELLMAN Attend work in process call (.80); review and comment on streamlined WIP report (.20).	1.00	825.00	825.00
09/23/13	B B ERENS Prepare for (.20) and attend WIP weekly call (.70).	0.90	850.00	765.00
09/23/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.20).	0.40	275.00	110.00
09/23/13	H LENNOX Participate in weekly WIP call with City and advisors to coordinate work streams.	0.80	900.00	720.00
09/23/13	T A WILSON Participate in weekly call regarding work in process report (.80); revise work in process report (.60); review and revise streamlined work in process report (.40); communicate with Orr (City), Ellman, Seidman regarding same (.40).	2.20	600.00	1,320.00
09/24/13	D M HIRTZEL Plan and prepare for electronic filing of certificate of no response or objection in connection with tax data motion (.40); prepare for and submit proposed order regarding same and arrange for service of same via KCC (.40).	0.80	275.00	220.00
09/24/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.20).	0.40	275.00	110.00
09/24/13	H LENNOX Participate in Hub call with key professionals and decision makers regarding case status.	0.40	900.00	360.00
09/24/13	T A WILSON Revise work in process report.	0.70	600.00	420.00
09/25/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30); communicate with Moss and Wysocki (Miller Canfield) regarding 8/28/13 hearing transcript (.30).	0.80	275.00	220.00
09/26/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30).	0.50	275.00	137.50
09/26/13	T A WILSON Revise work in process report.	1.40	600.00	840.00
09/27/13	J B ELLMAN Review and revise weekly report to state (.80); communicate with Easley, Sedlak, Lennox, Wilson regarding same (.30); communicate with Mays (City) regarding same (.10).	1.20	825.00	990.00
09/27/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.30).	0.50	275.00	137.50
09/27/13	H LENNOX Participate in bi-weekly Hub call with key professionals and decision makers regarding case status.	1.30	900.00	1,170.00
09/27/13	T A WILSON Revise work in process report (1.80); communicate with various Jones Day personnel regarding necessary updates to same (.40); communicate with Lennox, Ellman regarding same (.10).	2.30	600.00	1,380.00
09/28/13	J B ELLMAN Review and comment on work in process report.	0.70	825.00	577.50

JONES DAY

258183-609001

Page 8

Case Administration

November 8, 2013

Invoice: 32634246

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/28/13	H LENNOX Review and revise WIP report.	0.30	900.00	270.00
09/29/13	J L SEIDMAN Draft and revise streamlined work in process report.	0.80	400.00	320.00
09/29/13	T A WILSON Revise work in process report (.30); communicate with Ellman regarding same (.10); circulate work in process report to internal and external groups (.20).	0.60	600.00	360.00
09/30/13	J B ELLMAN Attend work in process report weekly call (.70); review and finalize streamlined work and process report (.30); draft memo to Orr (City) regarding same (.10); prepare for WIP call (.30); follow up with Erens regarding issues for same (.10).	1.50	825.00	1,237.50
09/30/13	D M HIRTZEL Review case docket via PACER (.20); download recently filed pleadings and distribute same to team for review (.20).	0.40	275.00	110.00
09/30/13	H LENNOX Participate in WIP call (partial) (.20); follow-up with Ellman regarding same (.10).	0.30	900.00	270.00
09/30/13	T A WILSON Participate in work in process call (.60); review and revise streamlined work in process report (.30); communicate with Ellman regarding same (.10).	1.00	600.00	600.00
TOTAL		82.40	USD	50,820.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609001

Invoice: 32634246E

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Case Administration

DISBURSEMENTS & CHARGES

Airfare	52,870.62
Car Rental	2,225.23
Communication	299.45
Conferences	800.46
Courier Services	15.55
Court Reporter Fees	4,354.15
Duplication	4,779.50
Federal Express	50.19
Filing Fees	487.00
Food and Beverage	3,437.81
Hotel	20,844.25
Long Distance	194.11
Mileage	1,893.31
Parking	2,359.93
Photocopy (External)	169.63
Postage	52.09
Taxi	5,747.18
Toll	117.10
United Parcel Service Charges	514.96
	<u>101,212.52</u> **

TOTAL

USD 101,212.52

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609001/32634246 IN YOUR PAYMENT

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 2

November 8, 2013

Case Administration

Invoice: 32634246E

DISBURSEMENT DETAIL

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/05/13	B B ERENS Roundtrip airfare from Chicago to Detroit for client meetings 7/17-19/13	CHI	776.44
09/05/13	C BALL Roundtrip airfare from New York to Detroit 8/20-21/13 (portion of trip was first class; first class ticket cheaper than economy)	NYC	1,529.80
09/05/13	D S BIRNBAUM Roundtrip airfare from Chicago to detroit to attend meetings with DPLSA and DWSD 8/6/13	CHI	473.80
09/05/13	J B ELLMAN Roundtrip airfare from Atlanta to Detroit for meetings 8/13-14/13	ATL	965.80
09/05/13	S C KOPPEL Roundtrip airfare from New York to Detroit to work on negotiations of the New Events Center and amended lease for Joe Louis Arena 8/19-20/13	NYC	1,427.91
09/05/13	S C KOPPEL Roundtrip airfare from New York to Detroit to work on negotiations of the New Events Center and amended lease for Joe Louis Arena 8/26-27/13	NYC	1,499.80
09/12/13	G M SHUMAKER Roundtrip airfare from Washington D.C. to Detroit for court hearing 8/20-21/13 (first class; first class ticket cheaper than economy)	WAS	1,315.80
09/12/13	G M SHUMAKER Roundtrip airfare from Washington D.C. to Detroit for court hearing 8/27-30/13	WAS	827.80
09/12/13	B L SEDLAK Roundtrip airfare from Chicago to Detroit for meetings with Detroit Water and Sewer Department 8/7/13	CHI	728.00
09/12/13	B W EASLEY Roundtrip airfare from Chicago to Detroit to attend meeting with Detroit Police Union 8/18-23/13 (first class; first class ticket cheaper than economy)	CHI	819.25
09/12/13	B W EASLEY Roundtrip airfare from Chicago to Detroit to attend meeting with Detroit Fire Department Union, Detroit, MI 8/26-29/13	CHI	802.92
09/12/13	B W EASLEY Roundtrip airfare from Chicago to Detroit to attend meeting with Mays (City of Detroit) and Santambrogio (Ernst & Young) regarding potential Detroit Police Lieutenants & Sergeants Association Settlement, Detroit, MI 9/3-5/13	CHI	645.48
09/12/13	B B ERENS Roundtrip travel from Chicago to Detroit for client meetings (7/23-24/13) (One round trip ticket and an additional one-way due to delayed flight. Also includes partial refund for unused ticket.)	CHI	1,688.08
09/12/13	B B ERENS Roundtrip airfare from Chicago to Detroit to attend client meetings 8/26-28/13 (first class; first class ticket cheaper than economy)	CHI	729.96
09/12/13	D S BIRNBAUM Roundtrip airfare from Chicago to Detroit to attend meetings with Detroit Police Lieutenants and Sergeants Association and Detroit Police Department. 8/12/13	CHI	471.80
09/12/13	D T MOSS Travel from Washington D.C. to Detroit, from Detroit to Charlotte, from Charlotte to Richmond for Buckfire and Orr depositions. 8/27-30/13	WAS	893.60
09/12/13	T HOFFMANN Credit for a change in flight for \$761.25 flight charged on previous invoice regarding airfare to Detroit for vendor meetings 8/14/13	CHI	(12.87)
09/12/13	E MILLER Roundtrip airfare from Washington D.C. to Detroit to attend various meetings 8/1-2/13	WAS	1,139.70

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 3

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	E MILLER Roundtrip airfare from Washington D.C. to Detroit for conference with Mays regarding ASF funds, union leaders 7/18/13	WAS	1,461.80
09/12/13	E MILLER Roundtrip airfare to Detroit re union meetings, health care task force meeting, etc. 7/30/13	WAS	1,481.80
09/12/13	E MILLER Roundtrip airfare from Washington D.C. to Detroit for client and union meetings 8/19/13	WAS	1,194.89
09/19/13	J B ELLMAN Roundtrip airfare from Atlanta to Detroit for meeting with Fee Examiner 8/20-21-13	ATL	1,025.80
09/19/13	B L SEDLAK Roundtrip airfare from Chicago to Detroit for meetings with Detroit Water and Sewer Department 8/15/13	CHI	697.18
09/19/13	B L SEDLAK Roundtrip airfare from Chicago to Detroit, Michigan for meetings with the Detroit Water and Sewer Department 9/6/13	CHI	736.92
09/19/13	D J KATES Roundtrip airfare from Chicago to Detroit to attend meeting 9/6/13	CHI	714.36
09/19/13	K M KOLLMAYER Roundtrip airfare from Boston to Cincinnati to conduct document review in connection with eligibility 9/4-12/13	BOS	620.90
09/19/13	H LENNOX Roundtrip airfare from New York to Detroit to Cleveland for meetings with restructuring team and 8/2 hearing 8/1-2/13	NYC	1,406.80
09/19/13	B L SEDLAK Roundtrip airfare from Chicago to Detroit, Michigan for meeting with Detroit Water and Sewer Department 9/9/13	CHI	736.92
09/19/13	T HOFFMANN Roundtrip airfare from Chicago to Detroit for vendor meetings 8/20-23/13 (portion of trip was first class; first class ticket cheaper than economy)	CHI	771.25
09/19/13	G S STEWART Roundtrip airfare from Chicago, IL to Washington, DC - deposition. 9/8-9/13	WAS	351.37
09/26/13	T F CULLEN JR Roundtrip airfare from Washington D.C. to Detroit, MI to attend client meetings and hearings 7/22-24/13	WAS	436.85
09/26/13	M L HALE Roundtrip airfare from Washington D.C. to Detroit, Michigan for document review (Eligibility Litigation) 8/28-30/13	WAS	760.90
09/26/13	M L HALE Airfare from Washington D.C. to Detroit, to Cleveland and back to Washington D.C. for Document Review (Eligibility Litigation) 9/2-13/13	WAS	1,481.80
09/26/13	M L HALE Roundtrip airfare from Washington D.C. to Detroit, MI for document review (Eligibility Litigation) 8/25-26/13	WAS	1,475.80
09/26/13	D J KATES Roundtrip airfare from Chicago to Detroit, MI to attend meeting 9/19/13	CHI	576.36
09/26/13	J E CALLAWAY Airfare from Washington D.C. to Detroit (one way) for document collection for pre-production processing in eligibility litigation 9/2/13	WAS	762.90
09/26/13	J E CALLAWAY Roundtrip airfare from Washington to Detroit for document collection for pre-production processing in eligibility litigation 8/29-30/13	WAS	1,483.80

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 4

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	G S STEWART Airfare Travel from Washington, DC to Chicago, IL for the Malhotra deposition taken on 9/20/2013. 20-Sep-2013	WAS	912.35
09/26/13	D S BIRNBAUM Roundtrip airfare from Chicago to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/13-14/13 (portion of trip was first class; first class ticket cheaper than economy)	CHI	718.38
09/26/13	D S BIRNBAUM Airfare from Hartford to Detroit, then to Chicago to attend meetings pertaining to various labor restructuring matters 8/21-23/13	CHI	349.78
09/26/13	D S BIRNBAUM Roundtrip airfare from Chicago to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28-29/13	CHI	1,250.21
09/26/13	D S BIRNBAUM Roundtrip airfare from Chicago to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/3-5/13	CHI	780.36
09/26/13	S T BOYCE Roundtrip airfare from Washington D.C. to San Francisco, CA for document review (set-up/training/review) 9/5-7/13	WAS	1,536.20
09/26/13	D T MOSS Roundtrip airfare from Washington D.C. to Chicago to prepare Malhotra for deposition 9/8-9/13	WAS	662.74
09/26/13	D T MOSS Roundtrip airfare from Washington D.C. to Detroit to attend Orr deposition with Shumaker 9/16/13	WAS	1,197.39
09/26/13	D T MOSS Roundtrip airfare from Washington D.C. to Detroit to prepare Mayor Bing for eligibility deposition 8/26/13	WAS	1,290.75
09/26/13	J E CALLAWAY Airfare from Cleveland to Washington DC re document collection for pre-production processing in eligibility litigation 9/13/13	WAS	455.17
09/26/13	B ROSENBLUM Roundtrip airfare from New York to Detroit to attend deposition 8/28-29/13	NYC	1,413.52
09/26/13	E MILLER Roundtrip airfare from Washington D.C. to Detroit for meetings/conferences 8/23/13	WAS	1,290.75
09/26/13	E MILLER Roundtrip travel from Washington DC to Detroit for conference with [REDACTED] (Detroit, MI) 8/26/13	WAS	1,290.75
09/26/13	S F AMIR Roundtrip airfare from Atlanta to Cleveland to assist in management of document review regarding eligibility matter 9/11/13	ATL	1,717.80
09/26/13	S C WOO Airfare Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/29/13	CHI	194.90
09/26/13	S C WOO Airfare Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/29/13	CHI	429.80
09/26/13	S C WOO Airfare Travel to Detroit, MI to review documents at Butzel Long (law firm) in preparation for response to discovery. 9/10/13	CHI	757.80
09/26/13	J A EGERTON-VERNON Roundtrip airfare from Washington D.C. to San Francisco for document review 9/6-12/13	WAS	1,720.50
	Air Fare Subtotal		52,870.62

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 5

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	B W EASLEY	CHI	266.27
	Car rental charges - Travel to Detroit, MI to attend meetings with Unions representing employees at Detroit Water & Sewer 8/18-23/13 (5 days - charge split with another client)		
09/12/13	B W EASLEY	CHI	295.22
	Car rental charges - Attend Meeting with Detroit Police Lieutenants & Sergeants Associations, Detroit, MI 8/26-29/13 (3 days - charge split with another client)		
09/12/13	B W EASLEY	CHI	59.98
	Car rental charges - Attend meeting with Mays and Santambrogio regarding potential Detroit Police Lieutenants & Sergeants Agreement settlement, Detroit MI 9/3-6/13 (4 days - charge split with another client)		
09/12/13	S C WOO	CHI	123.85
	Car rental charges - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/9/-10/13 (2 days)		
09/26/13	M L HALE	WAS	290.91
	Car rental charges - Trip to Detroit, MI for document production in Eligibility Litigation 8/28-30/13 (2 days)		
09/26/13	M L HALE	WAS	906.11
	Car rental charges Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/2-13/13 (11 days) (rented in Detroit, drove to Cleveland following day, drove back to Detroit for document collection problem, drove back to Cleveland with Callaway, in lieu of more expensive airfare)		
09/26/13	B W EASLEY	CHI	126.30
	Car rental charges - Attend Labor Strategy Meeting in Akron, OH 9/16-20/13 (5 days - charge split with another client)		
09/26/13	D S BIRNBAUM	CHI	156.59
	Car rental charges - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/3-5/13 (3 days)		
	Car rental charges Subtotal		2,225.23
09/05/13	C BALL	NYC	8.43
	Internet Connection - Attend hearing in the City of Detroit. 8/30/13		
09/05/13	S C KOPPEL	NYC	7.95
	Internet Connection - Meeting re Joe Louis Arena 8/26/13		
09/05/13	S C WOO	CHI	16.86
	Internet Connection - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/28/13		
09/12/13	B W EASLEY	CHI	16.85
	Internet Connection - Travel to Detroit, MI to attend meeting with Detroit Police 8/23/13		
09/12/13	B W EASLEY	CHI	8.43
	Internet Connection - Attend meeting with Detroit Fire Department, Detroit, MI 8/29/13		
09/19/13	H LENNOX	NYC	16.86
	Internet Connection - Westin Book Cadillac while in Detroit for meetings and 8/28 hearing 8/28/13		
09/19/13	J B ELLMAN	ATL	7.95
	Internet Connection - Meeting with Fee Examiner in Detroit, MI 8/20/13		
09/26/13	T F CULLEN JR	WAS	25.20
	Communication charges - Travel to Detroit, MI to attend client meetings and hearings 7/22/13		
09/26/13	T F CULLEN JR	WAS	7.10
	Communication charges - Travel to Detroit, MI to attend client meetings and hearings 7/23/13		
09/26/13	T F CULLEN JR	WAS	16.85
	Communication charges - Travel to Detroit, MI to attend client meetings and hearings 7/22/13		
09/26/13	M L HALE	WAS	13.73
	Internet Connection - Trip to Detroit, MI for document production (eligibility litigation) 8/28/13		
09/26/13	M L HALE	WAS	8.43
	Internet Connection - Trip to Detroit, MI for document production (eligibility litigation) 8/26/13		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 6

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	M L HALE	WAS	8.43
	Internet Connection - Trip to Detroit, MI for document production (eligibility litigation) 8/27/13		
09/26/13	M L HALE	WAS	13.73
	Internet Connection - Trip to Cleveland, OH for Document Review in eligibility litigation 9/2/13		
09/26/13	M L HALE	WAS	12.95
	Internet Connection - Trip to Cleveland, OH for Document Review in eligibility litigation 9/3/13		
09/26/13	M L HALE	WAS	12.95
	Internet Connection - Trip to Cleveland, OH for Document Review in eligibility litigation 9/5/13		
09/26/13	M L HALE	WAS	12.95
	Internet Connection - Trip to Cleveland, OH for Document Review in eligibility litigation 9/8/13		
09/26/13	E M ROSSMAN	COL	8.43
	Internet Connection - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/22/13		
09/26/13	E M ROSSMAN	COL	8.43
	Internet Connection - Attend labor negotiations 9/5/13		
09/26/13	E M ROSSMAN	COL	8.43
	Internet Connection - Attend union negotiations 9/19/13		
09/26/13	D S BIRNBAUM	CHI	7.95
	Internet Connection - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/13/13		
09/26/13	D S BIRNBAUM	CHI	16.85
	Internet Connection - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/21/13		
09/26/13	D S BIRNBAUM	CHI	8.43
	Internet Connection - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28/13		
09/26/13	D S BIRNBAUM	CHI	16.85
	Internet Connection - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/3/13		
09/26/13	E MILLER	WAS	8.43
	Internet Connection - Meetings in Detroit, MI 9/19/13		
	Communication charges Subtotal		299.45
09/12/13	H LENNOX	NYC	5.04
	Conference charges - Long Distance 7/21/13		
09/12/13	H LENNOX	NYC	5.22
	Conference charges - Long Distance 7/25/13		
09/12/13	H LENNOX	NYC	3.23
	Conference charges - Long Distance 7/25/13		
09/12/13	H LENNOX	NYC	19.38
	Conference charges - Long Distance 7/22/13		
09/12/13	H LENNOX	NYC	7.68
	Conference charges - Long Distance 7/30/13		
09/12/13	H LENNOX	NYC	5.28
	Conference charges - Long Distance 7/30/13		
09/12/13	H LENNOX	NYC	184.35
	Conference charges - Long Distance 7/29/13		
09/12/13	H LENNOX	NYC	10.32
	Conference charges - Long Distance 7/29/13		
09/12/13	G M SHUMAKER	WAS	6.04
	Conference charges - Conference call 8/9/13		
09/12/13	G M SHUMAKER	WAS	11.21
	Conference charges - Conference call 8/27/13		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 7

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	G M SHUMAKER Conference charges - Conference call 8/24/13	WAS	4.19
09/12/13	B R HEIFETZ Conference charges - 8/22/13	WAS	8.52
09/12/13	B R HEIFETZ Conference charges - 8/30/13	WAS	7.03
09/12/13	B R HEIFETZ Conference charges - 8/27/13	WAS	25.37
09/12/13	D T MOSS Conference charges - 8/5/13	WAS	16.25
09/12/13	D T MOSS Conference charges - 8/26/13	WAS	7.01
09/12/13	D T MOSS Conference charges - 8/23/13	WAS	19.56
09/12/13	D T MOSS Conference charges - 8/22/13	WAS	22.62
09/12/13	D T MOSS Conference charges - 8/15/13	WAS	9.44
09/12/13	D T MOSS Conference charges - 8/15/13	WAS	8.14
09/12/13	D T MOSS Conference charges - 8/14/13	WAS	13.02
09/12/13	D T MOSS Conference charges - 8/14/13	WAS	6.25
09/12/13	D T MOSS Conference charges - 8/14/13	WAS	2.44
09/12/13	D T MOSS Conference charges - 8/13/13	WAS	15.99
09/12/13	D T MOSS Conference charges - 8/12/13	WAS	15.21
09/12/13	D T MOSS Conference charges - 8/12/13	WAS	2.80
09/12/13	D T MOSS Conference charges - 8/7/13	WAS	3.04
09/19/13	O S ZELTNER Conference charges - 8/16/13	CLE	19.07
09/19/13	J B ELLMAN Conference charges - Discussion of updated FSA 8/5/13	ATL	2.46
09/19/13	J B ELLMAN Conference charges - Weekly work-in-process call 8/26/13	ATL	21.84
09/19/13	J B ELLMAN Conference charges - Fee Examiner update and review of order 8/22/13	ATL	4.83
09/19/13	J B ELLMAN Conference charges - Weekly work-in-process call 8/19/13	ATL	26.76
09/19/13	J B ELLMAN Conference charges - Call with City re: DTE contract 8/15/13	ATL	4.23
09/19/13	J B ELLMAN Conference charges - Weekly work-in-process call. 8/12/13	ATL	28.87
09/19/13	J B ELLMAN Conference charges - Weekly work-in-process call 8/5/13	ATL	40.95
09/19/13	L A ARMSTRONG Conference charges - 8/17/13	NYC	2.55

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 8

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	T HOFFMANN Conference charges - 7/16/13	CHI	10.78
09/19/13	T HOFFMANN Conference charges - 7/31/13	CHI	10.90
09/19/13	T HOFFMANN Conference charges - 7/26/13	CHI	1.16
09/19/13	T HOFFMANN Conference charges - 7/19/13	CHI	3.24
09/19/13	G S STEWART Conference charges - 7/21/13	WAS	4.11
09/19/13	E MILLER Conference charges - Call with Milliman 7/25/13	WAS	10.72
09/19/13	L E NELSON Conference charges - Conference call regarding Detroit Windsor Tunnel 8/6/13	NYC	7.84
09/19/13	L E NELSON Conference charges - Conference call regarding Detroit Windsor Tunnel 8/7/13	NYC	11.23
09/26/13	T F CULLEN JR Conference charges - Conference call with Detroit team 7/30/13	WAS	9.15
09/26/13	M L HALE Conference charges - Eligibility Litigation 8/29/13	WAS	1.36
09/26/13	M L HALE Conference charges - Eligibility Litigation 8/25/13	WAS	7.64
09/26/13	M L HALE Conference charges - Eligibility Litigation 8/15/13	WAS	1.79
09/26/13	T HOFFMANN Conference charges - 8/13/13	CHI	3.66
09/26/13	M J AUSTIN Conference charges - 8/9/13	CHI	3.26
09/26/13	B ROSENBLUM Conference charges - Relating to various cop/swap issues 8/22/13	NYC	4.72
09/26/13	B ROSENBLUM Conference charges - 8/12/13	NYC	14.01
09/26/13	B ROSENBLUM Conference charges - Relating to Syncora issues 8/7/13	NYC	7.07
09/26/13	B ROSENBLUM Conference charges - 8/8/13	NYC	9.67
09/26/13	B ROSENBLUM Conference charges - Relating to various cop/swap issues 8/23/13	NYC	14.06
09/26/13	B ROSENBLUM Conference charges - Relating to various cop/swap issues 8/22/13	NYC	31.04
09/26/13	B ROSENBLUM Conference charges - Relating to swap agreements 8/5/13	NYC	12.86
09/26/13	B ROSENBLUM Conference charges - 8/9/13	NYC	13.11
09/26/13	B S BENNETT Conference charges - 8/15/13	LOS	10.89
	Conference Charges Subtotal		800.46
09/25/13	NYC ACCOUNTING Courier services - Quality -Delivery to US Bankruptcy Court 8/15/13	NYC	15.55
	Courier services Subtotal		15.55

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 9

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/06/13	G M SHUMAKER Court reporter fees - Bienenstock Court Reporting & Video 9/5/2013 (deposition transcript - Kevyn Orr 8/30/2013)	WAS	2,024.20
09/13/13	T F CULLEN JR Court reporter fees - Lauren Bienenstock & Associates, Inc. 9-5-2013 (Kenneth Buckfire Deposition Transcript)	WAS	1,101.75
09/24/13	G S STEWART Court reporter fees - Veritext Corporation INV#CHI1847418 9-13-2013 (Deposition Transcript of Guarav Malhotra)	WAS	1,169.70
09/26/13	J E CALLAWAY Court reporter fees - Charges for telephone order of transcripts of closed City Council meetings 9/5/13	WAS	58.50
	Court reporter fees Subtotal		4,354.15
09/05/13	S C WOO Duplication charges 8/27/13	CHI	1.50
09/06/13	NYC ACCOUNTING Duplication charges through 9/6/2013	NYC	128.80
09/06/13	CHI ACCOUNTING Duplication charges through 9/6/2013	CHI	501.20
09/06/13	CHI ACCOUNTING Color duplication charges through 9/6/2013	CHI	13.30
09/06/13	COL ACCOUNTING Duplication charges through 9/6/2013	COL	107.60
09/06/13	CLE ACCOUNTING Duplication charges through 9/6/2013	CLE	6.00
09/06/13	CHI ACCOUNTING Duplication charges through 9/6/2013	CHI	117.40
09/06/13	WAS ACCOUNTING Duplication charges through 9/6/2013	WAS	149.20
09/06/13	CHI ACCOUNTING Color duplication charges through 9/6/2013	CHI	14.90
09/06/13	WAS ACCOUNTING Color duplication charges through 9/6/2013	WAS	1.80
09/06/13	CHI ACCOUNTING Duplication charges through 9/6/2013	CHI	5.70
09/06/13	WAS ACCOUNTING Duplication charges through 9/6/2013	WAS	112.80
09/12/13	S T BOYCE Duplication charges 7/31/13	WAS	5.20
09/12/13	S T BOYCE Duplication charges 8/31/13	WAS	4.60
09/12/13	S T BOYCE Duplication charges 8/8/13	WAS	0.40
09/12/13	CHI ACCOUNTING Duplication charges through 9/12/2013	CHI	11.20
09/12/13	WAS ACCOUNTING Duplication charges through 9/12/2013	WAS	15.10
09/13/13	S F AMIR Duplication charges 9/3/13	ATL	68.60
09/19/13	NYC ACCOUNTING Duplication charges through 9/19/2013 (9/17/13 Buonome deposition preparation for Ken Buckfire in connection with the eligibility hearing matter)	NYC	244.20

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 10

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	COL ACCOUNTING Duplication charges through 9/19/2013	COL	68.80
09/19/13	CHI ACCOUNTING Duplication charges through 9/19/2013	CHI	64.80
09/19/13	WAS ACCOUNTING Duplication charges through 9/19/2013 (9/13-16/13 Boyce, Devaney, Duke: Document review for Eligibility related discovery requests, binders for the Assumption hearing, deposition binders.)	WAS	1,037.10
09/19/13	WAS ACCOUNTING Duplication charges through 9/19/2013	WAS	0.70
09/26/13	NYC ACCOUNTING Duplication charges through 9/26/2013	NYC	55.10
09/26/13	CLE ACCOUNTING Duplication charges through 9/26/2013	CLE	1.50
09/26/13	CHI ACCOUNTING Duplication charges through 9/26/2013	CHI	417.70
09/26/13	WAS ACCOUNTING Duplication charges through 9/26/2013 (9/19/2013 Shipley: creating deposition binder for Miguel Eaton and Evan Miller.)	WAS	506.00
09/26/13	CLE ACCOUNTING Color duplication charges through 9/26/2013	CLE	38.80
09/26/13	CHI ACCOUNTING Color duplication charges through 9/26/2013	CHI	4.20
09/26/13	WAS ACCOUNTING Duplication charges through 9/26/2013	WAS	4.80
09/30/13	WAS ACCOUNTING Duplication charges - (3,393 copies @ .10/page, binding and tabs)	WAS	601.20
09/30/13	WAS ACCOUNTING Color duplication charges - deposition binders relating to Malhotra's eligibility deposition and various depositions in connection with COP/swap litigation	WAS	428.80
09/30/13	NYC ACCOUNTING Color duplication charges - September 2013	NYC	40.50
	Duplication charges Subtotal		4,779.50
09/05/13	S YOUNG Federal Express charges - Shipping charge for photocopies of archived bankruptcy case file, ordered from the National Archives and Records Administration, requested by O. Zeltmer 8/7/13	ZFI	11.41
09/13/13	K M WAAG Federal Express Charges, Corinne Ball	NYC	38.78
	Federal Express charges Subtotal		50.19
09/06/13	D P JACOBSON Filing fees and related - Syncora action pending in New York state court 7/31/13	NYC	35.00
09/09/13	J C DUKE Filing fees and related - Clerk, U.S. District Court G. Irwin Admission to E.D. Mich.	WAS	226.00
09/26/13	T A WILSON Filing fees and related - Clerk of the Court for the Application for Admission to E. D. Mich.	CLE	226.00
	Filing fees and related Subtotal		487.00
09/05/13	B B ERENS Food and beverage expenses - Travel to Detroit, MI for client meetings 7/19/13 - breakfast	CHI	12.00

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 11

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/05/13	B B ERENS Food and beverage expenses - Travel to Detroit, MI for client meetings 7/18/13 - dinner with Hoffmann	CHI	40.00
09/05/13	C BALL Food and beverage expenses - Attend hearing in the City of Detroit 8/27/13 - dinner	NYC	40.00
09/05/13	D S BIRNBAUM Food and beverage expenses - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13 - lunch	CHI	8.16
09/05/13	D S BIRNBAUM Food and beverage expenses breakfast- attend meetings with DPLSA and DWSD 8/6/13 - breakfast with Easley	CHI	10.00
09/05/13	D S BIRNBAUM Food and beverage expenses - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13 - dinner	CHI	20.00
09/05/13	T HOFFMANN Food expenses - Detroit, MI. Vendor meetings 8/14/13 - dinner	CHI	20.00
09/05/13	S C KOPPEL Food expenses - Meeting re: Joe Louis Arena 8/26/13 - dinner	NYC	20.00
09/05/13	S C KOPPEL Food expenses - Meeting re: Joe Louis Arena 8/27/13 - lunch	NYC	20.00
09/05/13	S C WOO Food and beverage expenses - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/29/13 - dinner	CHI	9.54
09/05/13	S C WOO Food and beverage expenses - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/29/13 - lunch	CHI	10.01
09/05/13	J B ELLMAN Food and beverage expenses - Meetings in Detroit, MI 8/14/13 - dinner	ATL	20.00
09/12/13	G M SHUMAKER Food and beverage expenses - Travel to Detroit, MI re: court hearing. 8/30/13 - dinner	WAS	40.00
09/12/13	G M SHUMAKER Food and beverage expenses - Travel to Detroit, MI re: court hearing 8/27/13 - lunch	WAS	5.81
09/12/13	G M SHUMAKER Food and beverage expenses - Travel to Detroit, MI re: court hearing 8/30/13 - dinner with Orr, Hertzberg, Moss	WAS	66.12
09/12/13	B L SEDLAK Food and beverage expenses - Travel to Detroit, Michigan for meetings with DWSD 8/7/13 - breakfast	CHI	10.00
09/12/13	B L SEDLAK Food and beverage expenses - Travel to Detroit, Michigan for meetings with DWSD 8/7/13 - lunch with Kates	CHI	25.00
09/12/13	B W EASLEY Food and beverage expenses - Travel to Detroit, MI to attend meeting with Detroit Police 8/22/13 - breakfast with Birnbaum	CHI	12.83
09/12/13	B W EASLEY Food and beverage expenses - Travel to Detroit, MI to attend meeting with Detroit Police 8/22/13 - Lunch with Loesch, Anderson	CHI	20.00
09/12/13	B W EASLEY Food and beverage expenses - Travel to Detroit, MI to attend meeting with Detroit Police 8/22/13 - Other with Loesch, Anderson	CHI	8.69
09/12/13	B W EASLEY Food and beverage expenses - Attend meeting with Labor and Bankruptcy Attorneys for Detroit Public Safety Unions, Detroit, MI 8/19/13 - breakfast	CHI	8.39

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 12

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	B W EASLEY	CHI	20.00
	Food and beverage expenses - Attend meeting with Detroit Fire Department, Detroit, MI 8/27/13 - dinner		
09/12/13	B W EASLEY	CHI	15.00
	Food and beverage expenses - Attend meeting with Detroit Fire Department, Detroit, MI 8/29/13 Birnbaum, Woo		
09/12/13	B W EASLEY	CHI	90.00
	Food and beverage expenses - Attend meeting with Detroit Fire Department, Detroit, MI 8/29/13 - dinner with Birnbaum, Woo		
09/12/13	B B ERENS	CHI	15.12
	Food and beverage expenses - Travel to Detroit, MI for client meetings 7/24/13 - lunch		
09/12/13	B B ERENS	CHI	7.60
	Food and beverage expenses - Travel to Detroit, MI for client meetings 7/24/13 - dinner		
09/12/13	B B ERENS	CHI	20.00
	Food and beverage expenses - Travel to Detroit, MI to attend client meetings 8/26/13 - dinner		
09/12/13	B B ERENS	CHI	11.00
	Food and beverage expenses - Travel to Detroit, MI to attend client meetings 8/28/13 - breakfast		
09/12/13	B B ERENS	CHI	80.00
	Food and beverage expenses - Travel to Detroit, MI to attend client meetings 8/27/13 -Mays (City of Detroit), Lennox - dinner		
09/12/13	B B ERENS	CHI	11.02
	Food and beverage expenses - Travel to Detroit, MI to attend client meetings 8/27/13 - lunch		
09/12/13	B B ERENS	CHI	8.32
	Food and beverage expenses - Travel to Detroit, MI to attend client meetings 8/28/13 - lunch		
09/12/13	D S BIRNBAUM	CHI	4.92
	Food and beverage expenses - Travel to Detroit, MI to attend meetings with DPLSA and DPD 8/12/13 - breakfast		
09/12/13	D S BIRNBAUM	CHI	10.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings with DPLSA and DPD 8/12/13 - lunch		
09/12/13	D S BIRNBAUM	CHI	20.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings with DPLSA and DPD 8/12/13 - dinner		
09/12/13	D T MOSS	WAS	12.00
	Food and beverage expenses - Travel to Detroit, MI for Buckfire and Orr depositions 8/30/13 - breakfast		
09/12/13	D T MOSS	WAS	60.00
	Food and beverage expenses - Travel to Detroit, MI for Buckfire and Orr depositions. 8/29/13 - lunch with Buckfire (Miller Buckfire), Cullen, Rosenblum		
09/12/13	S C WOO	CHI	9.09
	Food and beverage expenses - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/9/13 - lunch		
09/12/13	S C WOO	CHI	20.00
	Food and beverage expenses - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/9/13 - dinner		
09/12/13	S C WOO	CHI	8.68
	Food and beverage expenses - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/10/13 - dinner		
09/19/13	H LENNOX	NYC	120.00
	Food and beverage expenses - 8/26/13 -dinner with Koppel & Bennett re: Detroit		
09/19/13	H LENNOX	NYC	4.02
	Food and beverage expenses - travel to Detroit for meetings and hearing 8/28/13 - dinner		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 13

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	H LENNOX	NYC	5.58
	Food and beverage expenses - travel to Detroit for meetings and hearing. 8/26/13 - dinner		
09/19/13	H LENNOX	NYC	6.99
	Food and beverage expenses - while working during travel 8/20/13 - lunch		
09/19/13	H LENNOX	NYC	7.96
	Food and beverage expenses - during travel from Detroit. 8/19/13 - dinner		
09/19/13	H LENNOX	NYC	4.98
	Food and beverage expenses - In Hopkins Airport, Cleveland during travel to Detroit. 8/13/13 - breakfast		
09/19/13	H LENNOX	NYC	5.64
	Food and beverage expenses - At LaGuardia Airport during travel to Detroit. 8/14/13 - dinner		
09/19/13	H LENNOX	NYC	25.00
	Food and beverage expenses - Travel to Detroit for Water/Sewer Meetings with DWSD & counties 8/15/13 - dinner		
09/19/13	H LENNOX	NYC	9.84
	Food and beverage expenses - While in Detroit for meetings 9/4/13 - dinner		
09/19/13	H LENNOX	NYC	3.50
	Food and beverage expenses - While in Detroit for meetings. 9/4/13 - beverage (coffee)		
09/19/13	H LENNOX	NYC	40.00
	Food and beverage expenses - At Westin Book Cadillac while in Detroit for meetings 9/4/13 - dinner		
09/19/13	H LENNOX	NYC	12.00
	Food and beverage expenses - At Westin Book Cadillac during travel to Detroit for meetings 9/6/13 - breakfast		
09/19/13	H LENNOX	NYC	7.19
	Food and beverage expenses - Travel to Detroit for meetings 9/6/13 - dinner		
09/19/13	H LENNOX	NYC	9.60
	Food and beverage expenses - Travel to Detroit 9/5/13 - dinner		
09/19/13	H LENNOX	NYC	20.00
	Food and beverage expenses - Travel to Detroit for meetings. 9/10/13 - Dinner		
09/19/13	H LENNOX	NYC	12.00
	Food and beverage expenses - During travel to Detroit for meetings 9/11/13 - Breakfast		
09/19/13	H LENNOX	NYC	15.00
	Food and beverage expenses - At Airport during travel to NY from Detroit following meetings. 9/11/13 - dinner		
09/19/13	H LENNOX	NYC	2.58
	Food and beverage expenses - At airport during travel from NYC to Detroit 9/10/13 - other		
09/19/13	J B ELLMAN	ATL	2.97
	Food and beverage expenses - Meeting with Fee Examiner in Detroit, MI 8/21/13 - other		
09/19/13	J B ELLMAN	ATL	8.89
	Food and beverage expenses - Meeting with Fee Examiner in Detroit, MI 8/20/13 - other		
09/19/13	B L SEDLAK	CHI	10.00
	Food and beverage expenses - Travel to Detroit, Michigan for meetings with DWSD 8/15/13 - breakfast		
09/19/13	B L SEDLAK	CHI	10.00
	Food and beverage expenses - Travel to Detroit, Michigan for meetings with the Detroit Water and Sewer Department 9/6/13 - breakfast		
09/19/13	D J KATES	CHI	8.99
	Food and beverage expenses - Detroit, MI - attend meeting 9/6/13 - breakfast		
09/19/13	D J KATES	CHI	11.00
	Food and beverage expenses - Detroit, MI - attend meeting 9/6/13 - lunch		
09/19/13	J A EGERTON-VERNON	WAS	10.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/7/13 - breakfast		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 14

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	J A EGERTON-VERNON	WAS	30.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/7/13 - dinner		
09/19/13	J A EGERTON-VERNON	WAS	10.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/8/13 - breakfast		
09/19/13	J A EGERTON-VERNON	WAS	30.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/8/13 - dinner		
09/19/13	J A EGERTON-VERNON	WAS	10.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/9/13 - breakfast		
09/19/13	J A EGERTON-VERNON	WAS	30.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/9/13 - dinner		
09/19/13	J A EGERTON-VERNON	WAS	10.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/10/13 - breakfast		
09/19/13	J A EGERTON-VERNON	WAS	30.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/10/13 - dinner		
09/19/13	J A EGERTON-VERNON	WAS	10.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/11/13 - breakfast		
09/19/13	J A EGERTON-VERNON	WAS	20.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/11/13 - dinner		
09/19/13	J A EGERTON-VERNON	WAS	15.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/6/13 - lunch		
09/19/13	J A EGERTON-VERNON	WAS	9.03
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/8/13 - lunch		
09/19/13	J A EGERTON-VERNON	WAS	10.00
	Food and beverage expenses - Trip to San Francisco, CA for Document Review 9/12/13 - breakfast		
09/19/13	B L SEDLAK	CHI	10.00
	Food and beverage expenses - Travel to Detroit, Michigan for meeting with Detroit Water and Sewer Department 9/9/13 - breakfast		
09/19/13	G S STEWART	WAS	11.12
	Food and beverage expenses - Travel from Chicago, IL to Washington, DC - deposition. 9/9/13 - lunch		
09/19/13	G S STEWART	WAS	12.00
	Food and beverage expenses - Travel from Chicago, IL to Washington, DC - deposition. 9/9/13 - breakfast		
09/19/13	G S STEWART	WAS	90.00
	Food and beverage expenses - Travel from Chicago, IL to Washington, DC - deposition. 9/8/13 - dinner with Moss, DiPompeo		
09/19/13	G S STEWART	WAS	22.00
	Food and beverage expenses - Travel from Chicago, IL to Washington, DC - deposition. 9/9/13 - other		
09/26/13	M L HALE	WAS	20.00
	Food and beverage expenses - Trip to Detroit, MI for document production (Eligibility Litigation) 8/28/13 - dinner		
09/26/13	M L HALE	WAS	12.00
	Food and beverage expenses - Trip to Detroit, MI for document production (Eligibility Litigation) 8/29/13 - breakfast		
09/26/13	M L HALE	WAS	20.00
	Food and beverage expenses - Trip to Detroit, MI for document production (Eligibility Litigation) 8/29/13 - dinner		
09/26/13	M L HALE	WAS	30.00
	Food and beverage expenses - Trip to Detroit, MI for document production (Eligibility Litigation) 8/26/13 - dinner		
09/26/13	M L HALE	WAS	8.67
	Food and beverage expenses - Trip to Detroit, MI for document production 8/29/13 - lunch		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 15

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	M L HALE Food and beverage expenses - Trip to Detroit, MI for document production -(Eligibility Litigation) Detroit Airport 8/30/13 - dinner	WAS	20.00
09/26/13	M L HALE Food and beverage expenses - Trip to Cleveland, OH for Document Review - 9/4/13 - snack	WAS	2.32
09/26/13	M L HALE Food and beverage expenses - Trip to Cleveland, OH for Document Review - 9/5/13 - lunch	WAS	10.79
09/26/13	M L HALE Food and beverage expenses lunch Trip to Cleveland, OH for Document Review - 9/7/13	WAS	11.01
09/26/13	M L HALE Food and beverage expenses other Trip to Cleveland, OH for Document Review (water), Cleveland, OH 9/11/13	WAS	4.45
09/26/13	M L HALE Food and beverage expenses breakfast Trip to Cleveland, OH for Document Review - Market Creations, Cleveland, OH 9/12/13	WAS	3.47
09/26/13	M L HALE Food and beverage expenses lunch Trip to Cleveland, OH for Document Review - 9/13/13	WAS	16.14
09/26/13	M L HALE Food and beverage expenses dinner Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/2/13	WAS	20.00
09/26/13	M L HALE Food and beverage expenses dinner Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/3/13	WAS	20.00
09/26/13	M L HALE Food and beverage expenses breakfast Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/4/13	WAS	12.00
09/26/13	M L HALE Food and beverage expenses dinner Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/4/13	WAS	20.00
09/26/13	M L HALE Food and beverage expenses dinner Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/5/13	WAS	30.00
09/26/13	M L HALE Food and beverage expenses breakfast Trip to Cleveland, OH for Document Review 9/7/13	WAS	21.39
09/26/13	M L HALE Food and beverage expenses dinner Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/8/13	WAS	25.00
09/26/13	M L HALE Food and beverage expenses lunch Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/8/13	WAS	15.00
09/26/13	M L HALE Food and beverage expenses dinner Trip to Cleveland, OH for Document Review 9/10/13	WAS	20.00
09/26/13	E M ROSSMAN Food and beverage expenses dinner Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/14/13	COL	6.56
09/26/13	E M ROSSMAN Food and beverage expenses breakfast Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/21/13	COL	5.19
09/26/13	E M ROSSMAN Food and beverage expenses lunch Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/21/13	COL	5.29

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 16

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	E M ROSSMAN Food and beverage expenses breakfast Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/23/13	COL	3.98
09/26/13	E M ROSSMAN Food and beverage expenses other Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/23/13	COL	3.15
09/26/13	E M ROSSMAN Food and beverage expenses lunch Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/23/13	COL	7.29
09/26/13	E M ROSSMAN Food and beverage expenses breakfast Attend labor negotiations 9/5/13	COL	6.25
09/26/13	E M ROSSMAN Food and beverage expenses dinner Attend labor negotiations 9/5/13	COL	4.76
09/26/13	E M ROSSMAN Food and beverage expenses - Attend negotiations with DDOT unions 9/18/13 - lunch	COL	7.50
09/26/13	E M ROSSMAN Food and beverage expenses - Attend negotiations with DDOT unions 9/17/13 - other	COL	1.75
09/26/13	E M ROSSMAN Food and beverage expenses - Attend negotiations with DDOT unions 9/19/13 - lunch	COL	9.58
09/26/13	E M ROSSMAN Food and beverage expenses - Attend negotiations with DDOT unions 9/19/13 - lunch	COL	4.76
09/26/13	D J KATES Food and beverage expenses - Detroit, MI - attend meeting 9/19/13 - breakfast	CHI	5.08
09/26/13	B W EASLEY Food and beverage expenses - Attend Meeting for Detroit Police Sergeants regarding potential settlement, Detroit, MI 9/18/13 dinner with Rossman, Griffin	CHI	90.00
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/8/13 - lunch with Aeschlimann, Hale, Amir	WAS	22.25
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation. 9/9/13 - lunch with Aeschlimann, Hale, Amir	WAS	27.60
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/7/13 - lunch	WAS	5.94
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/7/13 - lunch with Hubbard	WAS	17.79
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/7/13 - lunch with Hale	WAS	6.25
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/10/13 - lunch with Hale	WAS	17.14
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/12/13 - lunch with Aeschlimann, Amir, Hale, Hubbard	WAS	42.66
09/26/13	J E CALLAWAY Food and beverage expenses - Document collection for pre-production processing in eligibility litigation 9/13/13 - dinner with Hale, Amir, Aeschlimann, Hubbard	WAS	90.00
09/26/13	J E CALLAWAY Food and beverage expenses - Re: Supplemental Document Production Review 9/16/13 - lunch	WAS	7.29

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 17

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	J E CALLAWAY	WAS	15.00
	Food and beverage expenses - Re: Supplemental Document Production Review 9/17/13 - lunch with Amir		
09/26/13	J E CALLAWAY	WAS	15.00
	Food and beverage expenses - Re: Supplemental Document Production Review 9/20/13 - lunch with Hale		
09/26/13	J E CALLAWAY	WAS	20.00
	Food and beverage expenses - Re: Supplemental Document Production Review 9/20/13 - dinner with Hale		
09/26/13	G S STEWART	WAS	30.00
	Food and beverage expenses - Travel from Washington, DC to Chicago, IL for the Malhotra deposition 9/19/13 - dinner		
09/26/13	G S STEWART	WAS	30.00
	Food and beverage expenses - Travel from Washington, DC to Chicago, IL for the Malhotra deposition 9/20/2013 - lunch with Malhotra (E&Y) and DiPompeo		
09/26/13	G S STEWART	WAS	8.59
	Food and beverage expenses - Travel from Washington, DC to Chicago, IL for the Malhotra deposition 9/20/2012 - dinner		
09/26/13	T A WILSON	CLE	30.00
	Food and beverage expenses - Hearing on Eligibility 9/19/13 - dinner		
09/26/13	D S BIRNBAUM	CHI	15.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/13/13 - lunch		
09/26/13	D S BIRNBAUM	CHI	30.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue. 8/13/13 - dinner		
09/26/13	D S BIRNBAUM	CHI	11.08
	Food and beverage expenses - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/14/13 - breakfast		
09/26/13	D S BIRNBAUM	CHI	60.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 8/21/13 - dinner with Easley		
09/26/13	D S BIRNBAUM	CHI	30.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 8/23/13 - lunch with Easley		
09/26/13	D S BIRNBAUM	CHI	11.08
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 8/23/13 - other		
09/26/13	D S BIRNBAUM	CHI	12.00
	Food and beverage expenses breakfast - attend meetings pertaining to various labor restructuring matters 8/28/13 - breakfast		
09/26/13	D S BIRNBAUM	CHI	5.53
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28/13 - other		
09/26/13	D S BIRNBAUM	CHI	11.54
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28/13 - dinner		
09/26/13	D S BIRNBAUM	CHI	7.63
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/29/13 - other		
09/26/13	D S BIRNBAUM	CHI	15.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/29/13 - lunch		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 18

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	D S BIRNBAUM	CHI	20.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/29/13 - dinner		
09/26/13	D S BIRNBAUM	CHI	12.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/4/13 - breakfast		
09/26/13	D S BIRNBAUM	CHI	5.53
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/3/13 - other		
09/26/13	D S BIRNBAUM	CHI	90.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/4/13 - dinner with Easley, Rossman		
09/26/13	D S BIRNBAUM	CHI	18.41
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/5/13 - lunch with Easley		
09/26/13	D S BIRNBAUM	CHI	25.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/5/13 - dinner		
09/26/13	D S BIRNBAUM	CHI	12.00
	Food and beverage expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/5/13 - other		
09/26/13	S T BOYCE	WAS	5.32
	Food and beverage expenses - Trip to San Francisco, CA - Document review (set-up/training/review) 9/6/13 - lunch		
09/26/13	S T BOYCE	WAS	20.00
	Food and beverage expenses - Trip to San Francisco, CA - Document review (set-up/training/review) 9/6/13 - dinner		
09/26/13	S T BOYCE	WAS	25.55
	Food and beverage expenses - Trip to San Francisco, CA - Document review (set-up/training/review) 9/7/13 - lunch with Egerton-Vernon		
09/26/13	D T MOSS	WAS	12.00
	Food and beverage expenses - Travel to Chicago, IL to prepare Malhotra for deposition 9/9/13 - breakfast		
09/26/13	D T MOSS	WAS	10.96
	Food and beverage expenses - Travel to Chicago, IL to prepare Malhotra for deposition 9/9/13 - lunch		
09/26/13	D T MOSS	WAS	30.00
	Food and beverage expenses - Travel to/from Detroit, MI to prepare Mayor Bing for eligibility deposition 9/18/13 - lunch with Cullen		
09/26/13	J H ROTH	BOS	17.92
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/4/13 - dinner		
09/26/13	J H ROTH	BOS	20.00
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/5/13 - dinner		
09/26/13	J H ROTH	BOS	6.90
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/6/13 - dinner		
09/26/13	J H ROTH	BOS	46.86
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/6/13 - dinner with Kollmeyer		
09/26/13	J H ROTH	BOS	4.26
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/7/13 - breakfast		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 19

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	J H ROTH	BOS	14.80
	Food and beverage expenses - With Keith Kollmeyer while managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/7/13 - lunch with Kollmeyer		
09/26/13	J H ROTH	BOS	4.99
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/7/13 - dinner		
09/26/13	J H ROTH	BOS	4.20
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/8/13 - breakfast		
09/26/13	J H ROTH	BOS	30.95
	Food and beverage expenses While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/8/13 - lunch with Kollmeyer		
09/26/13	J H ROTH	BOS	9.48
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/8/13 - dinner		
09/26/13	J H ROTH	BOS	6.95
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/9/13 - lunch		
09/26/13	J H ROTH	BOS	12.82
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/9/13 - dinner		
09/26/13	J H ROTH	BOS	7.57
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/10/13 - breakfast		
09/26/13	J H ROTH	BOS	10.87
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/10/13 - lunch		
09/26/13	J H ROTH	BOS	32.05
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/10/13 - dinner		
09/26/13	J H ROTH	BOS	2.19
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/11/13 - breakfast		
09/26/13	J H ROTH	BOS	7.98
	Food and beverage expenses - While managing and conducting on-site document review concerning eligibility issues in Cincinnati, Ohio 9/11/13 - lunch		
09/26/13	K M KOLLMMEYER	BOS	12.00
	Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/5/13 - breakfast		
09/26/13	K M KOLLMMEYER	BOS	5.81
	Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/6/13 - breakfast		
09/26/13	K M KOLLMMEYER	BOS	10.00
	Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/7/13 - breakfast		
09/26/13	K M KOLLMMEYER	BOS	5.20
	Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/8/13 - breakfast		
09/26/13	K M KOLLMMEYER	BOS	12.00
	Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/9/13 - breakfast		
09/26/13	K M KOLLMMEYER	BOS	8.37
	Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/10/13 - breakfast		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 20

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/11/13 - breakfast	BOS	6.28
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/12/13 - breakfast	BOS	4.16
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/5/13 - lunch	BOS	7.30
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/6/13 - lunch	BOS	7.30
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/9/13 - lunch	BOS	7.60
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/10/13 - lunch	BOS	10.93
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/11/13 - lunch	BOS	11.03
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/4/13 - dinner	BOS	22.06
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/5/13 - dinner	BOS	25.00
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/8/13 - dinner with Roth	BOS	34.77
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/9/13 - dinner	BOS	8.26
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/10/13 - dinner	BOS	25.00
09/26/13	K M KOLLMAYER Food and beverage expenses - Trip to Cincinnati in connection with managing and conducting document review 9/11/13 - dinner	BOS	7.25
	Food and beverage expenses Subtotal		3,437.81
09/05/13	B B ERENS Hotel charges - Travel to Detroit, MI for client meetings 7/18-19/13 (1 night)	CHI	343.85
09/05/13	C BALL Hotel charges - Attend hearing in the City of Detroit 8/27-30/13 (3 nights)	NYC	548.55
09/05/13	S C KOPPEL Hotel charges - Meeting re: JLA 8/26-27/13 (1 night)	NYC	217.35
09/05/13	S C WOO Hotel charges - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/27-29/13 (2 nights)	CHI	365.70
09/05/13	J B ELLMAN Hotel charges - Meetings in Detroit, MI - 8/13-14/13 (1 night)	ATL	182.85

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 21

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	G M SHUMAKER	WAS	548.22
	Hotel charges - Travel to Detroit, MI re: court hearing 8/27-30/13 (3 nights)		
09/12/13	B W EASLEY	CHI	365.70
	Hotel charges - Travel to Detroit, MI to attend meeting with Detroit Police 8/21-23/13 (2 nights)		
09/12/13	B W EASLEY	CHI	134.47
	Hotel charges - Attend meeting with Labor and Bankruptcy Attorneys for Detroit Public Safety Unions, Detroit, MI 8/18-19/13 (1 night)		
09/12/13	B W EASLEY	CHI	110.39
	Hotel charges - Attend meeting with Detroit Fire Department, Detroit, MI 8/27-28/13 (1 night)		
09/12/13	B W EASLEY	CHI	182.85
	Hotel charges - Attend meeting with Detroit Fire Department, Detroit, MI 8/28-29/13 (1 night)		
09/12/13	B W EASLEY	CHI	194.35
	Hotel charges - Attend meeting with Sonya Mays (City of Detroit) and Juan Santambrogio (Ernst & Young) regarding potential Detroit Police Lieutenants & Sergeants Association Settlement, Detroit, MI 9/4-5/13 (1 night)		
09/12/13	J E CALLAWAY	WAS	274.85
	Hotel charges - Travel to Detroit, MI for document collection from City of Detroit 8/29-30/13 (1 night)		
09/12/13	B B ERENS	CHI	263.07
	Hotel charges - Travel to Detroit, MI for client meetings 7/23-24/13 (1 night)		
09/12/13	B B ERENS	CHI	365.70
	Hotel charges - Travel to Detroit, MI to attend client meetings 8/26-28/13 (2 nights)		
09/12/13	D T MOSS	WAS	182.85
	Hotel charges - Travel to Detroit, MI for Buckfire and Orr depositions 8/27-28/13 (1 night)		
09/12/13	B ROSENBLUM	NYC	182.85
	Hotel charges - Relating to work on Detroit matter in Detroit. 8/28-29/13 (1 night)		
09/12/13	S C WOO	CHI	147.83
	Hotel charges - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/9-10/13 (1 night)		
09/19/13	H LENNOX	NYC	365.70
	Hotel charges - Westin Book Cadillac while in Detroit for meetings and 8/28 hearing 8/26-28/13 (2 nights)		
09/19/13	H LENNOX	NYC	134.47
	Hotel charges - During travel from Detroit 8/18-19/13 (1 night)		
09/19/13	H LENNOX	NYC	182.85
	Hotel charges - During travel to Detroit for Water/Sewer Meetings with DWSD & counties 8/14-15/13 (1 night)		
09/19/13	H LENNOX	NYC	182.85
	Hotel charges - Westin Book Cadillac while in Detroit for meetings 9/3-4/13 (1 night)		
09/19/13	H LENNOX	NYC	182.85
	Hotel charges - Westin Book Cadillac during travel to Detroit for meetings 9/5-6/13 (1 night)		
09/19/13	H LENNOX	NYC	182.85
	Hotel charges - During travel to Detroit for meetings 9/10-11/13 (1 night)		
09/19/13	J B ELLMAN	ATL	183.33
	Hotel charges - Meeting with Fee Examiner in Detroit, MI 8/20-21/13 (1 night)		
09/19/13	J A EGERTON-VERNON	WAS	1,770.00
	Hotel charges - Trip to San Francisco, CA for Document Review 9/6-12/13 (6 nights)		
09/19/13	G S STEWART	WAS	317.78
	Hotel charges - Travel to Chicago for Malhotra deposition 9/8-9/13 (1 night)		
09/26/13	T F CULLEN JR	WAS	365.70
	Hotel charges - Travel to Detroit, MI to attend client meetings and hearings 7/22-24/13 (2 nights)		
09/26/13	M L HALE	WAS	549.70
	Hotel charges - Trip to Detroit, MI for document production 8/28-30/13 (2 nights)		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 22

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	M L HALE	WAS	182.85
	Hotel charges - Trip to Detroit, MI for document production (Eligibility Litigation) 8/26-27/13 (1 night)		
09/26/13	M L HALE	WAS	174.85
	Hotel charges - Trip to Cleveland, OH for Document Review 9/2-3/13 (1 night)		
09/26/13	M L HALE	WAS	1,748.50
	Hotel charges - Trip to Cleveland, OH for Document Review 9/3-13/13 (10 nights)		
09/26/13	E M ROSSMAN	COL	182.85
	Hotel charges - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/22-23/13 (1 night)		
09/26/13	E M ROSSMAN	COL	182.85
	Hotel charges - Attend labor negotiations in Detroit 9/4-5/13 (1 night)		
09/26/13	E M ROSSMAN	COL	182.85
	Hotel charges - Attend negotiations in Detroit 9/18-19/13 (1 night)		
09/26/13	B W EASLEY	CHI	194.35
	Hotel charges - Attend Meeting for Detroit Police Sergeants regarding potential settlement, Detroit, MI 9/18-19/13 (1 night)		
09/26/13	J E CALLAWAY	WAS	388.70
	Hotel charges - Document collection for pre-production processing in eligibility litigation in Detroit, Michigan 9/2-4/13 (2 nights)		
09/26/13	J E CALLAWAY	WAS	194.35
	Hotel charges - Document collection for pre-production processing in eligibility litigation in Detroit, Michigan 9/4-5/13 (1 night)		
09/26/13	J E CALLAWAY	WAS	1,450.45
	Hotel charges - In Cleveland for Supplemental Document Production Review 9/15-20/13 (5 nights)		
09/26/13	J E CALLAWAY	WAS	1,398.80
	Hotel charges - Document collection for pre-production processing in eligibility litigation in Cleveland, OH 9/5-13/13 (8 nights)		
09/26/13	G S STEWART	WAS	290.00
	Hotel charges - In Chicago, IL for the Malhotra deposition taken on 9/20/2012 9/19-20/13 (1 night)		
09/26/13	T A WILSON	CLE	194.35
	Hotel charges - Hearing on Eligibility 9/18-19/13 (1 night)		
09/26/13	D S BIRNBAUM	CHI	195.85
	Hotel charges - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/13-14/13 (1 night)		
09/26/13	D S BIRNBAUM	CHI	365.70
	Hotel charges - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 8/21-23/13 (2 nights)		
09/26/13	D S BIRNBAUM	CHI	182.85
	Hotel charges - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28-29/13 (1 night)		
09/26/13	D S BIRNBAUM	CHI	388.70
	Hotel charges - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 9/3-5/13 (2 nights)		
09/26/13	S T BOYCE	WAS	427.12
	Hotel charges - Trip to San Francisco, CA - Document review (set-up/training/review) 9/5-7/13 (2 nights)		
09/26/13	D T MOSS	WAS	317.78
	Hotel charges - In Chicago, IL to prepare Malhotra for deposition 9/8-9/13 (1 night)		
09/26/13	E MILLER	WAS	194.35
	Hotel charges - Meetings in Detroit, MI 9/19-18/13 (1 night)		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 23

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	J H ROTH Hotel charges - Lodging in Cincinnati, Ohio for eight days while conducting a document review regarding eligibility issues 9/4-13/13 (9 nights)	BOS	1,581.92
09/26/13	K M KOLLMEYER Hotel charges - Travel to Cincinnati to conduct document review in connection with eligibility phase 9/4-12/13 (8 nights)	BOS	1,394.72
	Hotel charges Subtotal		20,844.25
09/05/13	B ROSENBLUM Long distance charges 8/13/13	NYC	3.75
09/05/13	B ROSENBLUM Long distance charges 8/20/13	NYC	1.05
09/05/13	B ROSENBLUM Long distance charges 8/14/13	NYC	2.25
09/05/13	D A HALL Long distance charges 8/16/13	CHI	1.35
09/05/13	D A HALL Long distance charges 8/27/13	CHI	1.35
09/05/13	D A HALL Long distance charges 8/27/13	CHI	1.05
09/05/13	D A HALL Long distance charges 8/26/13	CHI	1.80
09/05/13	D A HALL Long distance charges 8/19/13	CHI	3.60
09/05/13	D A HALL Long distance charges 8/15/13	CHI	1.65
09/05/13	D A HALL Long distance charges 8/16/13	CHI	2.70
09/05/13	S C KOPPEL Long distance charges 8/26/13	NYC	0.48
09/05/13	M J AUSTIN Long distance charges 8/15/13	CHI	9.15
09/05/13	M J AUSTIN Long distance charges 8/20/13	CHI	19.35
09/05/13	M J AUSTIN Long distance charges 8/21/13	CHI	4.80
09/06/13	BOS ACCOUNTING Long distance charges through 9/6/2013	BOS	3.90
09/06/13	ATL ACCOUNTING Long distance charges through 9/6/2013	ATL	6.15
09/06/13	CLE ACCOUNTING Long distance charges through 9/6/2013	CLE	3.60
09/06/13	CHI ACCOUNTING Long distance charges through 9/6/2013	CHI	1.95
09/06/13	WAS ACCOUNTING Long distance charges through 9/6/2013	WAS	4.35
09/06/13	WAS ACCOUNTING Long distance charges through 9/6/2013	WAS	21.15
09/12/13	G M SHUMAKER Long distance charges 8/26/13	WAS	1.05
09/12/13	G M SHUMAKER Long distance charges 8/22/13	WAS	1.50

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 24

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	B L SEDLAK Long distance charges 8/19/13	CHI	1.05
09/12/13	B L SEDLAK Long distance charges 8/19/13	CHI	1.35
09/12/13	B L SEDLAK Long distance charges 8/19/13	CHI	1.35
09/12/13	B L SEDLAK Long distance charges 8/30/13	CHI	1.20
09/12/13	B L SEDLAK Long distance charges 8/26/13	CHI	1.05
09/12/13	B L SEDLAK Long distance charges 9/4/13	CHI	5.10
09/12/13	B B ERENS Long distance charges 8/22/13	CHI	1.35
09/12/13	B B ERENS Long distance charges 8/19/13	CHI	1.65
09/12/13	B ROSENBLUM Long distance charges 8/21/13	NYC	2.10
09/12/13	H LENNOX Long distance charges 7/26/13	NYC	3.75
09/12/13	D T MOSS Long distance charges 8/26/13	WAS	1.05
09/12/13	ATL ACCOUNTING Long distance charges through 9/12/2013	ATL	4.35
09/12/13	CLE ACCOUNTING Long distance charges through 9/12/2013	CLE	3.30
09/12/13	CHI ACCOUNTING Long distance charges through 9/12/2013	CHI	2.10
09/12/13	WAS ACCOUNTING Long distance charges through 9/12/2013	WAS	5.25
09/12/13	WAS ACCOUNTING Long distance charges through 9/12/2013	WAS	5.70
09/19/13	ATL ACCOUNTING Long distance charges through 9/19/2013	ATL	3.45
09/19/13	CHI ACCOUNTING Long distance charges through 9/19/2013	CHI	1.80
09/19/13	WAS ACCOUNTING Long distance charges through 09/19/2013	WAS	2.10
09/19/13	H LENNOX Long distance charges 8/8/13	NYC	5.55
09/19/13	H LENNOX Long distance charges 8/5/13	NYC	2.70
09/19/13	B L SEDLAK Long distance charges 9/10/13	CHI	1.95
09/19/13	B L SEDLAK Long distance charges 9/11/13	CHI	1.20
09/19/13	T HOFFMANN Long distance charges 8/20/13	CHI	1.20
09/19/13	G S STEWART Long distance charges 9/9/13	WAS	2.29
09/26/13	M L HALE Long distance charges 8/29/13	WAS	6.84

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 25

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	E M ROSSMAN Long distance charges 8/27/13	COL	1.05
09/26/13	S T BOYCE Long distance charges 9/4/13	WAS	1.20
09/26/13	U C AMADI Long distance charges 9/4/13	COL	2.70
09/26/13	ATL ACCOUNTING Long distance charges through 9/26/2013	ATL	5.85
09/26/13	CLE ACCOUNTING Long distance charges through 9/26/2013	CLE	7.95
09/26/13	CHI ACCOUNTING Long distance charges through 9/26/2013	CHI	4.20
09/26/13	WAS ACCOUNTING Long distance charges through 9/26/2013	WAS	2.40
	Long distance charges Subtotal		194.11
09/05/13	J B ELLMAN Mileage expenses (to airport for Meetings in Detroit) 8/13/13 - 50.00 Miles @ Rate .565	ATL	28.25
09/12/13	B W EASLEY Mileage expenses Travel to Detroit, MI to attend meetings with Unions representing employees at Detroit Water & Sewer 8/23/13 - 18.00 Miles @ Rate .565 - to home from airport	CHI	10.17
09/12/13	B W EASLEY Mileage expenses Attend meeting with Labor and Bankruptcy Attorneys for Detroit Public Safety Unions, Detroit, MI 8/18/13 - 18.00 Miles @ Rate .565 - to airport	CHI	10.17
09/12/13	B W EASLEY Mileage expenses Attend negotiation meeting with AFSCME pertaining to Detroit Dept of Transportation Employees, Detroit, MI 8/26/13 - 18.00 Miles @ Rate .565 - to airport	CHI	10.17
09/12/13	B W EASLEY Mileage expenses Attend Meeting with Detroit Police Lieutenants & Sergeants Associations, Detroit, MI 8/29/13 - 18.00 Miles @ Rate .565 - to home from airport	CHI	10.17
09/19/13	H LENNOX Mileage expenses 172 miles to Detroit re JLA Meeting, professional meetings with KDO & 8/28 hearing. 8/26/13 - 172.00 Miles @ Rate .565	NYC	97.18
09/19/13	H LENNOX Mileage expenses 172 miles home from Detroit re JLA Meeting, professional meetings with KDO & 8/28 hearing. 8/28/13 - 172.00 Miles @ Rate .565	NYC	97.18
09/19/13	H LENNOX Mileage expenses 183 miles to Southfield for meeting with Easley & counsel for all 4 safety unions. 8/18/13 - 183.00 Miles @ Rate .565	NYC	103.40
09/19/13	H LENNOX Mileage expenses 21 miles from Southfield to CAYMC (from meeting with safety unions to meetings with pension funds) 8/19/13 - 21.00 Miles @ Rate .565	NYC	11.86
09/19/13	H LENNOX Mileage expenses 186 miles home from Detroit with stop to drop off Heiman 8/19/13 - 186.00 Miles @ Rate .565	NYC	105.09
09/19/13	H LENNOX Mileage expenses 172 miles to Detroit for 9/4 retiree committee professional meeting 9/3/13 - 172.00 Miles @ Rate .565	NYC	97.18
09/19/13	H LENNOX Mileage expenses 172 miles to Cleveland from Detroit re: 9/4 retiree committee professional meeting 9/4/13 - 172.00 Miles @ Rate .565	NYC	97.18

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 26

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	H LENNOX	NYC	97.18
	Mileage expenses 172 miles to Detroit re: 9/6 meeting with DWSD & counties. 9/5/13 - 172.00 Miles @ Rate .565		
09/19/13	H LENNOX	NYC	97.18
	Mileage expenses 172 miles to Cleveland following 9/6 meeting with DWSD & counties in Detroit. 9/6/13 172.00 Miles @ Rate .565		
09/19/13	J B ELLMAN	ATL	14.12
	Mileage expenses Travel to /from airport re: meeting with Fee Examiner in Detroit, MI. 8/21/13 - 25.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	203.40
	Mileage expenses Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/14/13 Columbus to/from Detroit - 360.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	101.70
	Mileage expenses To Detroit - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/20/13 - 180.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	101.70
	Mileage expenses From Detroit to Columbus Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/23/13 - 180.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	101.70
	Mileage expenses To Detroit Attend labor negotiations 9/4/13 - 180.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	101.70
	Mileage expenses From Detroit to Columbus Attend labor negotiations 9/5/13 - 180.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	101.70
	Mileage expenses To Detroit Attend negotiations 9/17/13 - 180.00 Miles @ Rate .565		
09/26/13	E M ROSSMAN	COL	101.70
	Mileage expenses From Detroit to Columbus Attend negotiations 9/20/13 - 180.00 Miles @ Rate .565		
09/26/13	T A WILSON	CLE	193.23
	Mileage expenses Columbus to/from Detroit Hearing on Eligibility 9/18/13 - 342.00 Miles @ Rate .565		
	Mileage expenses Subtotal		1,893.31
09/05/13	D S BIRNBAUM	CHI	15.00
	Parking expenses - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13		
09/05/13	J B ELLMAN	ATL	48.00
	Parking expenses (airport) - Meetings in Detroit, MI 8/14/13		
09/05/13	B B ERENS	CHI	87.00
	Parking expenses - Travel to Detroit, MI for client meetings 7/18/13		
09/05/13	C BALL	NYC	44.00
	Parking expenses - City of Detroit. (Swaps) 8/16/13		
09/05/13	C BALL	NYC	44.00
	Parking expenses - City of Detroit. (Swaps) 8/22/13		
09/12/13	G M SHUMAKER	WAS	86.00
	Parking expenses - Travel to Detroit, MI re: court hearing. 8/30/13		
09/12/13	B L SEDLAK	CHI	34.00
	Parking expenses - Travel to Detroit, Michigan for meetings with DWSD 8/7/13		
09/12/13	B W EASLEY	CHI	85.00
	Parking expenses - Travel to Detroit, MI to attend meetings with Unions representing employees at Detroit Water & Sewer 8/23/13		
09/12/13	B W EASLEY	CHI	50.00
	Parking expenses - Travel to Detroit, MI to attend meeting with Detroit Police 8/23/13		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 27

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	B W EASLEY	CHI	2.00
	Parking expenses - Travel to Detroit, MI to attend meeting with Detroit Police 8/22/13		
09/12/13	B W EASLEY	CHI	15.00
	Parking expenses - Travel to Detroit, MI to attend meetings with Unions representing employees at Detroit Water & Sewer 8/23/13		
09/12/13	B W EASLEY	CHI	15.00
	Parking expenses - Attend meeting with Labor and Bankruptcy Attorneys for Detroit Public Safety Unions, Detroit, MI 8/19/13		
09/12/13	B W EASLEY	CHI	102.00
	Parking expenses - Attend Meeting with Detroit Police Lieutenants & Sergeants Associations, Detroit, MI 8/29/13		
09/12/13	B W EASLEY	CHI	15.00
	Parking expenses - Attend negotiation meeting with AFSCME pertaining to Detroit Dept of Transportation Employees, Detroit, MI 8/26/13		
09/12/13	B W EASLEY	CHI	2.00
	Parking expenses - Attend meeting with Detroit Fire Department, Detroit, MI 8/29/13		
09/12/13	B W EASLEY	CHI	5.00
	Parking expenses - Attend meeting with Detroit Fire Department, Detroit, MI 8/29/13		
09/12/13	B W EASLEY	CHI	35.00
	Parking expenses - Attend meeting with Sonya Mays and Juan Santambrogio regarding potential Detroit Police Lieutenants & Sergeants Agreement settlement, Detroit MI 9/7/13		
09/12/13	B W EASLEY	CHI	25.00
	Parking expenses - Attend meeting with Sonya Mays (City of Detroit) and Juan Santambrogio (Ernst & Young) regarding potential Detroit Police Lieutenants & Sergeants Association Settlement, Detroit, MI 9/5/13		
09/12/13	B W EASLEY	CHI	15.00
	Parking expenses - Attend meeting with Sonya Mays (City of Detroit) and Juan Santambrogio (Ernst & Young) regarding potential Detroit Police Lieutenants & Sergeants Association Settlement, Detroit, MI 9/5/13		
09/12/13	S OGULLUK	NYC	35.00
	Parking expenses - For court hearing 8/21/13		
09/12/13	C BALL	NYC	44.00
	Parking expenses - Detroit COPS/Swaps activities 9/3/13		
09/12/13	E MILLER	WAS	18.00
	Parking expenses - Various meetings/conferences (Detroit, MI) 8/19/13		
09/12/13	E MILLER	WAS	18.00
	Parking expenses - Various meetings/conferences (Detroit, MI) 8/19/13		
09/12/13	E MILLER	WAS	36.00
	Parking expenses - Various meetings/conferences (Detroit, MI) 8/23/13		
09/12/13	E MILLER	WAS	36.00
	Parking expenses - Various meetings/conferences (Detroit, MI) 8/26/13		
09/12/13	B B ERENS	CHI	18.00
	Parking expenses - Travel to Detroit, MI to attend client meetings 8/28/13		
09/12/13	B B ERENS	CHI	68.00
	Parking expenses - Travel to Detroit, MI to attend client meetings 8/26/13		
09/12/13	B B ERENS	CHI	34.00
	Parking expenses - Travel to Detroit, MI for client meetings. 23-Jul-2013		
09/19/13	H LENNOX	NYC	17.50
	Parking expenses - At 150 W. Jefferson 8/28/13		
09/19/13	H LENNOX	NYC	50.00
	Parking expenses - Westin Book Cadillac while in Detroit for meetings and 8/28 hearing. 8/28/13		
09/19/13	H LENNOX	NYC	42.00
	Parking expenses - At Hopkins Airport during travel to Detroit 8/15/13		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 28

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	H LENNOX Parking expenses - At 500 Woodward Ave, Detroit 9/4/13	NYC	20.00
09/19/13	H LENNOX Parking expenses - Westin Book Cadillac while in Detroit for meetings 9/4/13	NYC	25.00
09/19/13	H LENNOX Parking expenses Westin Book Cadillac during travel to Detroit for meetings 9/6/13	NYC	25.00
09/19/13	H LENNOX Parking expenses - At 150 W. Jefferson, Detroit during travel to Detroit for meetings 9/6/13	NYC	17.50
09/19/13	J B ELLMAN Parking expenses - At airport for meeting with Fee Examiner in Detroit, MI 8/21/13	ATL	16.00
09/19/13	B L SEDLAK Parking expenses - Travel to Detroit, Michigan for meetings with DWSD 8/15/13	CHI	24.00
09/19/13	B L SEDLAK Parking expenses - Travel to Detroit, Michigan for meetings with the Detroit Water and Sewer Department 9/6/13	CHI	24.00
09/26/13	M L HALE Parking expenses - Trip to Detroit, MI for document production 8/28/13	WAS	25.00
09/26/13	M L HALE Parking expenses - Trip to Detroit, MI for document production 8/29/13	WAS	25.00
09/26/13	M L HALE Parking expenses - Trip to Detroit, MI for document production (Eligibility Litigation) 8/26/13	WAS	25.00
09/26/13	M L HALE Parking expenses - Trip to Detroit, MI for document production - Detroit Airport (coming in from Wash., DC) 8/29/13	WAS	6.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review - Detroit, MI - (Eligibility Litigation) Renaissance Center 9/5/13	WAS	25.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review 9/2/13 (Eligibility Litigation)	WAS	25.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review 9/3/13	WAS	30.00
09/26/13	M L HALE Parking expenses Trip to Cleveland, OH for Document Review 9/4/13	WAS	30.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/5/13	WAS	24.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/6/13	WAS	25.93
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/8/13	WAS	24.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/9/13	WAS	24.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/10/13	WAS	24.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/11/13	WAS	24.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/11/13	WAS	24.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review (Eligibility Litigation) 9/7/13	WAS	24.00
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/14/13	COL	15.00

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 29

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/22/13	COL	25.00
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/20/13	COL	15.00
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/21/13	COL	15.00
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiation meeting at Coleman A. Young Municipal Center, Detroit 8/23/13	COL	15.00
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiations 9/5/13	COL	15.00
09/26/13	E M ROSSMAN Parking expenses - Attend labor negotiations 9/4/13	COL	25.00
09/26/13	E M ROSSMAN Parking expenses - Attend negotiations 9/18/13	COL	25.00
09/26/13	E M ROSSMAN Parking expenses - Attend negotiations with DDOT unions 7/17/13	COL	10.00
09/26/13	E M ROSSMAN Parking expenses - Attend negotiations with DDOT unions 9/19/13	COL	15.00
09/26/13	E M ROSSMAN Parking expenses - Attend negotiations with DDOT unions 9/19/13	COL	10.00
09/26/13	B W EASLEY Parking expenses - Attend Meeting for Detroit Police Sergeants regarding potential settlement, Detroit, MI 9/19/13	CHI	25.00
09/26/13	B W EASLEY Parking expenses - Attend Meeting for Detroit Police Sergeants regarding potential settlement, Detroit, MI 9/19/13	CHI	3.00
09/26/13	T A WILSON Parking expenses - Hearing on Eligibility 9/19/13	CLE	25.00
09/26/13	D S BIRNBAUM Parking expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/4/13	CHI	10.00
09/26/13	D S BIRNBAUM Parking expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/5/13	CHI	15.00
09/26/13	D S BIRNBAUM Parking expenses - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 9/3/13	CHI	15.00
09/26/13	D T MOSS Parking expenses - Travel to Chicago, IL to prepare Malhotra for deposition. National Airport 9/9/13	WAS	44.00
09/26/13	E MILLER Parking expenses - Meetings, (Detroit, MI) 9/11/13	WAS	72.00
09/26/13	E MILLER Parking expenses - Meetings, (Detroit, MI) 9/19/13	WAS	72.00
09/26/13	U C AMADI Parking expenses - While at Blackletter review site 9/4/13	COL	11.00
09/26/13	U C AMADI Parking expenses - While at Blackletter review site 9/5/13	COL	12.00

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 30

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	U C AMADI Parking expenses - While at Blackletter review site 9/6/13	COL	12.00
09/26/13	U C AMADI Parking expenses - While at Blackletter review site 9/7/13	COL	5.00
09/26/13	U C AMADI Parking expenses - While at Blackletter review site 9/8/13	COL	5.00
09/26/13	M L HALE Parking expenses - Trip to Detroit, MI for document production - National Airport - Eligibility Litigation 8/30/13	WAS	66.00
09/26/13	D T MOSS Parking expenses - Travel to/from Detroit, MI to prepare Mayor Bing for eligibility deposition. Reagan National Airport 9/18/13	WAS	22.00
09/26/13	D T MOSS Parking expenses - Attend K. Orr deposition with G. Shumaker, in Detroit, MI. At Reagan National Airport 9/16/13	WAS	22.00
09/26/13	G S STEWART Parking expenses - Travel from Washington, DC to Chicago, IL for the Malhotra deposition taken on Sep-20-2013	WAS	32.00
09/26/13	B L SEDLAK Parking expenses - Travel to Detroit, MI for meetings with Detroit Water and Sewer Department - flight cancelled 19-Sep-2013	CHI	15.00
09/26/13	M L HALE Parking expenses - Trip to Cleveland, OH for Document Review 9/13/13	WAS	15.00
	Parking expenses Subtotal		2,359.93
09/26/13	B W EASLEY Photocopy (External) copy charges while in Detroit for meeting with Detroit Police Sergeants regarding potential settlement	CHI	36.32
09/26/13	B W EASLEY Photocopy (External) FedEx Office: 350 Copies while in Detroit for meeting for Detroit Police Sergeants 9/19/13	CHI	44.52
09/26/13	D S BIRNBAUM Photocopy (External) FedEx Office: Scan and Fax Documents while in Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/21/13	CHI	26.60
09/26/13	D S BIRNBAUM Photocopy (External) FedEx Office: 519 Copies while in Detroit, MI to attend meetings pertaining to various labor restructuring matters. 8/23/13	CHI	62.19
	Photocopy (External) Subtotal		169.63
09/18/13	B L SEDLAK Postage charges - 9/12/2013 Certified - 3pcs @ \$6.11 each	CHI	18.33
09/30/13	WAS ACCOUNTING Postage - September 2013	WAS	33.76
	Postage charges Subtotal		52.09
09/05/13	B B ERENS Taxi fare - Travel to Detroit, MI for client meetings 7/18/13 - to office	CHI	60.00
09/05/13	B B ERENS Taxi fare - Travel to Detroit, MI for client meetings 7/19/13 - to airport	CHI	60.00
09/05/13	C BALL Taxi fare - City of Detroit (Swaps) Transportation - to hotel 8/30/13	NYC	67.00
09/05/13	C BALL Taxi fare - City of Detroit (Swaps) Transportation - to hotel 8/27/13	NYC	60.00

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 31

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/05/13	D S BIRNBAUM	CHI	56.00
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13 - to hotel		
09/05/13	D S BIRNBAUM	CHI	55.00
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13 - to airport		
09/05/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13 - to airport		
09/05/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DWSD 8/6/13 - airport to home		
09/05/13	T HOFFMANN	CHI	40.00
	Taxi fare - Detroit, MI. Vendor meetings 8/6/13 - airport to home		
09/05/13	T HOFFMANN	CHI	40.00
	Taxi fare - Detroit, MI. Vendor meetings 8/14/13 - airport to home		
09/05/13	T HOFFMANN	CHI	56.00
	Taxi fare - Detroit, MI. Vendor meetings 8/21/13 - to hotel		
09/05/13	T HOFFMANN	CHI	37.45
	Taxi fare - Detroit, MI. Vendor meetings 8/23/13 - to airport		
09/05/13	T HOFFMANN	CHI	56.00
	Taxi fare - Detroit, MI. Vendor Meetings 8/11/13 - to airport		
09/05/13	S C KOPPEL	NYC	55.00
	Taxi fare - 8/26/13 - to hotel		
09/05/13	S C KOPPEL	NYC	89.00
	Taxi fare - 8/27/13 - to airport		
09/05/13	S C WOO	CHI	53.00
	Taxi fare - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/27/13 - to hotel		
09/05/13	S C WOO	CHI	53.00
	Taxi fare - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/29/13 - to airport		
09/05/13	S C WOO	CHI	38.00
	Taxi fare - Travel to Detroit, MI for Meeting with Detroit Fire Department to discuss Operational Restructuring 8/29/13 - from airport to office		
09/05/13	J B ELLMAN	ATL	54.00
	Taxi fare - Meetings in Detroit, MI 8/13/13 - from airport		
09/05/13	J B ELLMAN	ATL	60.00
	Taxi fare - Meetings in Detroit, MI 8/14/13 - to airport		
09/06/13	P SCOTT	WAS	56.00
	Taxi Fare - Washington Sedans, LLC - to airport. T. Cullen		
09/12/13	G M SHUMAKER	WAS	58.90
	Taxi fare - Travel to Detroit, MI re: court hearing 8/27/13 - to hotel		
09/12/13	B L SEDLAK	CHI	50.00
	Taxi fare - Travel to Detroit, Michigan for meetings with DWSD 8/7/13 - to airport		
09/12/13	B B ERENS	CHI	45.05
	Taxi fare - Travel to Detroit, MI for client meetings 7/23/13 - to hotel		
09/12/13	B B ERENS	CHI	65.00
	Taxi fare - Travel to Detroit, MI for client meetings 7/24/13 - to airport		
09/12/13	B B ERENS	CHI	68.00
	Taxi fare - Travel to Detroit, MI to attend client meetings. 8/27/13 - to hotel		
09/12/13	B B ERENS	CHI	73.00
	Taxi fare - Travel to Detroit, MI to attend client meetings. 8/28/13 - to airport		
09/12/13	D S BIRNBAUM	CHI	45.00
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DFD. 8/12/13 - airport to home		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 32

November 8, 2013

Invoice: 32634246E

Case Administration

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/12/13	D S BIRNBAUM	CHI	55.00
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DPD. 8/12/13 - airport to meeting		
09/12/13	D S BIRNBAUM	CHI	45.00
	Taxi fare - Travel to Detroit, MI to attend meetings with DPLSA and DPD. 8/12/13 - to airport		
09/12/13	D T MOSS	WAS	59.00
	Taxi fare - Travel to Detroit, MI for Buckfire and Orr depositions. Airport to Hotel 8/28/13		
09/12/13	D T MOSS	WAS	69.00
	Taxi fare - Travel to Detroit, MI for Buckfire and Orr depositions. Hotel to Airport 8/28/13		
09/12/13	B ROSENBLUM	NYC	54.78
	Taxi fare - Relating to work on Detroit matter 8/28/13 - to airport		
09/12/13	B ROSENBLUM	NYC	50.00
	Taxi fare - Relating to work on Detroit matter. 8/28/13 - to hotel		
09/12/13	E MILLER	WAS	25.55
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/19/13 - to hotel from Conway McKenzie		
09/12/13	E MILLER	WAS	24.50
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/19/13 - to Conway McKenzie from hotel		
09/12/13	E MILLER	WAS	24.50
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/19/13 - to Governor's Office from Ernst & Young		
09/12/13	E MILLER	WAS	25.55
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/19/13 - To Hotel from Governor's Office		
09/12/13	E MILLER	WAS	48.00
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/23/13 - to airport		
09/12/13	E MILLER	WAS	12.00
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/26/13 - to Hotel from Ernst & Young		
09/12/13	E MILLER	WAS	49.00
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/26/13 - from Airport to Ernst & Young		
09/12/13	E MILLER	WAS	49.00
	Taxi fare - Various meetings/conferences (Detroit, MI) 8/26/13 - to Airport from Ernst & Young		
09/12/13	S C WOO	CHI	43.05
	Taxi fare - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/9/13 - to airport		
09/12/13	S C WOO	CHI	35.00
	Taxi fare - Travel to Detroit, MI for review of documents at Butzel Long as part of Responses to Discovery Requests 9/10/13 - from airport		
09/12/13	E MILLER	WAS	74.00
	Taxi Fare - Conferences in Detroit, MI 8/13/13		
09/12/13	S OGULLUK	NYC	20.00
	Taxi Fare- Attendance at court hearing (Armstrong and Ogulluk) 8/21/13 - from court in NY		
09/12/13	E MILLER	WAS	66.27
	Taxi Fare Dialcar - 5/22/13 from Office to Airport (NY, NY); attend CIRS board meeting; conference with R. Kiosk. 7/22/13		
09/19/13	H LENNOX	NYC	61.00
	Taxi fare - From Detroit Airport to Miller Canfield. 8/14/13		
09/19/13	H LENNOX	NYC	55.00
	Taxi fare - From 150 W. Jefferson St to Metro Airport 8/15/13		
09/19/13	H LENNOX	NYC	52.50
	Taxi fare - From airport to hotel during travel to Detroit for meetings 9/10/13		
09/19/13	H LENNOX	NYC	55.00
	Taxi fare - From hotel to airport during travel to Detroit for meetings 9/11/13		
09/19/13	J B ELLMAN	ATL	55.00
	Taxi fare - Meeting with Fee Examiner in Detroit, MI 8/20/13 - to airport		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 33

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/19/13	J B ELLMAN Taxi fare - Meeting with Fee Examiner in Detroit, MI 8/21/13 - to airport	ATL	55.00
09/19/13	B L SEDLAK Taxi fare - Travel to Detroit, Michigan for meetings with Detroit Water and Sewer Department 8/15/13 - to airport	CHI	50.00
09/19/13	B L SEDLAK Taxi fare - Travel to Detroit, Michigan for meetings with Detroit Water and Sewer Department 8/15/13 - from airport	CHI	50.00
09/19/13	B L SEDLAK Taxi fare - Travel to Detroit, Michigan for meetings with the Detroit Water and Sewer Department 9/6/13 - to airport	CHI	50.00
09/19/13	B L SEDLAK Taxi fare - Travel to Detroit, Michigan for meetings with the Detroit Water and Sewer Department 9/6/13 - from airport	CHI	50.00
09/19/13	D J KATES Taxi fare - Travel to Detroit for DWSD meeting 9/6/13 - from office to Detroit airport	CHI	52.00
09/19/13	D J KATES Taxi fare - Travel to Detroit for DWSD meeting 9/6/13 - from home to Chicago airport	CHI	43.00
09/19/13	D J KATES Taxi fare - Detroit, MI - attend DWSD meeting 9/6/13 - from airport to home	CHI	43.00
09/19/13	J A EGERTON-VERNON Taxi fare - Trip to San Francisco, CA for Document Review 9/6/13 - to airport	WAS	70.00
09/19/13	J A EGERTON-VERNON Taxi fare - Trip to San Francisco, CA for Document Review 9/6/13 - to hotel	WAS	55.45
09/19/13	J A EGERTON-VERNON Taxi fare - Trip to San Francisco, CA for Document Review 9/12/13 - to home from airport	WAS	65.00
09/19/13	J A EGERTON-VERNON Taxi fare - Trip to San Francisco, CA for Document Review 9/12/13 - to airport	WAS	55.00
09/19/13	B L SEDLAK Taxi fare - Travel to Detroit, Michigan for meeting with Detroit Water and Sewer Department 9/9/13 - to airport	CHI	50.00
09/19/13	B L SEDLAK Taxi fare - Travel to Detroit, Michigan for meeting with Detroit Water and Sewer Department 9/9/13 - from airport to home	CHI	50.00
09/19/13	G S STEWART Taxi fare - Travel from Chicago, IL to Washington, DC - deposition 9/8/13 - to airport	WAS	78.00
09/19/13	H LENNOX Taxi Fare - Dialcar - 06/19/13 from Office to LGA - Travel to Detroit for 6/20 meeting 8/12/13	NYC	66.27
09/19/13	H LENNOX Taxi Fare - Dialcar - 06/24/13 from Newark to 300 East 39th St. - travel to New York regarding meetings with Monolines and pension FAs 8/12/13	NYC	140.73
09/19/13	H LENNOX Taxi Fare - Dialcar - 07/17/13 from Office to 345 Park - attend meetings with MBLA & Assured regarding DWSD restructuring, 8/28/13	NYC	37.87
09/19/13	H LENNOX Taxi Fare - Dialcar - 07/17/13 from 31 W 52nd S to LGA - Travel to Cleveland from New York regarding meetings with MBLA & Assured. 8/28/13	NYC	66.27
09/19/13	H LENNOX Taxi Fare - Dialcar 07/16/13 from LGA to 300 E 39th St. - Travel to NY for monoline meetings. 8/28/13	NYC	86.32
09/25/13	WAS ACCOUNTING Taxi Fare - Washington Sedans, LLC from airport to home. T. Cullen.	WAS	62.00

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 34

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	D J KATES	CHI	43.00
	Taxi fare - Detroit, MI - attend meeting 19-Sep-2013 - to airport		
09/26/13	J E CALLAWAY	WAS	20.00
	Taxi fare - Document collection for pre-production processing in eligibility litigation. 8/29/13 - to airport		
09/26/13	J E CALLAWAY	WAS	22.00
	Taxi fare - Document collection for pre-production processing in eligibility litigation. 8/30/13 - from airport to home		
09/26/13	J E CALLAWAY	WAS	22.00
	Taxi fare - Document collection for pre-production processing in eligibility litigation. 9/13/13 - from airport to home		
09/26/13	J E CALLAWAY	WAS	40.00
	Taxi fare - Document collection for pre-production processing in eligibility litigation. 9/13/13 - to airport		
09/26/13	J E CALLAWAY	WAS	40.83
	Taxi fare - Cleveland Airport to Hotel in Cleveland, OH for Supplemental Document Production Review 9/15/13 - to hotel		
09/26/13	J E CALLAWAY	WAS	22.00
	Taxi fare - DCA to Residence for Trip Re: Supplemental Document Production Review 9/20/13 - from airport to home		
09/26/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/13/13 - to airport		
09/26/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/14/13 - from airport to home		
09/26/13	D S BIRNBAUM	CHI	16.00
	Taxi fare - Travel to Detroit, MI to attend meetings with American Federation of State, County & Municipal Employees Union regarding active health care plan issue 8/15/13 - to office		
09/26/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/23/13 - from airport to home		
09/26/13	D S BIRNBAUM	CHI	55.00
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/21/13 - to hotel		
09/26/13	D S BIRNBAUM	CHI	15.00
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/26/13 - to office		
09/26/13	D S BIRNBAUM	CHI	85.00
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28/13 - to airport		
09/26/13	D S BIRNBAUM	CHI	55.00
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/28/13 - to meeting		
09/26/13	D S BIRNBAUM	CHI	55.00
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/29/13 - to airport		
09/26/13	D S BIRNBAUM	CHI	40.00
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters 8/29/13 - from airport to home		
09/26/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 9/3/13 - to airport		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 35

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/26/13	D S BIRNBAUM	CHI	71.25
	Taxi fare - Travel to Detroit, MI to attend meetings pertaining to various labor restructuring matters. 9/5/13 - to airport		
09/26/13	S T BOYCE	WAS	47.00
	Taxi fare - Trip to San Francisco, CA - Document review (set-up/training/review) 9/5/13 - to hotel		
09/26/13	S T BOYCE	WAS	70.00
	Taxi fare - Trip to San Francisco, CA - Document review (set-up/training/review) 9/5/13 - to airport		
09/26/13	S T BOYCE	WAS	50.00
	Taxi fare - Trip to San Francisco, CA - Document review (set-up/training/review) 9/7/13 - to airport		
09/26/13	S T BOYCE	WAS	80.00
	Taxi fare - Trip to San Francisco, CA - Document review (set-up/training/review) 9/7/13 - from airport to home		
09/26/13	D T MOSS	WAS	10.00
	Taxi fare - Travel to Chicago, IL to prepare Malhotra for deposition. w/G. Stewart and C. DiPompeo 9/9/13 - to hotel		
09/26/13	D T MOSS	WAS	9.75
	Taxi fare - Travel to Chicago, IL to prepare Malhotra for deposition. w/G. Stewart and C. DiPompeo 9/9/13 - from hotel to dinner		
09/26/13	D T MOSS	WAS	55.00
	Taxi fare - Attend Orr deposition with G. Shumaker, in Detroit, MI. 9/16/13 - to deposition location		
09/26/13	D T MOSS	WAS	75.00
	Taxi fare - Travel to/from Detroit, MI to prepare Mayor Bing for eligibility deposition 18-Sep-2013 - to meeting		
09/26/13	E MILLER	WAS	50.00
	Taxi fare - Meetings (Detroit, MI) 9/13/13 - from airport to home		
09/26/13	E MILLER	WAS	50.00
	Taxi fare - Meetings, (Detroit, MI) 9/12/13 - to airport		
09/26/13	E MILLER	WAS	48.00
	Taxi fare - Meetings, (Detroit, MI) 9/18/13 - to hotel		
09/26/13	E MILLER	WAS	50.00
	Taxi fare - Meetings, (Detroit, MI) 9/19/13 - to airport		
09/26/13	J H ROTH	BOS	23.20
	Taxi fare - Cincinnati, Ohio to manage and conduct document review concerning eligibility issues 9/4/13 - to airport		
09/26/13	J H ROTH	BOS	26.52
	Taxi fare - Trip to Cincinnati, Ohio while managing and conducting document review concerning eligibility issues 9/12/13 - from airport to home		
09/26/13	K M KOLLMEYER	BOS	36.00
	Taxi fare - Trip to Cincinnati in connection with managing and conducting document review 9/4/13 - to hotel		
09/26/13	K M KOLLMEYER	BOS	87.12
	Taxi fare - Trip to Cincinnati in connection with managing and conducting document review 9/12/13 - to airport		
09/26/13	K M KOLLMEYER	BOS	36.00
	Taxi fare - Trip to Cincinnati in connection with managing and conducting document review 9/12/13 - to airport		
09/26/13	M L HALE	WAS	33.00
	Taxi Fare - Trip to Cleveland, OH for Document Review - National Airport to home (Eligibility Litigation) 9/13/13		
09/26/13	M L HALE	WAS	47.00
	Taxi Fare - Trip to Detroit, MI for document production - Dulles Airport to home (Eligibility Litigation) 8/27/13		
	Taxi Fare Subtotal		5,747.18

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 36

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/05/13	J B ELLMAN	ATL	1.00
	Toll charges to/from airport - Meetings in Detroit, MI 8/14/13		
09/12/13	B W EASLEY	CHI	1.50
	Toll charges - Travel to Detroit, MI to attend meetings with Unions representing employees at Detroit Water & Sewer 8/23/13		
09/12/13	B W EASLEY	CHI	16.30
	Toll charges - Travel to Detroit, MI to attend meeting with Detroit Police 8/21/13		
09/12/13	B W EASLEY	CHI	1.50
	Toll charges - Attend meeting with Labor and Bankruptcy Attorneys for Detroit Public Safety Unions, Detroit, MI 8/18/13		
09/12/13	B W EASLEY	CHI	1.50
	Toll charges - Attend negotiation meeting with AFSCME pertaining to Detroit Dept of Transportation Employees, Detroit, MI 8/26/13		
09/12/13	B W EASLEY	CHI	1.50
	Toll charges - Attend Meeting with Detroit Police Lieutenants & Sergeants Associations, Detroit, MI 8/29/13		
09/12/13	B W EASLEY	CHI	13.30
	Toll charges - Attend meeting with Detroit Fire Department, Detroit, MI 8/27/13		
09/12/13	B W EASLEY	CHI	3.25
	Toll charges - Attend meeting with Detroit Fire Department, Detroit, MI 8/28/13		
09/12/13	S OGULLUK	NYC	6.50
	Toll charges - Review file in preparation for court hearing 8/21/13		
09/19/13	H LENNOX	NYC	4.75
	Toll charges - Ohio Turnpike for travel to Detroit. 8/26/13		
09/19/13	H LENNOX	NYC	6.25
	Toll charges - Ohio Turnpike for travel to Detroit. 8/28/13		
09/19/13	H LENNOX	NYC	6.25
	Toll charges - Ohio Turnpike during travel to Detroit. 8/18/13		
09/19/13	H LENNOX	NYC	6.25
	Toll charges - Ohio Turnpike during travel from Detroit. 8/19/13		
09/19/13	H LENNOX	NYC	6.25
	Toll charges - Ohio Turnpike during travel to Detroit. 9/4/13		
09/19/13	H LENNOX	NYC	4.75
	Toll charges - Ohio Turnpike during travel to Detroit. 9/3/13		
09/19/13	H LENNOX	NYC	6.25
	Toll charges - Ohio Turnpike during travel to Detroit for meetings 9/6/13		
09/19/13	H LENNOX	NYC	4.75
	Toll charges - Ohio Turnpike during travel to Detroit for meetings 9/5/13		
09/26/13	M L HALE	WAS	4.75
	Toll charges - Trip to Cleveland, OH for Document Review - Ohio Turnpike - Toll 9/3/13		
09/26/13	M L HALE	WAS	4.75
	Toll charges - Trip to Cleveland, OH for Document Review - Ohio Turnpike - Toll 9/5/13		
09/26/13	J E CALLAWAY	WAS	5.50
	Toll charges - Document collection for pre-production processing in eligibility litigation 9/5/13		
09/26/13	T A WILSON	CLE	4.75
	Toll charges - Hearing on Eligibility 9/18/13		
09/26/13	T A WILSON	CLE	5.50
	Toll charges - Hearing on Eligibility 9/19/13		
	Toll charges Subtotal		
			117.10
09/04/13	J C DUKE	WAS	23.29
	United Parcel Service - Marg Hosbach		

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

JONES DAY

258183-609001

Page 37

November 8, 2013

Case Administration

Invoice: 32634246E

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
09/04/13	J C DUKE United Parcel Service - Wayne S. Flick , Latham & Watkins LLP	WAS	30.43
09/06/13	C BALL United Parcel Service - Corinne Ball Weber	NYC	56.84
09/06/13	J E CALLAWAY United Parcel Service - James E. Callaway	WAS	23.20
09/09/13	J L SEIDMAN United Parcel Service - Keith Maddox-El #166, G. Robert Cotton Correctional Fac.	CLE	5.72
09/13/13	C BALL United Parcel Service - Corinne Ball	NYC	20.28
09/13/13	C BALL United Parcel Service - Corinne Ball	NYC	(18.35)
09/16/13	M R DEVANEY United Parcel Service - Eunice Hayes, Office of the Emergency Manager	WAS	24.88
09/17/13	J C DUKE United Parcel Service - Marguerette N. Hosbach	WAS	13.17
09/17/13	J C DUKE United Parcel Service - Wayne Flick, Lantham & Watkins	WAS	22.81
09/17/13	J C DUKE United Parcel Service - Gaurav Malhotra, Ernst & Young	WAS	27.57
09/17/13	B L SEDLAK United Parcel Service - Eric D. Tashman, Sidley Austin LLP	CHI	13.28
09/17/13	B L SEDLAK United Parcel Service - Lawrence A. Latose, Winston & Strawn LLP	CHI	11.42
09/19/13	M F EATON United Parcel Service - Tim Muth	WAS	207.72
09/19/13	M R DEVANEY United Parcel Service - Honorable Victoria Roberts, United States District Court for MI	WAS	19.40
09/23/13	D T MOSS United Parcel Service - Ms. Eunice Hayes, Office of the Emergency Manager	WAS	23.29
09/23/13	S T BOYCE United Parcel Service - Guy Neal, Sidley Austin LLP	WAS	10.01
	United Parcel Service charges Subtotal		514.96
TOTAL		USD	101,212.52

** = Food, beverage and entertainment expense as defined by I.R.C. Sect. 274(n), included in this amount is USD 3,437.81

IN ACCOUNT WITH
JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609002

Invoice: 32634217

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Creditor Inquiries

USD 59,425.00

TOTAL

USD 59,425.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609002/32634217 IN YOUR PAYMENT

JONES DAY

258183-609002

Page 2
November 8, 2013
Invoice: 32634217

Creditor Inquiries

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
S H GRIFFIN	4.20	800.00	3,360.00
D G HEIMAN	6.70	975.00	6,532.50
H LENNOX	20.80	900.00	18,720.00
E MILLER	9.30	900.00	8,370.00
COUNSEL			
M M REIL	3.30	650.00	2,145.00
ASSOCIATE			
L E NELSON	35.30	575.00	20,297.50
TOTAL	79.60	USD	59,425.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Creditor Inquiries included the following:

- (1) Responded to various creditor inquiries;
- (2) Coordinated creditor access to the City's restructuring data room and maintained the data room;
- (3) Evaluated and addressed requests under the Freedom of Information Act (FOIA); and
- (4) Shared information with, and participated in meetings and discussions with, representatives of the Official Committee of Retirees.

JONES DAY

258183-609002

Page 3

November 8, 2013

Creditor Inquiries

Invoice: 32634217

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	H LENNOX Communications with retiree committee counsel regarding meetings and data requests.	0.30	900.00	270.00
09/02/13	H LENNOX Communications with retiree committee counsel regarding 9/4 meeting and information requests.	0.20	900.00	180.00
09/03/13	H LENNOX Telephone conference with Malhotra (Ernst & Young) regarding 9/4 retiree committee meeting agenda (.30); conferences with Neville (Dentons), Moore (Conway MacKenzie), Doak (Miller Buckfire), Ball, Heiman regarding 9/4 meeting with retiree committee advisors (.60).	0.90	900.00	810.00
09/03/13	L E NELSON Review multiple documents prior to uploading to data room (3.60); communicate with Herman (Miller Buckfire), Moshinsky (Miller Buckfire) and Lennox regarding same (.40); communicate with Hertzberg (Pepper Hamilton), Shumaker, Moss, Lennox, Shumaker regarding casino-related information in data room and data room protocol (1.00); communicate with Wilson, Fea (Miller Buckfire) and Marken (Miller Buckfire) regarding data room access log (.40).	5.40	575.00	3,105.00
09/04/13	H LENNOX Prepare for (2.20) and participate in (6.20) meeting with City team and retiree committee professionals regarding 6/14 presentation and various other diligence items raised by the committee; follow-up call with Miller regarding same (.30).	8.70	900.00	7,830.00
09/04/13	L E NELSON Review AFSCME due diligence request and communicate with Herman (Miller Buckfire), Lennox and Shumaker regarding same (.20); review and comment on response to same (.30); coordinate regarding requests for data room access from retiree committee professionals (.10); review multiple documents for privilege and confidentiality prior to uploading to data room (.30); communicate with Miller Buckfire, Lennox, and Mays (City) regarding same (.10); communicate with Herman (Miller Buckfire) regarding Alix diligence request (.30); communicate with Ha (City) regarding FOIA request from Reuters and response to same (.70); communicate with Gilhully (Latham) regarding same (.20).	2.20	575.00	1,265.00
09/05/13	L E NELSON Communicate with Fea (Miller Buckfire), Marken and Herman (Miller Buckfire) regarding casino-related information to be put in data room (.10); communicate with Moss, Rosenblum, Merrett and Fea (Miller Buckfire) regarding swap counterparties' access to data room (.20); review multiple documents for privilege and confidentiality prior to uploading to data room (.80); update creditor communications log to reflect additional meetings and contacts (.50); review communication from Moore (Conway MacKenzie) regarding attendance at September 4 meeting with retiree committee advisors (.10).	1.70	575.00	977.50
09/06/13	H LENNOX Communications with Miller and rest of Jones Day team regarding retiree committee meeting.	0.90	900.00	810.00
09/06/13	E MILLER Conference call with Lennox regarding 9/4 retiree committee meeting (.40); review Lennox memo summarizing meeting (.40).	0.80	900.00	720.00
09/06/13	L E NELSON Review and comment on proposed FOIA response from Ha (City) (.40); communicate with Lennox regarding same (.20); review multiple documents for privilege and confidentiality prior to uploading to dataroom (1.10); communicate with Hall and Miller Buckfire team regarding same (.10).	1.80	575.00	1,035.00
09/09/13	H LENNOX Respond to Neville (Dentons) inquiries for retiree committee.	0.30	900.00	270.00

JONES DAY

258183-609002

Page 4
November 8, 2013
Invoice: 32634217

Creditor Inquiries

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	L E NELSON Communicate with Fea (Miller Buckfire) regarding document to be posted to data room following confidentiality and privilege review (.10); review multiple additional documents for confidentiality and privilege prior to uploading to data room (.90); review Ha (City) response letters to individuals seeking information pursuant to FOIA (.30).	1.30	575.00	747.50
09/10/13	D G HEIMAN Prepare for presentation to Retiree Committee (.40); conference with Lennox regarding same (.30).	0.70	975.00	682.50
09/10/13	L E NELSON Review multiple documents for privilege and confidentiality prior to uploading to data room (.30); communicate with Moshinsky, Fea (Miller Buckfire) and Herman (Miller Buckfire) regarding same (.10); review Ha (City) communication regarding response to FOIA request from New York Times (.30); review communication from Ha regarding Reuters' FOIA request (.20); communicate with Lennox, Malhotra (Ernst & Young) and Moore (Conway MacKenzie) regarding same and responsive documents (.30).	1.20	575.00	690.00
09/11/13	D G HEIMAN Conference with team to prepare for meeting with Retiree Committee.	2.00	975.00	1,950.00
09/11/13	D G HEIMAN Attend meeting with Retiree Committee.	3.50	975.00	3,412.50
09/11/13	H LENNOX Meeting with City team to prepare for full Retiree Committee meeting (1.40); attend full committee meeting (4.70); follow-up meetings with City team (.30).	6.40	900.00	5,760.00
09/11/13	E MILLER Prepare for session with Retiree Committee (2.70); pre-meeting preparation with Jones Day, Ernst & Young, Conway MacKenzie (1.00); attend Retiree Committee fact meeting (3.80); conference with Taranto (Milliman) regarding preparing additional information on retiree health to provide to committee (1.00).	8.50	900.00	7,650.00
09/11/13	L E NELSON Communicate with Fea (Miller Buckfire) and Herman (Miller Buckfire) regarding documents for uploading to data room (.30); communicate with Lennox and others regarding data room access (.30).	0.60	575.00	345.00
09/12/13	L E NELSON Communicate with Fea (Miller Buckfire), Rosenblum and Shumaker regarding Ambac and Syncora's access to data room.	0.50	575.00	287.50
09/13/13	L E NELSON Review communications regarding data room access for Dentons professionals (.10); communicate with Herman (Miller Buckfire), Marken (Miller Buckfire) and Fea (Miller Buckfire) regarding creditor communications and summary of same (.10); review summary (.20); communicate with Woo regarding creditor meetings and contacts (.20).	0.60	575.00	345.00
09/15/13	L E NELSON Review multiple documents for confidentiality and privilege prior to uploading to data room (.70); communicate with Fea (Miller Buckfire) regarding same (.10).	0.80	575.00	460.00
09/16/13	H LENNOX Communications with Miller, Herman (Miller Buckfire), Alberts (Dentons) regarding Retiree Committee data request.	0.40	900.00	360.00
09/16/13	L E NELSON Communicate with Lennox regarding meeting with retiree committee advisors (.20); communicate with Woo regarding summary of creditor communications and meetings with AFSCME (.20); review communications from Lennox and Herman (Miller Buckfire) regarding information to be provided to retiree committee advisors in response to requests (.20); review multiple documents for privilege and confidentiality prior to uploading to data room (.80); communicate with Moshinsky (Miller Buckfire) regarding same (.10).	1.50	575.00	862.50

JONES DAY

258183-609002

Page 5
November 8, 2013
Invoice: 32634217

Creditor Inquiries

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	L E NELSON	1.40	575.00	805.00
	Review multiple documents for privilege and confidentiality prior to uploading to data room (1.30); communicate with Moshinsky and Herman (Miller Buckfire) regarding same (.10).			
09/18/13	H LENNOX	1.20	900.00	1,080.00
	Participate in OPEB call with Retiree Committee professionals, Taranto (Milliman), Jerneycic (Ernst & Young), Malhotra (Ernst & Young), Herman (Miller Buckfire), Livingston regarding Retiree Committee due diligence on current retiree healthcare plans and proposed new program.			
09/18/13	L E NELSON	2.10	575.00	1,207.50
	Review multiple responses to diligence inquiries and comment on same (1.10); review multiple documents for privilege and confidentiality prior to uploading to data room (.30); communicate with Moshinsky (Miller Buckfire) and Herman (Miller Buckfire) regarding same (.10); redact same (.20); communicate with Herman (Miller Buckfire) and Jerneycic (Ernst & Young) regarding creditor contacts and summaries of same (.20); communicate with Lennox, Livingston and Miller regarding CBAs in data room in response to inquiry from retiree committee's advisors (.20).			
09/19/13	H LENNOX	0.50	900.00	450.00
	Communications with Jerneycic (Ernst & Young), Taranto (Milliman), Alberts (Dentons) regarding responses to Retiree Committee data request.			
09/19/13	L E NELSON	2.30	575.00	1,322.50
	Review FOIA request from Menzel (Kaye Scholer) (.50); communicate with Ha (City) regarding same (.20); review documents in data room in connection with same (.30); review communications and responses to diligence requests from retiree committee advisors (1.00); communicate with Boyce and Hale regarding documents potentially responsive to diligence requests collected in litigation (.30).			
09/20/13	H LENNOX	0.50	900.00	450.00
	Communications with Herman (Miller Buckfire), Jerneycic (Ernst & Young), Nelson regarding response to Retiree Committee information request.			
09/20/13	L E NELSON	4.80	575.00	2,760.00
	Review multiple documents for privilege and confidentiality prior to uploading to data room (1.10); communicate with Moshinsky (Miller Buckfire) regarding same (.20); communicate with Miller regarding documents requested by Retiree Committee professionals and to be placed in data room (.20); review and redact same (.80); review and comment on draft responses to diligence requests from Retiree Committee professionals (1.90); review draft response to FOIA request from Kaye Scholer from Ha (City) and comment on same (.60).			
09/23/13	L E NELSON	2.30	575.00	1,322.50
	Review diligence requests and updates regarding responses to same (.40); communicate with Ha (City) regarding response to Kaye Scholer FOIA request (.10); review revised response (.20); review multiple documents prior to uploading to data room for confidentiality and privilege (.50); review communication from Herman (Miller Buckfire) regarding creditor communications and meetings (.20); update summary of same (.30); prepare for and attend call with Bennett, Malhotra (Ernst & Young), Doak (Ernst & Young) and Herman (Miller Buckfire) regarding responses to diligence requests and plan for same (.60).			
09/24/13	S H GRIFFIN	2.80	800.00	2,240.00
	Teleconference with Miller regarding responses to Retiree Committee (.30); review correspondence among Miller Buckfire, Jones Day, Conway MacKenzie regarding proposed responses to Retiree Committee (.80); prepare responses to same (1.70).			
09/24/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Lennox and Miller regarding committee data requests.			
09/24/13	L E NELSON	0.80	575.00	460.00
	Review responses to diligence requests from creditors (.20); review multiple documents for confidentiality and privilege prior to uploading to data room (.60).			

JONES DAY

258183-609002

Page 6

November 8, 2013

Creditor Inquiries

Invoice: 32634217

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/25/13	S H GRIFFIN Review responses to Retiree Committee questions (.70); teleconference with Reil regarding additional changes to response to Retirement Committee question (.70).	1.40	800.00	1,120.00
09/25/13	L E NELSON Communicate with Herman (Miller Buckfire) regarding diligence requests received in connection with restructuring documents (.20); review responses to same (.50).	0.70	575.00	402.50
09/25/13	M M REIL Draft responses to Retiree Committee information requests (1.50); communicate with Griffin regarding same (.40); conference with Sachs (Miller Canfield) regarding information needed for response to Retiree Committee (.40); review Miller Canfield Extranet site regarding same (.40).	2.70	650.00	1,755.00
09/26/13	H LENNOX Review Retiree Committee diligence request.	0.30	900.00	270.00
09/26/13	L E NELSON Review communications regarding FOIA request from Davis (CUACG) (.10); review communications regarding Abowd (Al Jazeera) review of materials provided in response to FOIA request (.10); draft response to inquiry regarding contracts in data room (.20); communicate with Herman (Miller Buckfire) regarding same (.10); review and comment on responses to diligence requests from multiple creditors (.80); communicate with Schwarzman (Kirkland) and Miller Buckfire team regarding data room access for FTI (.10); review multiple documents for confidentiality and privilege prior to uploading to data room (1.00);	2.40	575.00	1,380.00
09/26/13	M M REIL Review correspondence from Warren (Milliman), Moore (Conway MacKenzie) and Herman (Conway MacKenzie) regarding data to be delivered to the Retiree Committee and regarding advisability of posting data (.30); response to Herman (Conway MacKenzie) regarding same (.10); communicate with Herman (Conway MacKenzie) regarding need to redact information from the Face Sheets before providing to the Retiree Committee (.20).	0.60	650.00	390.00
09/27/13	H LENNOX Respond to Retiree Committee request regarding IG report.	0.20	900.00	180.00
09/30/13	L E NELSON Review and comment on responses to diligence requests received from monolines (.70); review communications from Ha (City) regarding FOIA requests (.20).	0.90	575.00	517.50
TOTAL		79.60	USD	59,425.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609003

Invoice: 32634218

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Court Hearings

USD 10,065.00

TOTAL

USD 10,065.00

JONES DAY

258183-609003

Court Hearings

Page 2
November 8, 2013
Invoice: 32634218

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	12.20	825.00	10,065.00
TOTAL	12.20	USD	10,065.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Court Hearings included the following:

- (1) Prepared for, attended and participated in the Court's hearing on September 10, 2013. [Note that additional work relating to court hearings has been billed to the applicable substantive billing matter, as requested by the Fee Examiner.]

JONES DAY

258183-609003

Page 3

Court Hearings

November 8, 2013

Invoice: 32634218

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/04/13	J B ELLMAN Communicate with Merrett regarding preparation of materials for 9-10-13 hearing on various matters (.20); review information for same (.30).	0.50	825.00	412.50
09/08/13	J B ELLMAN Communicate with Bennett regarding preparations for 9/10/13 hearing on various matters (.20); review and organize material for same (.30).	0.50	825.00	412.50
09/09/13	J B ELLMAN Review materials in preparation for 9/10/13 hearing on various matters (3.30); conference with Bennett regarding same (.30).	3.60	825.00	2,970.00
09/10/13	J B ELLMAN Prepare for (4.40) and attend and participate in (2.60) hearing on fee examiner review order and related matters, Beydoun lift stay and eligibility matters; follow up with Bennett (.30), Lennox (.20), Merrett (.10) regarding same.	7.60	825.00	6,270.00
TOTAL		12.20	USD	10,065.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609004

Invoice: 32634219

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Claims Administration

USD 45,900.00

TOTAL

USD 45,900.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609004/32634219 IN YOUR PAYMENT

JONES DAY

258183-609004

Claims Administration

Page 2
November 8, 2013
Invoice: 32634219

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	23.20	825.00	19,140.00
ASSOCIATE			
D J MERRETT	35.60	525.00	18,690.00
B ROSENBLUM	2.40	725.00	1,740.00
T A WILSON	2.30	600.00	1,380.00
O S ZELTNER	16.50	300.00	4,950.00
TOTAL	80.00	USD	45,900.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Claims Administration included the following:

- (1) Prepared and filed a motion for an order (a) authorizing the release of certain tax data for the list of claims to be filed pursuant to section 925 of the Bankruptcy Code and (b) permitting the City to file such data under seal;
- (2) Finalized and filed the list of claims required pursuant to section 925 of the Bankruptcy Code, including the detailed global notes therefor; and
- (3) Prepared a motion for an order establishing the deadline by which proofs of claim against the City must be filed, which was finalized and filed in October.

JONES DAY

258183-609004

Page 3
November 8, 2013
Invoice: 32634219

Claims Administration

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	J B ELLMAN Review and finalize tax information motion for filing.	0.30	825.00	247.50
09/03/13	D J MERRETT Review and revise motion to authorize release of tax data (.60); communicate with Ellman regarding same (.10); communicate with Yakovich regarding filing and service of same (.20).	0.90	525.00	472.50
09/04/13	J B ELLMAN Conference with Merrett regarding 925 list and bar date motion.	0.30	825.00	247.50
09/04/13	D J MERRETT Communicate with Lee (Ernst & Young) regarding addition of party to creditor list.	0.10	525.00	52.50
09/05/13	D J MERRETT Communicate with Zeltner regarding bar date motion.	0.10	525.00	52.50
09/05/13	D J MERRETT Communicate with Lee (Ernst & Young) and Ellman regarding creditor list.	0.10	525.00	52.50
09/07/13	J B ELLMAN Review draft 925 list (.40) and draft memo regarding comments to Lee (Ernst & Young) (.40).	0.80	825.00	660.00
09/09/13	O S ZELTNER Draft and revise bar date motion.	1.80	300.00	540.00
09/10/13	J B ELLMAN Communicate with Wilson, Merrett regarding 925 list and issues (.20); conference call with same and Lee (Ernst & Young) and EY team regarding 925 list and global notes (1.20).	1.40	825.00	1,155.00
09/10/13	D J MERRETT Review and analyze claims list (.30); communicate with Wilson regarding same (.20); conference with Wilson, Ellman, Lee (Ernst & Young), Panagiotakis (Ernst & Young), Forrest (Ernst & Young) and Paque (KCC) regarding same (.50); review precedent (.10); communicate with Lee (Ernst & Young) regarding same (.10).	1.20	525.00	630.00
09/10/13	T A WILSON Review draft section 925 list (.30); communicate with Ellman, Merrett regarding same (.40); participate in conference call with Ellman, Merrett, Lee (Ernst & Young), Forrest (Ernst & Young) regarding section 925 list (1.00).	1.70	600.00	1,020.00
09/10/13	O S ZELTNER Draft bar date motion (7.50); discuss same with Merrett (.30).	7.80	300.00	2,340.00
09/11/13	O S ZELTNER Draft bar date motion, order and notices (3.50); discuss same with Merrett (.20).	3.70	300.00	1,110.00
09/12/13	O S ZELTNER Draft bar date motion, order and notices.	3.20	300.00	960.00
09/13/13	J B ELLMAN Conference with Lee (Ernst & Young) and Merrett regarding 925 list status, issues and global notes.	0.30	825.00	247.50
09/13/13	D J MERRETT Draft and revise global notes to list of creditors and claims (4.20); communicate with Ellman regarding same (.20).	4.40	525.00	2,310.00
09/15/13	J B ELLMAN Review and comment on 925 list draft (1.30); draft memo to Lee (Ernst & Young) regarding same (1.00); review and revise cover notice and global notes regarding same (1.30); communicate with Merrett regarding same (.20).	3.80	825.00	3,135.00

JONES DAY

258183-609004

Page 4

November 8, 2013

Claims Administration

Invoice: 32634219

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	J B ELLMAN Review issues for 925 list and global notes (.30); communicate with Merrett regarding same (.20); communicate with Lee (Ernst & Young), Forrest (Ernst & Young) regarding same (.10).	0.60	825.00	495.00
09/16/13	D J MERRETT Prepare form of long term debt schedule for claims list (1.00); review and revise global notes (1.40).	2.40	525.00	1,260.00
09/16/13	T A WILSON Review global notes to section 925 creditor list.	0.50	600.00	300.00
09/17/13	J B ELLMAN Conference call with Lee (Ernst & Young), Wilson, Paque (KCC), others at EY regarding 925 list and notes (1.20); review global notes (.30) and follow up with Merrett and Wilson (.20).	1.70	825.00	1,402.50
09/17/13	D J MERRETT Conference with Lee (Ernst & Young), Forrest (Ernst & Young), Panagiotakis (Ernst & Young), Paque (KCC), Ellman, Wilson regarding amended creditor list (1.50); communicate with Rudd regarding long-term debt schedule (.30); revise form of long term debt schedule (1.20); draft summary of revisions for EY (1.10).	4.10	525.00	2,152.50
09/18/13	J B ELLMAN Review updates for 925 list and data (.40); review Wilson comments regarding global notes (.30); comment on same (.20).	0.90	825.00	742.50
09/18/13	D J MERRETT Communicate with Rudd regarding FGIC/National insured bonds for 925 list (.20); communicate with Panagiotakis (Ernst & Young) regarding same (.10); revise global notes to claims list (.40).	0.70	525.00	367.50
09/19/13	J B ELLMAN Conference call with Lee (Ernst & Young), Forrest (Ernst & Young), Paque (KCC), rest of EY team and Merrett regarding 925 list and issues (1.00); review and revise global notes regarding same (1.60); follow up with Merrett regarding same (.20).	2.80	825.00	2,310.00
09/19/13	D J MERRETT Review and revise creditor list (1.60); revise global notes (.50); communicate with Ellman (.10), Rosenblum (.20), Rudd (.30), Lee (Ernst & Young) (.20), Forrest (Ernst & Young) (.10), Panagiotakis (Ernst & Young) (.10) regarding same; draft e-mail to EY group regarding revisions to creditor list (.40).	3.50	525.00	1,837.50
09/20/13	D J MERRETT Review bond documents for 925 list (.30); communicate with Lee (Ernst & Young), Panagiotakis (Ernst & Young) regarding long term debt schedule (.20).	0.50	525.00	262.50
09/21/13	J B ELLMAN Review and respond to Forrest (Ernst & Young) e-mails regarding 925 list.	0.20	825.00	165.00
09/21/13	D J MERRETT Communicate with Panagiotakis (Ernst & Young), Lee (Ernst & Young) regarding claims list.	0.10	525.00	52.50
09/22/13	J B ELLMAN Review and revise global notes for 925 list (.80); communicate with Merrett regarding same (.20); review 925 list (.20).	1.20	825.00	990.00
09/22/13	D J MERRETT Communicate with Mays (City) (.10), Ellman (.10) regarding creditor list; revise global notes in connection with same (.20).	0.40	525.00	210.00
09/23/13	J B ELLMAN Review and comment on Section 925 list (.50); conference call with Lee (Ernst & Young), Forrest (Ernst & Young), Merrett regarding same (.80); review updates to global notes (.40); conference with Rosenblum and Merrett regarding claims list notes related to COPs/swap (.20).	1.90	825.00	1,567.50

JONES DAY

258183-609004

Page 5
November 8, 2013
Invoice: 32634219

Claims Administration

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	D J MERRETT	5.20	525.00	2,730.00
	Conference call regarding creditor list with Ellman, Lee (Ernst & Young), Forrest (Ernst & Young), Panagiotakis (Ernst & Young) (.70); review and revise global notes (2.20); review and analyze claims list (1.40); research in connection with same (.60); communicate with Crumpler (City) regarding same (.10); communicate with Rosenblum regarding swap team comments on same (.20).			
09/23/13	B ROSENBLUM	0.40	725.00	290.00
	Review creditor list and statement with respect to swaps/COPs issuance (.30); communicate with Ellman regarding same (.10).			
09/24/13	J B ELLMAN	1.20	825.00	990.00
	Conference with Merrett regarding 925 list issues and global notes (.50); review updates regarding same (.40); review CNR for tax information motion (.20); conference with Merrett regarding same (.10).			
09/24/13	D J MERRETT	2.90	525.00	1,522.50
	Prepare certificate of no response regarding tax data motion (.40); communicate with Ellman (.10), Hirtzel (.10) regarding same; review and analyze latest long-term debt schedule for 925 list (1.10); research regarding counterparties to loans (.30); review and analyze FGIC novation agreement (.40); revise schedule consistent with same (.30); communicate with Ellman, Lee (Ernst & Young), Forrest (Ernst & Young), Panagiotakis (Ernst & Young) regarding same (.20).			
09/24/13	B ROSENBLUM	0.60	725.00	435.00
	Review creditor list and notes regarding COPs/swaps (.40); communicate with Merrett regarding same (.20).			
09/24/13	T A WILSON	0.10	600.00	60.00
	Communicate with Burgagni (AIG) regarding claims bar date.			
09/25/13	J B ELLMAN	2.90	825.00	2,392.50
	Review and comment on updated claims list (1.00); communicate with Lee (Ernst & Young) regarding same (.20); conference with Merrett regarding same (.50); draft global notes for same (1.00); draft memo to Stoudemire (City) regarding court entry of tax information order and next steps (.10); communicate with Lennox regarding global notes (.10).			
09/25/13	D J MERRETT	3.30	525.00	1,732.50
	Review and revise global notes to creditor list (1.40); review and analyze creditor list (1.50); conference with Ellman, Lee (Ernst & Young), Panagiotakis (Ernst & Young), Forrest (Ernst & Young) regarding same (.40).			
09/26/13	J B ELLMAN	2.00	825.00	1,650.00
	Review final 925 list issues and materials (.70); revise notes regarding same (.40); draft memo to Bennett, Heiman, Lennox, Ball, Shumaker regarding same (.70); review swap revisions regarding same (.20).			
09/26/13	D J MERRETT	3.90	525.00	2,047.50
	Review and revise global notes to creditor list (1.60); review and analyze latest draft of creditor list (1.90); communicate with Ellman regarding same (.10); communicate with Lee (Ernst & Young) regarding proposed revisions to same (.30).			
09/26/13	B ROSENBLUM	1.40	725.00	1,015.00
	Review creditor list and statement of liabilities to draft insert for Merrett (.50); prepare same (.50); draft correspondence to Shumaker regarding same (.20); communicate with Ellman and Merrett regarding same (.20).			
09/27/13	J B ELLMAN	0.50	825.00	412.50
	Communicate with EM's office (.10), Lee (Ernst & Young) (.20), Merrett (.10), Lennox (.10) regarding finalizing 925 creditor and claims list.			
09/30/13	J B ELLMAN	0.40	825.00	330.00
	Review correspondence from Lee (Ernst & Young) and EM's office regarding final creditor and claims list (.20); conference with Merrett regarding finalizing same (.20).			

JONES DAY

258183-609004

Claims Administration

Page 6
November 8, 2013
Invoice: 32634219

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	D J MERRETT Review updated creditor list (.60); communicate with Lee (Ernst & Young), Panagiotakis (Ernst & Young) regarding same (.20); communicate with Ellman regarding same (.20); review and update global notes (.30); draft notice of filing (.50).	1.80	525.00	945.00
TOTAL		80.00	USD	45,900.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609005

Invoice: 32634220

Keyvn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Automatic Stay Matters

USD 56,240.00

TOTAL

USD 56,240.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609005/32634220 IN YOUR PAYMENT

JONES DAY

258183-609005

Automatic Stay Matters

Page 2
November 8, 2013
Invoice: 32634220

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	5.10	825.00	4,207.50
B B ERENS	2.90	850.00	2,465.00
B R HEIFETZ	5.00	775.00	3,875.00
H LENNOX	8.00	900.00	7,200.00
ASSOCIATE			
D J MERRETT	44.00	525.00	23,100.00
R D NEWMAN	10.70	575.00	6,152.50
J L SEIDMAN	6.30	400.00	2,520.00
J M TILLER	11.20	600.00	6,720.00
TOTAL	93.20	USD	56,240.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Automatic Stay Matters included the following:

- (1) Prepared for and participated in the Court's hearing on September 10, 2013, regarding a motion for relief from the automatic stay filed by Michael Beydoun;
- (2) Prepared and filed a motion to extend the automatic stay to the 36th District Court and certain related parties;
- (3) Addressed issues relating to the proposed motion of the public safety employees union to extend the automatic stay to its former members;
- (4) Reviewed, analyzed and prepared responses to various motions and other requests for relief from the automatic stay, including an opposition to a request by AFSCME for relief from stay relating to a pension arbitration; and
- (5) Performed research in anticipation of additional stay disputes, including disputes with the Official Committee of Retirees and certain unions that ultimately arose in subsequent weeks.

JONES DAY

258183-609005

Page 3

November 8, 2013

Automatic Stay Matters

Invoice: 32634220

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/04/13	J B ELLMAN Review letter to creditor in response to threat to violate stay (.20); conference with Merrett regarding same (.20).	0.40	825.00	330.00
09/04/13	D J MERRETT Prepare materials for hearing on Beydoun stay relief motion (1.00); draft and revise letter in response to Patricia Ramirez letter regarding application of stay (.80); communicate with Ellman regarding same (.10); communicate with counsel to Ramirez regarding same (.20); communicate with KCC regarding addition of counsel to service list (.10).	2.20	525.00	1,155.00
09/04/13	J L SEIDMAN Draft memorandum to attorney Rosenberg (Morgan & Meyers) in response to letter on behalf of creditor regarding application of automatic stay.	0.20	400.00	80.00
09/05/13	H LENNOX Review request for lift stay from DWSD plaintiffs (.20); communications with Wolfson (City) regarding same (.10); review letter from Goldman regarding lift stay request (.10); communication with LaPlante (Miller Canfield) regarding same (.10).	0.50	900.00	450.00
09/05/13	D J MERRETT Communicate with Lennox regarding Ramirez stay letter.	0.10	525.00	52.50
09/06/13	B B ERENS Telephone call with attorney for 36 district court regarding extension of stay.	0.50	850.00	425.00
09/06/13	J L SEIDMAN Draft, review and revise letter to creditor Maddox-El in response to letter regarding application of stay and request for copies of stay orders (.50); draft memorandum to counsel to Federal National regarding lis pendens (.10).	0.60	400.00	240.00
09/07/13	B B ERENS Telephone call with Lennox regarding 36 district court stay extension and follow up tasks regarding the same.	0.30	850.00	255.00
09/08/13	J B ELLMAN Review Beydoun lift stay and litigation papers.	1.40	825.00	1,155.00
09/08/13	H LENNOX Telephone conference with Erens regarding state aid bond security and 36th court for possible stay extension.	0.30	900.00	270.00
09/08/13	J M TILLER Review and analyze various documents regarding 36th district court and stay issues (.50); communicate with Hoffmann and Merrett regarding same (.10).	0.60	600.00	360.00
09/09/13	J B ELLMAN Conference with Beydoun counsel regarding possible resolution of pending lift stay motion (.20); review related materials (.50); communicate with Merrett regarding same (.20).	0.90	825.00	742.50
09/09/13	D J MERRETT Prepare materials for hearing on Beydoun stay relief motion (1.20); research regarding same (1.40); communicate with Ellman regarding same (.20).	2.80	525.00	1,470.00
09/10/13	B B ERENS Collect and transmit materials to Merrett regarding extension of stay of 36 district.	0.30	850.00	255.00
09/10/13	D J MERRETT Review and analyze documents regarding extension of automatic stay to 36th district court.	0.50	525.00	262.50

JONES DAY

258183-609005

Page 4

November 8, 2013

Automatic Stay Matters

Invoice: 32634220

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	B B ERENS	0.30	850.00	255.00
	Collect remaining information relevant to extension of automatic stay to 36 district.			
09/11/13	D J MERRETT	0.60	525.00	315.00
	Communicate with Erens regarding 36th District Court stay extension motion (.20); communicate with Lennox (.10), Wilson (.10) regarding reply in support of Shirley Scott stay relief motion; communicate with Hoffmann regarding Meijer, Inc. stay relief motion (.20).			
09/11/13	J L SEIDMAN	1.30	400.00	520.00
	Telephone conference with Hamilton and Corcoran regarding remedies for stay violations by creditors (.20); research (Westlaw) regarding same (1.10).			
09/12/13	J B ELLMAN	0.20	825.00	165.00
	Communicate with Birnbaum and Easley regarding impact of stay on certain labor-related matters.			
09/12/13	B B ERENS	0.50	850.00	425.00
	Prepare for call with working team regarding extension of stay of 36 district.			
09/12/13	H LENNOX	0.50	900.00	450.00
	Conference with Erens, Eddy regarding 36th court claims and stay issues.			
09/12/13	D J MERRETT	0.20	525.00	105.00
	Communicate with Lennox regarding response to Meijer, Inc. stay relief motion (.10); communicate with Hoffmann regarding same (.10).			
09/12/13	J L SEIDMAN	1.10	400.00	440.00
	Research (Bloomberg) regarding remedies for stay violations by creditors.			
09/13/13	J L SEIDMAN	2.20	400.00	880.00
	Draft memorandum to Keelean (City) regarding proposed resolution of lis pendens issue at Longworth property (.20); research (Westlaw) regarding remedies for automatic stay violations (.40); draft and revise memorandum to Hamilton and Corcoran regarding same (1.60).			
09/15/13	J M TILLER	3.70	600.00	2,220.00
	Review and analyze precedent and research regarding 28 USC 959 and its interaction with chapter 9 (3.40); communicate with Cody, Healey and Carroll regarding same (.30).			
09/16/13	J B ELLMAN	0.40	825.00	330.00
	Conference with Miller Canfield regarding status, issues and strategy for lift stay requests.			
09/17/13	D J MERRETT	6.60	525.00	3,465.00
	Draft and revise motion to extend stay to 36th District Court (3.80); research regarding same (2.20); review and analyze local rules in connection with same (.40); communicate with Erens, Wilson regarding same (.10); communicate with Hoffmann regarding Meijer stay relief motion (.10).			
09/17/13	R D NEWMAN	5.00	575.00	2,875.00
	Research applicability of automatic stay to Syncora action in New York.			
09/18/13	B B ERENS	0.50	850.00	425.00
	Review proposed motion regarding extension of stay to 36th district (.40); telephone call with Merrett regarding the same (.10).			
09/18/13	D J MERRETT	2.40	525.00	1,260.00
	Draft and revise motion to extend automatic stay to 36th District Court (2.30); communicate with Erens regarding same (.10).			
09/18/13	R D NEWMAN	5.70	575.00	3,277.50
	Research applicability of automatic stay to Syncora action (4.20); draft memorandum regarding same (1.50).			
09/19/13	B B ERENS	0.30	850.00	255.00
	Review and revise motion on 36th district stay extension.			

JONES DAY

258183-609005

Page 5

November 8, 2013

Automatic Stay Matters

Invoice: 32634220

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/19/13	H LENNOX Communications with Merrett regarding Davis' latest lift stay motion.	0.30	900.00	270.00
09/19/13	D J MERRETT Communicate with Erens (.10), Lennox (.10) regarding motion to extend stay to 36th District Court; communicate with Shifman (counsel to 36th district court) regarding same (.10); review Davis motion for clarification of stay (.40); communicate with Lennox regarding same (.10).	0.80	525.00	420.00
09/19/13	J L SEIDMAN Communicate with Keelean (City) regarding lis pendens at Longworth property.	0.10	400.00	40.00
09/20/13	J L SEIDMAN Communicate with Moncivais (City) regarding lis pendens at Longworth property.	0.10	400.00	40.00
09/22/13	H LENNOX Review and revise motion to extend stay to 36th District court.	0.40	900.00	360.00
09/22/13	D J MERRETT Communicate with Lennox regarding stay extension motion (.10); communicate with Erens regarding same (.10).	0.20	525.00	105.00
09/23/13	D J MERRETT Review and revise motion to extend stay to 36th district court (.70); communicate with Keelean (City) (.10), Shifman (36th district court) (.20) regarding same.	1.00	525.00	525.00
09/24/13	J B ELLMAN Review AFSCME motion to lift stay (.40); review Lennox comments regarding same (.10); conference with Merrett regarding same (.10); review Beydoun court decision (.10).	0.70	825.00	577.50
09/24/13	B B ERENS Review revised motion regarding extension of stay to 36th district.	0.20	850.00	170.00
09/24/13	H LENNOX Telephone conference with Fusco (Miller Canfield), LaPlante (Miller Canfield) regarding AFSCME motion to lift stay (.30); review same and conferences with Jones Day team regarding same (.90); edit 36th district court motion in light of court comments (.30).	1.50	900.00	1,350.00
09/24/13	D J MERRETT Communicate with Keelean (City) regarding 36th District Court stay extension motion (.30); review and revise motion regarding same (2.50); communicate with Gregg (36th District Ct.) regarding same (.20); review AFSCME stay relief motion (.90); communicate with Ellman (.10), Lennox (.10) regarding same.	4.10	525.00	2,152.50
09/24/13	J L SEIDMAN Review and revise letter from City to Irby plaintiffs regarding stay violation (.60); communicate with Lennox and Noseda (City) regarding same (.10).	0.70	400.00	280.00
09/25/13	J B ELLMAN Communicate with Merrett regarding 922(a) issues raised by creditors (.10); review support presented by AFSCME (.50); conference with Merrett regarding same (.10).	0.70	825.00	577.50
09/25/13	B R HEIFETZ Review 8/28 transcript for Judge Rhodes' decision regarding casino revenues and automatic stay (Syncora) in preparation for appeal (.20); review Syncora's designation of record (2.70); examine Syncora docket to determine if City needs to designate additional items (.80); review Syncora's notice of appeal (.10).	3.80	775.00	2,945.00
09/25/13	H LENNOX Telephone conferences with Howell, Levine (Lowenstein Sandler) regarding AFSCME motion to lift stay (.20); review information from law department regarding same (.20); communications with Koppel, Tiller regarding condemnation cases (.20).	0.60	900.00	540.00

JONES DAY

258183-609005

Page 6

November 8, 2013

Automatic Stay Matters

Invoice: 32634220

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/25/13	D J MERRETT	4.10	525.00	2,152.50
	Communicate with Nosedá (City) regarding postpetition action (.30); communicate with Ellman regarding same (.10); communicate with Moss regarding Davis motion (.30); communicate with Lennox regarding same (.10); communicate with LaPlante (Miller Canfield) regarding same (.10); draft and revise objection to AFSCME stay relief motion (2.30); research regarding same (.80); communicate with Lennox regarding same (.10).			
09/25/13	D J MERRETT	0.90	525.00	472.50
	Communicate with Gregg (.20), Shekell (.10) (both 36th District Court) regarding stay extension motion; communicate with Lennox regarding same (.20); communicate with Hirtzel, Paque (KCC) regarding filing and service of same (.40).			
09/25/13	J M TILLER	5.00	600.00	3,000.00
	Review and analyze correspondence and other documents regarding the automatic stay in various city proceedings (1.90); research precedent regarding same (2.80); communicate with Lennox and Koppel regarding same (.30).			
09/26/13	J B ELLMAN	0.20	825.00	165.00
	Conference with Merrett regarding AFSCME relief request and possible objections/resolutions.			
09/26/13	B R HEIFETZ	1.20	775.00	930.00
	Review Syncora briefing in bankruptcy court in preparation for drafting City's brief on appeal of stay issue.			
09/26/13	H LENNOX	1.00	900.00	900.00
	Review and revise notice in condemnation cases (.10); review materials from City regarding AFSCME lift stay motion (.50); telephone conference with Levine (Lowenstein Sandler), Merrett regarding same (.40).			
09/26/13	D J MERRETT	5.90	525.00	3,097.50
	Draft and revise objection to AFSCME stay relief motion (1.40); review and analyze unfair labor practice proceeding documents in connection with same (1.60); communicate with Jones (City) in connection with same (.30); research regarding same (.70); communicate with Lennox regarding same (.20); draft and revise stipulated order resolving motion (1.60); communicate with Lennox regarding same (.10).			
09/26/13	J M TILLER	1.90	600.00	1,140.00
	Communicate with Sedlak and Mays (City) regarding certain quiet title action (.20); review documents regarding same (1.30); communicate with Lennox regarding same (.10); revise notice of withdrawal regarding automatic stay motion (.30).			
09/27/13	D J MERRETT	0.80	525.00	420.00
	Communicate with Jones (City) regarding terms of potential stipulated order resolving AFSCME stay relief motion (.20); review and revise stipulated order to reflect same (.40); communicate with Lennox regarding same (.10); communicate with Miller, Easley, Birnbaum regarding same (.10).			
09/28/13	H LENNOX	0.40	900.00	360.00
	Review and revise proposed order regarding 13th Check lift stay motion of AFSCME (.20); communications with Miller, Merrett regarding same (.20).			
09/28/13	D J MERRETT	0.40	525.00	210.00
	Revise stipulated order regarding AFSCME stay relief motion (.20); communicate with Lennox regarding same (.10); communicate with Miller, Easley, Birnbaum regarding same (.10).			
09/29/13	H LENNOX	0.60	900.00	540.00
	Review revised order regarding potential resolution of AFSCME lift stay (.10); communications with Merrett regarding same and objection to lift stay motion (.40); review Levine (Lowenstein Sandler) rewrite to order (.10).			

JONES DAY

258183-609005

Page 7
November 8, 2013
Invoice: 32634220

Automatic Stay Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/29/13	D J MERRETT	2.20	525.00	1,155.00
	Draft and revise objection to AFSCME stay relief motion (1.10); communicate with Lennox regarding same (.10); revise stipulated order regarding same (.20); communicate with counsel to AFSCME regarding same (.20); communicate with Lennox regarding same (.20); communicate with Miller, Easley, Moore (Conway MacKenzie) regarding same (.20); communicate with Heiman regarding same (.10); communicate with Jones (City) regarding same (.10).			
09/30/13	J B ELLMAN	0.20	825.00	165.00
	Conference with Merrett regarding AFSCME lift stay response.			
09/30/13	H LENNOX	0.80	900.00	720.00
	Review and revise objection to AFSCME lift stay motion.			
09/30/13	H LENNOX	1.10	900.00	990.00
	Communications with Merrett regarding opposition to AFSCME lift stay motion (.20); review supplemental briefing regarding same (.80); telephone conference with Fusco regarding NAACP lift stay motion (.10).			
09/30/13	D J MERRETT	8.20	525.00	4,305.00
	Draft and revise objection to AFSCME stay relief motion (5.60); review and analyze documents regarding AFSCME 13th check proceeding (2.60).			
TOTAL		93.20	USD	56,240.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609006

Invoice: 32634221

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period of September 1, 2013 through September 30, 2013:

Water and Sewer Matters

USD 80,592.50

TOTAL

USD 80,592.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609006/32634221 IN YOUR PAYMENT

JONES DAY

258183-609006

Water and Sewer Matters

Page 2
November 8, 2013
Invoice: 32634221

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	5.00	1,000.00	5,000.00
D J KATES	4.50	725.00	3,262.50
H LENNOX	27.30	900.00	24,570.00
B L SEDLAK	38.40	775.00	29,760.00
ASSOCIATE			
K M BALTES	40.00	450.00	18,000.00
TOTAL	115.20	USD	80,592.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Water and Sewer Matters included the following:

- (1) Prepared for and participated in discussions with (a) Detroit Water and Sewerage Department ("DWSD"), (b) certain water and sewer bond creditors and insurer representatives, (c) representatives of the surrounding counties and (d) and other advisors to the City regarding a potential DWSD transaction;
- (2) Prepared a draft lease agreement for a potential DWSD transaction;
- (3) Prepared articles of incorporation for a potential new regional water and sewerage authority; and
- (4) Evaluated various other issues related to a potential DWSD transaction.

JONES DAY

258183-609006

Page 3
November 8, 2013
Invoice: 32634221

Water and Sewer Matters

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	K M BALTES	2.30	450.00	1,035.00
	Draft and revise proposed lease of water and sewer system.			
09/03/13	K M BALTES	4.00	450.00	1,800.00
	Incorporate comments from local counsel into water and sewer lease and implement other revisions to water and sewer lease.			
09/03/13	H LENNOX	2.90	900.00	2,610.00
	Review and revise articles of incorporation for new authority (1.00); review and revise lease (1.90).			
09/03/13	B L SEDLAK	0.80	775.00	620.00
	Review/analyze correspondence with Detroit Water and Sewerage Department (.50); conference with Mays (City) regarding Detroit Water and Sewerage Department and water rates (.10) and review correspondence regarding same (.20).			
09/04/13	K M BALTES	5.00	450.00	2,250.00
	Prepare for and participate in conference with Sedlak regarding water transaction (.40); revise water and sewer lease (3.80); [REDACTED]			
09/04/13	B L SEDLAK	3.00	775.00	2,325.00
	Review/analyze revised articles of incorporation for new authority (.30); revise Detroit Water and Sewerage Department lease (.70); [REDACTED] review Detroit Water and Sewerage Department comments to lease (.50); review Washtenaw lease and other precedent leases (1.00).			
09/05/13	K M BALTES	0.50	450.00	225.00
	Review and summarize key case law for water and sewer lease.			
09/05/13	H LENNOX	1.40	900.00	1,260.00
	Participate in conference call with deal team regarding privatization issues and preparing for 9/6 meeting with counties (1.00); revise timeline for counties (.40).			
09/05/13	B L SEDLAK	2.20	775.00	1,705.00
	Call with Haggard (Miller Buckfire) to review lease comments (1.00); review case precedents (.20); review Dykema comments to Detroit Water and Sewerage Department lease draft (1.00).			
09/06/13	K M BALTES	0.40	450.00	180.00
	Review and analyze correspondence from Sedlak and conduct corresponding follow-up review of DWSD lease.			
09/06/13	D J KATES	4.50	725.00	3,262.50
	Review/analyze articles of incorporation, timeline and correspondence regarding water authority transaction (1.50); attend meetings with counties, city, state regarding potential transaction (3.00).			
09/06/13	H LENNOX	2.00	900.00	1,800.00
	Meeting with counties regarding potential water/sewer transaction (1.00); [REDACTED]			
09/06/13	B L SEDLAK	5.70	775.00	4,417.50
	Prepare for Detroit Water and Sewerage Department meetings by reviewing comments of Detroit Water and Sewerage Department and attorneys and bond holders (2.70); attend meetings with Oakland, Macomb and Wayne Counties and Detroit Water and Sewerage Department regarding lease and articles of incorporation (2.50); [REDACTED]			
09/09/13	H LENNOX	2.40	900.00	2,160.00
	Review Oakland County and Assured proposals (.70); arrange meeting with Assured (.30); call with City team and Oakland county personnel regarding Oakland proposal (.80); follow-up with Van Dusen (Miller Canfield) (.20); telephone conference with Bonsall (City) regarding escrow (.40).			

JONES DAY

258183-609006

Page 4
November 8, 2013
Invoice: 32634221

Water and Sewer Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	B L SEDLAK [REDACTED]	1.00	775.00	775.00
09/10/13	H LENNOX Multiple communications with Ball regarding DWSD trustee issue raised by National Public Finance Guarantee.	0.60	900.00	540.00
09/11/13	H LENNOX [REDACTED]	0.50	900.00	450.00
09/11/13	B L SEDLAK Review accounts receivable and bad debt information (.50); [REDACTED] Model Sewer Contract from Wolfson (City) (.70).	2.20	775.00	1,705.00
09/12/13	K M BALTES [REDACTED]	2.80	450.00	1,260.00
09/12/13	H LENNOX [REDACTED] telephone conference with Ball regarding trustee issues (.20); [REDACTED] review intercompany information (.20).	1.80	900.00	1,620.00
09/12/13	B L SEDLAK Communicate with Baltres regarding lease (.10); review information from Detroit Water and Sewerage Department meeting with City (.50).	0.60	775.00	465.00
09/13/13	B L SEDLAK [REDACTED]	0.70	775.00	542.50
09/14/13	C BALL Call with National Public Finance Guarantee regarding US Bank role on DWSD trustee with Buckfire (Miller Buckfire).	0.80	1,000.00	800.00
09/16/13	C BALL [REDACTED] communicate with Lennox regarding DWSD on restrictions (.90).	4.20	1,000.00	4,200.00
09/16/13	H LENNOX [REDACTED]	1.20	900.00	1,080.00
09/17/13	B L SEDLAK [REDACTED]	0.80	775.00	620.00
09/18/13	K M BALTES Conference with Sedlak regarding county revisions to DWSD lease (.20); conference call with DWSD regarding same (.20); review county revisions to DWSD lease and create issues matrix (3.70).	4.10	450.00	1,845.00

JONES DAY

258183-609006

Page 5
November 8, 2013
Invoice: 32634221

Water and Sewer Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	H LENNOX	1.00	900.00	900.00
	[REDACTED]			[REDACTED]
09/18/13	B L SEDLAK	4.00	775.00	3,100.00
	Review/analyze comments of counties and review matrix regarding same (3.00); review privatization issues (1.00).			
09/19/13	K M BALTES	1.50	450.00	675.00
	Review DWSD comments (.20); update issues matrix for DWSD lease accordingly (1.30).			
09/19/13	H LENNOX	1.30	900.00	1,170.00
	[REDACTED]			[REDACTED]
	review Wilmington Trust proposal regarding [REDACTED] (.30); communications with LaRose (Winston) regarding monoline term sheet (.40).			
09/19/13	B L SEDLAK	3.20	775.00	2,480.00
	[REDACTED]			[REDACTED] review
	revised comments matrix to Articles of Incorporation and Lease (2.70).			
09/20/13	H LENNOX	1.80	900.00	1,620.00
	[REDACTED]			[REDACTED] ding
09/20/13	B L SEDLAK	0.50	775.00	387.50
	[REDACTED]			[REDACTED]
09/22/13	K M BALTES	0.90	450.00	405.00
	Review and summarize DWSD rate setting provisions.			
09/23/13	K M BALTES	3.80	450.00	1,710.00
	Review and summarize current DWSD rate setting methodology (.80); [REDACTED]			
09/23/13	H LENNOX	0.70	900.00	630.00
	[REDACTED]			[REDACTED] review and
09/24/13	H LENNOX	1.50	900.00	1,350.00
	Review new cost saving analysis (.30); [REDACTED]			
09/24/13	B L SEDLAK	1.00	775.00	775.00
	[REDACTED]			[REDACTED]
09/25/13	K M BALTES	3.00	450.00	1,350.00
	Prepare for and participate in conference call regarding DWSD lease revisions (2.00); follow-up review of acceptable revisions and remaining issues (1.00).			
09/25/13	H LENNOX	2.50	900.00	2,250.00
	Review matrices of comments to articles of incorporation and lease (.70); conference call with City DWSD team regarding same (1.70); review Massaron communication regarding rate agreement (.10).			
09/25/13	B L SEDLAK	2.50	775.00	1,937.50
	[REDACTED]			[REDACTED]
	review Detroit Water and Sewerage Department lease in connection with drafting revisions to draft (1.50).			

JONES DAY

258183-609006

Page 6
November 8, 2013
Invoice: 32634221

Water and Sewer Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	K M BALTES Draft and revise DWSD lease.	1.80	450.00	810.00
09/26/13	H LENNOX Review and analyze business plan (1.20); call with DWSD team regarding operating plan and analysis (.90); communications with counties' counsel regarding timing of same, new documents and scope of authority (.20); communications with Bjork regarding UMB qualifications (.10).	2.40	900.00	2,160.00
09/26/13	B L SEDLAK [REDACTED] review comments from Detroit Water and Sewerage Department and counties and revise lease accordingly (3.20).	4.20	775.00	3,255.00
09/27/13	K M BALTES Draft and revise DWSD lease (3.10); conference with Sedlak regarding lease (1.00).	4.10	450.00	1,845.00
09/27/13	B L SEDLAK Review/analyze and revise Detroit Water and Sewerage Department lease.	3.20	775.00	2,480.00
09/27/13	B L SEDLAK Review revised Articles of Incorporation for Water Sewer Authority.	1.20	775.00	930.00
09/28/13	K M BALTES Review additional comments to DWSD lease from DWSD (.80); correspond with Sedlak regarding same (.20).	1.00	450.00	450.00
09/29/13	H LENNOX Review and comment on revised lease (.30); telephone conference with Wolfson (City) regarding trustee change request (.30); review and revise Conway MacKenzie operating plan and Miller Buckfire analysis (1.50).	2.10	900.00	1,890.00
09/30/13	K M BALTES Review revisions of Dykema and local counsel to DWSD lease (1.30); conference with Sedlak regarding revisions to DWSD lease (.70); draft revisions to DWSD lease (2.80).	4.80	450.00	2,160.00
09/30/13	H LENNOX Communications with Conway MacKenzie, Miller Buckfire regarding operating plan (.30); review revised articles (.50).	0.80	900.00	720.00
09/30/13	H LENNOX Telephone conference with Haggard (Miller Buckfire) regarding presentations of lease payment to counties (.30); communications with proposed replacement trustees (.10).	0.40	900.00	360.00
09/30/13	B L SEDLAK [REDACTED]	1.60	775.00	1,240.00
TOTAL		115.20	USD	80,592.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609007

Invoice: 32634222

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

City Assets, Services and Revitalization

USD 113,260.00

TOTAL

USD 113,260.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609007/32634222 IN YOUR PAYMENT

JONES DAY

258183-609007

City Assets, Services and Revitalization

Page 2
November 8, 2013
Invoice: 32634222

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	3.00	1,000.00	3,000.00
J B ELLMAN	3.50	825.00	2,887.50
B B ERENS	6.20	850.00	5,270.00
S C KOPPEL	17.50	875.00	15,312.50
H LENNOX	5.00	900.00	4,500.00
B L SEDLAK	67.90	775.00	52,622.50
OF COUNSEL			
R W HAMILTON	5.50	775.00	4,262.50
ASSOCIATE			
M J AUSTIN	45.10	400.00	18,040.00
K M BALTES	7.30	450.00	3,285.00
D D DEVOUGAS	10.20	400.00	4,080.00
TOTAL	171.20	USD	113,260.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to City Assets, Services and Revitalization included the following:

- (1) Analyzed the City's valuable assets and the potential alternatives or opportunities for improvement or value realization of these assets, working in conjunction with the City's financial advisors;
- (2) Assisted the City in its efforts to privatize certain lighting and transmission activities, including drafting an interlocal agreements for the new Public Lighting Authority and related implementation documents;
- (3) Evaluated issues relating to the Detroit Institute of Arts, the City's various parking assets, [REDACTED] and other City assets, and engaged in discussions with interested parties;
- (4) Evaluated the treatment of the Joe Louis Arena lease and related matters;
- (5) Evaluated issues relating to the City's pursuit of opportunities to outsource certain City services, including solid waste collection and other general service functions, and prepared documents related to these matters;
- (6) Addressed due diligence and related issues with respect to the City's lease of the Windsor Tunnel to American Roads, LLC (which commenced a chapter 11 case in the Southern District of New York); and
- (7) Reviewed and evaluated a proposed Belle Isle lease agreement and addressed related issues.

JONES DAY

258183-609007

Page 3
November 8, 2013
Invoice: 32634222

City Assets, Services and Revitalization

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	M J AUSTIN [REDACTED]	0.50	400.00	200.00
09/02/13	B L SEDLAK [REDACTED]	2.00	775.00	1,550.00
09/03/13	M J AUSTIN [REDACTED]	1.90	400.00	760.00
09/03/13	B S BENNETT Analysis of proposed agenda for Christie's meeting.	0.20	1,000.00	200.00
09/03/13	B B ERENS Review proposed trash contract (1.00); telephone calls with Sedlak in preparation for client meeting (.50).	1.50	850.00	1,275.00
09/03/13	B L SEDLAK [REDACTED] [REDACTED] review information regarding trash collection and Atlas Holdings (1.00); conference with Penn (City) regarding same (.30).	4.90	775.00	3,797.50
09/04/13	M J AUSTIN Communicate with Boyce regarding Joe Louis Arena (.50); communicate with Mays (City) and Koppel regarding Hantz Woodlands Agreement; (.20) [REDACTED] summarize Detroit Windsor Tunnel Audit Timeline (.30).	1.30	400.00	520.00
09/04/13	B S BENNETT Conference with Christie's regarding Detroit Institute of Arts matters.	1.80	1,000.00	1,800.00
09/04/13	B L SEDLAK [REDACTED] review Citi Public Lighting Authority term sheet (.50).	1.00	775.00	775.00
09/05/13	M J AUSTIN Draft notice for Windsor Tunnel audit exercise (.70); communicate with Malhotra (Ernst & Young), Doak (Miller Buckfire), Mays (City), and Sedlak regarding status of tunnel (.30).	1.00	400.00	400.00
09/05/13	B S BENNETT Analysis of memorandum from Levin (Cravath) regarding Detroit Institute of Arts meeting with Christie's.	0.20	1,000.00	200.00
09/05/13	B L SEDLAK [REDACTED]; correspondence with Mays (City) regarding audit of Detroit Windsor Tunnel (.20); review audit provisions of Tunnel lease (.20); review timeline for counties (.20); prepare and review correspondence regarding DTE Energy wholesale contract (.50).	2.30	775.00	1,782.50
09/05/13	B L SEDLAK Review draft of Tunnel audit notice letter.	0.10	775.00	77.50
09/06/13	M J AUSTIN Review and revise Tunnel audit notice letter.	0.50	400.00	200.00
09/06/13	B L SEDLAK Review/analyze correspondence from Helga (Windsor) and Doak (Miller Buckfire) regarding Windsor Tunnel (.20); review right to reverter project (.50); review correspondence from Herman (Miller Buckfire) regarding public parking transaction (.20); conference with Herman (Miller Buckfire) regarding same (.10); communicate with Rutkofske (DTE) regarding wholesale contract (.20).	1.20	775.00	930.00

JONES DAY

258183-609007

Page 4

November 8, 2013

City Assets, Services and Revitalization

Invoice: 32634222

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/07/13	B L SEDLAK	2.70	775.00	2,092.50
	Review/analyze agreements and RFP (collection of residential solid waste, recycling and waste) to prepare for meeting (2.50); prepare correspondence regarding same (.20).			
09/09/13	M J AUSTIN	2.00	400.00	800.00
	[REDACTED] attend conference call with Ernst & Young and Miller Buckfire regarding Detroit-Windsor Tunnel audit (.70); communicate with Sedlak regarding Detroit-Windsor Tunnel audit (.30).			
09/09/13	B B ERENS	2.20	850.00	1,870.00
	Prepare for meetings with client regarding trash proposals (.50); separate preparation with Sedlak regarding the same (.50); conference with Orr regarding results of trash proposal meetings (.20); and meeting with prospective providers regarding waste proposal (1.00).			
09/09/13	S C KOPPEL	0.50	875.00	437.50
	Call with Carr (Olympia) regarding Joe Louis Arena.			
09/09/13	S C KOPPEL	0.50	875.00	437.50
	[REDACTED]			
09/09/13	H LENNOX	0.20	900.00	180.00
	Review Public Lighting Authority chart (.10); review communication from Mays (City) regarding Joe Louis Arena (.10).			
09/09/13	B L SEDLAK	4.00	775.00	3,100.00
	[REDACTED] document outcome of meeting (.30); review background information regarding trash collection RFP (1.00); meeting with trash disposal vendor regarding disposal of City trash (.80).			
09/10/13	M J AUSTIN	4.50	400.00	1,800.00
	[REDACTED] attend conference call on Public Lighting Authority interlocal agreement with Liscombe (Allen Law Group) and Sedlak (.50); review and revise interlocal agreement for Public Lighting Authority (.30).			
09/10/13	B L SEDLAK	4.20	775.00	3,255.00
	[REDACTED] review interlocal agreement regarding Public Lighting Authority (.70); conference with Liscombe (Allen Law Group) regarding comments to Public Lighting Authority (.50); conference with Gannon (Conway MacKenzie) regarding lease rejection (.30); review Utility Tax Payor list from Ernst & Young (.20); review Public Lighting Authority trust agreement and order (.20); [REDACTED] correspondence with Orr (City) regarding DTE Energy (.20); conference with Levin (Laz Parking) regarding parking assets (.20); review scope of work for tunnel audit (.20); conference with Rutkofske (DTE) regarding open issues regarding DTE Energy and City (.50).			
09/11/13	M J AUSTIN	0.90	400.00	360.00
	Communicate with Doak (Miller Buckfire) and Sedlak regarding Ernst & Young proposal for Detroit-Windsor Tunnel audit (.60); review Ernst & Young proposal for Detroit-Windsor Tunnel audit (.30).			
09/11/13	S C KOPPEL	0.50	875.00	437.50
	[REDACTED]			
09/11/13	B L SEDLAK	1.50	775.00	1,162.50
	Correspondence with Patel (Ernst & Young) regarding utility users and payors and trust agreement (.50); draft revised interlocal agreements regarding Public Lighting Authority (1.00).			

JONES DAY

258183-609007

Page 5
November 8, 2013
Invoice: 32634222

City Assets, Services and Revitalization

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	M J AUSTIN	1.20	400.00	480.00
	Attend conference call with Short (Ernst & Young) regarding agreement to audit Detroit-Windsor Tunnel (.80); attend conference call with Short (Ernst & Young) and Sedlak regarding mechanics of Public Lighting Authority Trust Agreement (.40).			
09/12/13	S C KOPPEL	1.00	875.00	875.00
	[REDACTED]			
09/12/13	B L SEDLAK	1.70	775.00	1,317.50
	Review/analyze utility user tax information (.30); conference with Patel (Ernst & Young) regarding Utility User Tax information and notices to payors, as well as mechanics of trust agreement (.70); review Detroit Public Lighting Authority lighting plan (.50); correspondence with Liscombe (Allen Law Group) regarding lighting plan (.20).			
09/13/13	M J AUSTIN	0.80	400.00	320.00
	Review interlocal agreement for Public Lighting Authority operations and maintenance.			
09/13/13	B L SEDLAK	0.50	775.00	387.50
	Correspondence with Jones (Public Lighting Authority) regarding lighting plan (.20); conference with Liscombe (Allen Law Group) regarding Public Lighting Authority and status (.30).			
09/15/13	B L SEDLAK	0.50	775.00	387.50
	Prepare correspondence to Massaron (Miller Canfield) and Jones (Public Lighting Authority).			
09/15/13	B L SEDLAK	1.70	775.00	1,317.50
	[REDACTED]			
09/16/13	M J AUSTIN	5.00	400.00	2,000.00
	Communicate with Ernst & Young and Sedlak regarding Detroit Windsor Tunnel audit (.30); [REDACTED] [REDACTED] review and summarize municipal Lighting Authority Act regarding ability to enter into trust agreement prior to issuing bonds (.50); attend conference call with Foley & Lardner and Sedlak regarding interlocal agreement for Public Lighting Authority (.70); communicate with Sedlak regarding Foley's comments to interlocal agreement (.60).			
09/16/13	B B ERENS	0.20	850.00	170.00
	Telephone call with Sedlak regarding Public Lighting Authority transaction and bankruptcy approval regarding the same.			
09/16/13	S C KOPPEL	0.50	875.00	437.50
	Communications with Mays (City) and Development Department regarding Wayne County reverter issues.			
09/16/13	H LENNOX	0.60	900.00	540.00
	Review lender proposals for Public Lighting Authority regarding bankruptcy court orders requested (.40); communications with Green (Miller Canfield), Sedlak, Erens regarding same (.20).			
09/16/13	B L SEDLAK	4.40	775.00	3,410.00
	[REDACTED] conference with Liscombe (Allen Law Group) regarding interlocal agreement (1.00); review interlocal agreement (.50); conference with Nederhood (Foley) regarding interlocal agreement (.50); [REDACTED] [REDACTED] review appropriateness of court approval regarding Public Lighting Authority transaction (.50).			
09/17/13	M J AUSTIN	2.20	400.00	880.00
	[REDACTED] attend conference call on Public Lighting Authority trust agreement (.30); [REDACTED]			
09/17/13	B B ERENS	1.00	850.00	850.00
	Communicate with Sedlak and Miller Canfield regarding bankruptcy court authority and related issues for Public Lighting Authority transaction.			

JONES DAY

258183-609007

Page 6

November 8, 2013

City Assets, Services and Revitalization

Invoice: 32634222

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	S C KOPPEL	0.50	875.00	437.50
	[REDACTED]			
09/17/13	B L SEDLAK	4.50	775.00	3,487.50
	[REDACTED]			
	[REDACTED]			conference with Kutkoiske (DTE) regarding Public Lighting Department and transition (.50); conference call with Green (Miller Canfield) and Erens regarding Public Lighting Authority transaction and court approval (.50); review revised Public Lighting Authority term sheet (.50); conference with Nederhood (Foley) regarding interlocal agreement (.50); conference with Koppel regarding strategy regarding Joe Louis Arena (.50); conference with Kushiner (Conway MacKenzie) regarding Public Lighting Department status [REDACTED] (.50).
09/18/13	M J AUSTIN	1.50	400.00	600.00
	[REDACTED]			Review and summarize Belle Isle lease (1.00); review and revise Public Lighting Authority interlocal agreement (.20); communicate with Sedlak regarding Public Lighting Authority interlocal agreement (.30).
09/18/13	J B ELLMAN	0.40	825.00	330.00
	[REDACTED]			Review Belle Isle lease and PA 436 (.30); draft memo to Lennox regarding PA 436 approval process (.10).
09/18/13	S C KOPPEL	1.00	875.00	875.00
	[REDACTED]			
09/18/13	H LENNOX	0.30	900.00	270.00
	[REDACTED]			Communications with Koppel, Ellman, Tedder (State) regarding Belle Isle lease.
09/18/13	B L SEDLAK	1.50	775.00	1,162.50
	[REDACTED]			Communicate with Kushiner (Conway MacKenzie) regarding Public Lighting Department transition status (.40); prepare status update to Kushiner (Conway MacKenzie) regarding Public Lighting Department transition (.60); review information from Patel (Ernst & Young) regarding revised trust procedures (.50).
09/19/13	M J AUSTIN	1.50	400.00	600.00
	[REDACTED]			Draft new interlocal agreement for Public Lighting Authority for interim construction and finance (1.00); communicate with Sedlak, Liscombe (Allen Law Group) and Massaron (Miller Canfield) regarding same (.30); communicate with Penn (City) and Sedlak regarding Mound Road Facility Amendment (.20).
09/19/13	J B ELLMAN	0.70	825.00	577.50
	[REDACTED]			Review Belle Isle lease (.20); review PA 436 for process to approve same (.30); draft memo to Lennox regarding same (.20).
09/19/13	S C KOPPEL	1.00	875.00	875.00
	[REDACTED]			Communications with State, Lennox regarding Belle Isle Lease (.60); draft memorandum to Orr (City) regarding same (.40).
09/19/13	H LENNOX	0.60	900.00	540.00
	[REDACTED]			Telephone conference with Brader (State) regarding Belle Isle lease (.10); telephone conferences with Koppel, Sedlak, Orr (City) regarding same (.50).
09/19/13	B L SEDLAK	4.40	775.00	3,410.00
	[REDACTED]			Review open Public Lighting Authority issues (.60); review revised interlocal agreements regarding construction and finance, Operations and Maintenance and interim construction agreement (1.50); conference with Gannon (Conway MacKenzie) regarding lease termination issues (.50); review revised summaries regarding same (.30); review contracts with respect to Hamilton parking transaction (.70); conference with Mays (City) regarding same (.30); review Belle Isle documentation (.50).
09/20/13	M J AUSTIN	2.00	400.00	800.00
	[REDACTED]			Review and revise Public Lighting Authority interlocal agreements (1.00); communicate with Liscombe (PLA), Sedlak, and Smith (Wilmington Trust) regarding same (1.00).

JONES DAY

258183-609007

Page 7

November 8, 2013

City Assets, Services and Revitalization

Invoice: 32634222

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	J B ELLMAN Communicate with Lennox regarding Belle Isle lease approval process (.10); review materials regarding same (.20).	0.30	825.00	247.50
09/20/13	S C KOPPEL [REDACTED]	0.50	875.00	437.50
09/20/13	S C KOPPEL Call with Mays (City) regarding [REDACTED]	0.50	875.00	437.50
09/20/13	H LENNOX Telephone conference with Sedlak regarding Public Lighting Authority activities.	0.20	900.00	180.00
09/20/13	H LENNOX Communications with Penn (City), Sedlak regarding Belle Isle.	0.20	900.00	180.00
09/20/13	B L SEDLAK Review Belle Isle Lease and open issues (.70); conference with Penn (City) regarding Belle Isle lease (.60); review information regarding parking transactions (1.00); [REDACTED] review Public Lighting Authority's comments to interim interlocal agreement (.50); review information regarding golf course sale (.50); [REDACTED] conference with Herrman (Miller Buckfire) on Hudson Garage and relationship to parking (.50).	4.70	775.00	3,642.50
09/22/13	M J AUSTIN Review Joe Louis Arena response and case material (.70); draft letter to Public Lighting Authority regarding delivery of notices (.30); review trust agreement based on concerns from Ernst & Young regarding delivery of notices (.30).	1.30	400.00	520.00
09/22/13	S C KOPPEL [REDACTED]	2.00	875.00	1,750.00
09/22/13	B L SEDLAK Review/analyze Joe Louis Arena documents (1.00); conference with Koppel regarding same (.20); [REDACTED]	2.60	775.00	2,015.00
09/23/13	M J AUSTIN Review and revise Public Lighting Authority interlocal agreement for operations and maintenance (2.00); attend conference call with Massaron (Miller Canfield), Liscombe (Allen Law Group), Sedlak regarding same (.50); communicate with Sedlak regarding same (.20); [REDACTED] communicate with Pater (Ernst & Young) regarding his concerns with flow of funds and information for Utility Users Tax Act (.40).	5.40	400.00	2,160.00
09/23/13	R W HAMILTON Review background materials regarding Joe Louis Arena lease negotiations (2.80); communicate with Koppel regarding same (.20).	3.00	775.00	2,325.00
09/23/13	S C KOPPEL [REDACTED]	1.00	875.00	875.00
09/23/13	B L SEDLAK Review/analyze documentation regarding Hudson Parking including bond and development information (1.20); review alternative Belle Isle document (.70); call with Massaron (Miller Canfield), Liscombe (Allen Law Group) and Sedlak regarding Public Lighting Authority status and issues (.50); review comments of Citi as lender (.30).	2.70	775.00	2,092.50
09/24/13	M J AUSTIN Participate in conference call on Joe Louis Arena and new arena with Koppel, Detroit Economic Growth Corporation and Olympia Entertainment (2.00); review and revise interlocal agreement for Public Lighting Authority operations and maintenance with Sedlak (2.00).	4.00	400.00	1,600.00

JONES DAY

258183-609007

Page 8

November 8, 2013

City Assets, Services and Revitalization

Invoice: 32634222

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/24/13	K M BALTES	1.70	450.00	765.00
	[REDACTED] conference regarding Hudson Garage (.40).			
09/24/13	B S BENNETT	0.10	1,000.00	100.00
	Prepare correspondence to Heiman regarding Detroit Institute of Arts proposals.			
09/24/13	B B ERENS	0.20	850.00	170.00
	Telephone call with Green (Miller Canfield) regarding DTE transaction and bankruptcy issues regarding the same.			
09/24/13	S C KOPPEL	4.00	875.00	3,500.00
	Conference calls with Detroit Economic Growth Corporation regarding Catalyst development (.50); weekly call regarding new arena (1.20); call with Detroit Economic Growth Corporation and Lennox regarding bankruptcy approval issues for new arena. (.80); [REDACTED]			
09/24/13	H LENNOX	1.90	900.00	1,710.00
	Review Public Lighting Authority lender proposed term sheet (.20); review Detroit Economic Growth Corporation Joe Louis Arena issues list (.30); conference call with Detroit Economic Growth Corporation, Toby (Dykema), Koppel regarding same (1.20); follow-up with Koppel regarding same (.20).			
09/24/13	B L SEDLAK	2.00	775.00	1,550.00
	[REDACTED]			
09/25/13	M J AUSTIN	3.00	400.00	1,200.00
	Attend conference call with Wilmington Trust, Ernst & Young and City of Detroit regarding payment of utility users tax and information provided therewith (1.10); communicate with Sedlak regarding same (.30); [REDACTED]			
09/25/13	K M BALTES	2.50	450.00	1,125.00
	Review and analyze documents related to Hudson Garage.			
09/25/13	D D DEVOUGAS	10.20	400.00	4,080.00
	[REDACTED]			
09/25/13	S C KOPPEL	1.00	875.00	875.00
	[REDACTED]			
09/25/13	B L SEDLAK	2.60	775.00	2,015.00
	Conference with Rutkofske (DTE) regarding DTE status (.30); correspondence with Brown (City) regarding status of DTE transaction (.20); review Energy Delivery Services Agreement (.50); correspondence with Liscombe (Allen Law Group) regarding notice to utilities and outstanding issues (.40); review revised Operations and Maintenance Agreement for Public Lighting Authority (.60); [REDACTED]			
09/26/13	M J AUSTIN	2.10	400.00	840.00
	Attend conference call with Sedlak, Brown (City) and Kushiner (Conway MacKenzie) regarding plan for electricity in the City (1.00); draft amendment to Public Lighting Authority Trust Agreement and revised notice (.80); communicate with Liscombe (Allen Law Group) regarding same (.30).			

JONES DAY

258183-609007

Page 9

November 8, 2013

City Assets, Services and Revitalization

Invoice: 32634222

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	K M BALTES	3.10	450.00	1,395.00
	Review Hudson Garage documents (1.40) and draft memorandum regarding same (1.20); conference with Sedlak regarding Hudson Garage issues (.50).			
09/26/13	B S BENNETT	0.10	1,000.00	100.00
	Analysis of memoranda from Buckfire (Miller Buckfire) and Gargaro (Detroit Institute of Arts) regarding next steps in Detroit Institute of Arts dialogue.			
09/26/13	B S BENNETT	0.10	1,000.00	100.00
	Analysis of memorandum from Christie's regarding status of DIA valuation effort.			
09/26/13	J B ELLMAN	0.40	825.00	330.00
	Conference with Wilson and Sedlak regarding potential court relief to assist in lighting transactions (.30); review term sheet materials regarding same (.10).			
09/26/13	S C KOPPEL	1.00	875.00	875.00
	Call with Mays (City) regarding Joe Louis Arena lease issues.			
09/26/13	B L SEDLAK	2.90	775.00	2,247.50
	[REDACTED] review information regarding Hudson Garage (.60); [REDACTED] correspondence with Mays (City) regarding same (.20); conference with Kusmner (Conway MacKenzie) regarding DTE and Public Lighting Authority (.40); review and summarize Public Lighting Department transactions (.80).			
09/27/13	M J AUSTIN	1.00	400.00	400.00
	[REDACTED] communicate with Liscombe (Allen Law Group), Smith (Whittington Trust), Johnson (City) and Sedlak regarding revisions to amendment to PLA trust agreement (.40).			
09/27/13	J B ELLMAN	0.20	825.00	165.00
	Conference with Erens regarding Public Lighting Authority financing issues.			
09/27/13	B B ERENS	0.50	850.00	425.00
	Telephone call with Sedlak regarding status of Public Lighting Authority transaction bankruptcy issues (.30); telephone call with Ellman regarding the same (.20).			
09/27/13	B L SEDLAK	1.50	775.00	1,162.50
	Review/analyze two versions of Belle Isle lease and summarize differences (.70); correspondence with Lennox, Tedder (State) and Penn (City) regarding Belle Isle lease (.20); review revised Citi term sheet (.20); conference with Liscombe (Allen Law Group) regarding Operations and Maintenance Agreement and bankruptcy court approval (.40).			
09/29/13	B B ERENS	0.30	850.00	255.00
	Review e-mails to and from team regarding Public Lighting Authority and other contract issues.			
09/30/13	M J AUSTIN	1.50	400.00	600.00
	[REDACTED]			
09/30/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of and respond to Malhotra (Ernst & Young) memorandum [REDACTED]			
09/30/13	B S BENNETT	0.10	1,000.00	100.00
	Prepare memorandum to Buckfire (Miller Buckfire) and Heiman regarding Detroit Institute of Arts memorandum.			
09/30/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of memorandum from Levin (Cravath) regarding Detroit Institute of Arts analysis/options.			

JONES DAY

258183-609007

Page 10

City Assets, Services and Revitalization

November 8, 2013

Invoice: 32634222

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	J B ELLMAN Conference with Brader (State) regarding Belle Isle lease (.10); review and revise memo to Governor regarding approval for same under PA 436 (.50); conference with Sedlak regarding same (.20); conference with Lennox regarding same (.20); review state correspondence regarding same (.20); conference with EM staff regarding finalizing Belle Isle recommendation (.10); review Belle Isle lease summary (.10); review lease revisions (.10).	1.50	825.00	1,237.50
09/30/13	B B ERENS Telephone calls with Sedlak and Tiller regarding timing of motion regarding Public Lighting Authority transaction.	0.30	850.00	255.00
09/30/13	R W HAMILTON [REDACTED] and telephone conference with Koppell and Austin regarding preparation for call with counsel for Detroit Red Wings and Olympia Entertainment regarding Joe Louis Arena lease negotiations and litigation aspects regarding same (.50); telephone conference with counsel for Red Wings and Olympia Entertainment regarding same (1.00).	2.50	775.00	1,937.50
09/30/13	S C KOPPEL Conference call with Red Wings regarding Joe Louis Arena (1.00); prepare for same (.50); conference with Hamilton, Austin in preparation for same (.50).	2.00	875.00	1,750.00
09/30/13	H LENNOX Multiple calls with Brader (State), Tedder (State), Penn (City), Ellman regarding Belle Isle lease.	1.00	900.00	900.00
09/30/13	B L SEDLAK Review/analyze Michigan State Housing Development Authority agreement (.50); conference with Penn (City) regarding same (.30); multiple conferences with Penn (City), Brader (State) and Tedder (State) regarding Belle Isle lease (1.00); revise Belle Isle agreement (.70); draft approval memo regarding Belle Isle (.70); [REDACTED] conference with Brown (City) regarding same (.40); conference with Liscombe (Allen Law Group) regarding Operations and Maintenance agreement (.50); review same (.40); [REDACTED]	5.80	775.00	4,495.00
TOTAL		171.20	USD	113,260.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609009

Invoice: 32634223

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

COP/Swap Matters

USD 387,887.50

TOTAL

USD 387,887.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609009/32634223 IN YOUR PAYMENT

JONES DAY

258183-609009

Page 2

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	62.20	1,000.00	62,200.00
T F CULLEN JR	30.30	950.00	28,785.00
B R HEIFETZ	3.80	775.00	2,945.00
D G HEIMAN	14.30	975.00	13,942.50
G S IRWIN	4.70	725.00	3,407.50
H LENNOX	2.40	900.00	2,160.00
G M SHUMAKER	96.50	825.00	79,612.50
G S STEWART	28.70	875.00	25,112.50
J S TELPNER	19.70	925.00	18,222.50
ASSOCIATE			
C J DIPOMPEO	89.70	475.00	42,607.50
M E GREENFIELD	18.20	525.00	9,555.00
D T MOSS	42.10	600.00	25,260.00
B ROSENBLUM	98.30	725.00	71,267.50
PARALEGAL			
D M HIRTZEL	8.80	275.00	2,420.00
LEGAL SUPPORT			
J D GATCHALIAN	2.60	150.00	390.00
TOTAL	522.30	USD	387,887.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to COP/Swap Issues included the following:

- (1) Continued to evaluate and refine approaches to address the City's obligations relating to complex Certificate of Participation ("COP") and interest rate swap agreements to assure, among other things, that the revenue stream from the casinos will not be impeded, including litigation strategies;
- (2) Prepared an omnibus reply to various objections to the City's motion (the "Settlement Approval Motion") to assume and approve a forbearance and optional termination agreement (the "Forbearance Agreement") to document a settlement with the swap counterparties;
- (3) Engaged in various litigation activities relating to the Settlement Approval Motion with certain objecting parties, including (a) participating in significant discovery-related activities (e.g., responding to document requests and preparing to take and defend various depositions), (b) addressing motions *in limine* by the opposing parties and (c) preparing a joint statement of facts;
- (4) Engaged in other litigation activities relating to the City's lawsuit seeking declaratory and injunctive relief against Syncora, one of the insurers of the swap agreements, including by addressing discovery-related matters and responding to a motion to withdraw the reference from the bankruptcy court to the district court;

JONES DAY

258183-609009

Page 3

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

- (5) Addressed issues relating to the adjournment of the hearing on the Settlement Approval Motion; and
- (6) Negotiated and prepared amendments to the Forbearance Agreement.

JONES DAY

258183-609009

Page 4

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	T F CULLEN JR Review and analyze deposition transcripts regarding assumption of Forbearance Agreement.	2.00	950.00	1,900.00
09/03/13	C BALL Review discovery schedule (.30); communicate internally regarding preparation for Orr (City) deposition (1.10); communicate with Moss regarding bank concerns regarding depositions (.80); follow up with Juergen regarding same (.70); review issues raised by counterparties on Buckfire (Miller Buckfire) deposition and Orr (City) deposition (.90); communicate with COPs holders (Mayer, Bahn, Frimmer) and Rosenblum regarding reservation of rights language in order (1.10).	4.90	1,000.00	4,900.00
09/03/13	C J DIPOMPEO Communicate with Stewart, Moss, and Malhotra (Ernst & Young) to prepare for Malhotra (Ernst & Young) deposition on assumption and approval of Forbearance Agreement.	1.00	475.00	475.00
09/03/13	D G HEIMAN Review Stewart memorandum regarding COP/Swap litigation (.30); conference with Ball regarding COP validity issue (.20).	0.50	975.00	487.50
09/03/13	D G HEIMAN Conference with Ball regarding deadline extensions regarding COP/Swap litigation.	0.30	975.00	292.50
09/03/13	D G HEIMAN Conference call with BAML and UBS regarding deadline extension.	0.50	975.00	487.50
09/03/13	H LENNOX Telephone conferences with Heiman, Ball regarding retiree committee swaps questions (.30); review materials regarding same (.20); review Orr (City) deposition testimony (1.10); update call with Ball (.40).	2.00	900.00	1,800.00
09/03/13	D T MOSS Communicate with Malhotra (Ernst & Young) regarding deposition and preparation (1.00); draft and revise Orr (City) direct examination outline for assumption hearing (1.60); review Malhotra documents and Orr (City) deposition in preparation for Malhotra deposition (1.50).	4.10	600.00	2,460.00
09/03/13	B ROSENBLUM Communicate with DiBlasi (Weil) regarding proposed joint statement of facts (.10); communicate with Shumaker regarding same (.10).	0.20	725.00	145.00
09/03/13	G M SHUMAKER Telephone conference with Perez and DiBlasi (Weil) regarding Assumption Motion discovery, Spencer declaration and hearing issues (.40); communicate with Stewart, Rosenblum and DiPompeo regarding preparation of joint statement of facts (.20); communications with Hertzberg (Pepper Hamilton), Lennox and Martin regarding data room issues (.90).	1.50	825.00	1,237.50
09/03/13	G S STEWART Communicate with Cullen and communicate with Kovsky-Apap (Pepper Hamilton) regarding motion to dismiss (.30); communicate with Moss regarding Malhotra (Ernst & Young) deposition preparation matters (.30); communicate with Moss and DiPompeo regarding Syncora and Holihan Lokey depositions (.10); communicate with Moss, DiPompeo and Malhotra (Ernst & Young) regarding deposition (1.00); communicate with Shumaker regarding assistance in preparation of stipulation of facts (.10); communicate with Irwin regarding coverage of depositions during week of September 16 (.10); review documents compiled for Malhotra (Ernst & Young) preparation (1.00).	2.90	875.00	2,537.50
09/04/13	T F CULLEN JR Review and analyze Syncora discovery requests.	0.20	950.00	190.00
09/04/13	C J DIPOMPEO Draft case plan outline for trial on assumption and approval of the Forbearance Agreement.	5.70	475.00	2,707.50

JONES DAY

258183-609009

Page 5

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/04/13	D T MOSS Communicate with Shumaker, Cullen and Ball regarding letter to Kirkland requesting documents and other materials (.80); draft and revise letter to Kirkland for Shumaker (.30); review documents requested by Kirkland (.40); draft and revise Orr (City) direct examination outline for assumption motion hearing (1.80); communicate with DiPompeo and Rosenblum regarding next steps and assumption motion hearing planning (.30).	3.60	600.00	2,160.00
09/04/13	B ROSENBLUM Analyze proposed order on Forbearance Agreement approval (.30); communicate with Ball regarding same (.10); communicate with DiPompeo regarding proposed joint findings of fact (.10).	0.50	725.00	362.50
09/04/13	G M SHUMAKER Telephone conference with Hertzberg (Pepper Hamilton) and Ball regarding City v. Syncora litigation and strategy in connection with same (1.30); begin drafting outline for Orr (City) direct examination at Assumption Motion hearing (1.60); review letter from Hackney (Syncora counsel) regarding document production inquiry and investigate response to same (1.30); review correspondence from Calton (casino counsel) regarding proposed addition to order dissolving TRO and communicate with Hertzberg (Pepper Hamilton) and Kovsky-Apap (Pepper Hamilton) regarding appropriate response to same (.80).	5.00	825.00	4,125.00
09/05/13	C BALL Communicate with Bjork (Sidley Austen) regarding [REDACTED] (1.30); review additional witness list submitted by Syncora and other objectors (.80); communicate with Malhotra (Ernst & Young), Bennett and Bulger (Miller Canfield) regarding indentures governing distributable state aid to answer insurer question (1.10); follow up with Bjork (Sidley Austen) regarding same (.50); review and analyze Syncora exhibits for trial (1.90); communicate with Hawkins and Smith regarding same (.90); communicate with Rosenblum regarding assessing timelines for opposition to motion to withdraw (.50); communicate with Hertzberg (Pepper Hamilton) regarding local rules on assignment of motion to withdraw (.90); review and analyze FGIC issues on remedies and nonpayment in Jeffco and rehab proceeding (1.70).	9.60	1,000.00	9,600.00
09/05/13	T F CULLEN JR Prepare for Orr (City) deposition.	0.30	950.00	285.00
09/05/13	T F CULLEN JR Review Motion to Withdraw reference to analyze impact and implications.	1.00	950.00	950.00
09/05/13	C J DIPOMPEO Draft case plan outline for hearing on assumption and approval of the Forbearance Agreement.	9.20	475.00	4,370.00
09/05/13	D G HEIMAN Review correspondence regarding discovery and witnesses for Swap settlement hearing.	0.50	975.00	487.50
09/05/13	H LENNOX Review revised COPs strategy memo.	0.40	900.00	360.00
09/05/13	D T MOSS Draft and revise Orr (City) direct examination outline for Shumaker (1.20); review and analyze potential documents to be introduced by Orr (City) at assumption motion hearing (.80); communicate with Ball, Shumaker and Cullen regarding next steps and witness preparation planning (.50); communicate with Orr (City) regarding various COP issues (.30); review case outline and materials to present at trial with DiPompeo (.30); communicate with Malhotra (Ernst & Young) regarding revised cash flow numbers and deposition preparation (.20).	3.30	600.00	1,980.00

JONES DAY

258183-609009

Page 6

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	G M SHUMAKER	8.70	825.00	7,177.50
	Telephone conference with Moss regarding revisions to letter to Hackney (Syncora counsel) and Orr (City) preparation for deposition and hearing testimony (.40); meeting with Cullen, Stewart and Irwin regarding case strategy and upcoming tasks and assignments (1.00); continue drafting direct testimony outline for Orr (City) for Assumption Motion hearing (3.50); revise/finalize letter to Hackney (Syncora counsel) regarding document production requests (.80); review/analyze Hackney (Syncora counsel) e-mail regarding proposed Assumption Motion hearing procedures (.80); review Syncora's Motion to Withdraw Reference (.40) and communicate with internal team regarding strategic response to same (.30); review/analyze letter for Hackney (Syncora counsel) regarding desire to interview Service Corporation directors (.80) and communicate with internal team regarding appropriate response to same (.20); review/analyze rebuttal witness and exhibit list from Syncora and other objectors (.50).			
09/05/13	G S STEWART	2.30	875.00	2,012.50
	Review/analyze Syncora motion for withdrawal of reference (.40); communicate with Shumaker, Cullen, Hertzberg (Pepper Hamilton), Ball regarding same (.20); communicate with Cullen, Shumaker, Irwin regarding outstanding discovery issues, deposition scheduling, deposition preparation, Syncora request for interviews of service corporation officers, Syncora motion to withdraw reference (1.10); review Syncora designation of rebuttal witnesses and exhibits (.20); review affidavits of rebuttal witnesses and LeBlanc (.20); communicate with DiPompeo and Moss regarding Syncora designations (.20).			
09/06/13	C BALL	7.30	1,000.00	7,300.00
	Communicate with Cullen, G. Shumaker, Stewart and Hertzberg (Pepper Hamilton) regarding hearing outline and status of objectors' evidentiary materials (.70); communicate with G. Shumaker and Bulger (Miller Canfield) regarding service corporations (.80); communicate with Corio (Miller Buckfire) regarding postpetition financing status and next steps (.60); review opposition to motion to withdraw (2.10); review relevant Stern ruling in 6th circuit (.90); communicate with Bennett, Bulger (Miller Canfield) and Malhotra (Ernst & Young) regarding [REDACTED] (1.30); communicate regarding making on September 13 payment date amounts (.70); follow up with Jerneycic (Ernst & Young) regarding same (.20).			
09/06/13	C J DIPOMPEO	8.80	475.00	4,180.00
	Draft case plan outline for hearing on assumption and approval of the Forbearance Agreement.			
09/06/13	C J DIPOMPEO	0.70	475.00	332.50
	Communicate with Shumaker, Cullen, Ball, Stewart, Hertzberg (Pepper Hamilton), and Moss regarding progress and status of the City's motion for assumption and approval of the Forbearance Agreement.			
09/06/13	D T MOSS	10.30	600.00	6,180.00
	Draft and revise opposition to motion to withdraw the reference filed by Syncora (4.50); research local rules and caselaw related to motion to withdraw the reference in Eastern District of Michigan (1.20); communicate with Jones Day team and Pepper Hamilton regarding next steps and strategy regarding motion to withdraw the reference (.80); review documents in preparation for Malhotra (Ernst & Young) deposition (1.60); communicate with Stewart and DiPompeo regarding deposition preparation (.60); revise opposition to motion to withdraw the reference based on comments from Pepper, Shumaker, Cullen and others (1.60).			
09/06/13	G M SHUMAKER	5.00	825.00	4,125.00
	Telephone conference with internal team regarding Syncora's proposed issues (1.00); telephone conference with Bulger (Miller Canfield), Ball and Hertzberg (Pepper Hamilton) regarding Service Corporation issues (.50); communicate with internal team regarding same (.30); review/analyze draft affirmative case plan (.50); draft correspondence to Hackney regarding proposed document production inquiry and proposed Assumption Motion hearing procedures (1.60); communicate with internal team regarding Syncora discovery requests (1.10).			

JONES DAY

258183-609009

Page 7

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/06/13	G S STEWART	1.50	875.00	1,312.50
	Communicate with Cullen, Hertzberg (Pepper Hamilton), Moss, Ball, Shumaker regarding structure of Assumption Motion hearing, depositions, additional objectors, rebuttal witnesses, outline of testimony (1.00); communicate with DiPompeo and Moss regarding response to motion to withdraw reference (.10); review rebuttal filings of Ambac (.20); communicate with Moss regarding Service Corporations and Forbearance Agreement (.10); communicate with Shumaker to Hackney on deposition schedules for rebuttal witnesses (.10).			
09/07/13	C BALL	7.60	1,000.00	7,600.00
	Review and analyze Syncora proposal (2.50); communicate with Hawkins (Cadwalader) regarding Syncora proposal (.90); review and revise opposition to motion to withdraw (2.40); communicate with Rosenblum regarding same (.40); communicate with Rosenblum regarding local rules and Syncora untimeliness (.60); conference call with DiPompeo, Rosenblum and Stewart on motion to withdraw opposition (.80).			
09/07/13	C J DIPOMPEO	2.40	475.00	1,140.00
	Communicate with Ball, Shumaker, Rosenblum and counsel for swap counterparties regarding joint statement of facts in the motion for assumption and approval of the Forbearance Agreement (.80); communicate with Ball, Shumaker, and Rosenblum regarding same (1.60).			
09/07/13	B ROSENBLUM	5.80	725.00	4,205.00
	Draft litigation outline for swaps matters (2.00); communications with Stewart regarding swap agreements and collateral agreement (.60); review of swap agreements and collateral agreement in connection with Stewart's inquiries (1.20); review finding of fact precedents (.20); communicate with Ball, Shumaker, DiPompeo, Hawkins (Cadwalader), Ellenberg (Cadwalader) regarding Forbearance Agreement (.50); communicate with Ball, Shumaker, DiPompeo regarding same (.50); communicate with Ball regarding US Bank notices (.10); communicate with Nelson and Marks regarding withdrawal of the reference standards (.10); analyze withdrawal of reference issues (.60).			
09/07/13	G M SHUMAKER	2.50	825.00	2,062.50
	Telephone conference with Ball, DiPompeo, Rosenblum and counsel for swap banks regarding joint statement of facts for Assumption Motion hearing (1.00); communicate with Ball, Cullen, Stewart and Rosenblum regarding swaps facts and response to Syncora's Motion to Withdraw Reference (.50); telephone conference with Ball, Rosenblum and DiPompeo regarding strategy in connection with Syncora Motion to Withdraw Reference (.50); communicate with Ball and Hertzberg (Pepper Hamilton) regarding [REDACTED] (.50).			
09/07/13	J S TELPNER	2.80	925.00	2,590.00
	Review draft of Syncora timeline (.40); address questions from Ball regarding term sheet for Forbearance Agreement and timeline of negotiations (.30); address questions regarding legal authority of service corporations (.40); comment on draft response to Syncora's motion to withdraw (.90); address questions regarding mechanics of swaps (.30); [REDACTED]			
09/08/13	T F CULLEN JR	2.20	950.00	2,090.00
	Review and analysis of motion to withdraw reference and procedural options (1.40); conference call with team regarding same (.80).			
09/08/13	C J DIPOMPEO	3.70	475.00	1,757.50
	Prepare Malhotra (Ernst & Young) for deposition regarding the assumption and approval of the Forbearance Agreement with Stewart, Moss, and Flick (Latham & Watkins).			
09/08/13	C J DIPOMPEO	1.80	475.00	855.00
	Communicate with Ball, Rosenblum, Cullen, Shumaker, Stewart, and Moss regarding response to Syncora's motion to withdraw the reference in Detroit v. Syncora (.80); communicate with Stewart and Moss regarding same (1.00).			
09/08/13	C J DIPOMPEO	1.30	475.00	617.50
	Review depositions of Orr (City) and Buckfire (Miller Buckfire) in preparation for deposition of Malhotra (Ernst & Young).			

JONES DAY

258183-609009

Page 8

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/08/13	C J DIPOMPEO Prepare Malhotra (Ernst & Young) for deposition regarding the assumption and approval of the Forbearance Agreement with Stewart, Moss, and Flick (Latham & Watkins).	0.50	475.00	237.50
09/08/13	B ROSENBLUM Draft joint statement of facts concerning transaction structure (4.10); draft opposition to Syncora's motion to withdraw the reference (2.60); communicate with Ball, Telpner, Buckfire (Miller Buckfire), Cadwalader attorneys, Bingham attorneys, BAML representatives, UBS representatives regarding Syncora (.50); communicate with Heiman, Ball and Buckfire (Miller Buckfire) regarding receipt of proposals (.90); review of proposal (.50); communicate with Marsh (Cadwalader) regarding proposed order approving Forbearance Agreement (.10).	8.70	725.00	6,307.50
09/08/13	G M SHUMAKER Telephone conference with Ball, Cullen, Stewart and internal team regarding strategy in connection with Syncora's Motion to Withdraw the Reference (.60); review/comment on draft Joint Statement of Facts received from Rosenblum (.70).	1.30	825.00	1,072.50
09/08/13	G S STEWART Communicate with DiPompeo and Moss regarding Malhotra (Ernst & Young) deposition (.20); prepare for Malhotra (Ernst & Young) for deposition (3.70); communicate with Ball, Shumaker, Hertzberg (Pepper Hamilton), DiPompeo, Moss regarding withdrawal of reference (.70).	4.60	875.00	4,025.00
09/09/13	C BALL Review and revise opposition to motion to withdraw the reference.	1.20	1,000.00	1,200.00
09/09/13	T F CULLEN JR Review developments and issues related to Malhotra (Ernst & Young) deposition.	0.70	950.00	665.00
09/09/13	C J DIPOMPEO Communicate with Shumaker, Stewart, Ball, Cullen, Rosenblum, Moss, and Hertzberg (Pepper Hamilton) regarding response to Syncora's motion to withdraw the reference in Detroit v. Syncora.	0.20	475.00	95.00
09/09/13	C J DIPOMPEO Attend deposition of Malhotra (Ernst & Young) for hearing on the assumption and approval of the Forbearance Agreement (5.10); draft summary memorandum regarding same (1.30).	6.40	475.00	3,040.00
09/09/13	D G HEIMAN Attend meeting with Hertzberg (Pepper Hamilton) regarding litigation strategy on swaps.	1.00	975.00	975.00
09/09/13	B ROSENBLUM Draft omnibus reply to objections to motion to assume and approve Forbearance Agreement (.50); draft joint statement of facts concerning transaction structure (3.20); communicate with Shumaker regarding same (.20); draft opposition to Syncora's motion to withdraw the reference (1.50); analyze exhibits proposed by parties in connection with Forbearance Agreement dispute (1.00); communicate with Marriott (Ballard Spahr) and Mayer (Kramer Levin) regarding proposed order on Forbearance Agreement (.10); communicate with Hertzberg (Pepper Hamilton) regarding Schwarzman deposition (.10).	6.60	725.00	4,785.00

JONES DAY

258183-609009

Page 9

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	G M SHUMAKER	7.50	825.00	6,187.50
	Telephone conference with Ball, Cullen, Stewart and internal team regarding responding to Syncora's Motion to Withdraw Reference (.50); [REDACTED] communicate with Perez, Hackney and other objectors' counsel regarding deposition scheduling proposed hearing procedures and related issues (1.50); review/analyze Syncora's statement to Judge Rhodes regarding proposed hearing procedures (.80) and communicate with Cullen, Stewart, Ball and Hertzberg (Pepper Hamilton) regarding appropriate response to same (.40); communications with Bennett regarding approach to and handling of September 10 hearing before Judge Rhodes (.50); review/comment on draft response to Syncora's Motion to Withdraw the Reference (1.10); communicate with Bulger (Miller Canfield) regarding contact with Service Corporation directors (.40); communicate with Cullen, Stewart and Ball regarding [REDACTED] communicate with Rosenblum regarding Joint Statement of Facts (1.00).			
09/09/13	G S STEWART	6.70	875.00	5,862.50
	Communicate with Malhotra (Ernst & Young), Flick, Moss, DiPompeo regarding deposition (.90); defend Malhotra (Ernst & Young) deposition (5.10); communicate with Shumaker, Cullen, Irwin regarding deposition scheduling (.30); communicate with Eaton regarding interrogatories (.10); communicate with Cullen, Shumaker, Moss, DiPompeo, Lennox regarding opposition to motion to withdraw (.20); communicate with DiPompeo regarding Malhotra (Ernst & Young) deposition follow-up (.10).			
09/09/13	J S TELPNER	2.80	925.00	2,590.00
	Revise Joint Statement of Stipulated Facts (2.60); discuss comments on Joint Statement with Rosenblum (.20).			
09/10/13	T F CULLEN JR	1.40	950.00	1,330.00
	Prepare for Mayor Bing (City) deposition.			
09/10/13	C J DIPOMPEO	4.40	475.00	2,090.00
	Draft response to Syncora's proposed procedures for the hearing on assumption and approval of the swap Forbearance Agreement.			
09/10/13	C J DIPOMPEO	4.10	475.00	1,947.50
	Draft summary of deposition of Malhotra (Ernst & Young) regarding the assumption and approval of the swap Forbearance Agreement.			
09/10/13	D G HEIMAN	0.50	975.00	487.50
	Telephone conference with Bennett (Kirkland and Ellis) regarding withdrawal of objection (.30); telephone conference with [REDACTED]			
09/10/13	D T MOSS	5.30	600.00	3,180.00
	Draft deposition notices for five rebuttal witnesses identified by objectors to assumption motion (2.40); draft letters to counsel requesting documents used and relied upon by witnesses in rebuttal to the assumption motion (1.60); [REDACTED] communicate with Cullen and Stewart regarding upcoming depositions and strategy related thereto (.80).			
09/10/13	B ROSENBLUM	5.40	725.00	3,915.00
	Draft omnibus reply to objections to motion to assume and approve Forbearance Agreement (.80); review and analyze proposed exhibits of all parties proposed in connection with assumption and approval of Forbearance Agreement motion (1.10); draft memorandum concerning Schwarzman (Kirkland) deposition (2.30); communicate with Marriott (Ballard Spahr) and Mayer (Kramer Levin) regarding proposed order on Forbearance Agreement (.50); communicate with Ball regarding same (.10); review revisions to joint statement of facts (.30); communications with Ball regarding withdrawal of the reference (.30).			

JONES DAY

258183-609009

Page 10

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	G M SHUMAKER	7.50	825.00	6,187.50
	Continue preparing direct examination outline for Orr (City) at Assumption Motion hearing (1.50); [REDACTED] [REDACTED] telephone conference with Heiman regarding same and Judge Rosen (.40); telephone conference [REDACTED] communicate with Cullen, Stewart, Hertzberg (Pepper Hamilton) and Ball regarding same (.50); telephone conference with Hertzberg (Pepper Hamilton) [REDACTED] [REDACTED] review correspondence regarding same (.10); telephone conference with Hertzberg (Pepper Hamilton) regarding strategy for and handling of Schwarzman (Kirkland) deposition (.30); investigate term sheet referenced by Orr (City) and communicate regarding same to objectors counsel (.60); review/analyze revised Joint Statement of Facts and communicate with Rosenblum regarding next steps in connection with same (1.00); communicate with Perez (FGIC counsel) and Moss regarding [REDACTED] review e-mail summary from Rosenblum regarding proposed exhibit stipulations for Assumption Motion hearing (.30); communicate with Cullen, Stewart and Rosenblum regarding Syncora demands for reciprocal discovery (.50).			
09/10/13	G S STEWART	1.00	875.00	875.00
	Communicate with litigation team regarding salient issues from Malhotra (Ernst & Young) deposition (.20); communicate with Cullen, Shumaker, Ball, Moss, Rosenblum, Hertzberg (Pepper Hamilton) regarding motion to withdraw (.80).			
09/10/13	J S TELPNER	1.80	925.00	1,665.00
	Research [REDACTED]			
09/11/13	C J DIPOMPEO	1.20	475.00	570.00
	Communicate with Rosenblum and counsel for Bank of America and UBS regarding Joint Statement of Facts for the hearing on the assumption and approval of the Forbearance Agreement.			
09/11/13	C J DIPOMPEO	4.30	475.00	2,042.50
	Draft response to Syncora's proposed procedures for the hearing on assumption and approval of the Forbearance Agreement.			
09/11/13	C J DIPOMPEO	2.90	475.00	1,377.50
	Prepare for depositions of Snyder (Rothschild) and Spencer (Houlihan Lokey) regarding assumption and approval of the Forbearance Agreement.			
09/11/13	B ROSENBLUM	10.90	725.00	7,902.50
	Draft omnibus reply to objections to motion to assume and approve Forbearance Agreement (6.20); prepare proposed joint statement of facts concerning transaction (.90); communicate with Hawkins (Cadwalader), Smith (Bingham) and other Cadwalader and Bingham attorneys regarding same (.50); draft chart summarizing Forbearance Agreement objections (2.20); communicate with Jones Day litigation team and Hertzberg (Pepper Hamilton) regarding same (.10); draft correspondence to Kovsky regarding Schwarzman deposition (1.00).			
09/11/13	G M SHUMAKER	7.00	825.00	5,775.00
	Telephone conference with Cullen, Ball, Hertzberg (Pepper Hamilton) and Stewart regarding [REDACTED] [REDACTED] review/revise proposed joint statement of facts (1.60); communicate regarding same with Ball and Rosenblum (.90); draft response to Hackney (Syncora) regarding requested documents from depositions and communicate with Cullen and Stewart regarding strategy in connection with same (.90); telephone conference with Goldberg (Sole) regarding arrangements for deposition of rebuttal witness, Bhatti (.30); communicate with Rosenblum regarding term sheet issues (.30); telephone conferences and discussions with Cullen, Stewart and Hertzberg (Pepper Hamilton) regarding strategic response to objectors' proposed hearing procedures for Assumption Motion (1.10); continue drafting direct examination outline for Orr (City) (.90); review letter from English (Ambac) regarding deposition discovery and communicate with Cullen, Ball, Stewart and Rosenblum regarding same (.40).			

JONES DAY

258183-609009

Page 11

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	G S STEWART	0.70	875.00	612.50
	Communicate with Shumaker regarding response to Syncora letter regarding production of documents communicate with Buckfire (Miller Buckfire) reviewed for deposition (.20); communicate with Cullen, Shumaker, Ball, Lennox and Heiman regarding present value calculation of quarterly swaps payments (.10); communicate with Ball regarding FGIC, Syncora exposure (.10); communicate with Hertzberg (Pepper Hamilton) regarding stipulation for 60 day standstill on Syncora motion to withdraw (.10); communicate with Rosenblum regarding exhibit list and Syncora request for term sheet (.20).			
09/11/13	J S TELPNER	2.50	925.00	2,312.50
	Conference call with bank counsel (Cadwalader and Bingham) to discuss Joint Statement of Stipulated Facts (1.20); conference call with Ball to discuss authority of Service Corporations and Joint Statement of Stipulated Facts (.50); review revised Joint Statement of Facts (.50); draft payment instructions to U.S. Bank (.30).			
09/12/13	C BALL	0.80	1,000.00	800.00
	Communicate with Heiman, Buckfire (Miller Buckfire) and Hertzberg (Pepper Hamilton) regarding relationship of swaps deal to postpetition financing.			
09/12/13	T F CULLEN JR	3.00	950.00	2,850.00
	Review materials and issues and prepare for Orr (City) deposition (1.50); review materials and issues for Bing (City) deposition (1.50).			
09/12/13	C J DIPOMPEO	2.60	475.00	1,235.00
	Review documents identified as exhibits by objectors to the City's motion for assumption and approval of the Forbearance Agreement.			
09/12/13	C J DIPOMPEO	2.00	475.00	950.00
	Prepare for deposition of Greendale (Ambac) regarding the assumption and approval of the Forbearance Agreement.			
09/12/13	C J DIPOMPEO	1.20	475.00	570.00
	Communicate with Jerneyc (Ernst & Young) regarding documents requested by Ambac in response to the deposition of Malhotra (Ernst & Young) (.60); communicate with Flick (Latham & Watkins), counsel for Ernst & Young, regarding same (.60).			
09/12/13	C J DIPOMPEO	4.70	475.00	2,232.50
	Review cash flow forecasts generated by Ernst & Young for production to the objectors to the City's motion for assumption and approval of the Forbearance Agreement.			
09/12/13	D G HEIMAN	0.70	975.00	682.50
	Meeting with Hertzberg (Pepper Hamilton) regarding swap settlement.			
09/12/13	D T MOSS	0.50	600.00	300.00
	Communicate with Shumaker regarding exhibits for stipulation at assumption motion hearing.			
09/12/13	B ROSENBLUM	10.20	725.00	7,395.00
	Draft omnibus reply to objections to motion to assume and approve Forbearance Agreement (6.70); review and analyze proposed exhibits of all parties proposed in connection with assumption and approval of Forbearance Agreement motion (2.20); communications with Shumaker and Stewart regarding Joint Statement of Facts concerning transactions (.40); draft correspondence to objecting parties regarding same (.10); communicate with Shumaker regarding Service Corporations (.10); review of presentation materials prepared by Miller Buckfire (.20); communicate with Marken (Miller Buckfire) and Shumaker regarding same (.30); communicate with Shumaker regarding stipulation concerning motion to withdraw the reference (.20).			

JONES DAY

258183-609009

Page 12

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	G M SHUMAKER	9.10	825.00	7,507.50
	Telephone conference with Hertzberg (Pepper Hamilton) regarding document discovery issues (.50); review/analyze deposition transcript of Orr (City) and prepare direct examination outline for him at Assumption Motion hearing (2.40); draft/revise letter to English regarding documents to be produced after depositions and investigate documents used in connection with same (2.00); communicate with various objectors' counsel regarding deposition scheduling issues (.50); telephone conference with Marken (Miller Buckfire) and Rosenblum regarding Miller Buckfire documents (.50); communicate with Rosenblum regarding Joint Statement of Facts and approach to admissibility of FGIC and Syncora exhibits (1.50); review/analyze draft response to Syncora and other objectors' Statement on Proposed Hearing Procedures (.30); communicate with Stewart regarding Malhotra (Ernst & Young) documents and Greendale deposition (.20); communicate with Ball, Stewart, Cullen and Hertzberg (Pepper Hamilton) regarding response to English (.30); communicate with Moss regarding deposition notices for rebuttal witnesses (.20); communicate with Hertzberg (Pepper Hamilton) and Kovsky-Apap (Pepper Hamilton) regarding Schwarzman deposition [REDACTED] (.40); review/comment on draft stipulation for staying adversary proceeding against Syncora (.10) and communicate with Hertzberg (Pepper Hamilton), Kovsky-Apap (Pepper Hamilton) and Rosenblum regarding same (.20).			
09/13/13	C BALL	2.70	1,000.00	2,700.00
	Review FGIC joint statement for trial (1.30); communicate with Heiman and G. Shumaker regarding trial issues [REDACTED] (1.40).			
09/13/13	C J DIPOMPEO	4.60	475.00	2,185.00
	Review and prepare for production cash flow forecasts generated by Ernst & Young for production to objectors to the City's motion for assumption and approval of the Forbearance Agreement.			
09/13/13	C J DIPOMPEO	1.30	475.00	617.50
	Prepare binder of documents for deposition of Greendale, Ambac witness at the hearing on the assumption and approval of the Forbearance Agreement.			
09/13/13	J D GATCHALLAN	2.60	150.00	390.00
	Verify production materials and image load files per Boyce (1.00); Bates number and image supplemental production files regarding Motion for Assumption and Approval of Forbearance and Optional Termination Agreement per DiPompeo (1.60).			
09/13/13	D T MOSS	0.80	600.00	480.00
	Communicate with DiPompeo regarding depositions (.40); communicate with objectors regarding deposition notices and hearing exhibits (.40).			
09/13/13	B ROSENBLUM	11.70	725.00	8,482.50
	Draft omnibus reply to objections to motion to assume and approve Forbearance Agreement (7.90); draft appendix to omnibus reply (1.80); draft correspondence to objecting parties regarding exhibits (.20); communicate with Perez (Weil) regarding same (.10); communicate with Ball regarding stipulation to resolve withdrawal of the reference motion (.20); revise proposed stipulation (.10); communications with Kovsky (Pepper) regarding same (.10); communicate with Doak (Miller Buckfire) and Shumaker regarding presentation materials concerning Forbearance Agreement (.10); communicate with Yerramall (Kramer Levin) and Byowitz (Kramer Levin) regarding proposed order on Forbearance Agreement (.20); review Schwarzman deposition transcript (1.00).			

JONES DAY

258183-609009

Page 13

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/13/13	G M SHUMAKER	5.40	825.00	4,455.00
	Telephone conference with Rosenblum regarding exhibit stipulation proposal (.40); review same (.90); telephone conference with Hertzberg (Pepper Hamilton) regarding Schwarzman deposition, response to instructions not to answer and logistics for upcoming Assumption Motion hearing (.40); telephone conference with Cullen regarding possible production of Buckfire (Miller Buckfire) document (.20); communicate with Cullen, Stewart, Ball and Rosenblum regarding deposition document production issues (1.10); review/comment on draft stipulation staying Syncora adversary proceeding (.40) and communicate with Ball, Stewart, Hertzberg (Pepper Hamilton), Kovsky-Apap (Pepper Hamilton) and Rosenblum regarding same (.10); draft letter to English regarding production of documents from Buckfire (Miller Buckfire), Malhotra (Ernst & Young) and Orr (City) depositions and communicate with DiPompeo and Rosenblum regarding details of production (1.50); communicate with Rosenblum regarding response to Perez (FGIC) concerning exhibit stipulation question (.20); communicate with Juergens (BAML) regarding deposition scheduling (.20).			
09/13/13	G S STEWART	0.70	875.00	612.50
	Review transcript of Malhotra (Ernst & Young) deposition.			
09/15/13	T F CULLEN JR	5.00	950.00	4,750.00
	Prepare for (.80) and participate in (4.20) Orr (City) deposition team meeting.			
09/15/13	D T MOSS	0.80	600.00	480.00
	Communicate with Ball, Stewart, Shumaker, Cullen and Hertzberg (Pepper Hamilton) regarding assumption hearing and witness organization.			
09/15/13	B ROSENBLUM	6.50	725.00	4,712.50
	Draft omnibus reply to objections to motion to assume and approve Forbearance Agreement (4.50); draft appendix to omnibus reply (2.00).			
09/15/13	G M SHUMAKER	0.80	825.00	660.00
	Meeting with Stewart, Ball, Cullen, Moss and Hertzberg (Pepper Hamilton) regarding planning of Assumption Motion hearing presentation.			
09/15/13	G S STEWART	1.30	875.00	1,137.50
	Meeting with Ball, Cullen, Shumaker, Moss and Hertzberg (Pepper Hamilton) (by phone for part of meeting) regarding schedule, pending depositions of witnesses for case-in-chief and rebuttal, proofs for assumption hearing.			
09/16/13	C J DIPOMPEO	0.30	475.00	142.50
	Communicate with Duke regarding preparation of objectors' exhibits for the hearing on the assumption and approval of the Forbearance Agreement.			
09/16/13	D G HEIMAN	1.00	975.00	975.00
	Conference with Hertzberg (Pepper Hamilton), Buckfire (Miller Buckfire) and Ball regarding runway issues.			
09/16/13	D M HIRTZEL	2.90	275.00	797.50
	Prepare and gather materials requested by Ball to be used at hearing regarding the Assumption Motion.			
09/16/13	B ROSENBLUM	8.00	725.00	5,800.00
	Revise omnibus reply to objections to motion to assume and approve Forbearance Agreement (3.50); draft appendix to omnibus reply (1.80); communicate with Ball regarding same (.10); communicate with Telpner regarding economics of swaps (.10); draft litigation outline (1.60); revise Joint Statement of Facts (.70); communicate with Ball and Hertzberg (Pepper) regarding proposed order on Forbearance Agreement (.20).			
09/16/13	G M SHUMAKER	0.30	825.00	247.50
	Communicate with Hertzberg (Pepper Hamilton) regarding motion in limine filing and related hearing and deposition planning issues.			

JONES DAY

258183-609009

Page 14
November 8, 2013
Invoice: 32634223

COP/SWAP Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	G S STEWART	1.40	875.00	1,225.00
	Telephone call with DiPompeo regarding preparation of Malhotra (Ernst & Young) and preparation of demonstratives for September 23 hearing (.40); communicate with Telpner, Ball regarding cash flow effects of Forbearance and Optional Termination Agreement (.20); review memorandum from Kovsky-Apap (Pepper Hamilton) on Syncora breach of automatic stay (.20); review draft reply brief on assumption motion (.40); review memorandum from Hertzberg (Pepper Hamilton) regarding Bhatti deposition (.10); review memorandum from Shumaker about hearing procedures and substance of Orr deposition (.10).			
09/16/13	J S TELPNER	0.70	925.00	647.50
	Prepare comments to talking points and demonstrative with respect to Assumption Motion and Forbearance Agreement (.40); review Buckfire (Miller Buckfire) direct examination outline (.30).			
09/17/13	C J DIPOMPEO	10.90	475.00	5,177.50
	Draft demonstrative exhibits for hearing on assumption and approval of Forbearance Agreement (9.70); communicate with Stewart and Rosenblum regarding same (.70); communicate with Stewart, Rosenblum, Flick (Latham & Watkins), Malhotra (Ernst & Young), Santambrogio (Ernst & Young), and Jerneycic (Ernst & Young) regarding same (.50).			
09/17/13	M E GREENFIELD	0.80	525.00	420.00
	Research for response to motion in limine regarding evidence that Forbearance Agreement is fair and equitable.			
09/17/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Stewart regarding witnesses and strategy for Assumption Motion Hearing.			
09/17/13	D M HIRTZEL	3.50	275.00	962.50
	Cite check and shepardize reply to objections to Forbearance Agreement assumption motion for Rosenblum (1.00); gather, organize and prepare binders of material requested by Ball to be used at Assumption Motion hearing (2.50).			
09/17/13	D T MOSS	1.60	600.00	960.00
	Communicate with Shumaker and DiPompeo regarding demonstratives for use at Assumption Motion hearing (.30); review potential demonstratives (.40); review potential exhibits for Assumption Motion hearing (.90).			
09/17/13	B ROSENBLUM	3.90	725.00	2,827.50
	Revise omnibus reply to objections to motion to assume and approve Forbearance Agreement (2.30); revise ex parte motion to exceed page limits (.10); communicate with Stewart, DiPompeo and Malhotra (Ernst & Young) regarding Forbearance Agreement (.50); communicate with objecting parties regarding exhibits (.10); analyze issues raised by motions in limine (.30); communicate with Stewart and DiPompeo regarding swap structure (.50); communicate with Ball regarding same (.10).			
09/17/13	G M SHUMAKER	6.60	825.00	5,445.00
	Telephone conference with Hertzberg (Pepper Hamilton) regarding strategy for Bhatti deposition and related Assumption Motion hearing issues (.50); meeting and multiple communications with Stewart regarding planning for Assumption Motion hearing (.90); telephone conference with Juergens (Cadwalader) regarding approach to Bhatti deposition (.50); respond to deposition cancellations (.10) and communicate with Stewart and Kovsky-Apap (Pepper Hamilton) regarding same (.20); review/respond to Hackney (Syncora) correspondence regarding proposed concurrence with motions in limine (.40) and communicate with Hertzberg (Pepper Hamilton), Cullen, Stewart, Ball and Rosenblum regarding response to identified motions (.50); review portion of latest draft of reply brief in support of Assumption Motion (2.30); review correspondence from Hackney regarding possible exhibit stipulation for Assumption Motion hearing (.40); review Debtor's and Syncora's exhibits and assess potential approaches to admissibility (.80).			

JONES DAY

258183-609009

Page 15

November 8, 2013

COP/SWAP Matters

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	G S STEWART	1.10	875.00	962.50
	Meeting with Shumaker regarding motion to hold Syncora in violation of stay, disclosure of demonstrative exhibits (.30); communicate with DiPompeo regarding preparation of demonstratives (.10); communicate with Ball, DiPompeo regarding format of demonstrative exhibit (.30); communicate with DiPompeo regarding disclosure of demonstratives (.20); communicate via memorandum to Cullen, Bennett, Ball, Lennox regarding use of experts at eligibility hearing (.20).			
09/17/13	J S TELPNER	1.60	925.00	1,480.00
	Review/comment on Omnibus Reply to Objection of Assumption.			
09/18/13	C BALL	5.90	1,000.00	5,900.00
	Communicate with Heiman regarding separate conversations with swap insurers, Syncora and postpetition financing and impact of same on trial (1.50); review Bhatti motion in limine (.50); review Schwartzman motion in limine (.60); review and revise responses to same (1.30); review and analyze exhibit list (.90); communicate with Rosenblum and Shumaker regarding joint statement issues with FGIC (1.10).			
09/18/13	T F CULLEN JR	4.00	950.00	3,800.00
	Meeting with Buckfire (Miller Buckfire) to prepare for deposition (3.00); review of materials regarding same (1.00).			
09/18/13	T F CULLEN JR	1.30	950.00	1,235.00
	Draft and revise planned presentation for Assumption Hearing.			
09/18/13	C J DIPOMPEO	0.50	475.00	237.50
	Revise demonstrative exhibits for use at the hearing on the assumption and approval of the Forbearance Agreement.			
09/18/13	M E GREENFIELD	2.80	525.00	1,470.00
	Research for response to motion in limine regarding evidence that Forbearance Agreement is fair and equitable.			
09/18/13	D G HEIMAN	0.50	975.00	487.50
	Conference with Stewart regarding trial witnesses and argument.			
09/18/13	D G HEIMAN	1.00	975.00	975.00
	Attend status call with counterparties.			
09/18/13	D M HIRTZEL	1.90	275.00	522.50
	Complete binders of material requested by Ball to be used at Assumption Motion hearing.			
09/18/13	B ROSENBLUM	5.20	725.00	3,770.00
	Revise omnibus reply to objections to motion to assume and approve Forbearance Agreement to address comments (3.10); research issues regarding same (.30); prepare proposed Joint Statement of Facts concerning transaction (.50); communicate with Hertzberg (Pepper) regarding proposed order (.10); communicate with Jerneycic (Ernst & Young) regarding casino revenues (.10); communicate with Ball regarding same (.10); communicate with Irwin and Boyce regarding motions in limine (.30); communicate with Ball regarding summary of 2009 transactions (.10); review of Ambac witness list (.10); communicate with Ball, Heiman, Cadwalader and Bingham attorneys regarding case status (.50).			

JONES DAY

258183-609009

Page 16

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	G M SHUMAKER	6.80	825.00	5,610.00
	Telephone conference with Arnault (Syncora) regarding deposition designations for Assumption Motion hearing (.20); draft/revise outline for direct testimony with Orr (City) for Assumption Motion hearing (1.10); review draft demonstrative exhibits for Assumption Motion hearing and otherwise prepare for same (.30); review Orr (City) deposition transcript relevant to anticipated Objector motion in limine (.60); review/comment on draft reply brief in support of Assumption Motion (.80); review/analyze Objectors' motion to preclude City from offering certain evidence including need to obtain casino revenue for postpetition financing (.80); communicate with Heifetz, Greenfield, Irwin and Moss regarding reply to same (.80); telephone conference with Hertzberg (Pepper Hamilton) regarding developments at Bhatti (Objector Sole expert witness) deposition and other issues concerning Assumption Motion hearing (.50); review Ambac's supplemental exhibit list (.20); review/comment on draft motion in limine regarding Bhatti (Objector Sole expert witness) as witness (.30); communicate with Assumption Motion hearing team regarding testimonial questions (.70); review Syncora's Response to City's Motion to Exclude Testimony of Schwarzman (Kirkland) (.20); review Hackney (Syncora counsel) e-mail regarding proposed exhibit stipulation (.30).			
09/18/13	G M SHUMAKER	1.00	825.00	825.00
	[REDACTED]			
09/19/13	C BALL	2.30	1,000.00	2,300.00
	Communicate with Buckfire (Miller Buckfire), Shumaker, Heiman and Rosenblum regarding impact of adjournment, status of postpetition financing and counterparties.			
09/19/13	T F CULLEN JR	4.20	950.00	3,990.00
	Review documents in preparation for Buckfire (Miller Buckfire) deposition.			
09/19/13	T F CULLEN JR	2.20	950.00	2,090.00
	Prepare outline of pros and cons of adjourning hearing.			
09/19/13	C J DIPOMPEO	3.00	475.00	1,425.00
	Revise brief in reply to the objections to Detroit's motion for assumption and approval of Forbearance Agreement.			
09/19/13	M E GREENFIELD	4.70	525.00	2,467.50
	Research for response to motion in limine regarding evidence that Forbearance Agreement is fair and equitable.			
09/19/13	D G HEIMAN	0.30	975.00	292.50
	Telephone conference with Smith (McDermott Will & Emery) regarding [REDACTED]			
09/19/13	D G HEIMAN	1.50	975.00	1,462.50
	Conference call with team regarding adjournment of swap hearing (1.00); follow-up conferences with Ellman and Ball regarding same (.50).			
09/19/13	D G HEIMAN	0.50	975.00	487.50
	Follow-up conference with Ball regarding terms of runway extension.			
09/19/13	D M HIRTZEL	0.50	275.00	137.50
	Obtain 8/28/13 hearing transcript regarding stay motion and opinion from Jefferson County and transmit to Ball and others upon Ball's request.			
09/19/13	G S IRWIN	4.70	725.00	3,407.50
	Review and analyze various motions in limine (1.10); consider responses (.60); meet with Boyce, Eaton and Greenfield regarding responses (.90); review documents and deposition transcripts (2.10).			
09/19/13	D T MOSS	1.80	600.00	1,080.00
	Communicate with Rosenblum and Shumaker regarding edits and comments to response to objectors to Assumption Motion (.60); communicate with Irwin, Boyce and Greenfield regarding responses to Syncora and objectors' motion in limine (.80); review cases cited by Syncora and objectors in motion in limine (.40).			

JONES DAY

258183-609009

Page 17

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/19/13	B ROSENBLUM	7.40	725.00	5,365.00
	Revise omnibus reply to objections to motion to assume and approve Forbearance Agreement (2.90); draft correspondence to group summarizing revisions (.20); revise ex parte motion to exceed page limits (.10); draft summary chart as exhibit to omnibus reply to objections to motion to assume and approve Forbearance Agreement (2.60); communicate with Ball regarding termination value (.20); communicate with Heiman regarding objecting parties' requests (.20); communicate with Moss and Greenfield regarding motions in limine (.50); review comments on joint statement of facts concerning transactions (.60); communicate with Ball regarding Forbearance Agreement amendment (.10).			
09/19/13	G M SHUMAKER	4.90	825.00	4,042.50
	Review/comment on objectors' response on Joint Statement of Facts (.80); communicate with team members regarding responding to same (.50); review Hackney (Syncora) letter regarding Syncora and FGIC's proposal for admissibility of exhibits for Assumption Motion hearing and communicate with Cullen, Stewart, Ball, Rosenblum and Hertzberg (Pepper Hamilton) regarding appropriate response to same (.40); review Hackney (Syncora) letter regarding proposed stipulation with US Bank (.20); review/comment on latest draft of City's Reply Brief in Support of Assumption Motion (1.50); communicate with Irwin, Heifetz and Greenfield regarding responses to objectors' Motions in Limine (1.00); review objectors' Motion to Admit Certain Deposition Testimony (.50).			
09/19/13	G S STEWART	2.00	875.00	1,750.00
	Review and comment to Shumaker on draft stipulation of facts (.70); review draft reply (.20); communicate with Ball and DiPompeo regarding demonstratives (.60); telephone call to Shumaker regarding motions in limine (.10); communicate with Ball regarding motion to enforce stay against Syncora (.20); communicate with Heiman regarding adjournment of hearing (.20).			
09/20/13	C BALL	7.70	1,000.00	7,700.00
	Communicate with Ellenberg and Hawkins regarding status of adjournment and [REDACTED] (.90); follow up communications with Rosenblum and Hawkins regarding [REDACTED] (1.10); communicate with Telpner regarding [REDACTED] review and analyze objections (2.50) and prepare for hearing (2.30); communicate with Rosenblum regarding notice of adjournment to discovery parties (.10).			
09/20/13	T F CULLEN JR	1.30	950.00	1,235.00
	Review of developments and tactics regarding adjournment of assumption hearing.			
09/20/13	M E GREENFIELD	9.50	525.00	4,987.50
	Draft response to motion in limine regarding evidence that Forbearance Agreement is fair and equitable.			
09/20/13	B R HEIFETZ	3.80	775.00	2,945.00
	Review motion regarding Assumption Motion evidence (1.00); review cases regarding same (2.30); communicate with Greenfield regarding same (.50).			
09/20/13	D G HEIMAN	2.50	975.00	2,437.50
	Telephone conferences with [REDACTED]			
09/20/13	D G HEIMAN	0.50	975.00	487.50
	Telephone conference with Mayer (Kramer Levin) regarding Ad Hoc Committee reservation.			
09/20/13	D G HEIMAN	0.70	975.00	682.50
	Telephone conference with Cullen, Buckfire (Miller Buckfire) and Doak (Miller Buckfire) regarding swap hearing adjournment.			
09/20/13	D G HEIMAN	0.50	975.00	487.50
	Communications with [REDACTED]			
09/20/13	D G HEIMAN	0.30	975.00	292.50
	Telephone conference with Hertzberg (Pepper Hamilton) regarding swap hearing adjournment.			

JONES DAY

258183-609009

Page 18

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	D T MOSS	9.60	600.00	5,760.00
	Review Syncora deposition designations and other materials for Orr (City) assumption motion direct testimony preparation (3.00); prepare Orr (City) for assumption hearing testimony with Shumaker (6.60).			
09/20/13	B ROSENBLUM	1.70	725.00	1,232.50
	Revise omnibus reply to objections to motion to assume and approve Forbearance Agreement to address additional comments (1.30); communicate with Moss regarding objections to Forbearance Agreement (.10); communicate with Shumaker regarding Service Corporations (.20); communicate with objecting parties regarding adjournment (.10).			
09/20/13	G M SHUMAKER	10.20	825.00	8,415.00
	Review Orr (City) deposition transcript and other materials in preparation for Orr (City) direct testimony preparation session (1.00); prepare Orr (City) with Moss for direct testimony at Assumption Motion hearing (3.50); telephone conference and communications with Ball, Heiman, Stewart and Hertzberg (Pepper Hamilton) regarding possible adjournment of Assumption Motion hearing [REDACTED] (2.00); review Syncora proposal for joint exhibit list (.20) and communicate with Stewart, Cullen, Moss and Rosenblum regarding same (.20); review objectors' Motion to Admit Certain Deposition Testimony (.20) and communicate regarding responding to same with Ball, Cullen, Stewart, Hertzberg (Pepper Hamilton) and Irwin (.20); communicate with Stewart and Hertzberg (Pepper Hamilton) regarding appropriate response to proposed stipulation for Syncora and U.S. Bank (.50); communicate with Greenfield, Heifetz and Irwin regarding appropriate response to objectors' Motion In Limine regarding excluding certain possible testimony of Orr (City) (.70); review/comment on latest draft reply brief in support of Assumption Motion (1.00); telephone conference with Rosenblum and Moss regarding same (.70).			
09/20/13	G S STEWART	1.20	875.00	1,050.00
	Communicate with Shumaker, Hertzberg (Pepper Hamilton) regarding hearing adjournment (.20); telephone conference call with Shumaker, Hertzberg (Pepper Hamilton), Ball, Rosenblum, DiPompeo, Judge Perris and others regarding adjournment of hearing (1.00).			
09/21/13	C BALL	1.50	1,000.00	1,500.00
	Communicate with Heiman regarding call on adjournment of assumption hearing (.70); follow up with Rosenblum and Hertzberg (Pepper Hamilton) on procedural steps for Monday, September 23 filing (.80).			
09/22/13	C BALL	1.30	1,000.00	1,300.00
	[REDACTED]			
09/23/13	C BALL	1.90	1,000.00	1,900.00
	Communicate with Hertzberg (Pepper Hamilton) regarding motion to adjourn and timing on swap hearing (.30); communicate with Shumaker regarding timing on same (.30); communicate with Rosenblum regarding draft of Forbearance and Optional Termination Agreement amendment (.30); review and analyze adjournment order (.20); communicate with Ellenberg regarding insured response (.30); communicate with Erens regarding enterprise fund question (.50).			
09/23/13	T F CULLEN JR	1.50	950.00	1,425.00
	Review summaries of status of discovery requests and negotiations (.70); meeting with Shumaker, Stewart, Moss regarding same (.80).			
09/23/13	D T MOSS	0.40	600.00	240.00
	Communicate with Cullen, Shumaker and Stewart regarding Assumption Motion order of proof and hearing strategy.			
09/23/13	B ROSENBLUM	0.20	725.00	145.00
	Communicate with COPs holder regarding proposed order (.10); communicate with Hertzberg (Pepper) regarding adjournment (.10).			

JONES DAY

258183-609009

Page 19

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	G M SHUMAKER	1.50	825.00	1,237.50
	Communicate with Rosenblum regarding Buckfire testimonial outline (.10); meeting with Cullen, Stewart and Moss regarding next steps in connection with Assumption Motion in light of adjournment (.80); review/comment on draft Motion to Adjourn Assumption Motion hearing (.30); discussions regarding same with Hertzberg (Pepper Hamilton) and Stewart (.30).			
09/23/13	G S STEWART	0.20	875.00	175.00
	Review draft from Hertzberg (Pepper Hamilton) regarding motion to enforce stay (.10) and communicate with Shumaker, Hertzberg (Pepper Hamilton), and Ball regarding same (.10).			
09/24/13	C BALL	1.30	1,000.00	1,300.00
	Review correspondence and response from Bennett regarding COPs holders inquiry and GO inquiries (.30); review FGIC notice regarding its rehabilitation proceeding (.20); review and analyze information requests from insurer objector (.80).			
09/24/13	B ROSENBLUM	0.60	725.00	435.00
	Communicate with Ball regarding COPs holders' objections (.10); review FGIC notice (.10); review adjournment order (.10); review of correspondence concerning joint stipulation (.20); communicate with Marken (Miller Buckfire) regarding Forbearance Agreement documents and communicate with Moss regarding same (.10).			
09/24/13	G M SHUMAKER	2.10	825.00	1,732.50
	Draft response to Hackney (Syncora) regarding proposed Syncora-US Bank stipulation (.70) communicate with Rosenblum and Telpner regarding responding to Objectors' counterproposal on Joint Statement of Facts (.70)			
09/24/13	J S TELPNER	0.20	925.00	185.00
	Conference calls with Ball and Smith regarding U.S. Bank's proposed fact stipulation.			
09/25/13	C BALL	1.60	1,000.00	1,600.00
	Communicate with Stewart regarding adjournment order for swaps (.70); communicate with Rosenblum regarding record on appeal (.40); communicate with Heifetz regarding brief (.50).			
09/25/13	M E GREENFIELD	0.40	525.00	210.00
	Discuss motion in limine regarding whether settlement is "fair and equitable" with Moss (.30); correspond regarding timeframe for filing motion (.10).			
09/25/13	B ROSENBLUM	2.60	725.00	1,885.00
	Draft amendment to Forbearance Agreement (.70); communications with Telpner regarding same (.40); review request from US Bank (.80); review collateral agreement provisions (.10); communicate with Ball regarding Forbearance Agreement (.60).			
09/25/13	G M SHUMAKER	1.60	825.00	1,320.00
	Telephone conference with Ball, Stewart and Hertzberg (Pepper Hamilton) regarding [REDACTED] adjournment of Assumption Motion and related issues (.70); review e-mail from Smith (US Bank) to Ball regarding reasons US Bank entered into stipulation with Syncora and assess appropriate response to same (.40); review draft Motion to Set Hearing (.30) and communicate with Hertzberg (Pepper Hamilton) regarding [REDACTED] (.20).			
09/25/13	J S TELPNER	2.70	925.00	2,497.50
	Review communications from U.S. Bank (.20); comment on Joint Statement of Facts (1.20); review proposed amendment to Forbearance Agreement (1.30).			
09/26/13	G S STEWART	0.90	875.00	787.50
	[REDACTED] review memorandum from Shumaker and memorandum from Ball (x 2) regarding same (.10); review transcript of September 19 afternoon argument (.30); review order denying motion to stay pending motion to withdraw reference (.30).			

JONES DAY

258183-609009

Page 20

COP/SWAP Matters

November 8, 2013

Invoice: 32634223

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	J S TELPNER Address questions regarding custodian fees under Collateral Agreement (.30); prepare analysis of legal issues challenging amendment in Forbearance Agreement at request of Ball (2.80).	3.10	925.00	2,867.50
09/27/13	C BALL Draft and revise Forbearance and Optional Termination Agreement amendments to send to banks (1.20); communicate with Rosenblum regarding same (.50).	1.70	1,000.00	1,700.00
09/27/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding Syncora (.30); e-mail communications with Sprayregen (Kirkland & Ellis) regarding meeting (.20).	0.50	975.00	487.50
09/27/13	B ROSENBLUM Communications with Ball and Telpner regarding Forbearance Agreement amendment (.30); revise draft Forbearance Agreement amendment (.20); review correspondence concerning same (.20); analyze open issues in connection with same (.20).	0.90	725.00	652.50
09/27/13	G M SHUMAKER Communicate with Irwin regarding timing of motion in limine responses.	0.20	825.00	165.00
09/27/13	G S STEWART Communicate with Shumaker, Moss, Ball regarding preparation of record for and briefing on Syncora appeal from stay.	0.20	875.00	175.00
09/28/13	B ROSENBLUM Communicate with Ball regarding Forbearance Agreement amendment (.10); communicate with Cadwalader and Bingham attorneys regarding same (.10); review and comment on draft amendment to Forbearance Agreement (.20).	0.40	725.00	290.00
09/30/13	C BALL Communicate with Rosenblum regarding issues on amending Forbearance and Optional Termination Agreement (.70); communicate with Telpner regarding effectiveness conditions on Forbearance and Optional Termination Agreement (.80); communicate with Ellenberg regarding Kaplan argument (.20); communicate with Rosenblum regarding Kaplan argument (.30); communicate with Buckfire (Miller Buckfire) regarding postpetition financing (.90).	2.90	1,000.00	2,900.00
09/30/13	B ROSENBLUM Communicate with Ball regarding Forbearance Agreement amendment (.20); communicate with Ball and Telpner regarding Forbearance Agreement amendment and negotiation of same (.50); communicate with Marsh (Bingham) regarding amendment of Forbearance Agreement (.10); communicate with Byowitz (Kramer Levin) regarding proposed order regarding Forbearance Agreement and communicate with Marriott regarding same (.10).	0.90	725.00	652.50
09/30/13	J S TELPNER Conference call to discuss Forbearance Agreement amendments (.30); review/comment on amendments (1.20).	1.50	925.00	1,387.50
TOTAL		522.30	USD	387,887.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609011

Invoice: 32634224

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Labor & Employment Matters

USD 213,925.00

TOTAL

USD 213,925.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609011/32634224 IN YOUR PAYMENT

JONES DAY

258183-609011

Page 2

Labor & Employment Matters

November 8, 2013

Invoice: 32634224

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B W EASLEY	62.80	725.00	45,530.00
S H GRIFFIN	25.90	800.00	20,720.00
E MILLER	9.30	900.00	8,370.00
E M ROSSMAN	52.90	650.00	34,385.00
COUNSEL			
M M REIL	10.40	650.00	6,760.00
ASSOCIATE			
D S BIRNBAUM	97.80	575.00	56,235.00
D L CULBERG	8.70	450.00	3,915.00
S C WOO	98.00	375.00	36,750.00
O S ZELTNER	4.20	300.00	1,260.00
TOTAL	370.00	USD	213,925.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Labor & Employment Matters included the following:

- (1) Assisted in the ongoing refinement of the City's comprehensive labor strategy for restructuring negotiations based on ongoing developments, working with representatives of the City and its other advisors;
- (2) Continued to review and evaluate collective bargaining agreements ("CBAs"), citywide employment terms ("CETs") and other labor-related documents to assist in restructuring activities;
- (3) Prepared for (including by preparing proposals and other materials) and participated in numerous restructuring meetings with union representatives regarding potential pension and OPEB modifications, work rule changes, revised terms and conditions of employment, various cost reduction initiatives and other restructuring issues;
- (4) Engaged in bargaining with transportation employees covered by section 13(c) of the Federal Urban Mass Transit Act, consistent with the City's commitments in connection with the receipt of federal funding for its urban transportation system, and addressed related union objections; and
- (5) Assisted in due diligence activities with the City's unions in connection with restructuring discussions;
- (6) Prepared new CETs for certain constituencies, [REDACTED] and potential new CBAs for certain constituencies, including the Detroit Police Lieutenants and Sergeants Association ("DPLSA");
- (7) Prepared a settlement proposal to resolve the DPLSA's grievances;

JONES DAY

258183-609011

Page 3

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

- (8) Evaluated potential departmental restructuring initiatives and identified labor-related issues to be addressed in connection with these initiatives, particularly with respect to the Detroit Police Department, the Detroit Fire Department and the Detroit Department of Transportation; and
- (9) Researched various factual and legal issues, including issues relating to (a) the ability of informal associations to bargain on behalf of individuals, (b) the impact of the termination of certain CBAs on CETs and other matters, (c) liability under the Elliott-Larsen Civil Rights Act, and (d) the effect of Michigan Public Act 436 on the jurisdiction and activities of the Michigan Employment Relations Commission.

JONES DAY

258183-609011

Page 4

Labor & Employment Matters

November 8, 2013

Invoice: 32634224

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	D S BIRNBAUM	0.80	575.00	460.00
Review and prepare to respond to public safety union's August 29 letter requesting information regarding the City's active health restructuring proposal (.50); correspond with Zack (City) and Easley regarding strategy relating to pending 4th step DPLSA grievances (.30).				
09/01/13	B W EASLEY	0.80	725.00	580.00
Review correspondence from Zack (City) regarding disposition of Detroit Police Department grievances (.20); correspondence to/from Miller regarding active health care restructuring plan (.20); continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (.40).				
09/02/13	D S BIRNBAUM	1.30	575.00	747.50
Telephone conference with Miller regarding response to uniform union's August 29 request for information regarding the City's active health restructuring proposal (.30); correspondence to counsel for public safety unions regarding same (.10); correspondence to Taranto (Milliman) regarding same (.10); correspondence with Santambrogio (Ernst & Young) regarding restructuring of Detroit Police Department sick time programs (.20); correspondence with Eaton regarding pending interrogatories pertaining to eligibility issues (.30); review and revise draft letter to AFSCME regarding health care restructuring issues (.30).				
09/02/13	B W EASLEY	1.40	725.00	1,015.00
Correspondence to Zack (City) regarding processing grievances at Detroit Police Department (.20); correspondence to attorneys for public safety unions regarding active health care restructuring (.20); continue revision of response to AFSCME Council No. 25 request for information pertaining to active health care issues (.40); correspondence to/from Miller regarding response to AFSCME Council 25 request for information (.20); review documents and correspondence from Griffin regarding [REDACTED]				
09/02/13	E MILLER	1.00	900.00	900.00
Draft and revise response letter to AFSCME proposing response change to active health proposal.				
09/03/13	D S BIRNBAUM	5.30	575.00	3,047.50
Prepare for (1.00) and attend (1.30) collective bargaining meeting with ATU; prepare for (.80) and attend (.90) collective bargaining meeting with Foreman's union; correspond with Moore (Conway MacKenzie) and Taranto (Milliman) regarding uniform unions' request for information regarding City's active health restructuring proposal (.30); review correspondence from Fire Commissioner regarding department employment issues (.30); correspond with Zack (City) regarding responses to pending interrogatories (.30); telephone conferences with Rossman regarding 13(c) bargaining strategy (.40).				
09/03/13	B W EASLEY	2.70	725.00	1,957.50
Correspondence to AFSCME responding to request for information regarding active health care restructuring plan (.30); correspondence to/from attorneys for public safety unions regarding active health care restructuring plan (.20); correspondence to/from Taranto (Milliman) and Miller regarding response to requests for information pertaining to active health care restructuring plan (.30); review correspondence from Jackson (City) regarding restructuring plan for Detroit Fire Department (.20); prepare responses to interrogatories pertaining to meetings between City of Detroit and labor unions representing City employees (.40); correspondence to/from Satchel (City), Lewis, Zack (City) and Lennox regarding responses to interrogatories (.60); review revised draft operating agreement for light rail project (.30); correspondence to/from Rossman regarding light rail project and compliance with Section 13(c) of the Federal Transit Act (.40).				
09/03/13	E M ROSSMAN	1.00	650.00	650.00
Assess M1 Rail proposal related to 13(c) provisions (.50); prepare for resumption of negotiations with DDOT unions (.50).				
09/03/13	S C WOO	4.60	375.00	1,725.00
[REDACTED] finalize correspondence to AFSCME regarding active health restructuring (.50).				

JONES DAY

258183-609011

Page 5

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/04/13	D S BIRNBAUM	9.30	575.00	5,347.50
	Meeting with Santambrogio (Ernst & Young) regarding economic impact of potential terms to be included in potential five year CBA with DPLSA (2.00); continue drafting proposed DPLSA collective bargaining agreement (1.20); meetings with Zack (City) and White regarding Detroit Police Department restructuring and draft DPLSA CBA (1.80); review correspondence and documents from Zack (City) regarding pending Police Department grievances and potential resolution of same (.30); review data provided by Zack (City) pertaining to trial board statistics (.30); correspond with Wilson regarding City's retiree associations (.30); correspond with counsel for uniform unions regarding requests for information (.30); [REDACTED] (.20) and communicate with Woo regarding same (.20); telephone conference and e-mail correspondence with Griffin regarding [REDACTED] (1.00); review current drafts pertaining to same (.50); review memorandum from Shifman (outside attorney) regarding 36th District Court labor update (.40); telephone conference with McCormick and Wolfson (City) regarding DWSD labor issues (.20); review e-mail correspondence from Wolfson (City) regarding same (.10); multiple e-mails and telephone conferences with Easley regarding labor strategy issues (.50).			
09/04/13	B W EASLEY	4.20	725.00	3,045.00
	Continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (1.00); correspondence to/from Zack (City), Santambrogio (Ernst & Young), Griffin and Hoffmann regarding DPLSA settlement proposal (.60); review correspondence from attorney for public safety unions regarding active health care restructuring plan (.20); continue preparation of Detroit Fire Department (DFD) restructuring plan (.30); review correspondence from Mays (City) and Jackson (City) regarding DFD restructuring plan (.20); telephone conferences with Satchel (City) and Rossman regarding DDOT negotiations (.40); prepare response to AFSCME due diligence request (.40); correspondence to/from Herman (Miller Buckfire), Lennox and Shumaker regarding response to AFSCME due diligence request (.40); correspondence to/from Wolfson (City) and Miller regarding employee benefit restructuring issues (.30); correspondence to/from Wilson regarding retiree medical and pension issues (.20); review correspondence from Shifman (outside attorney) regarding status of 36th District Court restructuring (.20).			
09/04/13	E M ROSSMAN	1.00	650.00	650.00
	Address issues related to M1 Rail 13(c) proposal (.50); prepare for resumption of negotiations with DDOT unions (.50).			
09/04/13	S C WOO	10.30	375.00	3,862.50
	[REDACTED] correspondence with DFD regarding same (1.00); research legal restrictions on informal associations to bargain on behalf of certain individuals (2.00); communicate with Wilson regarding same (.30).			
09/05/13	D S BIRNBAUM	9.10	575.00	5,232.50
	Meetings with Santambrogio (Ernst & Young) and Easley regarding preparation of draft proposal for five year DPLSA collective bargaining agreement and related costing issues (3.20); review and revise draft proposal and costing for potential five year agreement with DPLSA (1.10); continue costing analysis and analysis of data relating to DPLSA proposal (1.20); correspond with Bennett and Zack (City) regarding data pertaining to DPLSA CBA proposal (.40); telephone conference with Orr (City), Mays (City) and Easley regarding DPLSA proposal (.30); multiple telephone conferences with Young (DPLSA) regarding potential meeting to discuss terms and conditions of employment (.30); communicate with Griffin regarding DWSD requests for legal advice regarding benefits issues (.30); review correspondence from Wolfson (City) regarding same (.20); prepare for non-union meetings with DWSD employees regarding the City's active health restructuring proposal including preparation of correspondence to DWSD employees regarding same (.40); communicate with Griffin regarding [REDACTED] (.60); prepare summary of DPLSA economic proposal (.30); research regarding impact of DWSD termination of CBAs on terms and conditions of employment (.40); continue analysis of alleged issues pertaining to City employees working for contractors (.40).			

JONES DAY

258183-609011

Page 6

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	B W EASLEY	7.90	725.00	5,727.50
	Continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (1.20); meeting with Mays (City) and Santambrogio (Ernst & Young) regarding DPLSA settlement proposal (2.60); review financial analysis of DPLSA settlement proposal (.30); correspondence to/from Zack (City) and Bennett regarding DPLSA settlement proposal (.30); conference call with Orr (City) and Mays (City) regarding DPLSA proposal (.30); correspondence to/from DPLSA President Young regarding settlement proposal (.40); meeting with Gannon (Conway MacKenzie) regarding Detroit Police Department (DPD) restructuring plan (.60); correspondence to/from Gannon (Conway MacKenzie) regarding DPD restructuring plan (.20); review correspondence from Miller and Griffin regarding employee benefit restructuring plan (.40); correspondence to/from Tedder (State) and Mays (City) regarding Detroit Fire Department (DFD) restructuring plan (.20); conference call with Tedder (State) and Mays (City) regarding DFD restructuring plan (.20); review documents regarding merit increases for certain City employees (.20); correspondence to/from Penn (City), Mays (City) and Tyler (City) regarding merit increases (.30); correspondence to/from Wolfson (City) and Conerway (City) regarding Detroit Water and Sewer Department (DWSD) collective bargaining issues and employee benefit restructuring (.40); correspondence to/from Mays (City) and Lennox regarding contractors supervising City employees (.30).			
09/05/13	M M REIL	0.70	650.00	455.00
	Review revised proposal to DPLSA reflecting separate 457(b) plan for police and fire employees (.30); communicate with Griffin regarding same (.40).			
09/05/13	E M ROSSMAN	5.50	650.00	3,575.00
	Participate in negotiations with various DDOT unions (1.70) and prepare for same (1.30); participate in conference with DDOT (Toliver, Brundige, Satchel, Edwards) regarding M1 Rail's 13(c) proposal (1.00); participate in various conferences with M1 Rail representatives (led by Piggott) and plan responsive proposal in light of same (1.50).			
09/05/13	S C WOO	5.00	375.00	1,875.00
	Draft correspondence regarding upcoming meeting with DWSD non-union employees regarding active health restructuring (1.50); review DWSD orders and CBAs relating to termination of expired CBAs (1.00); communicate with Birnbaum regarding same (.20); review City Charter regarding roles of independent contractors (1.00); correspondence to Mays (City) and Lennox regarding same (.80); correspondence with Jackson (City) regarding restructuring of DFD (.50).			
09/06/13	D S BIRNBAUM	5.60	575.00	3,220.00
	Review and revise draft DPLSA proposal for five year collective bargaining agreement (2.50); review correspondence from DWSD employees pertaining to scheduled meeting regarding proposed modifications to active health plans (.30); communicate with Woo regarding strategic issues pertaining to restructuring of Detroit Fire Department (.40); prepare memorandum from Orr to City employees regarding work performed by City employees for contractors (.50); review data pertaining to DPOA and DPLSA overtime usage in connection with preparation of overtime proposals (.30); correspond with Zack (City) and Santambrogio (Ernst & Young) regarding same (.30); correspond with Griffin regarding preparation of pension proposal for uniformed unions (.30); review correspondence from Moore (attorney for uniformed unions) regarding requests for information regarding active health plan proposal (.20); correspond with Miller and Taranto (Milliman) regarding strategy for responding to same (.20); prepare for September 9 meeting with Chief Craig (Detroit Police Department) regarding DPLSA proposal (.40); correspond with Griffin regarding response to DWSD questions regarding flexible spending accounts under active health proposal (.20).			

JONES DAY

258183-609011

Page 7

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/06/13	B W EASLEY	3.40	725.00	2,465.00
	Continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (.80); review documents and correspondence received from Zack (City) regarding overtime and sick leave utilization at Detroit Police Department (DPD) (.30); review correspondence from Miller and Griffin regarding [REDACTED] (.50); telephone conference with Birnbaum regarding DPLSA settlement proposal (.20); correspondence to/from Satchel (City) regarding Detroit Department of Transportation (DDOT) negotiations (.20); correspondence to/from Penn (City) and Mays (City) regarding contractors supervising City of Detroit employees (.30); review correspondence from Bonsall (City), Satchel (City) and Jerneycic (Ernst & Young) regarding [REDACTED] (.10);			
	[REDACTED] (.10); correspondence to/from Satchel (City) regarding transfer of DPD apparatus maintenance work to General Services Division (.20); review correspondence from unrepresented Detroit Water and Sewer Department (DWSD) employees regarding active health care restructuring meeting (.30).			
09/06/13	S H GRIFFIN	0.50	800.00	400.00
	Revise DPLSA Pension proposal and correspond with Miller regarding final terms.			
09/06/13	E MILLER	0.50	900.00	450.00
	Review letter from Moore (Conway MacKenzie) regarding uniform union health insurance complaints.			
09/06/13	M M REIL	0.40	650.00	260.00
	Review/analyze DPLSA bargaining proposal regarding retirement program (.30); communicate with Griffin regarding same (.10).			
09/06/13	E M ROSSMAN	1.00	650.00	650.00
	Review DPCOA contracts in preparation for potential discussions with representatives from same.			
09/06/13	S C WOO	9.50	375.00	3,562.50
	[REDACTED] draft executive order (2.00); review City Charter regarding roles of independent contractors (1.00).			
09/07/13	D S BIRNBAUM	1.90	575.00	1,092.50
	Review and revise memorandum to City employees regarding employee work for contractors (.30); telephone conferences with Woo regarding revisions to same (.20); coordinate with counsel for uniform unions and Taranto (Milliman) regarding information requests (.20); continue analysis of Detroit Police Department restructuring issues and prepare for meeting with Chief of Police regarding same (1.20).			
09/07/13	B W EASLEY	1.00	725.00	725.00
	Review memorandum regarding contractors supervising City of Detroit employees (.20); continue review/revision of settlement proposal for Detroit Police Lieutenants and Sergeants Association (.80).			
09/07/13	S C WOO	2.80	375.00	1,050.00
	Draft memorandum to City employees regarding contracted management (2.60); communicate with Birnbaum regarding same (.20).			
09/08/13	D S BIRNBAUM	2.70	575.00	1,552.50
	Correspondence from counsel for uniform unions regarding pending information request (.10); correspond with Taranto (Milliman) and Miller regarding response to same (.30); review draft response to uniform unions' information request and correspondence from Taranto (Milliman) regarding same (.40); correspond with Hoffmann regarding strategy for resolving pending Detroit Police Department grievances (.20); plan and prepare for meeting with Chief of Police regarding DPLSA labor strategy (.90); finalize draft DPLSA proposal for meeting with Chief Craig (.60); telephone conference with Easley regarding same (.20).			

JONES DAY

258183-609011

Page 8

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/08/13	B W EASLEY	2.40	725.00	1,740.00
	Continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (1.10); draft correspondence to Chief Craig regarding draft DPLSA settlement proposal (.20); correspondence to/from attorneys for public safety unions regarding health care restructuring plan (.30); review correspondence from Taranto (Milliman) and Miller regarding response to public safety unions' request for information pertaining to health care restructuring (.30); review correspondence from Erens and Hoffmann regarding disposition of Detroit Fire Department pre-petition grievances (.20); correspondence to Mays (City) regarding utilization of contractors to supervise City of Detroit employees (.20); review correspondence from Detroit Water and Sewer Department employees regarding health care restructuring meeting (.10).			
09/08/13	S C WOO	0.30	375.00	112.50
	Finalize memorandum to City employees regarding contracted management.			
09/09/13	D S BIRNBAUM	5.50	575.00	3,162.50
	Prepare for meeting with Detroit Chief of Police Craig regarding restructuring of Department and labor strategy issues (1.00); pre-meeting with Gannon (Conway MacKenzie) regarding labor strategy meeting with Chief Craig (.50); meeting with Chief Craig (City) and Gannon (Conway MacKenzie) regarding restructuring and labor strategy issues (1.50); post-meeting with Gannon (Conway MacKenzie) to recap on meeting with Chief Craig and to discuss next steps (.30); communicate with Young (DPLSA) regarding discussions pertaining to DPLSA terms and conditions of employment (.40); meeting with Fire Commissioner Austin regarding restructuring and labor strategy issues (.30); [REDACTED] (.30); telephone conference with Lasley regarding Police Department labor and restructuring strategy (.30); review Zack's (City) revisions to working draft of DPLSA CBA (.70); correspond with Santambrogio (Ernst & Young) regarding costing of potential modifications to DPLSA terms and conditions (.20).			
09/09/13	B W EASLEY	2.30	725.00	1,667.50
	Continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (1.30); review documents and correspondence received from Zack (City) and Santambrogio (Ernst & Young) regarding DPLSA settlement proposal (.40); review correspondence from Fire Commissioner Austin, Jackson, Satchel (City) and Bronner-Wilson regarding upcoming meeting with AFSCME Local No. 542 (.40); review correspondence from Detroit Water and Sewer Department employees regarding health care restructuring meeting (.20).			
09/09/13	E M ROSSMAN	1.00	650.00	650.00
	Evaluate status of collection of 13(c) agreements related to M1 Rail negotiations (.60); communicate with Satchel (City) and Edwards (City) regarding same (.40).			
09/09/13	S C WOO	3.00	375.00	1,125.00
	[REDACTED] (2.00); review correspondence from non-union employees related to upcoming DWSD active health meeting (1.00).			
09/10/13	D S BIRNBAUM	5.80	575.00	3,335.00
	Communicate with Santambrogio (Ernst & Young) regarding costing of potential proposal for 5 year collective bargaining agreement with DPLSA (.50); telephone conference with Zack (City) regarding various provisions of DPLSA proposal (.50); telephone conference with Rossman regarding status of pension proposal for 13(c) unions (.30); correspond with Griffin regarding pension proposals pertaining to GRS and PFRS (.20); review correspondence from Reil regarding revisions to draft PFRS and GRS pension proposals (.30); review draft PFRS and GRS pension proposals (.70); review draft revisions to DPLSA disciplinary process prepared by Zack (City) (.40); review correspondence from Shifman (outside attorney) regarding 36th District Court litigation (.20); correspond with Woo and Miller regarding planning for DWSD non-union meeting regarding active health plan issues (.20); correspond with Woo regarding strategy pertaining to restructuring of fire department (.30); review correspondence from Zack (City) and Bennett regarding revisions to draft DPLSA contract proposal (.20); review correspondence from Taranto responding to request for information from uniform unions (.30); review and revise DPLSA contract proposal (1.30); [REDACTED] (.40).			

JONES DAY

258183-609011

Page 9

Labor & Employment Matters

November 8, 2013

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	B W EASLEY	3.60	725.00	2,610.00
	Review correspondence from Taranto (Milliman) and Miller regarding response to request for health care information received from counsel for public safety unions (.30); review correspondence from Lennox, Irwin, Eaton and Woo regarding response to discovery requests pertaining to collective bargaining meetings (.40); telephone conference with Woo regarding response to discovery requests (.20); review correspondence from Shifman (outside attorney) regarding status of AFSCME litigation contesting wage and benefit reductions at 36th District Court (.20); continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (.60); review correspondence from Zack (City) regarding revisions to DPLSA settlement proposal (.30); review documents and correspondence received from Miller, Griffin and Reil regarding [REDACTED] (.40); review correspondence from attorney for Detroit Fire Fighters Association (DFFA) regarding response to request for information (.20); review correspondence from Bonsall (City), Miller and Eaton regarding response to DFFA request for information (.30); review correspondence from Austin, Jackson and Bronner-Wilson (City) regarding conference with AFSCME Local Union No. 542 pertaining to Detroit Fire Department (DFD) labor issues (.30); review correspondence from Satchel (City) regarding negotiations with Detroit Department of Transportation (DDOT) unions (.20); telephone conference with Rossman regarding DDOT negotiations (.20).			
09/10/13	S H GRIFFIN	2.30	800.00	1,840.00
	Teleconference with Miller and Reil regarding DPLSA Proposal (PFRS successor retirement program) and AFSCME Proposal (GRS successor retirement program) to finalize forms for Labor negotiations (.75); teleconference with Reil and revise draft DPLSA per conclusions on call (.75); teleconference with Birnbaum (2x) regarding Detroit's practice of hiring part-time seasonal or temporary police and fire (.30); finalize DPLSA Proposal and send to Reil to provide template for GRS (.50).			
09/10/13	M M REIL	3.40	650.00	2,210.00
	Revise GRS and PFRS union proposals to establish new section 457(b) plan (1.80); communicate with Griffin and Miller regarding PFRS and GRS union proposals (1.30); transmittal of proposals to Easley and Birnbaum (.30).			
09/10/13	E M ROSSMAN	1.00	650.00	650.00
	Communicate with Satchel (City), Birnbaum and Easley regarding pension proposal to prepare for DDOT negotiations (.20); address issues related to M-1 Rail and 13(c) agreements (.50); assess status of ATU objections and plan next steps related to same (.30).			
09/10/13	S C WOO	3.00	375.00	1,125.00
	Respond to inquiries from non-union DWSD employees regarding upcoming non-union active health restructuring meeting (2.00); communicate with Miller regarding upcoming non-union active health restructuring meeting (.50); revise powerpoint presentation for upcoming non-union active health restructuring meeting (.50).			
09/11/13	D S BIRNBAUM	3.70	575.00	2,127.50
	[REDACTED] (.80); [REDACTED] (.40); review correspondence pertaining to DWSD non-union active health meetings scheduled for September 12, 2013 (.20); continue revisions to draft DPLSA collective bargaining agreement (1.10); review Act 312 Awards pertaining to promotions and drug testing in connection with preparation of draft DPLSA collective bargaining agreement (.30); correspond with Zack (City) regarding processes for settling pre-petition EEOC charges (.30); correspond with Zack (City) regarding DPLSA leave days in connection with preparation of draft CBA (.30); telephone conference with Rossman regarding 13(c) bargaining strategy (.30).			

JONES DAY

258183-609011

Page 10

Labor & Employment Matters

November 8, 2013

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	B W EASLEY	1.00	725.00	725.00
	Review correspondence to/from Zack (City), Lennox and Erens regarding settlement of employment discrimination charge filed against Detroit Police Department (DPD) (.10); review summary of documents provided by Butzel Long pertaining to labor relations matters (.20); continue preparation of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (.40); telephone conference with Rossman regarding status of negotiations with Detroit Department of Transportation (DDOT) unions (.30).			
09/11/13	E M ROSSMAN	1.00	650.00	650.00
	Participate in conference call with Brown (City) and Kushner (Conway MacKenzie) regarding status of ATU 13(c) objections (.50); review/edit proposed response to M1 13(c) language and communicate with Edwards (City) regarding same (.50).			
09/11/13	S C WOO	10.70	375.00	4,012.50
	[REDACTED] review correspondence from non-union DWSD employees relating to upcoming active health restructuring meeting (1.50); correspondence to Miller regarding upcoming active health restructuring meeting (.30).			
09/12/13	D S BIRNBAUM	3.10	575.00	1,782.50
	[REDACTED] (2.10); review correspondence from Moore (Conway MacKenzie) (attorney for uniformed unions) requesting information regarding the City's active health care proposal (.20); plan to draft response to same (.30); revise draft collective bargaining agreement pertaining to DPLSA (.50).			
09/12/13	B W EASLEY	2.30	725.00	1,667.50
	Review correspondence from AFSCME Council 25 regarding active health care restructuring plan (.20); review correspondence from attorneys for public safety unions regarding response to information request pertaining to active health care restructuring plan (.20); review research pertaining to personal liability for employment discrimination under Michigan law (.40); [REDACTED] (.40); continue revision of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (.40); review documents and correspondence from Penn (City) regarding Detroit Water and Sewer Department (DWSD) restructuring plan (.20); conference call with Penn (City), Mays (City), Jackson (Sigma Associates), Hand (Conway MacKenzie) and Baltes regarding DWSD restructuring plan (.50).			
09/12/13	S H GRIFFIN	0.30	800.00	240.00
	Teleconference with Rossman regarding union negotiations with 13c/ unions over pension changes.			
09/12/13	E MILLER	3.00	900.00	2,700.00
	Finalize and present active health plan proposal to DWSD employees.			
09/12/13	S C WOO	8.00	375.00	3,000.00
	[REDACTED] research existence of individual liability under Elliott-Larsen Civil Rights Act (1.00); draft summary of same (.50).			

JONES DAY

258183-609011

Page 11
November 8, 2013
Invoice: 32634224

Labor & Employment Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/13/13	D S BIRNBAUM	4.10	575.00	2,357.50
	Analysis of AFSCME request for information pertaining to active health plan (.70); telephone conference with Miller and Easley regarding strategy for responding to same (.30); continue preparation of restructuring plan for Detroit Fire Department (.80); continue preparation of draft collective bargaining agreement for DPLSA (1.30); continue analysis of Detroit Police Department restructuring (.30); communicate with Zack (City) regarding DPLSA labor strategy (.50); telephone conference with Young (DPLSA) regarding labor issues (.20).			
09/13/13	B W EASLEY	1.80	725.00	1,305.00
	Review correspondence from attorneys for public safety unions regarding active health care restructuring plan (.20); correspondence to/from Taranto (Milliman) and Miller regarding responses to information requests pertaining to active health care restructuring plan (.40); conference call with Miller and Birnbaum regarding responses to information requests pertaining to active health care restructuring plan (.50); [REDACTED] (.30); continue revision of settlement proposal for Detroit Police Lieutenants and Sergeants Association (DPLSA) (.40).			
09/13/13	S H GRIFFIN	0.30	800.00	240.00
	Teleconference with Satchel (City) regarding meetings with DDOT unions.			
09/13/13	E MILLER	1.00	900.00	900.00
	Review letter from AFSCME regarding active health (.20); conference call with Easley regarding proposed response (.50); conference call with Brown (City) regarding opt out credits (.30).			
09/13/13	E M ROSSMAN	1.50	650.00	975.00
	Review AFSCME letter regarding healthcare to assess impact on 13(c) unions (.30); communicate with DOL investigator regarding status of ATU 13(c) objections (.20); prepare for resumption of negotiations with DDOT unions on pension issues (1.00).			
09/13/13	S C WOO	6.00	375.00	2,250.00
	Review correspondence from AFSCME and UAW regarding active health insurance restructuring (.50); compile communications with AFSCME regarding active and retiree health restructuring (3.50); communicate with Birnbaum regarding same (.50); conference call with Miller and Easley to discuss correspondence from AFSCME and UAW and Retiree Committee meeting (1.00); communicate with Ellsworth to request 13(c) collective bargaining agreements and to request information regarding healthcare negotiations with 13(c) unions (.50).			
09/14/13	D S BIRNBAUM	1.00	575.00	575.00
	Meeting with Easley and Woo regarding labor strategy issues including police department restructuring, strategy pertaining to DPLSA, and fire department restructuring.			
09/14/13	B W EASLEY	1.10	725.00	797.50
	Review correspondence from Rossman regarding up-coming negotiation meetings with Detroit Department of Transportation unions (.20); continue preparation of response to AFSCME Council 25 regarding active health care restructuring plan (.30); continue preparation of response to attorneys for public safety unions regarding active health care restructuring plan (.30); continue review/revision of Detroit Fire Department restructuring plan (.30).			
09/14/13	S C WOO	1.00	375.00	375.00
	Communicate with Easley and Birnbaum regarding upcoming meetings and workplan (.90); draft correspondence to Jackson (City) to schedule meeting with DFD for upcoming week (.10).			

JONES DAY

258183-609011

Page 12

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/15/13	D S BIRNBAUM	2.40	575.00	1,380.00
<p>Prepare for telephone conference with Miller, Taranto (Milliman), and Easley regarding strategy for responding to information requests from AFSCME and uniformed unions regarding the City's active health proposal (.60); participate in telephone conference with Miller, Taranto (Milliman), and Easley regarding strategy for responding to information requests from AFSCME and uniformed unions regarding the City's active health proposal (1.00); prepare outlines of draft responses to information requests (.50); review correspondence from Satchel (City), Nowling (City), and Miller regarding pension proposal for 13(c) unions (.30).</p>				
09/15/13	B W EASLEY	0.60	725.00	435.00
<p>Review correspondence from Nowling (City) and Satchel (City) regarding Detroit Department of Transportation negotiations and pension issues (.40); correspondence to/from Miller regarding benefits restructuring issues (.20).</p>				
09/16/13	D S BIRNBAUM	4.70	575.00	2,702.50
<p>Review correspondence and documents from Taranto (Milliman) regarding current plan options and proposed plan options for various groups of employees (.40); correspondence with Miller and Easley regarding pension trustee issues (.30); review 13(c) negotiations schedule (.20); analysis of DPLSA grievances pertaining to lump sum payments and DROP plan in order to assess City's position in connection with same (.40); telephone conference with Zack (City) regarding same (.30); communicate with Adams (City) regarding same (.30); communicate with Odroski (Conway MacKenzie) regarding same (.20); review various documents, including pleadings, pertaining to grievances and litigation pertaining to DPLSA lump sum and drop payments (1.20); review correspondence from former DWSD employee pertaining to Emergency Manager (.20); review correspondence from Griffin regarding revised pension proposal (.20); prepare outline of pending labor matters (.30); review summary of DFFA pending grievances and City's position in connection with same prepared by Zack (City) and Jackson (City) (.70).</p>				
09/16/13	B W EASLEY	2.20	725.00	1,595.00
<p>Communicate with Nowling (City), Satchel (City), Miller and Griffin regarding pension restructuring and Detroit Department of Transportation (DDOT) negotiations (.80); continue preparation of response to active medical benefit restructuring request for information received from attorneys for public safety unions (.30); review/analysis of active health care plan prepared by Taranto (Milliman); review/analysis of DROP plan issues (.40); review exhibits for Satchel (City) deposition (.40); telephone conferences with Birnbaum and Woo regarding Satchel (City) deposition preparation (.30).</p>				
09/16/13	E MILLER	0.50	900.00	450.00
<p>Conferences with Jones Day labor team regarding proposal to DDOT unions.</p>				
09/16/13	E M ROSSMAN	1.50	650.00	975.00
<p>Communicate with Edwards (City) regarding edits to M1 rail agreement 13(c) provisions (.20); review pension proposal and prepare for bargaining with DDOT unions related to same (1.00); various communications with Satchel (City) and Ellsworth (City) related to pension proposal and DDOT bargaining (.30).</p>				
09/17/13	D S BIRNBAUM	8.10	575.00	4,657.50
<p>Review correspondence from Taranto (Milliman) regarding updated plan pricing (.20); communicate with Odroski (Conway MacKenzie) regarding DROP payment practices in connection with analysis of pending DPLSA grievances (.30); [REDACTED] (.40); [REDACTED] (.70); communicate with Satchel (City) regarding changes to Detroit Police Department shift schedule (.20); communicate with Zack (City) regarding same (.20); continue revisions to draft DPLSA collective bargaining agreement and grievance settlement proposal (2.80); telephone conference with Easley regarding same (.30).</p>				

JONES DAY

258183-609011

Page 13

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	B W EASLEY	4.90	725.00	3,552.50
	Continue revision of Detroit Police Lieutenants and Sergeants Association settlement proposal (2.30); [REDACTED] (.70); review correspondence from Jackson regarding draft DPLSA employment terms (.10); review correspondence from Mays (City), Satchel (City) and Rossman regarding pension proposal for Detroit Department of Transportation (DDOT) unions (.30); telephone conferences with Mays (City) and Rossman regarding DDOT pension proposal (.40); correspondence to/from Zack (City) regarding shift schedule change for Detroit Police Department (DPD) (.20); review correspondence from Satchel (City) and Colbert (City) regarding pending litigation pertaining to lump sum payment to deferred retirement option plan (DROP) participants (.20); review documents pertaining to pending DROP plan litigation (.40); review correspondence from Satchel (City) regarding Cook discharge arbitration (.10); review correspondence from Taranto (Milliman) and Brown (City) regarding group medical plan pricing (.20).			
09/17/13	S H GRIFFIN	3.50	800.00	2,800.00
	Attend meeting with Satchel (City), Bonner-Smith, Ellsworth and Rossman regarding DDOT Union proposals.			
09/17/13	S H GRIFFIN	1.00	800.00	800.00
	Teleconference with Reil regarding changes to GRS 2014 pension proposal for DDOT unions.			
09/17/13	E M ROSSMAN	4.30	650.00	2,795.00
	Review pension proposal and prior pension discussions to prepare for DDOT bargaining regarding pensions (.80); meetings with Griffin and Labor Relations (Satchel (City), Ellsworth) to prepare for bargaining with DDOT unions regarding pension issues (3.50).			
09/17/13	S C WOO	7.50	375.00	2,812.50
	[REDACTED] communicate with Easley regarding revisions to proposal for DPLSA CBA (.80); communicate with Birnbaum regarding same (.20).			
09/18/13	D S BIRNBAUM	6.00	575.00	3,450.00
	Continue preparation of draft of five year collective bargaining agreement between City and DPLSA (3.10); telephone conference with Young (DPLSA) regarding upcoming meeting and status of City proposal (.30); telephone conference with Reil regarding City's pension proposals (.30); communicate with Zack (City) regarding draft DPLSA collective bargaining agreement (.80); communicate with Santambrogio (Ernst & Young) regarding status of discussions with DPLSA (.30); continue analysis of DPLSA grievances pertaining to DROP payments in connection with comprehensive proposal to resolve all outstanding DPLSA grievances (.40); review and revise [REDACTED] (.30); communicate with Erens and Zack (City) regarding bankruptcy issues with settlement of EEOC charges filed with Detroit Police Department (.30); communicate with Taranto (Milliman) regarding DPLSA healthcare proposal (.20).			
09/18/13	D L CULBERG	7.90	450.00	3,555.00
	Call with Jackson (City) and Zack (City) regarding grievances pending against Fire Department (2.50); continue summary chart of pending grievances, litigation, and settlements against Fire Department (3.60); draft pattern Non-Uniform CBA Summary (1.80).			
09/18/13	B W EASLEY	2.20	725.00	1,595.00
	Review/revise Detroit Police Lieutenants and Sergeants Association settlement proposal (.70); review correspondence from O'Droski and Gannon (Conway MacKenzie) regarding status of lump sum payments to DROP program participants (.30); review correspondence from Satchel (City) regarding Detroit Fire Department (DFD) restructuring plan (.10); review correspondence from Brown and Miller regarding 2014 active medical plan (.40); telephone conference with Miller regarding active medical restructuring and pension issues (.40); review correspondence from Satchel (City) regarding objections filed by Detroit Department of Transportation (DDOT) unions pursuant to Section 13(c) of the Federal Transit Act (.30).			
09/18/13	S H GRIFFIN	2.00	800.00	1,600.00
	Attend presentation of 2014 pension proposal to DDOT unions (ATU).			

JONES DAY

258183-609011

Page 14

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	S H GRIFFIN	0.80	800.00	640.00
	Attend pre-meet with Satchel (City) and Bonner-Smith and Rossman regarding terms of pension proposal, including changes to include 13th check and ASF crediting adopted in Ordinance.			
09/18/13	S H GRIFFIN	1.00	800.00	800.00
	Prepare pension presentation to unions.			
09/18/13	S H GRIFFIN	0.80	800.00	640.00
	Meeting with Satchel (City) about ATU response to pension proposal.			
09/18/13	E MILLER	0.50	900.00	450.00
	Conference with Easley and Rossman on DDOT strategy.			
09/18/13	M M REIL	2.50	650.00	1,625.00
	[REDACTED] (.80); communicate with Woo regarding same (.10); communicate with Birnbaum regarding DPLSA feature of the PFRS (.20); revise pension proposals for [REDACTED] (.80); transmittal to Woo, Birnbaum and Griffin (.30); respond to request from Reich (Conway MacKenzie) for copies of information and document requests to trustees of GRS and PFRS (.30).			
09/18/13	E M ROSSMAN	8.00	650.00	5,200.00
	Attend DDOT bargaining sessions with ATU and DDOT Foreman's association (3.00); various meetings with Mays (City) and Labor Relations (Satchel (City), Ellsworth) to prepare for same (4.50); review DOL ruling on objections (.50).			
09/18/13	S C WOO	6.50	375.00	2,437.50
	Draft letter in response to AFSCME's 9/12/13 letter responding to the City's active health proposal (3.00); review City Charter and Municipal Code as part of revisions to DPLSA collective bargaining agreement proposal (3.00); communicate with Birnbaum regarding same (.50).			
09/19/13	D S BIRNBAUM	2.40	575.00	1,380.00
	Review correspondence from Miller, Brown (City), and Taranto (Milliman) regarding benefits plan design and pricing issues (.30); telephone conference with Zack (City) regarding DPLSA proposed collective bargaining agreement (.30); telephone conferences with Easley regarding ongoing discussions with DPLSA regarding a potential CBA and related strategy issues (.40); prepare revisions to CBA proposal and create document redlining proposals against the last CBA (.60); prepare response to request for information from public safety unions regarding active health care issues (.30); prepare response to request for information from AFSCME regarding public safety issues (.50).			
09/19/13	B W EASLEY	3.70	725.00	2,682.50
	Prepare for (.80) and attend (1.50) meeting with Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding settlement proposal; review documents and correspondence from Brown, Taranto (Milliman) and Miller regarding 2014 active medical plans (.50); review correspondence from Griffin regarding pension issues (.20); review correspondence from Rossman regarding status of negotiations with Detroit Department of Transportation (DDOT) unions (.20); telephone conference with Rossman regarding DDOT negotiation strategy and pension issues (.30); correspondence to/from Zack (City) regarding Detroit Fire Department (DFD) restructuring (.20).			
09/19/13	S H GRIFFIN	8.30	800.00	6,640.00
	Attend presentation of 2014 pension proposal to DDOT Supervisors Chapter 337 - Forman Association (1.50); attend pre-meet with Ellsworth (City) regarding meeting (.30); attend presentation of 2014 pension proposal to DDOT union - AFSCME Local 312 and 214 (2.00); attend meeting with Rossman and Satchel (City) regarding pension restructuring and union negotiations and 13c requirements (3.00); attend presentation of 2014 pension proposal to DDOT Union Building Construction Trades (1.50).			
09/19/13	M M REIL	0.20	650.00	130.00
	Telephone conference with Woo regarding DPLSA contract language (.10); transmittal of final proposal to Woo for inclusion in proposed agreement (.10).			

JONES DAY

258183-609011

Page 15

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/19/13	E M ROSSMAN Prepare for (4.00) and attend (1.50) DDOT bargaining sessions with AFSCME, BTC, and DDOT Foreman's Association; assess issues related to 13(c) fact finding (2.00).	7.50	650.00	4,875.00
09/19/13	S C WOO Revise DPLSA 2013-2018 CBA (2.50); communicate with Birnbaum regarding same (.50); draft letter in response to AFSCME's 9/12/13 information request pertaining to the City's active health proposal (3.80).	6.80	375.00	2,550.00
09/20/13	D S BIRNBAUM Telephone conference with Wolfson (City) regarding various DWSD labor strategy and restructuring issues (.50); correspondence to Wolfson (City) regarding same (.20); analysis of fire apparatus restructuring issues (.60); communicate with Zack (City) regarding DPLSA draft collective bargaining agreement (.30); correspond with Brown and Miller regarding open enrollment issues (.30); review correspondence from Shifman (outside attorney) regarding 36th District Court active and retiree medical proposals (.20); fact investigation regarding issues raised by same (.30).	2.40	575.00	1,380.00
09/20/13	D L CULBERG Revise non-uniform pattern agreement.	0.80	450.00	360.00
09/20/13	B W EASLEY Correspondence to Detroit Police Lieutenants and Sergeants Association (DPLSA) regarding settlement proposal (.30); review updated financial analysis received from Santambrogio (Ernst & Young) in connection with DPLSA settlement proposal (.30); review correspondence from Hooper, Phillips (Wayne County) and Miller regarding open enrollment materials for active medical plan (.20); [REDACTED] (.40); review correspondence from Satchel (City), Zack (City), Hand (Conway MacKenzie) and WOO regarding DFD restructuring plan (.30); review correspondence from Satchel (City) regarding tentative agreements with IUOE and Teamsters unions in connection with Detroit Department of Transportation (DDOT) negotiations (.20); telephone conference with Rossman regarding status of DDOT negotiations (.20); review transcript of Satchel (City) deposition (.30); review correspondence from Attorney Shifman regarding active medical plan restructuring for 36th District Court employees (.20).	2.40	725.00	1,740.00
09/20/13	S H GRIFFIN Attend meeting with members of DDOT supervisors Chapter - Forman's Association to discuss 2014 active health care, retiree proposal and pension proposal.	2.00	800.00	1,600.00
09/20/13	E MILLER Conference with Griffin regarding pension strategy with DDOT unions.	0.50	900.00	450.00
09/20/13	E M ROSSMAN Assess issues related to 13(c) agreements and fact-finding provisions (1.00); participate in meeting with GRS/PRS related to DDOT pension proposal (1.00); participate in meeting with DDOT Foreman's association related to pension/healthcare issues (1.50).	3.50	650.00	2,275.00
09/20/13	S C WOO Research effect of Public Act 436 on jurisdiction of MERC as it relates to bargaining impasse (1.50); review 13(c) Supplemental Protections and 13(c) Agreement regarding fact finding procedures (1.50); draft summary of same (.80); review DFFA's expired master agreement in preparation for communication to DFFA (1.20); communicate with Colbert (City) regarding apparatus mechanics restructuring (.50); draft summary of same to Easley (.30); communicate with Hand (Conway MacKenzie) regarding status of fleet maintenance RFP (.20); communicate with Birnbaum regarding revisions to letter in response to AFSCME's 9/12/13 information request (.50).	6.50	375.00	2,437.50
09/21/13	D S BIRNBAUM Correspondence to Wolfson (City) regarding language of DWSD health care proposal (.30); prepare response to AFSCME request for information pertaining to active health care issues (.40); review correspondence from Shifman (outside attorney) regarding 36th District Court proposals regarding active and retiree health care benefits (.20); correspond with Miller and Easley regarding strategy for responding to same (.30).	1.20	575.00	690.00

JONES DAY

258183-609011

Page 16

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/21/13	S C WOO	2.00	375.00	750.00
	Revise letter in response to AFSCME's 9/12/13 information request (1.90); correspondence with Birnbaum regarding same (.10).			
09/22/13	D S BIRNBAUM	1.50	575.00	862.50
	Communicate with Wolfson (City) regarding DWSD active health proposal and issues pertaining to coordination of medicare benefits (.30); research and fact investigation regarding proposal involving coordinated benefits for post-65 active employees (.40); correspond with Miller and Kaplan regarding same (.30); correspondence to Brown (City) regarding Shifman (outside attorney) request for information regarding active health proposal (.20); draft response to Moore (Conway MacKenzie) (attorney) regarding uniformed unions request for information regarding City's active health care proposal (.30).			
09/22/13	B W EASLEY	0.90	725.00	652.50
	Prepare/revise response to health care information request received from attorneys for public safety unions (.30); prepare/revise response to Shifman (outside attorney) regarding active health care restructuring for 36th District Court employees (.20); review correspondence from Miller and Kaplan regarding active health care issues at Detroit Water and Sewer Department (DWSD) (.20); review correspondence from Brown (City) and Miller regarding COPs trust information (.20).			
09/23/13	D S BIRNBAUM	2.10	575.00	1,207.50
	Review working draft of 2014 active health plan booklet and correspondence from Brown (City) regarding same (.80); correspondence with Shifman (outside attorney) regarding 36th District Court labor issues (.30); correspond with Satchel (City) regarding negotiations with ATU and related 13(c) negotiations issues (.30); telephone conference with Wolfson (City) regarding AFSCME bargaining and medicare second payor rule (.20); research regarding same (.50).			
09/23/13	B W EASLEY	1.10	725.00	797.50
	[REDACTED]; review correspondence from Satchel (City), Brown (City) and Miller regarding active health care issues (COPs trust) (.30); review correspondence from Satchel (City) regarding Detroit Department of Transportation (DDOT) negotiations (.10); correspondence to/from Shifman (outside attorney) regarding active health care restructuring for 36th District Court employees (.40).			
09/23/13	E MILLER	1.50	900.00	1,350.00
	Conferences with Easley, Griffin, and Rossman to discuss pension and health care strategy for 13c unions.			
09/23/13	E M ROSSMAN	0.30	650.00	195.00
	Various communications with Satchel (City) regarding status of DDOT union negotiations.			
09/23/13	S C WOO	0.50	375.00	187.50
	Communicate with Birnbaum regarding revisions to AFSCME's information request.			
09/24/13	D S BIRNBAUM	1.00	575.00	575.00
	Correspondence to Taranto (Milliman) regarding responses to requests for information from AFSCME and the public safety unions concerning active health issues (.30); continue preparation of response to AFSCME request for information regarding active health issues (.40); communicate with Zack (City) regarding potential modifications to Detroit Police Department schedule and related labor relations issues (.30).			
09/24/13	B W EASLEY	0.70	725.00	507.50
	Revise response to active health care request for information received from public safety unions (.30); review correspondence from attorney Shifman (outside attorney) regarding active health care restructuring (.20); review correspondence from Brown (City), Heiman and Miller regarding pension and health care issues (.20).			
09/24/13	M M REIL	0.40	650.00	260.00
	Review/analyze matrix of annuity withdrawal fees prepared by Lowe (.20); revise DPLSA pension proposal per request of Woo (.20).			
09/24/13	E M ROSSMAN	0.30	650.00	195.00
	Develop strategy for negotiations with DDOT unions.			

JONES DAY

258183-609011

Page 17

Labor & Employment Matters

November 8, 2013

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/24/13	O S ZELTNER Research regarding rejection of CBA provisions (1.30); draft email to Lennox summarizing results (.50).	1.80	300.00	540.00
09/25/13	D S BIRNBAUM Review agreement for services between City and Fox Lawson (1.00); correspondence to Sedlak and Penn (City) regarding same (.10); review draft memoranda of understanding between Detroit Police Department and DPOA and DPLSA pertaining to changes to shifts and other related matters (.60); correspond with Zack (City) regarding strategic issues pertaining to same (.30); correspond with Satchel (City) regarding status of 13(c) negotiations (.20); telephone conference with Rossman regarding labor strategy issues (.20).	2.40	575.00	1,380.00
09/25/13	B W EASLEY Conference call with Orr (City) and Rossman regarding tentative agreements with certain Detroit Transportation (DDOT) unions (.30); communicate with Mays (City) and Satchel (City) regarding DDOT tentative agreements (.30); review correspondence from Satchel (City) and Rossman regarding upcoming DDOT negotiations (.20); review correspondence from Orr (City) regarding use of third party contractors for certain City functions (.20); communicate with Heiman, Lennox and Miller regarding pension restructuring issues (.30); review Fox Lawson compensation consulting agreement (.30); communicate with Penn (City) and Sedlak regarding Fox Lawson agreement (.20); correspondence to/from Zack (City) regarding implementation of work schedule changes at Detroit Police Department (.40).	2.20	725.00	1,595.00
09/25/13	M M REIL [REDACTED]	0.80	650.00	520.00
09/25/13	E M ROSSMAN [REDACTED]	1.70	650.00	1,105.00
09/25/13	O S ZELTNER Research (2.10) and draft e-mail to Lennox regarding (.30) entry into post-petition CBAs.	2.40	300.00	720.00
09/26/13	D S BIRNBAUM Review correspondence and documents from Ellsworth (City) regarding 13(c) proposals and tentative agreements (.30); [REDACTED] (.40); correspond with Zack (City) regarding strategy in connection with ongoing discussions with DPLSA regarding terms and conditions of employment (.30); review revised GRS pension proposal (.40); review revised pension proposal for public safety unions (.50); prepare correspondence to Orr (City) regarding tentative agreements with DDOT unions (.30); evaluate strategic and legal issues in connection with same (.30).	2.50	575.00	1,437.50
09/26/13	B W EASLEY Communicate with Orr (City) and Satchel (City) regarding tentative agreements with Detroit Department of Transportation (DDOT) unions (.30); review correspondence from Satchel (City) regarding DDOT negotiations (.20); [REDACTED] review/revise draft response to attorneys for General Retirement System regarding pension restructuring plan (.30); review correspondence from Nowling (City), Miller and Griffin regarding pension restructuring plan (.30); conference call with Miller, Griffin, Rossman and Birnbaum regarding pension restructuring plan (.40); review correspondence from Detroit Police Officers' Association (DPOA) regarding pension issues (.20); correspondence to/from Zack (City) and Levalley regarding implementation of alternative work shift structure at Detroit Police Department (.40).	2.30	725.00	1,667.50

JONES DAY

258183-609011

Page 18

Labor & Employment Matters

November 8, 2013

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	S H GRIFFIN	2.00	800.00	1,600.00
	[REDACTED] teleconference with Rossman and Miller regarding status of PSC negotiations (.50); [REDACTED] teleconference with Nowling (City) regarding leaked proposals to press (.50); coordinate response to Nowling (City) (.50); teleconference with Rossman regarding agenda at Friday meeting with ATU (.20).			
09/26/13	M M REIL	1.70	650.00	1,105.00
	[REDACTED] conference with Sachs (Miller Canfield) regarding data requested by the Retiree Committee (.30).			
09/26/13	E M ROSSMAN	2.50	650.00	1,625.00
	Plan and prepare for upcoming DDOT negotiations related to pension proposals.			
09/27/13	D S BIRNBAUM	1.90	575.00	1,092.50
	Communicate with Zack (City) regarding changes to Detroit Police Department shift schedule and related labor strategy issues (.30); review and revise correspondence pertaining to same (.30); analysis of shift provisions of DPOA Act 312 arbitration award (.40); telephone conference with Wolfson (City) regarding labor strategy issues in connection with Teamsters request to discuss potential collective bargaining agreement (.30); review correspondence from Wolfson (DWS) and Schwartz (attorney) regarding same (.20); review correspondence from Griffin regarding 457(b) plan proposal (.20); review correspondence from Lennox and Miller regarding AFSCME labor strategy issues (.20).			
09/27/13	B W EASLEY	1.70	725.00	1,232.50
	Correspondence to/from Zack (City) regarding implementation of work schedule changes at Detroit Police Department (DPD) (.50); review revised pension proposals for Detroit Department of Transportation (DDOT) unions (.30); review correspondence from Miller and Griffin [REDACTED] (.20); review correspondence from Satchel (City) regarding ATU negotiations (DDOT) (.20); review correspondence from Satchel (City) and Kushiner (Conway MacKenzie) regarding objections filed by DDOT unions alleging violations of Section 13(c) of the Federal Transit Act (.20); communicate with Wolfson (City) regarding labor negotiations and implemented City Employment Terms (CETs) at Detroit Water and Sewer Department (.30).			
09/27/13	B W EASLEY	0.30	725.00	217.50
	Communicate with Lennox and Miller regarding AFSCME proposals on active health care.			
09/27/13	S H GRIFFIN	1.10	800.00	880.00
	Correspond with Miller regarding changes to 457(b) proposal (.20); teleconference with Satchel (City) and Rossman regarding negotiation strategy with ATU about new 457(b) proposal (.50); teleconference with Rossman regarding status of negotiations (.20); teleconference with Satchel (City) and Bonner-Smith regarding availability of rollovers from 401(a) plan to existing 457(b) plan (.20).			
09/27/13	E MILLER	0.80	900.00	720.00
	Conference call with Easley and Griffin on pension negotiation strategy.			
09/27/13	M M REIL	0.30	650.00	195.00
	Review/analyze correspondence from Griffin and Miller regarding revised proposal for 457(b) plan.			
09/27/13	E M ROSSMAN	6.30	650.00	4,095.00
	Attend negotiations with ATU (2.50) and prepare for same (1.00) ; develop strategy with Satchel (City) for DDOT proposals (2.00); meet with Brown (City) and Satchel (City) regarding status of negotiation (.30); assess responsive M1 Rail proposal on Section 13(c) issues (.50).			
09/28/13	B W EASLEY	0.60	725.00	435.00
	Review correspondence from Satchel (City) regarding negotiations with ATU pertaining to Detroit Department of Transportation (DDOT) employees (.20); review correspondence from Lennox, Miller and Merrett regarding order lifting stay pertaining to pension payments (13th check) (.40).			

JONES DAY

258183-609011

Page 19

November 8, 2013

Labor & Employment Matters

Invoice: 32634224

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/29/13	B W EASLEY Correspondence to/from Jackson regarding Detroit Fire Department restructuring plan.	0.20	725.00	145.00
09/30/13	B W EASLEY [REDACTED] (.30); review correspondence from Satchel (City) regarding pension proposals for Detroit Department of Transportation (DDOT) unions (.10); review correspondence from Rossman regarding status of DDOT negotiations (.20); review documents and correspondence from Sarna (Ernst & Young) regarding financial analysis of ATU proposals (DDOT) (.30).	0.90	725.00	652.50
09/30/13	E M ROSSMAN Attend negotiations with ATU (1.50); various meetings with Satchel (City) and Ellsworth (City) and Sharna (Ernst & Young) to prepare for same and to assess status of negotiations with other DDOT unions (2.50).	4.00	650.00	2,600.00
09/30/13	S C WOO Review public safety CBA (1.00); draft correspondence to public safety union regarding terms and conditions of employment (2.00); review correspondence from Birnbaum regarding letters in response to public safety unions and AFSCME (.50); correspondence to Easley regarding updates to grievance summaries (.50).	4.00	375.00	1,500.00
TOTAL		370.00	USD	213,925.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609012

Invoice: 32634225

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Pension Matters

USD 84,965.00

TOTAL

USD 84,965.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609012/32634225 IN YOUR PAYMENT

JONES DAY

258183-609012

Page 2
November 8, 2013
Invoice: 32634225

Pension Matters

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
S H GRIFFIN	50.00	800.00	40,000.00
E MILLER	9.00	900.00	8,100.00
COUNSEL			
M M REIL	32.60	650.00	21,190.00
ASSOCIATE			
B C LOWE	11.80	375.00	4,425.00
T A WILSON	6.40	600.00	3,840.00
O S ZELTNER	24.70	300.00	7,410.00
TOTAL	134.50	USD	84,965.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Pension Matters included the following:

- (1) Participated in discussions of pension issues and strategies with the City and its other advisors;
- (2) Reviewed and analyzed pension plan documents, programs and historical activities and actuarial data and analyses, and developed or refined related restructuring initiatives and plan design alternatives;
- (3) Evaluated legal issues related to potential pension plan redesign alternatives;
- (4) Evaluated issues relating to deferred compensation plans under section 457(b) of the Internal Revenue Code;
- (5) Evaluated issues relating to the governance of the City's pension systems [REDACTED]
[REDACTED]
- (6) Analyzed and advised the City with respect to pension restructuring proposals from the City's retirement systems and certain retiree associations;
- (7) Addressed issues relating to the [REDACTED]
[REDACTED]; and
- (8) Reviewed and analyzed issues relating to [REDACTED]
[REDACTED]

JONES DAY

258183-609012

Page 3

Pension Matters

November 8, 2013

Invoice: 32634225

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	S H GRIFFIN	4.00	800.00	3,200.00
	Revise [REDACTED] [REDACTED] (3.20); draft e-mail summarizing concerns about 2 separate 457(b) plans (.80).			
09/03/13	S H GRIFFIN	5.80	800.00	4,640.00
	Review list of documents [REDACTED] [REDACTED] [REDACTED] (1.50); attend call with Jones Day and Conway MacKenzie regarding document request (1.80); revise request for documents (2.50).			
09/03/13	M M REIL	5.20	650.00	3,380.00
	Draft/revise request for documents from pension systems [REDACTED] [REDACTED] (.80); review documents provided by Moore (Conway MacKenzie) [REDACTED] [REDACTED] (2.10); transmittal of documents to Moore (Conway MacKenzie), Reich and Griffin [REDACTED] [REDACTED] (.50); attend conference call with Moore (Conway MacKenzie), Reich, Griffin and Pokorski (City) regarding information request [REDACTED] [REDACTED]			
09/04/13	S H GRIFFIN	5.10	800.00	4,080.00
	Participate in Pension Task Force call (1.70); draft e-mail to Crumpler (Bond Division) regarding 457(b) Plan information request (.30); teleconference with Moss regarding [REDACTED] [REDACTED] (.30); review 457(b) Plan investment line-up sent by Crumpler (Bond Division) (.50); teleconference with Birnbaum regarding [REDACTED] [REDACTED] (.50); draft response to Wolfson (City) questions regarding [REDACTED] [REDACTED]			
09/04/13	S H GRIFFIN	3.10	800.00	2,480.00
	Teleconference with Crumpler (Bond Division) regarding existing 457(b) plan (.30); [REDACTED] [REDACTED] and circulate to Miller (2.80).			
09/04/13	E MILLER	1.00	900.00	900.00
	Conference call with Griffin on [REDACTED] [REDACTED] (.50); review e-mails from Griffin regarding same (.50).			
09/04/13	E MILLER	1.50	900.00	1,350.00
	Pension Task Force call with Conway MacKenzie, Griffin, Bowen (Milliman), Sachs (Miller Canfield) regarding [REDACTED] [REDACTED]			
09/04/13	M M REIL	4.30	650.00	2,795.00
	Draft/revise request for documents [REDACTED] [REDACTED]; review current documentation and Ordinance regarding same (.70); conferences with Griffin and Reich regarding same (.20); communicate with Griffin regarding [REDACTED] [REDACTED] [REDACTED] (.30); review information from Crumpler (City of Detroit) regarding number of employees participating in the Deferred Compensation Plan, regarding total assets currently held in the Plan and regarding investment options (.40).			
09/05/13	S H GRIFFIN	0.30	800.00	240.00
	Review document request changes by Reil.			
09/05/13	S H GRIFFIN	3.00	800.00	2,400.00
	Teleconference with Crumpler (Bond Division) regarding 457(b) [REDACTED] [REDACTED]; review and respond to correspondence [REDACTED] [REDACTED] (.20); teleconference with Miller regarding [REDACTED] [REDACTED] (.70); revise [REDACTED] [REDACTED] (1.30); draft e-mail follow-up questions to Miller and Crumpler (Bond Division) (.50).			
09/05/13	B C LOWE	0.20	375.00	75.00
	Teleconference with Griffin regarding reasonable interest rate requirement in a defined contribution retirement system.			

JONES DAY

258183-609012

Page 4

November 8, 2013

Pension Matters

Invoice: 32634225

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	E MILLER Conference with Griffin regarding [REDACTED] correspondence regarding same (.70).	1.00	900.00	900.00
09/05/13	M M REIL Review/analyze correspondence with Wolfson (City) [REDACTED]; review template for document request forwarded by Moss [REDACTED]; revise request for documents [REDACTED]; review Ordinance regarding same (.40).	1.50	650.00	975.00
09/05/13	M M REIL Communicate with Moore (Conway MacKenzie) regarding request for records from GRS and PFRS.	0.10	650.00	65.00
09/06/13	S H GRIFFIN Teleconference with Sachs (Miller Canfield) regarding comments to the Request for Documents and information (.50); teleconference with Birnbaum [REDACTED]; finalize Wolfson (City) e-mail memo and send per Birnbaum request (.20); begin review of 457(b) insurance contracts (.50).	1.60	800.00	1,280.00
09/06/13	S H GRIFFIN Correspond with Crumpler (Bond Division) regarding 457(b) insurance contracts and participant requests.	0.20	800.00	160.00
09/06/13	M M REIL Review questions from Milliman to Roeder in connection with new request for documents to the GRS and PFRS.	0.40	650.00	260.00
09/06/13	M M REIL Review group annuity contracts relating to the Deferred Compensation Plan (1.80); communicate with Griffin regarding same (.30).	2.10	650.00	1,365.00
09/08/13	S H GRIFFIN Review annuity contracts from Crumpler (Bond Division).	1.30	800.00	1,040.00
09/08/13	S H GRIFFIN Draft e-mail to Crumpler (Bond Division) regarding missing documents.	0.30	800.00	240.00
09/09/13	S H GRIFFIN Teleconference with Reil regarding Supplemental Production of Documents [REDACTED]; teleconference with Reish (Conway MacKenzie) and Reil regarding changes to exhibits to order for production (1.00).	2.50	800.00	2,000.00
09/09/13	S H GRIFFIN Discuss 457(b) annuity contract [REDACTED]	0.50	800.00	400.00
09/09/13	B C LOWE Review investment provider contracts for management and surrender fees at Griffin's request.	2.00	375.00	750.00
09/09/13	M M REIL Communicate with Griffin regarding Miller Canfield (Sachs and S. Green) comments on the information and document request for GRS and PFRS (.80); revise information request regarding same (.90); attend conference call with Griffin and Reich (Conway MacKenzie) regarding revised information request and regarding necessary revisions to the exhibits (.80).	2.50	650.00	1,625.00
09/09/13	M M REIL Review/analyze annuity contracts and plan document (Hartford) relating to the Deferred Compensation Plan (.60); communicate with Griffin regarding same and regarding penalties for early termination/withdrawal of funds/ discontinuation of contributions (.70).	1.30	650.00	845.00
09/10/13	E MILLER Call with Malhotra (Ernst & Young) and Moore (Conway MacKenzie) regarding pension contributions.	0.80	900.00	720.00

JONES DAY

258183-609012

Page 5
November 8, 2013
Invoice: 32634225

Pension Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	M M REIL Review/analyze revised Exhibits to request for documents prepared by Reich (Conway MacKenzie) (.50); communicate with Reich regarding suggested revisions (.20); revise request for production of documents regarding pension funds (1.40).	2.10	650.00	1,365.00
09/10/13	M M REIL Communicate with Griffin regarding EM Order relating to request for documents relating to GRS and PFRS.	0.20	650.00	130.00
09/11/13	S H GRIFFIN Teleconference with Reil regarding changes to Appendices for Supplemental Request for Information regarding pension funds (1.00); review memo from Moore (Conway MacKenzie) [REDACTED] (.30).	1.30	800.00	1,040.00
09/11/13	B C LOWE Review investment provider contracts for management and surrender fees (5.00); prepare matrix of maintenance and surrender fees for Griffin (.80).	5.80	375.00	2,175.00
09/11/13	M M REIL Communicate with Reich (Conway MacKenzie) regarding necessary revisions to the exhibits to requests for information regarding pension funds (.20); review revised exhibits forwarded by Reich (Conway MacKenzie) (.10); conference with Warren (Milliman) and Griffin regarding information requested by Milliman of trustees of GRS and PFRS (.40); review document from Conway MacKenzie regarding the magnitude of Detroit's legacy cost crisis [REDACTED] (.50).	1.20	650.00	780.00
09/12/13	S H GRIFFIN Review correspondence from Moore (Conway MacKenzie) [REDACTED]; teleconference with Reil regarding [REDACTED] potential edits to the Supplemental Request for Information (.50); teleconference with Moore (Conway MacKenzie) regarding [REDACTED] [REDACTED] (.20).	0.80	800.00	640.00
09/12/13	B C LOWE Proofread matrix and cross-check it against investment provider contracts.	1.00	375.00	375.00
09/12/13	M M REIL Draft/revise requests for information per comments from Pension Task Force Members (.40); communicate with Griffin and Moore (Conway MacKenzie) regarding request for additional information relating to [REDACTED] [REDACTED] (.50).	0.90	650.00	585.00
09/13/13	S H GRIFFIN Correspond with Reil regarding supplemental production request.	0.20	800.00	160.00
09/13/13	M M REIL Communicate with Griffin and Moore (Conway MacKenzie) regarding [REDACTED] [REDACTED] (.30); [REDACTED] [REDACTED] (.40); review Ordinances [REDACTED] (.50).	1.20	650.00	780.00
09/16/13	S H GRIFFIN Teleconference with Lowe regarding [REDACTED] [REDACTED] (.30); teleconference with Reil regarding employee members of Retirement Boards for information requests (.30).	0.60	800.00	480.00
09/16/13	B C LOWE Review [REDACTED] [REDACTED] (1.70); communicate with Griffin regarding same (.30).	2.00	375.00	750.00
09/16/13	M M REIL Review/analyze GRS and PFRS websites [REDACTED] [REDACTED] transmittal of list to Griffin for submission to Satchel (City) (.10).	0.60	650.00	390.00

JONES DAY

258183-609012

Page 6
November 8, 2013
Invoice: 32634225

Pension Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	M M REIL Draft/revise ██████████ (.50); conference with Griffin regarding same (.80).	1.30	650.00	845.00
09/18/13	S H GRIFFIN Meeting with Crumpler (Bond Division) regarding 457(b) contracts.	0.30	800.00	240.00
09/18/13	S H GRIFFIN Meeting with Satchel (City) regarding Rogers Magistrate ruling.	0.80	800.00	640.00
09/18/13	S H GRIFFIN Meeting with Mays (City), Penn (City), Nowling (City) regarding ██████████ ██████████	1.50	800.00	1,200.00
09/18/13	S H GRIFFIN Meet with Tyler, ██████████ Laurie (Legacy Systems), Satchel (City), Laverne, Rossman ██████████	1.30	800.00	1,040.00
09/18/13	M M REIL Conference with Griffin and Satchel (City) regarding ██████████	0.60	650.00	390.00
09/19/13	M M REIL Review/analyze e-mail correspondence from Miller requesting documents relating to Section 218 agreements (relating to Social Security waiver for police and fire employees) (.20); ██████████ communicate with Moss regarding status of information and document requests from trustees of the retirement systems (.10).	0.60	650.00	390.00
09/20/13	S H GRIFFIN Meeting with Satchel (City), Bonner-Smith, Ellsworth, Pension Bureau staff, Rossman regarding ██████████	1.30	800.00	1,040.00
09/20/13	E MILLER Develop and refine unfunded liability modeling.	0.80	900.00	720.00
09/23/13	B C LOWE Review documents sent by client to identify new information regarding plan fees.	0.50	375.00	187.50
09/23/13	M M REIL Communicate with Reich (Conway MacKenzie) and Moss regarding status of information/document requests from the City to the retirement systems.	0.20	650.00	130.00
09/24/13	S H GRIFFIN Draft e-mail memo ██████████	3.40	800.00	2,720.00
09/24/13	B C LOWE Update fee matrix to reflect new information in documents provided by client.	0.30	375.00	112.50
09/24/13	M M REIL Communicate with Griffin ██████████	0.10	650.00	65.00
09/24/13	T A WILSON Communicate with Lennox, Zeltner ██████████	0.60	600.00	360.00
09/24/13	O S ZELTNER Communicate with Wilson regarding memo project regarding pension ██████████	0.50	300.00	150.00

JONES DAY

258183-609012

Page 7
November 8, 2013
Invoice: 32634225

Pension Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/25/13	S H GRIFFIN Attend Pension Task Force call with Moore (Conway MacKenzie), Green (Miller Canfield), Sachs (Miller Canfield), Miller (1.50); teleconference with Rossman [REDACTED] (.50); teleconference with Reil [REDACTED] (.70); teleconference with Haves (City) regarding 457(b) service providers (.50); [REDACTED] (1.00).	5.00	800.00	4,000.00
09/25/13	E MILLER Conference call with pension task force, including Moore (Conway MacKenzie), Green (Miller Canfield), Sachs (Miller Canfield), Griffin, Reil on modeling.	0.70	900.00	630.00
09/25/13	M M REIL Draft responses to Retiree Committee information requests (1.50); communicate with Griffin regarding same (.40); attend pension task force call with Moore (Conway MacKenzie), Green (Miller Canfield), Sachs (Miller Canfield), Miller, Griffin conference call (1.50); conference with Sachs (Miller Canfield) regarding information needed for response to Retiree Committee (.40); review Miller Canfield Extranet site regarding same (.40).	4.20	650.00	2,730.00
09/25/13	T A WILSON Communicate with Lennox, Zeltner [REDACTED] (.40); review background documentation related to same (.50).	0.70	600.00	420.00
09/25/13	O S ZELTNER Research (.50) and draft memo (.50) [REDACTED]	1.00	300.00	300.00
09/26/13	E MILLER Analyze and respond to Gordon [REDACTED]	1.20	900.00	1,080.00
09/26/13	T A WILSON Communicate with Zeltner regarding memorandum [REDACTED]	0.30	600.00	180.00
09/26/13	O S ZELTNER Research (8.90) and draft memorandum (4.10) [REDACTED]	13.00	300.00	3,900.00
09/27/13	S H GRIFFIN Attend conference call regarding [REDACTED] with Moore (Conway MacKenzie), Bowen (Milliman), [REDACTED].	0.50	800.00	400.00
09/27/13	E MILLER Communicate with Alberts (Dentons) regarding pension data.	1.00	900.00	900.00
09/27/13	E MILLER Conference with Moore (Conway MacKenzie), Griffin and Milliman team on pension modeling, [REDACTED]	1.00	900.00	900.00
09/27/13	T A WILSON Review and revise memorandum [REDACTED], communicate with Lennox, Zeltner regarding [REDACTED] (.50).	3.10	600.00	1,860.00
09/29/13	O S ZELTNER Edit and supplement memorandum [REDACTED], per Lennox comments.	4.30	300.00	1,290.00

JONES DAY

258183-609012

Page 8

Pension Matters

November 8, 2013

Invoice: 32634225

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	S H GRIFFIN	5.30	800.00	4,240.00
	Respond to Moore (Conway MacKenzie) e-mail regarding [REDACTED] (.30); review and respond to Herman's e-mails regarding pension questions (.50); telephone conference with Reich (Conway MacKenzie) [REDACTED] (.50); review e-mail chain of correspondence and GRS/PPRS plan documentation [REDACTED]; telephone conference with Keir regarding plan documentation (1.00); draft e-mail memorandum response to Miller and Wilson [REDACTED] (2.00).			
09/30/13	M M REIL	2.00	650.00	1,300.00
	Review/analyze various system documents [REDACTED] (1.00); conference with Griffin regarding same (.50); review/revise pension information and document requests from monoline insurers (.50).			
09/30/13	T A WILSON	1.70	600.00	1,020.00
	Communicate with Bennett, Miller, Heiman, Lennox, Zeltner regarding memorandum [REDACTED] (1.30); revise same (.40).			
09/30/13	O S ZELTNER	5.90	300.00	1,770.00
	Edit memorandum [REDACTED]; discussions with Wilson and conference call with Bennett regarding same (1.00).			
TOTAL		134.50	USD	84,965.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609013

Invoice: 32634226

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

OPEB Matters

USD 119,935.00

TOTAL

USD 119,935.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609013/32634226 IN YOUR PAYMENT

JONES DAY

258183-609013

OPEB Matters

Page 2
November 8, 2013
Invoice: 32634226

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	2.30	1,000.00	2,300.00
B R HEIFETZ	2.00	775.00	1,550.00
D G HEIMAN	4.90	975.00	4,777.50
E KAPLAN	8.90	600.00	5,340.00
H LENNOX	9.40	900.00	8,460.00
C E LIVINGSTON	26.70	800.00	21,360.00
E MILLER	59.00	900.00	53,100.00
OF COUNSEL			
R W HAMILTON	2.50	775.00	1,937.50
ASSOCIATE			
J L SEIDMAN	37.70	400.00	15,080.00
T A WILSON	7.20	600.00	4,320.00
O S ZELTNER	5.70	300.00	1,710.00
TOTAL	166.30	USD	119,935.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to OPEB Matters included the following:

- (1) Evaluated various healthcare plan changes and timing and cost issues, and conducted supporting research;
- (2) Evaluated and addressed issues relating to benefits under the Affordable Care Act via the Michigan Health Insurance Marketplace;
- (3) Assisted in the preparation of benefit booklets and other materials for 2014 benefit enrollment;
- (4) Conducted research and evaluated the proper calculation of claims against the City for other post-employment benefits (OPEB), [REDACTED]; and
- (5) Begin initial preparations for potential litigation over healthcare benefit changes (which litigation ultimately was initiated by the Official Committee of Retirees and certain unions in October).

JONES DAY

258183-609013

Page 3
November 8, 2013
Invoice: 32634226

OPEB Matters

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	E MILLER Conference call [REDACTED] (.50); edit draft letter agreement [REDACTED] (1.50); conference call with Alberts (Dentons) regarding OPEB issues (1.50).	3.50	900.00	3,150.00
09/03/13	C E LIVINGSTON Review Retiree Health Benefits Booklet for accuracy and clarity (.30); conference with Kaplan about edits needed to the booklet to ensure accuracy and clarity and pending questions on enrollment procedures (.20); conference with Miller on approach to edits to booklet and timeline for producing final version (.20).	0.70	800.00	560.00
09/03/13	E MILLER Develop and finalize new active employee health insurance rates (1.00); conferences with Taranto (Milliman) regarding same (.80).	1.80	900.00	1,620.00
09/03/13	E MILLER Draft and revise retiree benefit booklets (2.70); conduct OPEB calculation analysis (.60); conferences with Lennox regarding same (.20); conference call with Malhotra (Ernst & Young) regarding timing OPEB implementation (.50).	4.00	900.00	3,600.00
09/04/13	E KAPLAN Discuss retiree communications with Livingston.	0.30	600.00	180.00
09/04/13	E KAPLAN Review Blue Cross and Blue Shield of Michigan letter.	0.40	600.00	240.00
09/04/13	C E LIVINGSTON Review Retiree Health Benefits booklet (3.40); conference with Kaplan regarding edits to same (.30); conference with Miller regarding edits to same (.30).	4.00	800.00	3,200.00
09/04/13	E MILLER Draft and revise retiree health booklet (3.20); conference with Livingston regarding same (.30).	3.50	900.00	3,150.00
09/05/13	E KAPLAN Review retiree health benefit summary (3.00); communicate with Livingston regarding same (.70).	3.70	600.00	2,220.00
09/05/13	C E LIVINGSTON Review of Retiree Health Benefits Booklet for accuracy and clarity (3.20); conference with Kaplan about [REDACTED] (.80).	4.00	800.00	3,200.00
09/05/13	E MILLER Various communications with Livingston regarding retiree health implementation.	1.00	900.00	900.00
09/05/13	E MILLER Develop rates for active employees (1.00); conference with Taranto (Milliman) regarding same (.50).	1.50	900.00	1,350.00
09/06/13	E MILLER Review and edit chart on final 2014 retiree health design (.50); conference with Taranto (Milliman), Brown (City) and Satchel (City) [REDACTED] (.80); communicate with Karam (Milliman) regarding Medicare Advantage Plan questions (1.20).	2.50	900.00	2,250.00
09/06/13	E MILLER Conference calls with Taranto (Milliman) on rates for active employee health plans.	0.50	900.00	450.00
09/08/13	E KAPLAN Telephone conference with Miller and Livingston regarding retiree health coverage communication.	1.00	600.00	600.00
09/08/13	C E LIVINGSTON Call with Miller and Kaplan regarding revisions to retiree health benefits booklet.	1.00	800.00	800.00

JONES DAY

258183-609013

Page 4
November 8, 2013
Invoice: 32634226

OPEB Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/08/13	E MILLER Review and edit Retiree Health booklet (2.00); conference with Livingston and Kaplan regarding same (1.00).	3.00	900.00	2,700.00
09/09/13	E KAPLAN Provide Miller with a summary of [REDACTED]	0.50	600.00	300.00
09/09/13	E MILLER Edit retiree health booklet (2.30); analyze and evaluate Medicare pricing issues (1.00).	3.30	900.00	2,970.00
09/09/13	E MILLER Draft and revise active employee health plan booklet.	1.00	900.00	900.00
09/10/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding [REDACTED]	0.30	975.00	292.50
09/10/13	E MILLER Draft and revise retiree health booklet (3.00); evaluate and develop plans for managing Medicare eligibility issues (2.30).	5.30	900.00	4,770.00
09/11/13	E KAPLAN E-mail correspondence with Miller regarding [REDACTED]	0.40	600.00	240.00
09/11/13	H LENNOX Conference call with Miller, Hamilton regarding potential retiree health litigation.	0.50	900.00	450.00
09/11/13	E MILLER Communicate with Lennox and Hamilton on possible retiree health litigation.	0.50	900.00	450.00
09/11/13	E MILLER Draft and revise retiree booklet (1.50); conferences with Milliman staff regarding same (.50).	2.00	900.00	1,800.00
09/12/13	E MILLER Draft and revise retiree benefits booklet (2.80); conferences with Brown (City) and Milliman (City) regarding same (.50).	3.30	900.00	2,970.00
09/13/13	E KAPLAN E-mail correspondence with Miller and Livingston regarding retiree booklet.	0.80	600.00	480.00
09/13/13	E MILLER Edit retiree health booklet (.50); conference with Kaplan regarding same (.50).	1.00	900.00	900.00
09/15/13	C E LIVINGSTON Research regarding Federal retiree health benefits.	0.50	800.00	400.00
09/15/13	E MILLER Review and edit retiree health communications booklet.	1.30	900.00	1,170.00
09/16/13	R W HAMILTON Research chapter 9 issues regarding [REDACTED]	2.50	775.00	1,937.50
09/16/13	D G HEIMAN Meeting with Miller regarding retiree healthcare logistics.	0.50	975.00	487.50
09/16/13	D G HEIMAN Conference with Miller regarding Affordable Care Act [REDACTED]	1.00	975.00	975.00

JONES DAY

258183-609013

Page 5
November 8, 2013
Invoice: 32634226

OPEB Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	H LENNOX Communications with Herman (Miller Buckfire), Miller, Jerneycic (Ernst & Young) regarding Retiree Committee [REDACTED] (40); telephone conference with Heiman regarding Michigan Exchanges (.20).	0.60	900.00	540.00
09/16/13	C E LIVINGSTON Research (.90) and draft write-up (.40) regarding Federal Retiree Health Benefits.	1.30	800.00	1,040.00
09/17/13	B R HEIFETZ Research regarding premium subsidy (1.20); communicate with Miller regarding same (.10); meet with Miller regarding same (.70).	2.00	775.00	1,550.00
09/17/13	C E LIVINGSTON Research regarding enrollment effective dates (.30); conference with Miller regarding exchange enrollment support for retirees (.30).	0.60	800.00	480.00
09/17/13	J L SEIDMAN Communicate with Wilson regarding OPEB [REDACTED] (.10); conduct research regarding same (.60).	0.70	400.00	280.00
09/18/13	H LENNOX Participate in call with City OPEB team regarding Retiree Committee request [REDACTED] (.80); review documents in preparation of same (1.50); communications with Heiman, writing regarding current retiree plan facts (.40).	2.70	900.00	2,430.00
09/18/13	C E LIVINGSTON Call with Lennox, Miller, Ernst & Young, and Miller Buckfire regarding retiree health benefits proposal.	0.80	800.00	640.00
09/18/13	E MILLER Conferences with Lennox regarding retiree health strategy issues and enrollment of Pre-Medicare eligibles on Exchanges.	1.50	900.00	1,350.00
09/19/13	D G HEIMAN [REDACTED]	0.30	975.00	292.50
09/19/13	H LENNOX Conference with Erens regarding postpetition financing proposals and cash flows regarding Retiree Committee OPEB request (.20); prepare summary of issues regarding same and circulate (.80).	1.00	900.00	900.00
09/19/13	C E LIVINGSTON Draft additional Q&A for retiree health benefits booklet.	0.20	800.00	160.00
09/19/13	J L SEIDMAN Research (Westlaw) regarding [REDACTED]	1.60	400.00	640.00
09/20/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire), Malhotra (Ernst & Young), Heiman, others regarding [REDACTED]	0.60	1,000.00	600.00
09/20/13	D G HEIMAN [REDACTED]	0.50	975.00	487.50
09/20/13	D G HEIMAN Attend conference call [REDACTED]	0.50	975.00	487.50
09/20/13	E KAPLAN Discuss annual enrollment requirements with Livingston.	0.50	600.00	300.00
09/20/13	H LENNOX Multiple communications and calls with OPEB team, Heiman regarding [REDACTED] (.90); conference call with OPEB team regarding [REDACTED] (1.30); follow-up call with Heiman, Miller (.40).	2.60	900.00	2,340.00

JONES DAY

258183-609013

Page 6

November 8, 2013

OPEB Matters

Invoice: 32634226

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	C E LIVINGSTON Research regarding [REDACTED] (1.00); communicate with Miller and Lennox regarding [REDACTED] (.30); communicate with Miller, Heiman, and other Detroit advisors regarding retiree request for 2014 health coverage (1.00); conference with Miller regarding option for retiree health coverage (.30).	2.60	800.00	2,080.00
09/20/13	E MILLER Analyze [REDACTED] (3.00); conference calls with Milliman, Brown (City), Satchel (City), Heiman and Lennox regarding same (1.50).	4.50	900.00	4,050.00
09/20/13	J L SEIDMAN Research (Westlaw) regarding [REDACTED] (4.50); communicate with Wilson regarding same (.20).	4.70	400.00	1,880.00
09/20/13	T A WILSON Communicate with Seidman, Lennox regarding research with respect to [REDACTED]	0.40	600.00	240.00
09/22/13	E KAPLAN Review Medicare Secondary Payer guidance (.80); prepare summary of same for Miller (.50).	1.30	600.00	780.00
09/23/13	J L SEIDMAN Research (Westlaw) regarding [REDACTED]	5.90	400.00	2,360.00
09/24/13	B S BENNETT Telephone conference with Miller regarding OPEB [REDACTED]	0.20	1,000.00	200.00
09/24/13	B S BENNETT Analysis of memoranda regarding [REDACTED]	0.20	1,000.00	200.00
09/24/13	H LENNOX Multiple communications with Miller, Heiman, Orr (City), Malhotra (Ernst & Young) regarding OPEB issues and retiree committee requests.	0.60	900.00	540.00
09/24/13	C E LIVINGSTON Review and revise Retiree Health Booklet (.90); multiple communications with Satchel (City) and Brown (City) regarding retiree health booklet and retiree meetings (.60).	1.50	800.00	1,200.00
09/24/13	E MILLER Develop retiree health implementation strategy.	3.00	900.00	2,700.00
09/24/13	J L SEIDMAN [REDACTED]	2.70	400.00	1,080.00
09/25/13	B S BENNETT Analysis of Miller memorandum [REDACTED]	0.10	1,000.00	100.00
09/25/13	C E LIVINGSTON Review Michigan exchange rates (.50); conference with Miller regarding [REDACTED] (.30).	0.80	800.00	640.00
09/25/13	J L SEIDMAN Research (Westlaw) regarding [REDACTED] (2.10); draft and revise memorandum to Lennox regarding same (1.90).	4.00	400.00	1,600.00
09/26/13	B S BENNETT Telephone conference [REDACTED]	1.20	1,000.00	1,200.00
09/26/13	D G HEIMAN Attend conference call with Orr (City) and team [REDACTED]	1.50	975.00	1,462.50

JONES DAY

258183-609013

Page 7
November 8, 2013
Invoice: 32634226

OPEB Matters

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	H LENNOX Conference call with Orr (City), OPEB team regarding [REDACTED] (1.20); follow-up with Miller (.20).	1.40	900.00	1,260.00
09/26/13	C E LIVINGSTON Call with Lennox, Miller, Heiman and others regarding retiree health benefits (1.10); review memo with examples of scenarios with premium tax credits (.30); draft description of retiree outreach on health benefits (.40).	1.80	800.00	1,440.00
09/26/13	E MILLER Call on retiree health implementation with Livingston, Brown (City), and Taranto (Milliman) (1.10); analyze implementation issues (.60); communicate with Heiman regarding same (.30); conference with Alberts (Dentons) on OPEB issues (.50).	2.50	900.00	2,250.00
09/26/13	J L SEIDMAN Draft, review and revise memorandum regarding [REDACTED] (6.50); communicate with Wilson regarding same (.20).	6.70	400.00	2,680.00
09/26/13	T A WILSON Review memorandum addressing [REDACTED] (.90); communicate with Seidman regarding same (.20).	1.10	600.00	660.00
09/27/13	C E LIVINGSTON Research regarding certified application assisters (.30); review retiree health booklet to prepare for meeting with Retiree Committee representatives (.20).	0.50	800.00	400.00
09/27/13	E MILLER Conferences with Dentons lawyers regarding retiree health.	0.50	900.00	450.00
09/27/13	J L SEIDMAN Conference with Wilson regarding [REDACTED] (.30); communicate with Zeltner regarding research for same (.20); review and analyze Zeltner memorandum and related case law [REDACTED] (1.50).	2.00	400.00	800.00
09/27/13	T A WILSON Communicate with Seidman regarding revisions to memorandum [REDACTED]	0.30	600.00	180.00
09/27/13	O S ZELTNER Research [REDACTED] (2.80); draft e-mail memo to Seidman regarding same (2.90).	5.70	300.00	1,710.00
09/28/13	C E LIVINGSTON Call with Miller and Taranto (Milliman) to prepare for meeting with Retiree Committee representatives (1.00); review of retiree health benefits booklet to identify likely questions (.50).	1.50	800.00	1,200.00
09/28/13	E MILLER Review and edit Retiree Booklet (1.00); conference with Livingston and Taranto (Milliman) regarding same (1.00).	2.00	900.00	1,800.00
09/28/13	J L SEIDMAN [REDACTED]	0.90	400.00	360.00
09/29/13	J L SEIDMAN Research (Westlaw; Bloomberg) regarding [REDACTED] (1.30); draft and revise memorandum [REDACTED], including pursuant to Wilson comments (4.20).	5.50	400.00	2,200.00
09/29/13	T A WILSON [REDACTED]	2.20	600.00	1,320.00

JONES DAY

258183-609013

Page 8

November 8, 2013

OPEB Matters

Invoice: 32634226

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	D G HEIMAN Conference with Lennox regarding Retiree Committee [REDACTED]	0.30	975.00	292.50
09/30/13	C E LIVINGSTON Meet with representative of Retiree Committee on healthcare issues (3.00); prepare with Miller and Taranto (Milliman) for meeting with Retiree Committee representatives (.70); review of meeting with Lennox, Miller and Taranto (Milliman) (.50); conference with Taranto (Milliman) regarding additional items to respond to Retiree Committee questions (.50); research on Section 402(l) taxation question (.20).	4.90	800.00	3,920.00
09/30/13	E MILLER Prepare for meeting with Retiree Committee representatives on healthcare issues (2.00); meet with Livingston and Taranto regarding Retiree Committee meeting (.50); meet with Livingston to review issues for meeting (.50); meet with Retiree Committee representatives on retiree health (3.00).	6.00	900.00	5,400.00
09/30/13	J L SEIDMAN Draft and revise [REDACTED], including pursuant to Wilson comments.	3.00	400.00	1,200.00
09/30/13	T A WILSON Research regarding [REDACTED] [REDACTED] [REDACTED] (2.80); communicate with Parker, Seidman regarding same (.40).	3.20	600.00	1,920.00
TOTAL		166.30	USD	119,935.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609015

Invoice: 32634227

Keyvn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Debt and Financing Issues

USD 46,087.50

TOTAL

USD 46,087.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609015/32634227 IN YOUR PAYMENT

JONES DAY

258183-609015

Page 2
November 8, 2013
Invoice: 32634227

Debt and Financing Issues

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B B ERENS	2.80	850.00	2,380.00
ASSOCIATE			
D R LEVINSON	12.00	500.00	6,000.00
M C RUDD	14.80	575.00	8,510.00
J M TILLER	31.60	600.00	18,960.00
A ZAHEER	27.30	375.00	10,237.50
TOTAL	88.50	USD	46,087.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Debt and Financing Issues included the following:

- (1) Analyzed the treatment of the City's general obligation bonds, including the structure of, and rights under, distributable state aid general obligation bonds and unlimited tax general obligation bonds.

JONES DAY

258183-609015

Page 3
November 8, 2013
Invoice: 32634227

Debt and Financing Issues

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	B B ERENS Telephone call with Rudd regarding analysis on GO bonds (.20); telephone calls and e-mails with Lennox regarding the same (.50); and review outstanding analysis regarding the same (.30).	1.00	850.00	850.00
09/06/13	B B ERENS Conference with Rudd regarding DSA bonds and analysis regarding the same (.50); telephone calls with Bennett regarding the same (.20); communicate with Lennox regarding the same (.30).	1.00	850.00	850.00
09/06/13	M C RUDD Review bond documents for general obligation bonds secured by distributable state aid to determine manner of perfecting security interest (1.00); communicate with Erens regarding same (.40).	1.40	575.00	805.00
09/09/13	M C RUDD Communicate with Zaheer regarding drafting memo summarizing structure of general obligation bonds secured by distributable state aid.	0.80	575.00	460.00
09/09/13	A ZAHEER Communicate with Rudd regarding memo on Distributable State Aid bonds for City of Detroit.	0.80	375.00	300.00
09/10/13	B B ERENS Telephone calls with Rudd (.10) and draft e-mails to group (.20) regarding analysis of DSA bonds.	0.30	850.00	255.00
09/10/13	M C RUDD Review/analyze general obligation bond documents.	0.40	575.00	230.00
09/10/13	A ZAHEER Review documents related to City of Detroit bonds secured by distributable state aid, including offering statements, master indenture and supplemental indentures, resolutions, and deposit agreements.	6.50	375.00	2,437.50
09/11/13	M C RUDD Communicate with Zaheer regarding drafting memo summarizing structure of general obligation bonds secured by distributable state aid (.60); review/analyze bond documents for water and sewer bonds to determine flow of funds (.30); communicate with Hoffmann regarding flow of funds under water and sewer bond documents (.20); attend conference call regarding trustee for water and sewer bonds with Ball, Lennox, bond counsel and insurer counsel (.50); review provisions of the water and sewer bond documents relating to the trustee (.70); communicate findings of review of documents to Lennox via e-mail (.10).	2.40	575.00	1,380.00
09/11/13	A ZAHEER Further review documents related to City of Detroit bonds secured by distributable state aid, including offering statements, master indenture and supplemental indentures, resolutions and deposit agreements (5.50); discuss same with Rudd (.50); draft memo regarding same (4.00).	10.00	375.00	3,750.00
09/13/13	A ZAHEER Further review documents related to City of Detroit bonds secured by distributable state aid, including offering statements, master indenture and supplemental indentures, resolutions and deposit agreements (2.50); continue drafting memo regarding same (5.50).	8.00	375.00	3,000.00
09/14/13	A ZAHEER Review, revise and update memo regarding City of Detroit bonds secured by distributable state aid.	2.00	375.00	750.00
09/17/13	M C RUDD Review/analyze bond documents for distributable state aid general obligation bonds in order to summarize structure of bonds.	1.40	575.00	805.00
09/18/13	M C RUDD Draft/revise memo summarizing structure of distributable state aid general obligation bonds.	5.00	575.00	2,875.00
09/19/13	M C RUDD Draft/revise memo summarizing structure of distributable state aid general obligation bonds.	3.40	575.00	1,955.00

JONES DAY

258183-609015

Page 4

November 8, 2013

Debt and Financing Issues

Invoice: 32634227

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	B B ERENS Review Rudd memorandum regarding distributable state aid bonds (.20); draft e-mail to Lennox regarding the same (.10).	0.30	850.00	255.00
09/26/13	D R LEVINSON Telephone conferences (multiple) with Tiller regarding issues with respect to general obligation bonds (.20); research Michigan law issues with respect to general obligation bonds (2.90) and draft e-mail to Tiller regarding same (.40).	3.50	500.00	1,750.00
09/26/13	J M TILLER Review and analyze outline of GO bond argument (1.00); research and analyze the statutes and case law cited therein (5.60); communicate with Erens and Levinson regarding same (.30).	6.90	600.00	4,140.00
09/27/13	B B ERENS Telephone call with Rudd regarding status of memorandum regarding distributable state aid bonds.	0.20	850.00	170.00
09/27/13	D R LEVINSON Telephone conference with Tiller regarding research Michigan law issues with respect to general obligation bonds (.10); research Michigan law issues with respect to general obligation bonds (.40).	0.50	500.00	250.00
09/27/13	J M TILLER Review caselaw and statutes regarding treatment of GO bonds (4.70); draft memo regarding same (1.60).	6.30	600.00	3,780.00
09/29/13	D R LEVINSON Research Michigan law issues with respect to general obligation bonds.	4.00	500.00	2,000.00
09/29/13	J M TILLER Research case law and statutes regarding issues related to treatment of GO bonds.	6.10	600.00	3,660.00
09/30/13	D R LEVINSON Research Michigan and bankruptcy law issues with respect to general obligation bonds (2.50); conferences with Tiller regarding same (.30); draft e-mail to Bennett and Erens regarding same (1.20).	4.00	500.00	2,000.00
09/30/13	J M TILLER Research and analyze caselaw, statutes, ordinances and GO bond documents (8.60); communicate with Erens regarding same (.40); draft response to Ambac and Assured arguments (3.30).	12.30	600.00	7,380.00
TOTAL		88.50	USD	46,087.50

IN ACCOUNT WITH

JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609016

Invoice: 32634228

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Emergency Manager and Michigan Statutes

USD 36,222.50

TOTAL

USD 36,222.50

JONES DAY

258183-609016

Page 2
November 8, 2013
Invoice: 32634228


Emergency Manager and Michigan Statutes

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	14.70	825.00	12,127.50
S H GRIFFIN	2.30	800.00	1,840.00
H LENNOX	2.90	900.00	2,610.00
ASSOCIATE			
M E GREENFIELD	6.60	525.00	3,465.00
D A HALL	3.20	575.00	1,840.00
D T MOSS	23.90	600.00	14,340.00
TOTAL	53.60	USD	36,222.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Emergency Manager and Michigan Statutes included the following:

- (1) Assisted the Emergency Manager, as requested, on various issues relating to fulfilling his statutory duties under Michigan Public Act 436;
- (2) Prepared various orders and directives for issuance by the Emergency Manager (including with respect to postpetition financing issues, operational restructuring matters and the pursuit of information relating to pensions), researched related legal issues and advised the Emergency Manager on these matters;
- (3) 
- (4) Assisted in negotiating and finalizing a common interest agreement with the State of Michigan; and
- (5) Assisted in preparing and finalizing the report required to be submitted by the Emergency Manager pursuant to Section 17 of Michigan Public Act 436.

JONES DAY

258183-609016

Page 3

Emergency Manager and Michigan Statutes

November 8, 2013

Invoice: 32634228

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	J B ELLMAN Review EM authorization issues regarding administrative leave (.20); communicate with Moss, Penn (City) regarding same (.10).	0.30	825.00	247.50
09/01/13	D T MOSS [REDACTED] review PA 436 regarding EM's authority over City department head employment terms (.50); draft and revise memo to Penn (City) regarding EM authority over department directors (.20).	0.70	600.00	420.00
09/03/13	J B ELLMAN Review and comment on common interest agreement with state (1.20); communicate with Moss regarding same (.20); conference with Lennox regarding same (.10).	1.50	825.00	1,237.50
09/03/13	D T MOSS Review common interest agreement draft [REDACTED]	0.60	600.00	360.00
09/04/13	J B ELLMAN Conference with Moss regarding common interest agreement open issues and concerns.	0.30	825.00	247.50
09/04/13	D T MOSS Revise EM order directing City employees to provide information related to pension systems (1.00); communicate with Griffin regarding EM order and information requests (.50); review common interest agreement edits from Ellman (.60); communicate with AG's office and Greenfield regarding common interest agreement (.20); communicate with Penn (City) and Mays (City) regarding EM orders and other issues (.30); [REDACTED]	3.40	600.00	2,040.00
09/04/13	D T MOSS [REDACTED]	2.90	600.00	1,740.00
09/05/13	J B ELLMAN Review updated common interest agreement with state (.70); communicate with Lennox (.10), Moss (.20) regarding same; review correspondence from state regarding same (.20).	1.20	825.00	990.00
09/05/13	M E GREENFIELD [REDACTED] revise common interest agreement (1.80).	3.30	525.00	1,732.50
09/05/13	D T MOSS [REDACTED] review proposed common interest agreement edits by Greenfield and Ellman (.60); draft and revise common interest agreement (.80); communicate with Ellman, Lennox, Brader (State), and Greenfield regarding common interest agreement (.60); [REDACTED] communicate with Mays (City) regarding EM orders and next steps (.40).	6.60	600.00	3,960.00
09/06/13	J B ELLMAN Conference with Moss regarding common interest agreement (.20); review updated draft [REDACTED]	0.40	825.00	330.00
09/06/13	M E GREENFIELD Discuss common interest agreement with Moss and state AG (.50); [REDACTED] and draft memorandum regarding same (.60).	1.60	525.00	840.00
09/06/13	S H GRIFFIN Review draft EM Order/request for documents.	1.30	800.00	1,040.00

JONES DAY

258183-609016

Page 4
November 8, 2013
Invoice: 32634228

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/06/13	D T MOSS Communicate with Penn (City), Mays (City) and Orr regarding orders and other matters (.30); communicate with Woo regarding PA 436 and consultants supervision of City employees (.50).	0.80	600.00	480.00
09/09/13	H LENNOX [REDACTED]	0.50	900.00	450.00
09/10/13	S H GRIFFIN Revise EM 436 Order for Supplemental Request for Documents.	1.00	800.00	800.00
09/11/13	D T MOSS [REDACTED] regarding EM order and edits thereto (.20).	0.60	600.00	360.00
09/12/13	H LENNOX Review Pontiac EM dismissal documents.	0.20	900.00	180.00
09/12/13	D T MOSS [REDACTED] communicate with Penn (City) and Mays (City) regarding [REDACTED] (.40).	0.60	600.00	360.00
09/13/13	D T MOSS [REDACTED] communicate with Mays (City) and Penn (City) regarding deputy fire commissioner EM order (.10); communicate with Griffin regarding document and information request of GRS / PFRS employees (.20).	0.60	600.00	360.00
09/15/13	J B ELLMAN Review and revise EM report under section 17 of PA 436 (1.40); review materials regarding same (.50); communicate with Lennox regarding same (.10).	2.00	825.00	1,650.00
09/16/13	J B ELLMAN [REDACTED] communicate with Ellman regarding same (.20); communicate with Lennox, Santambrogio (Ernst & Young) regarding section 17 of PA 436 report (.20).	1.50	825.00	1,237.50
09/17/13	J B ELLMAN Review and revise EM report under section 17 of PA 436 (1.40); draft memo to Santambrogio (Ernst & Young) regarding same (.10); conference with Moss regarding potential EM orders (.20); research issues regarding EM report (.20).	1.90	825.00	1,567.50
09/17/13	M E GREENFIELD Research (1.00) and draft response (.70) regarding scope of common interest privilege.	1.70	525.00	892.50
09/17/13	D T MOSS [REDACTED] draft and revise memo to Mays (City) regarding [REDACTED] (.90).	1.20	600.00	720.00
09/17/13	D T MOSS [REDACTED]	0.30	600.00	180.00
09/19/13	H LENNOX [REDACTED]	1.00	900.00	900.00
09/19/13	D T MOSS Finalize order directing PFRS and GRS employees with City offices to produce documents and respond to information requests (1.20); communicate with Griffin regarding PFRS and GRS order implementation (.20); [REDACTED]	1.80	600.00	1,080.00
09/19/13	D T MOSS [REDACTED]	0.20	600.00	120.00

JONES DAY

258183-609016

Page 5
November 8, 2013
Invoice: 32634228

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	J B ELLMAN Review and revise EM order regarding discovery from employees regarding pension data (.30); communicate with Moss regarding same (.10).	0.40	825.00	330.00
09/20/13	D T MOSS Communicate with Griffin regarding EM order related to information requests from pension systems (.20); revise EM Order based on comments from Ellman and Griffin (.30).	0.50	600.00	300.00
09/22/13	D T MOSS Draft and revise EM Order regarding information from pension fund based on comments from Griffin.	0.20	600.00	120.00
09/23/13	J B ELLMAN Review EM report under section 17 of PA 436 (.60) and communicate with Santambrogio (Ernst & Young) regarding same (.10); review updated EM order on pension data (.10).	0.80	825.00	660.00
09/23/13	H LENNOX [REDACTED]	0.40	900.00	360.00
09/23/13	D T MOSS Finalize EM Order regarding pension information request from city employees (.30); communicate with Penn (City) and Orr regarding EM Orders, next steps and other issues (.60); [REDACTED]	1.20	600.00	720.00
09/23/13	D T MOSS [REDACTED]	0.40	600.00	240.00
09/24/13	J B ELLMAN Review and revise Section 17 report under PA 436 (.40); conference with Santambrogio (Ernst & Young) regarding same (.30); conference with Zeltner regarding service issues regarding same (.20); review update regarding vacation policy ordinance (.10).	1.00	825.00	825.00
09/24/13	D T MOSS Finalize EM Order regarding pension fund information (.20); communicate with Hayes (City) and Mays (City) regarding EM orders and other items (.30).	0.50	600.00	300.00
09/24/13	D T MOSS [REDACTED]	0.60	600.00	360.00
09/25/13	J B ELLMAN Review and finalize Section 17 report required by PA 436 (.50); conference with Penn (City) regarding same (.20); communicate with Santambrogio (Ernst & Young) regarding final edits (.20); draft e-mail to recipients of report regarding same (.20); conference with Zeltner regarding same and distribution list (.20); communicate with Lennox regarding same for Section 17 report (.20); draft bullet points for officials regarding same (.70).	2.20	825.00	1,815.00
09/25/13	H LENNOX [REDACTED]	0.80	900.00	720.00
09/26/13	J B ELLMAN Communicate with Penn (City) regarding Section 17 report under PA 436 (.10); communicate with Santambrogio (Ernst & Young) regarding final edits (.10); conference with Lennox regarding status (.10); review Lennox memo regarding filing process (.10).	0.40	825.00	330.00
09/27/13	J B ELLMAN Communicate with EM's office regarding PA 436 Section 17 report (.10); conference with EY regarding final changes to same (.20).	0.30	825.00	247.50
09/27/13	D T MOSS Communicate with Ball regarding EM order related to post-petition financing.	0.20	600.00	120.00

JONES DAY

258183-609016

Page 6
November 8, 2013
Invoice: 32634228

Emergency Manager and Michigan Statutes

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/29/13	J B ELLMAN Communicate with EM's office regarding finalize PA 436 Section 17 report for submission.	0.10	825.00	82.50
09/30/13	J B ELLMAN Finalize materials for Section 17 report under PA 436 (.20); draft cover memo to recipients regarding same (.10); communicate with EM staff regarding same (.10).	0.40	825.00	330.00
09/30/13	D A HALL Research emergency manager orders and related precedent (.30) and begin draft of order approving financing (.40).	0.70	575.00	402.50
09/30/13	D A HALL Complete draft of emergency manger order approving financing.	2.50	575.00	1,437.50
TOTAL		53.60	USD	36,222.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609021

Invoice: 32634230

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Plan of Adjustment

USD 8,637.50

TOTAL

USD 8,637.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609021/32634230 IN YOUR PAYMENT

JONES DAY

258183-609021

Page 2

November 8, 2013

Plan of Adjustment

Invoice: 32634230

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
B S BENNETT	6.20	1,000.00	6,200.00
D G HEIMAN	2.50	975.00	2,437.50
TOTAL	8.70	USD	8,637.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Plan of Adjustment included the following:

- (1) Participated in meetings with the City and its other outside advisors to develop proposals for aspects of the plan of adjustment and related plan negotiating strategies; and
- (2) Analyzed a restructuring proposal from FGIC, one of the City's monoline insurers.

JONES DAY

258183-609021

Page 3
November 8, 2013
Invoice: 32634230

Plan of Adjustment

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) regarding preparation for Christie's meeting and plan matters generally.	0.40	1,000.00	400.00
09/03/13	D G HEIMAN Review FGIC plan proposal.	0.50	975.00	487.50
09/04/13	B S BENNETT Telephone conference with Coleman (Blackstone) regarding investment plan, investment return, and management matters.	0.60	1,000.00	600.00
09/06/13	B S BENNETT [REDACTED]	0.40	1,000.00	400.00
09/08/13	B S BENNETT Review and analyze proposed outline on Syncora/FGIC plan term sheet.	0.30	1,000.00	300.00
09/16/13	B S BENNETT Prepare response to inquiry on FGIC proposal.	0.10	1,000.00	100.00
09/18/13	B S BENNETT Conference with Coleman (Blackstone), Stenger (Alix) regarding investment plan and related matters.	2.00	1,000.00	2,000.00
09/25/13	B S BENNETT Telephone conference with Buckfire (Miller Buckfire) regarding plan matters and Detroit Institute of Arts.	0.40	1,000.00	400.00
09/30/13	B S BENNETT Analysis of Perez response to request for projections.	0.10	1,000.00	100.00
09/30/13	B S BENNETT Analysis of Spensor (Alix) response to request for projections (.10); prepare memorandum to working group regarding evaluation of FGIC plan proposal (.20); analysis of Spensor (Alix) response regarding projections (.20); telephone conference with Buckfire (Miller Buckfire), Doak (Miller Buckfire), Heiman regarding response to FGIC plan presentation (.50); analysis of FGIC presentation regarding alternative plan (.70); prepare memorandum to Perez and Spensor (Alix) regarding projections for plan (.10); prepare memorandum to Perez regarding assumptions and projections underlying FGIC plan (.10).	1.90	1,000.00	1,900.00
09/30/13	D G HEIMAN Review FGIC alternative plan proposal (.70); prepare plan issues list (.60); conference call with Bennett and Buckfire (Miller Buckfire) regarding alternative plan proposal (.40); follow-up call with Bennett regarding same (.30).	2.00	975.00	1,950.00
TOTAL		8.70	USD	8,637.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609022

Invoice: 32634231

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Contract Issues

USD 79,160.00

TOTAL

USD 79,160.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609022/32634231 IN YOUR PAYMENT

JONES DAY

258183-609022

Page 2

November 8, 2013

Contract Issues

Invoice: 32634231

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	18.40	825.00	15,180.00
B B ERENS	8.80	850.00	7,480.00
E KAPLAN	6.70	600.00	4,020.00
E MILLER	7.10	900.00	6,390.00
ASSOCIATE			
T HOFFMANN	6.20	650.00	4,030.00
D J MERRETT	24.00	525.00	12,600.00
J M TILLER	49.10	600.00	29,460.00
TOTAL	120.30	USD	79,160.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Contract Issues included the following:

- (1) Evaluated various contract issues relating to vendor management and assisted the City in addressing various vendor-related issues in connection with the chapter 9 case and the City's restructuring efforts;
- (2) Participated in meetings with the City and its financial advisors and the claims and noticing agent regarding vendor management matters, contract administration and restructuring initiatives, including to develop an overall contracts process for the chapter 9 case;
- (3) Evaluated certain of the City's leases for treatment in the chapter 9 case;
- (4) Evaluated issues relating to the potential treatment of certain prepetition contracts, including (a) a wholesale energy agreement with DTE and [REDACTED] and [REDACTED];
- (5) Evaluated and assisted the City in connection with certain new agreements to be entered into in connection with the City's restructuring efforts, including with respect to trash removal [REDACTED]

JONES DAY

258183-609022

Page 3
November 8, 2013
Invoice: 32634231

Contract Issues

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	J M TILLER	2.00	600.00	1,200.00
	Review and analyze various documents regarding the Cobo Center (1.90); communicate with Erens and Hoffmann regarding same (.10).			
09/03/13	T HOFFMANN	1.70	650.00	1,105.00
	Review and analyze issues and related correspondence with respect to a Detroit Building Authority Project (.80); review and analyze various vendor issues and related correspondence and documents (.50); communicate with Pickering (Ernst & Young) regarding vendor issues (.40).			
09/04/13	B B ERENS	1.00	850.00	850.00
	Telephone call with Keelean (City) regarding self insurance funds and strategy regarding state (.80); telephone call with Tiller regarding the same (.20).			
09/04/13	B B ERENS	0.30	850.00	255.00
	Conference with Hoffmann regarding all remaining contract and vendor projects.			
09/04/13	T HOFFMANN	0.70	650.00	455.00
	Review and analyze various vendor issues (.40); communicate with Lee (Ernst & Young) and Pickering (Ernst & Young) regarding open vendor and related contract issues (.30).			
09/04/13	T HOFFMANN	0.50	650.00	325.00
	Review and analyze issues relating to rejection of leases, including deadlines (.30); communicate with Benedettini and Sharna regarding rejection deadline (.20).			
09/05/13	J B ELLMAN	0.40	825.00	330.00
	Review correspondence from Pickering (Ernst & Young) regarding DTE claims and payments (.20); communicate with Orr regarding same (.20).			
09/05/13	B B ERENS	0.30	850.00	255.00
	Review correspondence regarding DTE contracts and payments.			
09/06/13	J B ELLMAN	0.80	825.00	660.00
	Communicate with Orr regarding [REDACTED] (.10); review materials regarding same (.10); conference with Merrett regarding same (.30); [REDACTED] communicate with Tyler (City) regarding same and next steps (.20).			
09/06/13	T HOFFMANN	0.70	650.00	455.00
	Review and analyze letter to suppliers regarding postpetition payment (.50); communicate with Mays (City) regarding letter (.20).			
09/06/13	D J MERRETT	3.10	525.00	1,627.50
	Review vendor contract (2.60); communicate with Ellman regarding same (.20); communicate with Tyler (City) regarding same (.30).			
09/06/13	E MILLER	0.50	900.00	450.00
	Conferences with Tyler (City) and Ellman regarding [REDACTED].			
09/06/13	J M TILLER	2.50	600.00	1,500.00
	Review and analyze various documents regarding trash contracts (2.40); communicate with Erens and Hoffmann regarding same (.10).			
09/08/13	D J MERRETT	2.70	525.00	1,417.50
	Review vendor contract (1.20); draft and revise summary of same (1.40); communicate with Ellman regarding same (.10).			
09/09/13	J B ELLMAN	1.50	825.00	1,237.50
	[REDACTED] conference with Merrett regarding same and issues (.20); [REDACTED] review follow up materials regarding same (.30).			

JONES DAY

258183-609022

Page 4
November 8, 2013
Invoice: 32634231

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	B B ERENS Telephone calls with Hoffmann regarding finalization of payment issues regarding ATT and other material contracts.	0.30	850.00	255.00
09/09/13	T HOFFMANN Review and analyze documents relating to AT&T prepetition amounts (.80); communicate with Pickering (Ernst & Young), Sharna and AT&T in house counsel regarding prepetition claim (.30).	1.10	650.00	715.00
09/09/13	D J MERRETT Conference with Ellman, Tyler (City) and other City representatives regarding [REDACTED] (.60); communicate with Ellman regarding same (.20); draft e-mail to Jerneycic (Ernst & Young) regarding same (.30); review summary of contractual termination costs provided by Haves (City) (.20); review vendor contract in connection with same (.60); communicate with Ellman regarding same (.10); communicate with Haves (City) regarding same (.10).	2.10	525.00	1,102.50
09/10/13	J B ELLMAN [REDACTED]	0.70	825.00	577.50
09/10/13	B B ERENS Telephone calls with Hoffmann and Tiller regarding analysis of executory contract issues.	0.20	850.00	170.00
09/10/13	B B ERENS Finalize tasks regarding all outstanding prepetition vendor contract payments and related issues.	0.20	850.00	170.00
09/10/13	T HOFFMANN Review and analyze issues relating to various vendors, including AT&T and NAPA.	0.90	650.00	585.00
09/10/13	D J MERRETT Conference with Ellman, Tyler (City), DuPerry (City), Satchell (City) and other City officials regarding [REDACTED] (.50); review documents provided by Haves (City) in connection with same (.30); communicate with Haves (City) regarding same (.10); communicate with Jerneycic (Ernst & Young) regarding same (.20); communicate with Miller regarding [REDACTED] (.20); communicate with Ellman regarding same (.10).	1.40	525.00	735.00
09/11/13	J B ELLMAN Conference with Miller regarding [REDACTED] (.40); conference with Orr (City) regarding [REDACTED] (.10); conference with Merrett regarding same and next steps (.20).	0.70	825.00	577.50
09/11/13	B B ERENS Conference with Tiller regarding executory contract project.	0.80	850.00	680.00
09/11/13	E KAPLAN [REDACTED]	0.40	600.00	240.00
09/11/13	E MILLER [REDACTED]	0.50	900.00	450.00
09/11/13	J M TILLER Review and analyze various documents regarding prepetition contracts in preparation for meeting with Erens regarding same (.90); meeting with Erens regarding prepetition contracts (.80).	1.70	600.00	1,020.00
09/12/13	J B ELLMAN [REDACTED] communicate with Miller and Merrett regarding same (.30); [REDACTED]	1.00	825.00	825.00
09/12/13	E KAPLAN [REDACTED] send comments to Miller regarding same (.20).	0.70	600.00	420.00
09/12/13	D J MERRETT Communicate with Ellman regarding [REDACTED] (.10); review and analyze same (.10).	0.20	525.00	105.00

JONES DAY

258183-609022

Page 5

November 8, 2013

Contract Issues

Invoice: 32634231

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	E MILLER [REDACTED]	1.50	900.00	1,350.00
09/13/13	J B ELLMAN Communicate with Miller (.20) and Merrett (.20) regarding [REDACTED]	0.40	825.00	330.00
09/13/13	B B ERENS Review list of issues regarding executory contract project (.30); prepare for client meetings regarding same (.30).	0.60	850.00	510.00
09/13/13	B B ERENS Telephone call with Tiller and Hoffmann regarding finalization of Michigan issues on self insurance program (.20); separate call with Bonsall (City) regarding same (.30).	0.50	850.00	425.00
09/13/13	E MILLER Conference with Ellman [REDACTED] [REDACTED] (.50); [REDACTED]	1.80	900.00	1,620.00
09/13/13	J M TILLER Review and analyze various documents regarding prepetition contracts (2.30); conference with Saldahna (Ernst & Young) and Paque (KCC) regarding prepetition contracts (.50).	2.80	600.00	1,680.00
09/16/13	J B ELLMAN [REDACTED]	0.20	825.00	165.00
09/16/13	B B ERENS Meeting with Tiller and Hoffmann regarding executory contract analysis project.	0.30	850.00	255.00
09/16/13	T HOFFMANN Review and revise settlement agreement with Wayne County (.40); communicate with Bonsall (City) regarding agreement (.20).	0.60	650.00	390.00
09/16/13	E KAPLAN [REDACTED]	2.50	600.00	1,500.00
09/16/13	J M TILLER Meeting with Erens and Hoffmann regarding executory contracts and planning therefore (.70); review documents, including contracts, spreadsheets and presentations regarding City's contracts (3.20).	3.90	600.00	2,340.00
09/17/13	J B ELLMAN Review [REDACTED] [REDACTED]; conference with Merrett regarding same (.30).	0.50	825.00	412.50
09/17/13	B B ERENS Prepare for client meeting regarding executory contract process.	0.30	850.00	255.00
09/17/13	E MILLER [REDACTED]	0.50	900.00	450.00
09/17/13	J M TILLER Review and analyze documents sent from Paque (KCC) regarding prepetition contracts (1.20); draft meeting agenda to discuss plan and process for executory contracts and research issues and precedent regarding same (3.70).	4.90	600.00	2,940.00
09/18/13	J B ELLMAN Conference with Tyler (City) [REDACTED] (.30); review issues for same (.70); conference with Merrett regarding same (.30).	1.30	825.00	1,072.50
09/18/13	B B ERENS Prepare for client meeting regarding executory contract process.	0.30	850.00	255.00

JONES DAY

258183-609022

Page 6
November 8, 2013
Invoice: 32634231

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	J M TILLER	1.70	600.00	1,020.00
	Revise and prepare meeting agenda to discuss plan and process for executory contracts and communicate with Erens regarding same (1.60); communicate with Saldahna (Ernst & Young) regarding perpetuation contracts and upcoming meeting (.10).			
09/19/13	J B ELLMAN	3.80	825.00	3,135.00
	[REDACTED] conference with Merrett regarding same (.40); review analysis from City regarding same and scope of records (.30); conference with Tyler (City) regarding same and next steps (.30); [REDACTED] review and edit same (.20).			
09/19/13	B B ERENS	0.20	850.00	170.00
	Telephone call with Tiller regarding preparation for client meeting on executory contract process.			
09/19/13	E KAPLAN	0.30	600.00	180.00
	[REDACTED]			
09/19/13	E KAPLAN	0.20	600.00	120.00
	[REDACTED]			
09/19/13	D J MERRETT	1.30	525.00	682.50
	Communications with Ellman regarding [REDACTED] (.50); conference with Orr (City), Penn (City), Tyler (City), Satchell (City), Ellman, Miller and owners regarding same (.50); communicate with Tyler (City) regarding same (.10); [REDACTED] communicate with Ellman, Kaplan and Miller regarding same (.10).			
09/19/13	J M TILLER	2.40	600.00	1,440.00
	Review and analyze information and correspondence regarding various agreements involving the police department (2.20); communicate with Sedlak and Erens regarding same (.20).			
09/20/13	B B ERENS	0.20	850.00	170.00
	Telephone call with Hoffmann regarding contract analysis on Ernst & Young.			
09/20/13	E KAPLAN	0.30	600.00	180.00
	[REDACTED]			
09/20/13	D J MERRETT	1.10	525.00	577.50
	Draft and revise memorandum regarding [REDACTED]			
09/20/13	J M TILLER	4.90	600.00	2,940.00
	Communicate with Saldahana (Ernst & Young) regarding contract process (.20); review and analyze documents, precedent and correspondence regarding same (3.10); prepare for contract meeting in Detroit (1.50); communicate with Erens regarding same (.10).			
09/22/13	J B ELLMAN	2.10	825.00	1,732.50
	Review and comment on [REDACTED] (1.40); communicate with Merrett regarding same (.20); [REDACTED]			
09/22/13	B B ERENS	0.30	850.00	255.00
	Prepare for client meetings regarding executory contract process.			
09/22/13	D J MERRETT	6.90	525.00	3,622.50
	Draft and revise memorandum regarding [REDACTED]			
09/22/13	J M TILLER	0.80	600.00	480.00
	Prepare for contract meeting in Detroit.			

JONES DAY

258183-609022

Page 7
November 8, 2013
Invoice: 32634231

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	J B ELLMAN Conference with Merrett regarding [REDACTED] (.30); review updated notice letter regarding same (.30); review updated legal analysis memo regarding same (1.50); conference with Griffin regarding [REDACTED] (.50); draft memo to Orr regarding status (.10).	2.70	825.00	2,227.50
09/23/13	B B ERENS Prepare for executory contract meeting with City (.50); separate meeting with Ernst & Young and Tiller regarding the same (.50); meeting regarding the same (1.00); post meeting follow up with Tiller regarding the same (.60).	2.60	850.00	2,210.00
09/23/13	D J MERRETT Review and revise memorandum regarding [REDACTED] (3.10); research regarding same (1.80); [REDACTED]	5.10	525.00	2,677.50
09/23/13	J M TILLER Prepare for and participate in executory contract meeting with Keelean (City), DuPerry (City), Erens and Ernst & Young professionals (1.20); review documents and correspondence regarding contracts (1.90); review various contracts and agreements (2.50).	5.60	600.00	3,360.00
09/24/13	J B ELLMAN Review memo from Griffin regarding [REDACTED] conference with Tyler (City) regarding same (.50); conference with Merrett regarding same (.20).	1.10	825.00	907.50
09/24/13	B B ERENS Organize notes (.10) and communicate with Tiller (.10) regarding next steps in executory contract process.	0.20	850.00	170.00
09/24/13	D J MERRETT Communicate with Ellman regarding [REDACTED]	0.10	525.00	52.50
09/24/13	J M TILLER Meeting with Calborneau (Ernst & Young) regarding contract review process (.50); review various contracts and agreements (2.00); communicate with Ellman and Merrett regarding contractual obligations and component units (.20); review documents regarding same (3.50).	6.20	600.00	3,720.00
09/25/13	J B ELLMAN [REDACTED]	0.50	825.00	412.50
09/25/13	E KAPLAN [REDACTED]	0.30	600.00	180.00
09/26/13	J B ELLMAN Conference with Sedlak, Wilson regarding potential assumption of DTE contract (.10); [REDACTED] review amendment to same (.10); conference with Merrett regarding issues for same (.20).	0.50	825.00	412.50
09/26/13	J M TILLER Communicate with Sedlak, Ellman and Wilson regarding DTE contract (.20); review documents regarding same (.90); communicate with Saldahana (Ernst & Young) and Calborneau (Ernst & Young) regarding contract review process (.10); review correspondence from Hoffmann, Pickering (Ernst & Young), and Lee (Ernst & Young) regarding certain consulting agreements, and review documents regarding same (1.20).	2.40	600.00	1,440.00
09/27/13	J B ELLMAN [REDACTED]	0.20	825.00	165.00
09/27/13	E KAPLAN [REDACTED]	0.50	600.00	300.00
09/27/13	E KAPLAN Prepare for (.60) and participate in (.90) conference call with [REDACTED]	1.50	600.00	900.00

JONES DAY

258183-609022

Page 8
November 8, 2013
Invoice: 32634231

Contract Issues

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/27/13	E MILLER	2.30	900.00	2,070.00
	[REDACTED]			
09/27/13	J M TILLER	2.00	600.00	1,200.00
	Communicate with Keelean (City) regarding development agreements (.10); review documents and precedent regarding same (1.20); communicate with Saldahana (Ernst & Young) regarding executory agreements (.10); communicate with Sedlak regarding personal service contract and review agreements regarding same (.60).			
09/28/13	J M TILLER	4.50	600.00	2,700.00
	Review, analyze and comment upon [REDACTED]			
09/30/13	B B ERENS	0.20	850.00	170.00
	Telephone call with Pickering (Ernst & Young) regarding finalization of DTE contract and payments.			
09/30/13	J M TILLER	0.80	600.00	480.00
	Communicate with Sedlak regarding personal services contract (.10); review and analyze same (.70).			
TOTAL		120.30	USD	79,160.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609023

Invoice: 32634232

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Non-Working Travel

	USD	205,952.50
Less 50%		<u>(102,976.25)</u>
	USD	102,976.25
TOTAL	USD	<u>102,976.25</u>

JONES DAY

258183-609023

Page 2

November 8, 2013

Non-Working Travel

Invoice: 32634232

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
T F CULLEN JR	4.00	950.00	3,800.00
J B ELLMAN	4.10	825.00	3,382.50
B B ERENS	12.20	850.00	10,370.00
S H GRIFFIN	9.80	800.00	7,840.00
D G HEIMAN	31.00	975.00	30,225.00
D J KATES	6.50	725.00	4,712.50
H LENNOX	28.60	900.00	25,740.00
E M ROSSMAN	23.60	650.00	15,340.00
B L SEDLAK	11.00	775.00	8,525.00
G M SHUMAKER	4.00	825.00	3,300.00
G S STEWART	7.80	875.00	6,825.00
OF COUNSEL			
M L HALE	24.50	650.00	15,925.00
ASSOCIATE			
S F AMIR	7.50	325.00	2,437.50
D S BIRNBAUM	13.10	575.00	7,532.50
S T BOYCE	3.30	575.00	1,897.50
C J DIPOMPEO	18.60	475.00	8,835.00
K M KOLLMEYER	8.00	375.00	3,000.00
D T MOSS	21.80	600.00	13,080.00
J H ROTH	8.00	350.00	2,800.00
J M TILLER	8.50	600.00	5,100.00
T A WILSON	7.10	600.00	4,260.00
S C WOO	11.00	375.00	4,125.00
SR STAFF ATTY			
W A AESCHLIMANN	7.00	375.00	2,625.00
P L HUBBARD	7.00	425.00	2,975.00
PARALEGAL			
J E CALLAWAY	20.00	250.00	5,000.00
OTHER			
J A EGERTON-VERNON	12.00	525.00	6,300.00
TOTAL	320.00	USD	205,952.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the activities of Jones Day relating to Non-Working Travel included the following:

- (1) Travel to various client meetings, court hearings and other case activities.

JONES DAY

258183-609023

Page 3

November 8, 2013

Non-Working Travel

Invoice: 32634232

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	E M ROSSMAN Travel from Columbus to Detroit related to DDOT negotiations.	3.20	650.00	2,080.00
09/02/13	J E CALLAWAY Travel from the District of Columbia to Detroit, MI for document collection.	5.00	250.00	1,250.00
09/03/13	D S BIRNBAUM Travel to Detroit to attend meetings pertaining to various labor restructuring matters.	3.50	575.00	2,012.50
09/03/13	M L HALE Travel to Cleveland from Detroit for document review.	2.50	650.00	1,625.00
09/03/13	H LENNOX Travel to Detroit regarding meeting with the retiree committee professionals.	3.00	900.00	2,700.00
09/03/13	B L SEDLAK Travel to and from Detroit for meetings with City regarding DWSD and other city assets.	3.50	775.00	2,712.50
09/04/13	D G HEIMAN Return travel to Cleveland following [REDACTED]	3.00	975.00	2,925.00
09/04/13	D G HEIMAN Travel to Detroit for [REDACTED]	3.00	975.00	2,925.00
09/04/13	K M KOLLMEYER Travel from Boston office to Cincinnati, Ohio to manage and conduct document review concerning eligibility issues.	4.00	375.00	1,500.00
09/04/13	H LENNOX Travel to Cleveland from Detroit after 9/4 meeting with retiree committee professionals.	2.80	900.00	2,520.00
09/04/13	E M ROSSMAN Travel from Columbus to Detroit related to DDOT negotiations.	2.00	650.00	1,300.00
09/04/13	J H ROTH Travel from Boston office to Cincinnati, Ohio to manage and conduct document review concerning eligibility issues.	4.00	350.00	1,400.00
09/05/13	D S BIRNBAUM Non-working travel time from Detroit to Chicago following meetings pertaining to various labor restructuring matters.	3.30	575.00	1,897.50
09/05/13	S T BOYCE Travel to San Francisco, CA from Washington D.C. for document review.	2.00	575.00	1,150.00
09/05/13	J E CALLAWAY Travel (by car) from the City of Detroit to Cleveland, OH to conduct pre-production document review for eligibility.	3.00	250.00	750.00
09/05/13	M L HALE Travel (by car) to Detroit, MI from Cleveland for eligibility document collection.	2.50	650.00	1,625.00
09/05/13	M L HALE Travel (by car) to Cleveland, OH from Detroit for document review for eligibility.	4.00	650.00	2,600.00
09/05/13	P L HUBBARD Non-working travel time from Washington, DC to Cleveland, OH in connection with document review.	3.50	425.00	1,487.50

JONES DAY

258183-609023

Page 4
November 8, 2013
Invoice: 32634232

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	H LENNOX Travel to Detroit from Cleveland for 9/6 meeting with DWSD and counties regarding potential transaction.	3.00	900.00	2,700.00
09/05/13	E M ROSSMAN Travel from Detroit to Columbus related to DDOT negotiations.	3.20	650.00	2,080.00
09/06/13	J A EGERTON-VERNON Travel to San Francisco from Washington D.C. for document review.	4.00	525.00	2,100.00
09/06/13	D J KATES Travel from Chicago to Detroit for meetings with counties, city, state regarding potential water/sewer transaction.	6.50	725.00	4,712.50
09/06/13	H LENNOX Travel to Cleveland from DWSD meetings in Detroit.	3.00	900.00	2,700.00
09/06/13	B L SEDLAK Travel to and from Detroit meetings with the Detroit Water and Sewer Department.	3.50	775.00	2,712.50
09/07/13	S T BOYCE Travel to Washington D.C. from San Francisco, CA following document review regarding eligibility.	1.30	575.00	747.50
09/08/13	W A AESCHLIMANN Travel to Cleveland from Chicago to attend Cleveland/Black Letter privilege review regarding eligibility.	3.00	375.00	1,125.00
09/08/13	C J DIPOMPEO Travel from Washington, D.C., to Chicago for deposition of Malhotra (Ernst & Young) regarding the assumption and approval of the swap Forbearance Agreement.	2.80	475.00	1,330.00
09/08/13	D T MOSS Travel from Washington to Chicago to prepare Malhotra (Ernst & Young) for deposition.	3.00	600.00	1,800.00
09/08/13	G S STEWART Travel from Denver, CO to Chicago, IL for depositions.	0.90	875.00	787.50
09/09/13	D S BIRNBAUM Non-working travel time from Chicago to Detroit, then back to Chicago, following meeting with Chief of Police Craig regarding restructuring of Department and labor strategy issues.	6.30	575.00	3,622.50
09/09/13	C J DIPOMPEO Travel from Chicago to Washington, D.C., after deposition of Malhotra (Ernst & Young) regarding the assumption and approval of the swap Forbearance Agreement.	4.30	475.00	2,042.50
09/09/13	J B ELLMAN Travel from Atlanta to Detroit for hearing on fee review order, lift stay and other matters.	3.60	825.00	2,970.00
09/09/13	B B ERENS Travel from Detroit to Chicago from client meetings regarding trash proposals.	2.00	850.00	1,700.00
09/09/13	B B ERENS Travel from Chicago to Detroit for client meetings regarding trash proposals.	2.00	850.00	1,700.00
09/09/13	D G HEIMAN Travel from Cleveland to New York for [REDACTED]	2.50	975.00	2,437.50
09/09/13	D T MOSS Return travel from Detroit to DC following Malhotra (Ernst & Young) deposition.	5.50	600.00	3,300.00
09/09/13	B L SEDLAK [REDACTED]	2.00	775.00	1,550.00

JONES DAY

258183-609023

Page 5
November 8, 2013
Invoice: 32634232

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	G S STEWART Travel from Chicago, IL to Washington, DC for Malhotra deposition.	1.90	875.00	1,662.50
09/09/13	S C WOO Non-working travel time from Chicago to Detroit to review documents at Butzel Long in preparation for document production and responses to interrogatories relating to eligibility for bankruptcy (4.00); non-working travel between Detroit and Bloomfield Hills to review documents at Butzel Long (1.50).	5.50	375.00	2,062.50
09/10/13	J B ELLMAN Travel to Detroit airport following hearing.	0.50	825.00	412.50
09/10/13	D G HEIMAN Return travel from New York to Cleveland [REDACTED]	3.00	975.00	2,925.00
09/10/13	H LENNOX Travel to Detroit for 9/11 meeting with retiree committee.	4.00	900.00	3,600.00
09/10/13	S C WOO Non-working travel time from Detroit to Chicago for document review at Butzel Long in preparation for eligibility hearings.	2.50	375.00	937.50
09/11/13	D G HEIMAN Travel from Cleveland to Detroit for meeting with Retiree Committee.	2.50	975.00	2,437.50
09/11/13	D G HEIMAN Return travel from Detroit to Cleveland following meeting with Retiree Committee.	2.50	975.00	2,437.50
09/11/13	H LENNOX Travel from Detroit to New York from retiree committee meeting.	4.00	900.00	3,600.00
09/12/13	J A EGERTON-VERNON Travel back to Washington DC from San Francisco following document review.	8.00	525.00	4,200.00
09/12/13	D G HEIMAN Return travel from Detroit to Cleveland [REDACTED]	2.50	975.00	2,437.50
09/12/13	D G HEIMAN Travel from Cleveland to Detroit for [REDACTED]	2.50	975.00	2,437.50
09/12/13	K M KOLLMAYER Travel from Cincinnati, Ohio to Boston, Massachusetts in connection with managing and conducting document review concerning eligibility issues.	4.00	375.00	1,500.00
09/12/13	J H ROTH Travel from Cincinnati, Ohio to Boston in connection with managing and conducting document review concerning eligibility issues.	4.00	350.00	1,400.00
09/13/13	W A AESCHLIMANN Travel from Cleveland to Chicago after attending Cleveland/Black Letter privilege review.	4.00	375.00	1,500.00
09/13/13	S F AMIR Travel to Atlanta from Cleveland after assisting with the eligibility issues document review.	2.00	325.00	650.00
09/13/13	J E CALLAWAY Return travel from Cleveland, OH to District of Columbia after document collection for pre-production processing in eligibility litigation.	5.00	250.00	1,250.00
09/13/13	M L HALE Travel to Washington, D.C. from Cleveland after document review for eligibility trial.	3.50	650.00	2,275.00
09/13/13	P L HUBBARD Non-working travel time from Cleveland, OH to Washington, DC in connection with document review.	3.50	425.00	1,487.50

JONES DAY

258183-609023

Page 6
November 8, 2013
Invoice: 32634232

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/15/13	J E CALLAWAY Travel from District of Columbia to Cleveland, OH for document review for eligibility trial.	3.00	250.00	750.00
09/15/13	M L HALE Travel to Cleveland, Ohio for document review relating to eligibility.	3.00	650.00	1,950.00
09/16/13	S F AMIR Travel from Atlanta to Cleveland for document review relating to eligibility.	3.00	325.00	975.00
09/16/13	D G HEIMAN Travel from Cleveland to Detroit [REDACTED]	2.50	975.00	2,437.50
09/16/13	H LENNOX Travel from Cleveland to Detroit [REDACTED]	3.00	900.00	2,700.00
09/16/13	D T MOSS Travel to Detroit from Washington, DC for depositions (4.00); return travel from Detroit to Washington, DC (4.00).	8.00	600.00	4,800.00
09/16/13	G M SHUMAKER Nonworking travel to/from Detroit for deposition of Orr (City).	4.00	825.00	3,300.00
09/17/13	S H GRIFFIN Travel from Los Angeles to Detroit for pension meetings (3.50); travel from airport to meeting (1.00).	4.50	800.00	3,600.00
09/17/13	D G HEIMAN Return travel from Detroit to Cleveland [REDACTED]	2.00	975.00	1,950.00
09/17/13	H LENNOX Travel to Cleveland from Detroit following [REDACTED]	2.80	900.00	2,520.00
09/17/13	E M ROSSMAN Travel from Columbus to Detroit for DDOT bargaining.	2.50	650.00	1,625.00
09/18/13	T F CULLEN JR Travel from New York, NY to Detroit, MI to prepare Mayor Bing for deposition, and return to New York, NY (same-day travel).	4.00	950.00	3,800.00
09/18/13	M L HALE Travel to Washington, DC from Cleveland following document review.	3.00	650.00	1,950.00
09/18/13	D T MOSS Travel to/from Detroit from DC to prepare Mayor Bing for eligibility deposition.	5.30	600.00	3,180.00
09/18/13	T A WILSON Travel to Detroit from Cleveland in connection with hearings on motion to stay eligibility proceedings and objections to eligibility.	3.20	600.00	1,920.00
09/19/13	C J DIPOMPEO Travel from Washington, D.C., to Chicago for deposition of Malhotra (Ernst & Young) regarding the City of Detroit's eligibility for chapter 9 bankruptcy.	6.80	475.00	3,230.00
09/19/13	B L SEDLAK Travel to Detroit for meetings with City regarding DWSD and other city assets.	2.00	775.00	1,550.00
09/19/13	G S STEWART Travel from Washington D.C. to Chicago for Malhotra (Ernst & Young) deposition.	3.00	875.00	2,625.00
09/19/13	T A WILSON Travel between hotel and courthouse in connection with hearings on individual objections to eligibility, retiree committee motion to stay eligibility proceedings and AFSCME motion to compel (.70); travel from Detroit to Cleveland following hearings (3.20).	3.90	600.00	2,340.00

JONES DAY

258183-609023

Page 7
November 8, 2013
Invoice: 32634232

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	S F AMIR Travel from Cleveland to Atlanta after assisting with eligibility issues document review.	2.50	325.00	812.50
09/20/13	J E CALLAWAY Return travel from Cleveland, OH to District of Columbia following pre-production document review for Eligibility Hearing.	4.00	250.00	1,000.00
09/20/13	C J DIPOMPEO Travel from Chicago to Washington, D.C., after deposition of Malhotra (Ernst & Young) regarding the City of Detroit's eligibility for chapter 9 bankruptcy.	4.70	475.00	2,232.50
09/20/13	S H GRIFFIN Travel from Detroit to airport following meeting with unions.	0.80	800.00	640.00
09/20/13	S H GRIFFIN Travel from Detroit to Los Angeles following meeting with unions.	4.50	800.00	3,600.00
09/20/13	M L HALE Travel to Washington, DC from Cleveland following document review for eligibility trial.	4.00	650.00	2,600.00
09/20/13	M L HALE Travel to Cleveland, OH from Washington, DC for document review for eligibility trial.	2.00	650.00	1,300.00
09/20/13	E M ROSSMAN Travel from Detroit to Columbus related to DDOT bargaining.	2.70	650.00	1,755.00
09/20/13	G S STEWART Travel to Washington, DC from Chicago, IL following Malhotra (Ernst & Young) deposition.	2.00	875.00	1,750.00
09/23/13	B B ERENS Travel from Chicago to Detroit for executory contract project meeting.	2.20	850.00	1,870.00
09/23/13	J M TILLER Travel from Chicago to Detroit for meetings with respect to executory contracts.	4.00	600.00	2,400.00
09/24/13	B B ERENS Travel from Detroit to Chicago following executory contract meeting.	2.00	850.00	1,700.00
09/24/13	D G HEIMAN Travel from Cleveland to Detroit [REDACTED]	2.50	975.00	2,437.50
09/24/13	D G HEIMAN Return travel from Detroit to Cleveland [REDACTED]	2.50	975.00	2,437.50
09/24/13	J M TILLER Travel from Detroit to Chicago after meetings with respect to executory contracts.	4.50	600.00	2,700.00
09/25/13	B B ERENS Travel from Chicago to Detroit for state meeting regarding financing process.	2.80	850.00	2,380.00
09/26/13	B B ERENS Travel to Chicago from Detroit following state meeting regarding financing process.	1.20	850.00	1,020.00
09/27/13	E M ROSSMAN Travel between Columbus and Detroit related to ATU negotiations.	4.50	650.00	2,925.00
09/30/13	H LENNOX Travel from Cleveland to Detroit for [REDACTED]	3.00	900.00	2,700.00
09/30/13	E M ROSSMAN Travel between Columbus and Detroit for DDOT bargaining.	5.50	650.00	3,575.00

JONES DAY

258183-609023

Page 8
November 8, 2013
Invoice: 32634232

Non-Working Travel

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	SC WOO	3.00	375.00	1,125.00
	Non-working travel time from Chicago to Detroit for [REDACTED]			
	[REDACTED]			
TOTAL		320.00	USD	205,952.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609024

Invoice: 32634233

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Postpetition/Exit Financing

USD 168,837.50

TOTAL

USD 168,837.50

JONES DAY

258183-609024

Page 2

Postpetition/Exit Financing

November 8, 2013

Invoice: 32634233

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	6.50	1,000.00	6,500.00
B S BENNETT	9.80	1,000.00	9,800.00
B B ERENS	61.70	850.00	52,445.00
R J GRAVES	38.60	850.00	32,810.00
D G HEIMAN	3.20	975.00	3,120.00
H LENNOX	2.30	900.00	2,070.00
ASSOCIATE			
D A HALL	80.30	575.00	46,172.50
L E NELSON	18.40	575.00	10,580.00
J M TILLER	8.90	600.00	5,340.00
TOTAL	229.70	USD	168,837.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Postpetition / Exit Financing included the following:

- (1) Assisted in developing the potential structure of a postpetition financing facility for the City and identifying related tasks, strategies and timelines;
- (2) Evaluated state law and bankruptcy issues relating to potential postpetition financing structures in consultation with local counsel;
- (3) Engaged in discussions with potential lenders regarding a postpetition financing facility and evaluated proposals from such potential lenders;
- (4) Prepared a motion for an order authorizing the City's anticipated entry into a postpetition financing facility and supporting declarations and conducted supporting research; and
- (5) Negotiated and drafted the terms of nondisclosure agreements (NDAs) with potential lenders in connection with financing discussions and the prospective lenders' access to due diligence materials.

JONES DAY

258183-609024

Page 3
November 8, 2013
Invoice: 32634233

Postpetition/Exit Financing

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	B S BENNETT	1.10	1,000.00	1,100.00
	Analysis of memorandum from Ball regarding Ambac question on financing and prepare response (.10); telephone conference [REDACTED] (.20); telephone conference with [REDACTED] (.50); prepare memorandum to Doak (Miller Buckfire) regarding [REDACTED] (.10); telephone conference with (Miller Buckfire) [REDACTED] (.20).			
09/03/13	B B ERENS	1.00	850.00	850.00
	Attend prospective lender call (.30); prepare regarding same (.30); prepare workplan for all tasks in loan process (.20); communicate with Hall regarding same (.20).			
09/03/13	D A HALL	2.00	575.00	1,150.00
	Various communications with potential lenders, counsel, and Miller Buckfire regarding postpetition financing (1.00); prepare revisions to various NDAs in connection with postpetition financing process (1.00).			
09/04/13	B B ERENS	1.20	850.00	1,020.00
	Update call with Miller Buckfire regarding postpetition financing process (1.00); prepare for Miller Buckfire call with Hall (.20).			
09/04/13	D A HALL	1.40	575.00	805.00
	Review federal bankruptcy and local rules relating to motion to seek approval of financing (.30); communicate with Erens regarding same (.10); research precedent for drafting of postpetition financing motion (1.00).			
09/04/13	D A HALL	1.00	575.00	575.00
	Call with Erens, Doak (Miller Buckfire) regarding postpetition financing status and related financing issues and strategy.			
09/04/13	D A HALL	0.80	575.00	460.00
	Revise NDAs for postpetition financing process (.50); communicate with various potential lenders (.30).			
09/05/13	D A HALL	6.50	575.00	3,737.50
	Prepare financing timeline for use in connection with financing process (2.00); meeting with Erens regarding financing process and related issues (.50); draft and revise NDAs (2.20); review and analyze lender correspondence (.30); research regarding financing-related local rules and federal bankruptcy rules (1.50).			
09/05/13	H LENNOX	0.30	900.00	270.00
	Telephone conference with Erens regarding postpetition financing issues and timing.			
09/06/13	B S BENNETT	0.40	1,000.00	400.00
	Telephone conference with [REDACTED]			
09/06/13	B S BENNETT	0.40	1,000.00	400.00
	Analyze [REDACTED] indication of interest on financing (.10); telephone conference with [REDACTED] regarding postpetition financing (.30).			
09/06/13	B B ERENS	2.10	850.00	1,785.00
	Conference with Hall regarding postpetition financing process and pleadings regarding the same (1.60); prepare regarding the same (.50).			
09/06/13	D A HALL	6.50	575.00	3,737.50
	Communicate with Erens regarding postpetition financing process timeline (.50); draft and revise postpetition financing process timeline (1.50); draft postpetition financing motion (2.50); draft and revise NDAs (2.00).			
09/06/13	H LENNOX	1.10	900.00	990.00
	Telephone conference with Erens regarding approval process for financing (.10); telephone conferences [REDACTED]			

JONES DAY

258183-609024

Page 4

November 8, 2013

Postpetition/Exit Financing

Invoice: 32634233

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/07/13	B S BENNETT Analysis of Syncora/FGIC term sheet regarding postpetition financing and plan matters (.70); prepare comments regarding same (.50); telephone conference with ██████████ regarding postpetition financing (.30).	1.50	1,000.00	1,500.00
09/07/13	B B ERENS Communicate with financing regarding FGIC financing proposal (.30); review same (.70).	1.00	850.00	850.00
09/07/13	D A HALL Revise NDAs pursuant to potential lender comments (.70); communicate with potential lenders regarding same (.30).	1.00	575.00	575.00
09/08/13	C BALL Review Syncora proposal regarding postpetition financing (1.20); communicate with Hertzberg (Pepper Hamilton) regarding same (.90); communicate with counterparties regarding Syncora proposal (1.40).	3.50	1,000.00	3,500.00
09/08/13	D A HALL Review proposed financing term sheet to provide summary of comments to Erens (1.00); review and revise NDA based on comments from potential lender (.50).	1.50	575.00	862.50
09/09/13	B S BENNETT Analysis of and respond to memorandum from ██████████ regarding postpetition financing.	0.20	1,000.00	200.00
09/09/13	B B ERENS Prepare for prospective lender call (.30); attend lender call regarding financing proposal (.50); communicate with financing team regarding the same (.20); telephone calls with Hall regarding the same (.20).	1.20	850.00	1,020.00
09/09/13	D A HALL Revise and distribute comments on NDAs (.50); status call with Erens regarding same (.50), call with potential lender regarding financing structure issues (.50).	1.50	575.00	862.50
09/09/13	H LENNOX Review cash flows in financing scenario.	0.20	900.00	180.00
09/10/13	C BALL Review notes regarding state distributable aid and availability for postpetition financing with Bennett and Buckfire (Miller Buckfire).	1.60	1,000.00	1,600.00
09/10/13	B B ERENS Call with prospective lending source (.70); separate call with different source regarding the same (.60); follow up notes from lender calls regarding diligence tasks (.50); separate call with counsel to prospective lending source (.30); e-mails to and from working team regarding the same (.50); telephone call with Rosenblum regarding the same (.20); ██████████ ██████████ (1.00); prepare with Hall regarding the same (.30); telephone call with Doak (Miller Buckfire) regarding results of lender calls (.20); and prepare for Miller Buckfire call regarding the same (.30).	4.60	850.00	3,910.00
09/10/13	D A HALL Call with Miller Canfield and Erens regarding postpetition financing issues (.50); revise indicative time line for financing process and circulate to financing team (.50); multiple calls with potential lenders and counsel regarding NDAs and financing process (.90); revise multiple NDAs (1.40); communicate with counsel to potential lenders regarding same (1.00).	4.30	575.00	2,472.50
09/11/13	B S BENNETT Communicate with ██████████	0.10	1,000.00	100.00
09/11/13	B S BENNETT Communicate with Erens regarding ██████████	0.10	1,000.00	100.00
09/11/13	B S BENNETT Prepare memorandum to Doak (Miller Buckfire) and Buckfire (Miller Buckfire) regarding ██████████	0.10	1,000.00	100.00

JONES DAY

258183-609024

Page 5

November 8, 2013

Postpetition/Exit Financing

Invoice: 32634233

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	B S BENNETT	1.50	1,000.00	1,500.00
	Telephone conference with Doak (Miller Buckfire) regarding postpetition financing questions (.20); telephone conference [REDACTED] regarding postpetition financing (.70); telephone conference with Erens regarding [REDACTED] postpetition financing questions (.20); telephone conference with [REDACTED] regarding postpetition financing (.40).			
09/11/13	B B ERENS	3.70	850.00	3,145.00
	Telephone call [REDACTED] telephone calls with Rosenblum and others regarding New York meeting with Miller Buckfire on lending proposals (.50); telephone calls with Hall regarding upcoming lender calls and meetings (.30); telephone call with Bennett regarding lender questions regarding financing process (.20); communicate with Doak (Miller Buckfire) regarding results of lender meetings and lender questions (.50); telephone call with prospective lender counsel regarding the same (.20); weekly call with Miller Buckfire regarding financing process (1.00); call with prospective lending source (.70).			
09/11/13	D A HALL	2.80	575.00	1,610.00
	Update NDA status chart and circulate to finance team (.10); coordinate execution of NDA by City (.30); revise various NDAs per lender comments and circulate (.90); conference call with Doak (Miller Buckfire), Erens and Haggard (Miller Buckfire) regarding postpetition financing (1.00); compile executed NDAs and circulate to counterparties (.50).			
09/12/13	B S BENNETT	0.50	1,000.00	500.00
	Telephone conference with [REDACTED] regarding financing issues (.30); telephone conference with Erens regarding financing inquiries (.20).			
09/12/13	B B ERENS	4.60	850.00	3,910.00
	Call with prospective lending source (1.30); separate call with other potential financing source (.50); call with Miller Canfield regarding [REDACTED] (1.00); telephone calls with Bennett regarding results of call regarding the same (.20); conferences with Hall regarding next steps on financing motion and financing process (.30); review e-mails from lender groups regarding legal diligence and questions regarding financing process (.50); call with prospective lending source (.50); prepare for lender calls regarding financing process (.30).			
09/12/13	R J GRAVES	1.20	850.00	1,020.00
	Review legal issues regarding postpetition financing (.50); internal discussions regarding same (.70).			
09/12/13	D A HALL	1.70	575.00	977.50
	Revise NDA per lender comments and circulate to counsel (.20); update NDA status chart (.20); call with Miller Canfield and Erens regarding [REDACTED] (1.30).			
09/13/13	B B ERENS	1.50	850.00	1,275.00
	Collect and evaluate materials relevant for continuing questions from lenders regarding legal analysis on financing (.50); review e-mails from lenders regarding financing process and legal questions (.30); call with counsel for lending source regarding the same (.50); telephone call with Doak (Miller Buckfire) regarding the same (.20).			
09/13/13	D A HALL	2.40	575.00	1,380.00
	Revise NDA per lender comments and circulate to lender counsel (.40); draft motion to approve postpetition financing (2.00).			
09/14/13	C BALL	0.70	1,000.00	700.00
	Call with [REDACTED] regarding postpetition financing proposals.			
09/15/13	B B ERENS	1.20	850.00	1,020.00
	Call with prospective lender source (.50); call with separate lending source (.50); follow up tasks regarding the same (.20).			
09/16/13	B S BENNETT	1.10	1,000.00	1,100.00
	Review and analyze financing term sheets.			

JONES DAY

258183-609024

Page 6

November 8, 2013

Postpetition/Exit Financing

Invoice: 32634233

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	B B ERENS Communicate with Graves and Hall regarding motion to approve financing transaction (.20); review postpetition financing term sheets from prospective lenders (2.50); conferences with Hall and Graves regarding the same (1.00); conference call with Miller Buckfire team regarding the same (.50).	4.20	850.00	3,570.00
09/16/13	R J GRAVES Review and analyze postpetition financing proposals (2.90); conference call with Erens and Hall regarding postpetition financing proposals (1.00).	3.90	850.00	3,315.00
09/16/13	D A HALL Call with Miller Buckfire, City, Erens, Graves and Bennett regarding proposed term sheets for postpetition financing and process (1.00); review proposed term sheets for postpetition financing (2.00); draft postpetition financing motion (3.50); meeting with Erens regarding proposed term sheets for postpetition financing (.50).	7.00	575.00	4,025.00
09/16/13	H LENNOX Participate in call with City advisors regarding postpetition financing proposals received.	0.50	900.00	450.00
09/16/13	J M TILLER Communicate with Erens regarding financing (.10); review and analyze documents regarding same (.70)	0.80	600.00	480.00
09/17/13	B B ERENS Telephone calls with Hall regarding revisions to postpetition financing motion (.50); review prospective lending source letters of intent (3.30); telephone call with Green (Miller Canfield) regarding [REDACTED] (.20).	4.00	850.00	3,400.00
09/17/13	R J GRAVES Review and analyze postpetition financing proposals (2.00); conferences with advisors regarding postpetition financing proposals (1.00).	3.00	850.00	2,550.00
09/17/13	D A HALL Revise and finalize NDA with potential lender (.40); review in detail all proposed financing term sheets received (1.20); draft summaries of key legal issues (1.30).	2.90	575.00	1,667.50
09/17/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding postpetition financing term sheets.	0.50	975.00	487.50
09/17/13	J M TILLER Review and analyze postpetition financing proposed term sheets from various parties (2.50); communicate with Hall regarding same (.10).	2.60	600.00	1,560.00
09/18/13	B S BENNETT Analysis of memorandum from Buckfire regarding proposed continuance on hearing on postpetition loan.	0.10	1,000.00	100.00
09/18/13	B B ERENS Participate in call with Miller Buckfire, Hall and Graves regarding next steps on lending proposals (2.00); prepare for same (.20); review and revise financing motion (.20); communicate with local counsel regarding [REDACTED] (.20); communicate with Graves regarding transaction documents for financing (.20); call with respective lending source (.50); prepare for same (.20).	3.50	850.00	2,975.00
09/18/13	R J GRAVES Review and analyze postpetition financing proposals (4.00); conference with Miller Buckfire, Hall and Erens regarding postpetition financing proposals (2.00); conference with prospective lender, Miller Buckfire, Hall and Erens (.50).	6.50	850.00	5,525.00
09/18/13	D A HALL Draft and revise postpetition financing motion (1.00); call with Nelson regarding affidavit in support of motion to approve postpetition financing (.30); call with prospective lender, Miller Buckfire, Erens, Graves to discuss term sheet issues (.50); call with Erens, Graves, Miller Buckfire regarding term sheets submitted by potential lenders and process forward (2.00); coordinate call with Conway MacKenzie regarding postpetition financing related issues (.20); revise NDA based on prospective lender comments (.50).	4.50	575.00	2,587.50

JONES DAY

258183-609024

Page 7
November 8, 2013
Invoice: 32634233

Postpetition/Exit Financing

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	D G HEIMAN Conference with Buckfire (Miller Buckfire) regarding effect of adjournment of swaps on postpetition financing.	0.50	975.00	487.50
09/18/13	L E NELSON Communicate with Hall regarding postpetition financing (.30); review term sheet and materials in connection with same (.30).	0.60	575.00	345.00
09/18/13	J M TILLER Review, analyze and research issues with respect to postpetition financing (3.70); review and analyze draft financing motion (1.80).	5.50	600.00	3,300.00
09/19/13	C BALL Review and analyze Erens memorandum regarding postpetition financing proposals received.	0.70	1,000.00	700.00
09/19/13	B B ERENS Prospective lender calls (three calls, .50 each with Miller Buckfire) (1.50); conferences with Hall regarding results of call and financing motion (.30); internal call with Heiman, litigators and working team regarding scheduling of financing hearing and related swap settlement hearing (.50); telephone call with Mays (City) regarding status of financing process (.20); telephone calls with Hall regarding results of lender calls and new calls regarding the same (.50); conference call with Conway MacKenzie regarding investment program from quality of life loan (.50); voicemails and calls with Miller Canfield [REDACTED] (.30).	4.00	850.00	3,400.00
09/19/13	R J GRAVES Review and analyze postpetition financing proposals (4.20); multiple conferences with Miller Buckfire, Erens, Hall and potential lenders regarding postpetition financing proposals (1.00).	5.20	850.00	4,420.00
09/19/13	D A HALL Call with Green (Miller Canfield) regarding issues relating to financing proposal term sheet (.70); call with Nelson, Erens, Conway MacKenzie regarding restructuring initiatives (.50); call with Erens, Graves, Miller Buckfire, potential lender regarding proposed financing term sheet and related issues (.80); review materials from City regarding restructuring initiatives to create outline for use in connection with financing motion (1.50); call with Erens, Graves, Miller Buckfire, potential lender regarding proposed financing term sheet and related issues (.50); draft e-mail to Erens regarding Miller Canfield input on term sheet issues (.30); review and comment on NDA of potential lender (.50); correspondence to local counsel regarding financing term sheet issues (.30); call with Doak (Miller Buckfire) regarding data room related issues (.20); circulate draft of financing motion to Erens for review (.10); communications with Erens regarding financing motion (.10); call with Erens, Graves, Miller Buckfire, potential lender regarding proposed financing term sheet and related issues (.50).	6.00	575.00	3,450.00
09/19/13	D G HEIMAN Telephone conference with Doak (Miller Buckfire) regarding status of postpetition financing.	0.20	975.00	195.00
09/19/13	H LENNOX Telephone conversation with Doak (Miller Buckfire) regarding financing proposals and data room.	0.20	900.00	180.00
09/19/13	L E NELSON Draft Orr affidavit in support of postpetition financing (1.70); review documents provided in connection with same (.40).	2.10	575.00	1,207.50
09/20/13	B B ERENS Review caselaw regarding good faith and dismissal issues on financing (.80); review and revise postpetition financing motion (.50); draft e-mails to Hall regarding next steps in financing process (.20); call with prospective lending source (.30); follow up with separate lending source (.30); communicate with Hall regarding the same (.20); communicate with Graves regarding legal opinions for financing (.30); review materials regarding the same (.20); telephone calls with Doak (Miller Buckfire) regarding the same (.30).	3.10	850.00	2,635.00

JONES DAY

258183-609024

Page 8

November 8, 2013

Postpetition/Exit Financing

Invoice: 32634233

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	R J GRAVES Review and analyze postpetition financing proposals (1.10); conference with Hall, Miller Buckfire and potential lender regarding postpetition financing proposals (.80); communicate with Erens regarding legal opinion for financing (.30); review related materials (1.00).	3.20	850.00	2,720.00
09/20/13	D A HALL Call with Graves, Miller Buckfire, potential lenders regarding proposed financing term sheet and related legal issues (.60); call with counsel for potential lender regarding certain legal issues related to proposed financing term sheet (.60); prepare outline of Orr affidavit in support of postpetition financing motion (.50); review presentations from City regarding reinvestment issues (.50); research ██████████ in connection with postpetition financing proposals (.80); draft affidavit in support of postpetition financing motion (2.00).	5.00	575.00	2,875.00
09/20/13	D G HEIMAN Telephone conference with Ellenberg, Bennett and Erens regarding ██████████	0.50	975.00	487.50
09/20/13	L E NELSON Continue drafting Orr affidavit in support of postpetition financing (1.60); communicate with Hall regarding same (.10).	1.70	575.00	977.50
09/21/13	R J GRAVES Review and analyze postpetition financing proposals.	2.00	850.00	1,700.00
09/22/13	R J GRAVES Review and analyze postpetition financing proposals.	1.00	850.00	850.00
09/22/13	L E NELSON Draft Orr Affidavit in support of motion for postpetition financing.	4.10	575.00	2,357.50
09/23/13	B B ERENS Communicate with Ball regarding postpetition financing approvals and timing (.30); telephone calls with Doak (Miller Buckfire) regarding the same (.30); call with City regarding investment proposals for quality of life loan (.60); separate calls with Hall regarding the same (.20); telephone calls with Miller Buckfire and Hall regarding term sheet project requested by lenders (.30); call with Hall, Miller Canfield and prospective lending source (.60); follow up with Hall regarding the same (.20); separate voicemails to Ball regarding postpetition financing timeline, including swap settlement hearing (.20); prepare for calls with client regarding investment proposals for quality of life loan (.20).	2.90	850.00	2,465.00
09/23/13	R J GRAVES Review and analyze postpetition financing proposals (3.30); conference with Erens, Hall and Miller Buckfire regarding postpetition financing proposals (.70); conference with Hall regarding status of same and related issues (.20).	4.20	850.00	3,570.00
09/23/13	D A HALL Call with Graves regarding status of financing process (.20); call with counsel for potential lender, local counsel, Erens regarding proposed term sheet issues (.60); call with Erens regarding financing developments and steps forward (.30); calls with Doak (Miller Buckfire), Erens and Graves regarding financing term sheet process and next steps in process (.70); call with city, Conway MacKenzie, Erens, regarding reinvestment initiatives (.80); call with Doak (Miller Buckfire) regarding potential lenders and process forward (.50); review and mark up proposed financing term sheets (2.90).	6.00	575.00	3,450.00
09/23/13	D G HEIMAN Conference with Erens regarding state law issues for financing.	0.50	975.00	487.50
09/23/13	L E NELSON Continue drafting Orr affidavit in support of postpetition financing (4.00); prepare for and attend call with City regarding same (.90).	4.90	575.00	2,817.50

JONES DAY

258183-609024

Page 9

November 8, 2013

Postpetition/Exit Financing

Invoice: 32634233

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/24/13	B S BENNETT	0.60	1,000.00	600.00
	Analysis of memorandum form Erens regarding loan board approval for financing (.30); telephone conference with Doak (Miller Buckfire) regarding disposition of loan proposal by [REDACTED] (.20); prepare memorandum to Erens regarding loan board approval for financing (.10).			
09/24/13	B B ERENS	1.80	850.00	1,530.00
	Telephone calls with Green (Miller Canfield) regarding [REDACTED] [REDACTED] (.30); draft memorandum to working team regarding the same (1.10); revise Hall memorandum and comments regarding legal issues for prospective lenders (.20); review City materials regarding expenditures from quality of life loan (.20).			
09/24/13	D A HALL	2.90	575.00	1,667.50
	Communications with Bacastow and Capizzi regarding potential tax exempt structure of postpetition financing (.50); review and comment on proposed term sheet and make comments (1.00); correspondence with potential lenders and counsel regarding conference call scheduling (.60); review analysis for tax exempt structure of postpetition financing (.50); communications with counsel for potential lender regarding scheduling for conference call (.10); call with Doak (Miller Buckfire) regarding status of financing discussions and process with potential lenders (.20).			
09/24/13	L E NELSON	2.00	575.00	1,150.00
	Continue drafting Orr affidavit in support of postpetition financing.			
09/25/13	B S BENNETT	0.20	1,000.00	200.00
	Telephone conference with [REDACTED] regarding financial proposal.			
09/25/13	B B ERENS	3.10	850.00	2,635.00
	Conference with Hall regarding results of financing calls (.50); participate in prospective lending calls with Hall, Graves and Miller Buckfire (1.50); follow up conference with Graves and Hall regarding issues regarding the same (.50); telephone call with Doak (Miller Buckfire) regarding preparation for state meeting (.20); prepare for same (.40).			
09/25/13	R J GRAVES	1.50	850.00	1,275.00
	Conferences with Erens, Hall, Miller Buckfire and prospective lenders regarding postpetition financing proposals.			
09/25/13	D A HALL	2.90	575.00	1,667.50
	Call with various potential lenders regarding various term sheet issues (1.50); resolve issue regarding NDA and access to confidential information with prospective lender (.40); complete diligence regarding Jones Day opinion related issues (.60); review postpetition financing process update summary and summary of state law legal analysis (.40).			
09/26/13	B S BENNETT	1.50	1,000.00	1,500.00
	Telephone conference with Buckfire (Miller Buckfire) regarding financing matters (.20); telephone conference with Buckfire (Miller Buckfire), Doak, Orr (City), Heiman, Erens regarding financing (.40); prepare additional memorandum to Heiman regarding financing matters (.10); telephone conference with Heiman regarding financing matters (.20); analysis of memorandum from [REDACTED] regarding outline on security and priority (.10); prepare memorandum to [REDACTED] regarding security and priority (.10); prepare memorandum to Heiman regarding state position on borrowing authorization (.10); telephone conference with Erens regarding conference with state representatives on financing and response to GO bond holders arguments on security and priority (.30).			
09/26/13	B B ERENS	7.90	850.00	6,715.00
	Prepare [REDACTED] (1.50); meeting regarding the same (2.00); post meeting discussion with City regarding the same (1.70); telephone calls with Hall regarding results of meeting and next steps regarding the same (.50); telephone call with Heiman regarding the same (.20); participate in prospective lender call with Graves, Hall and Miller Buckfire (.50); participate in additional prospective lender call with Graves, Hall, and Miller Buckfire (1.00); prepare for call with Orr (City) regarding financing process (.30); and call regarding same (.20).			

JONES DAY

258183-609024

Page 10

November 8, 2013

Postpetition/Exit Financing

Invoice: 32634233

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	R J GRAVES	3.40	850.00	2,890.00
	Conferences with Erens, Hall, Miller Buckfire, prospective lenders and bank counsel regarding postpetition financing proposals (two calls with different lenders (.50 and 1.00); review related proposals (1.90).			
09/26/13	D A HALL	3.80	575.00	2,185.00
	Call with prospective lender, counsel, Erens, Graves, Miller Canfield and Doak (Miller Buckfire) regarding legal diligence questions (.50); coordinate calls among counsel, advisors and prospective lenders to discuss legal and financial diligence questions (.20); revise Doak (Miller Buckfire) affidavit in support of postpetition financing motion for updated process developments (.50); communications with counsel for prospective lenders to coordinate diligence and process calls (.30); call with Erens regarding status and next steps (.10); call with counsel for prospective lenders; Erens, Graves, Doak (Miller Buckfire), Miller Canfield regarding legal diligence questions (1.00); review precedent opinions (.30); correspondence with Graves and Erens regarding same (.40); review summary of financing process and lending proposals from Miller Buckfire (.50).			
09/26/13	D G HEIMAN	1.00	975.00	975.00
	Conference call with Erens, Bennett, Orr and Buckfire (Miller Buckfire) regarding Loan Board approval (.60); follow-up calls with Erens, Bennett and Orr regarding same (.40).			
09/27/13	B S BENNETT	0.40	1,000.00	400.00
	Analysis of and respond to memorandum from ██████████ regarding financing matters (.20); telephone conference with ██████████ regarding financing matters (.20).			
09/27/13	B B ERENS	0.60	850.00	510.00
	Conferences with Hall regarding financing process and logistics regarding commitment letters (.30); telephone call with counsel for prospective lender regarding commitment letter submission (.30).			
09/27/13	D A HALL	0.50	575.00	287.50
	Meeting with Erens regarding steps forward on financing project.			
09/27/13	D A HALL	0.90	575.00	517.50
	Call with counsel for potential lender regarding legal diligence question (.20); coordinate Jones Day coverage for diligence call with potential lender (.10); call with Erens regarding financing term sheets, status of process and steps forward (.10); call with Moss regarding emergency manager orders, process for approval of emergency manager orders and drafting process (.50).			
09/27/13	L E NELSON	0.60	575.00	345.00
	Communicate with Hall regarding Orr affidavit (.10); revise same to incorporate additional information (.50).			
09/29/13	B B ERENS	0.70	850.00	595.00
	Review Miller Canfield memorandum regarding ██████████ (██████████) (.50); telephone call with counsel to prospective lender (.20).			
09/30/13	B B ERENS	3.80	850.00	3,230.00
	Conference with Hall regarding status of all financing issues and projects (.50); telephone call with counsel for prospective lender regarding commitment deadline (.30); telephone call with Doak (Miller Buckfire) regarding status of proposals (.20); review commitment letter proposals from lenders (2.80).			
09/30/13	R J GRAVES	3.50	850.00	2,975.00
	Review and analyze postpetition financing proposals.			
09/30/13	D A HALL	4.50	575.00	2,587.50
	Meeting with Erens regarding financing status (.50); review analysis of reinvestment initiatives in connection with financing proposals (.50); review and prepare comment and notes regarding draft financing term sheets and commitment letters (3.50).			
09/30/13	L E NELSON	2.40	575.00	1,380.00
	Revise Orr affidavit in support of postpetition financing (2.20); communicate with Hall and Kushiner (Conway MacKenzie) with respect to reinvestment initiatives (.20).			

JONES DAY

258183-609024

Postpetition/Exit Financing

Page 11
November 8, 2013
Invoice: 32634233

TOTAL

229.70

USD

168,837.50

IN ACCOUNT WITH
JONES DAY
Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609028

Invoice: 32634235

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Eligibility Issues and Litigation

USD 1,458,100.00

TOTAL

USD 1,458,100.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609028/32634235 IN YOUR PAYMENT

JONES DAY

258183-609028

Page 2
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	13.20	1,000.00	13,200.00
B S BENNETT	56.40	1,000.00	56,400.00
T F CULLEN JR	35.10	950.00	33,345.00
B W EASLEY	4.80	725.00	3,480.00
B B ERENS	11.20	850.00	9,520.00
B R HEIFETZ	36.70	775.00	28,442.50
D G HEIMAN	8.20	975.00	7,995.00
G S IRWIN	137.10	725.00	99,397.50
H LENNOX	35.10	900.00	31,590.00
E MILLER	79.40	900.00	71,460.00
G M SHUMAKER	79.30	825.00	65,422.50
G S STEWART	18.30	875.00	16,012.50
OF COUNSEL			
M L HALE	192.10	650.00	124,865.00
COUNSEL			
K B BYRD	42.20	575.00	24,265.00
ASSOCIATE			
U C AMADI	94.90	325.00	30,842.50
S F AMIR	133.80	325.00	43,485.00
D S BIRNBAUM	12.30	575.00	7,072.50
S T BOYCE	180.10	575.00	103,557.50
L M BUONOME	9.30	575.00	5,347.50
D D DEVOUGAS	70.00	400.00	28,000.00
A J DICK	38.90	475.00	18,477.50
C J DIPOMPEO	40.10	475.00	19,047.50
M F EATON	173.60	575.00	99,820.00
M E GREENFIELD	26.50	525.00	13,912.50
A M HEALEY	87.60	375.00	32,850.00
J JOHNSON	8.60	475.00	4,085.00
K M KOLLMEYER	51.80	375.00	19,425.00
I R LANGE	68.20	300.00	20,460.00
D J MERRETT	61.00	525.00	32,025.00
D T MOSS	101.70	600.00	61,020.00
L E NELSON	6.20	575.00	3,565.00
R D NEWMAN	23.80	575.00	13,685.00
B ROSENBLUM	4.80	725.00	3,480.00
J H ROTH	82.20	350.00	28,770.00
J L SEIDMAN	15.00	400.00	6,000.00
T A WILSON	120.10	600.00	72,060.00
S C WOO	51.70	375.00	19,387.50
O S ZELTNER	72.00	300.00	21,600.00
SR STAFF ATTY			
W A AESCHLIMANN	87.30	375.00	32,737.50
P L HUBBARD	79.80	425.00	33,915.00
PARALEGAL			
J E CALLAWAY	145.20	250.00	36,300.00
D M HIRTZEL	13.10	275.00	3,602.50
M B STONE	7.50	275.00	2,062.50
B J YAKOVICH	14.70	225.00	3,307.50
LEGAL SUPPORT			
T J DUHIG	52.50	275.00	14,437.50

JONES DAY

258183-609028

Page 3
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

LEGAL SUPPORT			
J D GATCHALLAN	4.50	150.00	675.00
B T LEATHERMAN	31.00	200.00	6,200.00
PROJECT ASST			
M R DEVANEY	19.50	175.00	3,412.50
J C DUKE	5.10	175.00	892.50
G SHIPLEY	6.50	175.00	1,137.50
OTHER			
J A EGERTON-VERNON	45.00	525.00	23,625.00
TOTAL	2,795.00	USD	1,455,675.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Eligibility Issues and Litigation included the following:

- (1) Reviewed and analyzed over 100 objections to the City's eligibility to be a chapter 9 debtor, including voluminous supporting materials and declarations, and prepared and finalized comprehensive summaries of all such objections, which were attached as exhibits to the City's omnibus reply to all objections to eligibility;
- (2) Finalized and filed a comprehensive omnibus reply to all objections to eligibility, and conducted supporting research, in a collaborative effort among lawyers with expertise in bankruptcy, labor, benefits, litigation and Constitutional issues;
- (3) Analyzed and prepared responses to (a) the motion filed by the Official Committee of Retirees (the "Retiree Committee") to withdraw the reference of the constitutional issues raised in the eligibility proceedings from the bankruptcy court to the district court (the "Withdrawal Motion"), (b) the Retiree Committee's motion to stay all eligibility proceedings pending the resolution of the Withdrawal Motion (the "Stay Motion") and (c) the Retiree Committee's objection to the City's eligibility to be a chapter 9 debtor, and conducted supporting research for each response;
- (4) Prepared for and participated in hearings relating to eligibility, including (a) a hearing on September 10, 2013 to address procedural issues for the eligibility litigation and a motion to quash and (b) a hearing September 19, 2013 with respect to the Stay Motion and the American Federation of State, County and Municipal Employees' motion to compel certain testimony;
- (5) Engaged in extensive and expedited discovery in connection with the determination of the City's eligibility to be a chapter 9 debtor, including by (a) analyzing voluminous discovery requests from numerous objecting parties (totaling 117 document requests, 154 interrogatories and 48 requests for admission); (b) reviewing hundreds of thousands of pages of potentially responsive documents for relevance and privilege (ultimately comprised of over 570,000 documents reviewed); (c) preparing and maintaining a privilege log; (d) evaluating objections to certain discovery requests and drafting discovery responses; (e) coordinating (on a daily basis) the efforts of various contractors retained to assist in discovery activities; (f) coordinated the collection of discovery materials from the City and its other advisors for productions made on September 13, 2013 and September 27, 2013; (g) preparing offensive discovery requests on behalf of

JONES DAY

258183-609028

Page 4

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

the City; and (h) preparing to conduct or defend multiple depositions in a compressed timeframe (ultimately totaling 39 depositions); and

- (6) Engaged in initial preparations for the eligibility trial, including the preparation of a trial plan, identification of evidence, creation of argument outlines and the development of trial exhibits.

JONES DAY

258183-609028

Page 5
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	S F AMIR Communicate with Byrd and Hale regarding data room and status of document collection (.20); communicate with Leatherman about status of document collection for named custodians (.10).	0.30	325.00	97.50
09/01/13	S T BOYCE Draft/revise document review procedures and protocols (2.20); draft/revise objections and responses to discovery requests (.80).	3.00	575.00	1,725.00
09/01/13	K B BYRD Communicate with Hale, Irwin, Kollmeyer, Amadi, Lennox, Roth, Leatherman, Miller, Boyce regarding collection of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production of documents regarding eligibility (2.50); communicate with Miller Buckfire regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility (.40).	2.90	575.00	1,667.50
09/01/13	T F CULLEN JR Review and comment on draft eligibility reply.	2.30	950.00	2,185.00
09/01/13	T J DUHIG Review communications regarding collection taking place by XACT Data in Detroit (.30); communicate with AlphaLit regarding status of first batch of data being loaded to review tool (.70).	1.00	275.00	275.00
09/01/13	M F EATON Review/analyze background and factual materials to draft responses to interrogatories posed by objectors to eligibility of City to proceed under Chapter 9.	2.20	575.00	1,265.00
09/01/13	G S IRWIN Review and comment on memoranda from Boyce regarding document review protocols, contract lawyer guidance, issue spotting, and related matters (1.70); communicate with Levine (Lowenstein Sandler) regarding follow-up discovery tasks (.50).	2.20	725.00	1,595.00
09/01/13	J JOHNSON Draft and revise home rule section of eligibility brief pursuant to Heifetz comments.	1.50	475.00	712.50
09/01/13	B T LEATHERMAN Communicate with Xact regarding City of Detroit collection (.40); coordinate data transfer to AlphaLit for processing (.70) and communicate with Gatchalian regarding same (.30); communicate with Boyce, Hale, and Duhig regarding data collection, processing (.50); communicate with Byrd regarding advisor data collection strategies (.60).	2.50	200.00	500.00
09/02/13	S F AMIR Communicate with Boyce regarding case background and approach to review for document production.	0.20	325.00	65.00
09/02/13	B S BENNETT Review and revise eligibility brief.	4.00	1,000.00	4,000.00
09/02/13	S T BOYCE Draft/revise document review procedures and protocols (3.00); coordinate document review set-up (1.70); participate in discovery conference call with review vendors (.60).	5.30	575.00	3,047.50
09/02/13	K B BYRD Teleconference with Miller Buckfire regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility (.70); communicate with Irwin, Lennox, Leatherman, Kollmeyer, Griffin, Miller regarding collection of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production of documents regarding eligibility (1.20); communicate with Ernst & Young regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility (.20).	2.10	575.00	1,207.50

JONES DAY

258183-609028

Page 6
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/02/13	T F CULLEN JR Review and comment on reply brief in support of eligibility.	2.80	950.00	2,660.00
09/02/13	A J DICK Communicate with Miller regarding comments on eligibility brief.	0.90	475.00	427.50
09/02/13	T J DUHIG Review e-mails regarding collection taking place by XACT Data in Detroit (.20); participate in status update with Boyce and Hale (.50).	0.70	275.00	192.50
09/02/13	B W EASLEY Review correspondence from Lennox regarding responses to eligibility interrogatories pertaining to meetings with labor unions representing City of Detroit employees.	0.20	725.00	145.00
09/02/13	M F EATON Draft/revise responses to interrogatories from eligibility objectors.	8.90	575.00	5,117.50
09/02/13	B R HEIFETZ Review and analyze draft brief in support of eligibility.	1.80	775.00	1,395.00
09/02/13	G S IRWIN Analyze Rule 30(b)(6) deposition issues (.30); discuss same with Levine (Lowenstein Sandler) (.60); prepare for (.20) and participate in (1.20) call regarding document collection from advisors with Byrd, Lennox, Leatherman, Kollmeyer, Griffin, Miller; communicate with Cecotti (Cohen Weiss) regarding depositions (.40); assist with document collection (1.20).	3.90	725.00	2,827.50
09/02/13	K M KOLLMEYER Communicate with Boyce regarding scheduling document review.	0.20	375.00	75.00
09/02/13	B T LEATHERMAN Coordinate additional items for internal Jones Day data collection and City of Detroit collection (1.00); prepare for and attend conference call with Boyce, Hale, and Duhig regarding review and production logistics (1.30); communicate with Xact and AlphaLit regarding same (1.00).	3.30	200.00	660.00
09/02/13	H LENNOX Communicate with Doak (Miller Buckfire), Neu, Irwin, Byrd regarding eligibility discovery (.50); communicate with Irwin, Byrd regarding other such discovery (.40).	0.90	900.00	810.00
09/02/13	E MILLER Review and edit eligibility brief (2.00); communicate with Heiman regarding same (.80).	2.80	900.00	2,520.00
09/02/13	J H ROTH Communicate with Boyce regarding scheduling document review.	0.30	350.00	105.00
09/02/13	G M SHUMAKER Communicate with Irwin, Lennox and Bennett regarding Mayor Bing deposition and other eligibility-related discovery issues.	0.40	825.00	330.00
09/02/13	T A WILSON Review suggested edits to eligibility brief (.20); review and revise summary of non-individual objections (.80); review and revise chart of individual objections (3.10).	4.10	600.00	2,460.00
09/03/13	S F AMIR Communicate with Boyce regarding review protocol, case background (.40); communicate with Boyce regarding requested information regarding review experience (.20); evaluate documents in discovery binder in preparation of review (1.10).	1.70	325.00	552.50
09/03/13	B S BENNETT Various communications with Lennox (.30), Wilson (.20), Heifetz (.10), Heifetz and LAG attorneys (1.00) regarding eligibility reply brief; review and analyze comments from Lennox (.40) and Miller (.30) on eligibility reply.	2.30	1,000.00	2,300.00

JONES DAY

258183-609028

Page 7
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	B S BENNETT Analysis of memorandum regarding privilege review (.10); prepare memorandum to working group regarding parameters of privilege review (.30).	0.40	1,000.00	400.00
09/03/13	D S BIRNBAUM Review pending interrogatories pertaining to labor and employment matters in connection with eligibility issues (.50); communicate with Eaton regarding same (.30); communicate with Satchel (City) and Eaton regarding strategy for responding to interrogatories regarding pre-petition meetings with uniform unions (.30).	1.10	575.00	632.50
09/03/13	S T BOYCE Draft/revise document review procedures and protocols (2.30); coordinate document review set-up (5.00); and participate in discovery conference call with review vendors regarding document review set-up and status (1.00).	8.30	575.00	4,772.50
09/03/13	K B BYRD Communicate with advisor Miller Canfield regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility and deposition dates for Moore (Conway MacKenzie) (.40); communicate with Ernst & Young regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility (.30); communicate with counsel for Ernst & Young regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility (1.30); communicate with Irwin, Boyce regarding collection of documents from advisors Miller Buckfire and Ernst & Young in connection with objectors' requests for production of documents regarding eligibility (.40); communicate with Irwin regarding advisor deposition dates (.60); communicate with Miller Buckfire regarding collection of documents in connection with objectors' requests for production of documents regarding eligibility and deposition dates (.40).	3.40	575.00	1,955.00
09/03/13	T F CULLEN JR Review and comment on reply brief regarding eligibility.	2.40	950.00	2,280.00
09/03/13	A J DICK Revise eligibility brief pursuant Bennett comments.	9.60	475.00	4,560.00
09/03/13	C J DIPOMPEO Communicate with Moss regarding Eligibility Motion litigation schedules.	0.30	475.00	142.50
09/03/13	C J DIPOMPEO Revise brief in reply to objections regarding eligibility (2.70); communicate with Heifetz, Bennett, Dick, and Newman regarding same (1.40).	4.10	475.00	1,947.50
09/03/13	T J DUHIG Communicate with Boyce and Hale regarding collection taking place by XACT Data in Detroit (.80); communicate with Boyce regarding logistics of upcoming document review (.50); discuss document counts in database for upcoming review (.30); review updated media tracking log from AlphaLit (.50); discuss review locations and logistics with Black Letter Discovery (.50); discuss collection status with Hale (.20).	2.80	275.00	770.00
09/03/13	M F EATON Draft/revise responses to interrogatories from objectors to eligibility.	10.00	575.00	5,750.00
09/03/13	M L HALE Communicate with City of Detroit custodians regarding documents (7.00); communicate with Stewart regarding privilege issue (.10); communicate with Leatherman regarding production issues (.30).	7.40	650.00	4,810.00
09/03/13	A M HEALEY Communicate with Boyce regarding document production issues.	0.50	375.00	187.50

JONES DAY

258183-609028

Page 8
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	B R HEIFETZ	8.50	775.00	6,587.50
	Review/revise brief in support of eligibility (3.50); review Miller comments on brief in support of eligibility (.70); communicate with Dick regarding same (.80); communicate with Dick regarding pension section of brief in support of eligibility (1.50); review Dick's suggested revisions regarding same (.70); review/revise brief in support of eligibility pursuant to Bennett comments (1.30).			
09/03/13	G S IRWIN	3.80	725.00	2,755.00
	Review motion for protective order from state of Michigan (.50); conference calls with Ernst & Young and Latham & Watkins regarding subpoena issues (1.80); evaluate privilege issues in document production (1.30) and discuss with Moss (.20).			
09/03/13	K M KOLLMEYER	0.70	375.00	262.50
	Communicate with Amadi, Amir, Boyce, Hale, Healey, Roth, and Lange regarding document review (.40); communicate with Roth and Boyce regarding document review (.30).			
09/03/13	B T LEATHERMAN	4.70	200.00	940.00
	Coordinate additional data collection, processing and review logistics (2.50); communicate with Boyce, Hale, Duhig, Gatchalian, AlphaLit, Black Letter and Xact regarding same (2.20).			
09/03/13	H LENNOX	3.10	900.00	2,790.00
	Review and revise eligibility reply brief (2.30); communications with Irwin, Byrd regarding discovery issues related to eligibility (.80).			
09/03/13	D T MOSS	5.60	600.00	3,360.00
	Communicate with Irwin and Shumaker regarding deposition schedule, privilege issues and eligibility litigation strategy (1.30); communicate with Orr (City) regarding eligibility deposition and scheduling items (.50); communicate with Cullen regarding eligibility trial preparation and strategy (.60); communicate with Boyce regarding document review logistics, privilege issues, witness prep binders and other related issues (.80); communicate with Eaton regarding various creditor / stakeholder meetings and issues related thereto for interrogatory response (.60); communicate with Duhig regarding prior Jones Day production and incorporation into new document review (.30); communicate with DiPompeo regarding work for next month and to prepare Cullen and Shumaker (1.50).			
09/03/13	R D NEWMAN	8.50	575.00	4,887.50
	Research and review case law pertaining to [REDACTED] (1.50); communicate with Heifetz, DiPompeo, Dick and Bennett regarding revisions to eligibility brief (.70); revise assigned sections of eligibility brief (6.30).			
09/03/13	J H ROTH	0.80	350.00	280.00
	Communicate with Amadi, Amir, Boyce, Hale, Healey, Kollmeyer and Lange regarding document review strategy (.40); confer with Bennett and Riel regarding data collection (.20) and review/revise data collection spreadsheet (.20).			
09/03/13	G M SHUMAKER	5.00	825.00	4,125.00
	Communicate with Irwin regarding latest developments on discovery in connection with eligibility and next steps (3.00); review/analyze draft opposition to eligibility objections (2.00).			
09/03/13	G M SHUMAKER	0.40	825.00	330.00
	Communicate with Moss, Lennox, Bennett, Irwin and Ball regarding privilege documents calls in eligibility discovery.			
09/03/13	G S STEWART	0.40	875.00	350.00
	Communicate with Hale regarding document production (.20); communicate with Eaton regarding interrogatories (.10); communicate with Greenfield regarding privilege question (.10).			
09/03/13	G S STEWART	0.10	875.00	87.50
	Communicate with Cullen regarding drafting of eligibility brief.			

JONES DAY

258183-609028

Page 9

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	T A WILSON	5.30	600.00	3,180.00
	Review and revise document production overview for contract attorneys (.40); communicate with Boyce regarding same (.10); communicate with Zeltner regarding revisions to non-individual and individual objection summaries (.40); review edits to reply brief in support of eligibility (.40); revise reply brief in support of eligibility (3.80); communicate with Bennett regarding same (.20).			
09/03/13	S C WOO	2.50	375.00	937.50
	Compile information in response to interrogatories for eligibility litigation (2.00); correspondence with Eaton regarding interrogatories (.50).			
09/03/13	B J YAKOVICH	2.90	225.00	652.50
	Conference with Zeltner regarding request for objections to chapter 9 filed in standard objection form (.10); review exhibit to reply identifying objections filed in standard form and prepare objections for Zeltner's review (.60); communication with Wilson regarding preparation of table of contents and table of authorities for consolidated reply to eligibility objections (.20); draft and revise same (2.00).			
09/03/13	O S ZELTNER	7.70	300.00	2,310.00
	Revisions to Exhibits A and B to eligibility reply regarding summaries of objections filed and City's replies thereto.			
09/04/13	U C AMADI	8.50	325.00	2,762.50
	Review background materials, including memoranda regarding significant issues, privilege, and review protocol and procedures, multiple objections of creditors to bankruptcy filing, declaration of Orr (City), multiple requests for production of documents and interrogatories, and glossary of acronyms and terms (2.60); prepare for and attend Blackletter Review Team training with Amir, Boyce, Healey, Roth, Lange and Hale (.80); appear on-site at review center to answer questions regarding first-level review (5.10).			
09/04/13	S F AMIR	5.00	325.00	1,625.00
	Review/analyze background and factual materials in preparation for document review (4.70); communicate with Hale regarding case background and coding protocol (.30).			
09/04/13	B S BENNETT	2.20	1,000.00	2,200.00
	Analysis of and respond to memoranda from Lennox regarding analysis of pre-petition state distribution aid (.30); telephone conference with Wilson regarding revisions to eligibility reply brief (.10); analysis of memoranda from Wilson regarding revisions to eligibility brief (.10); telephone conference with Heiman regarding ██████████ proposed revisions to eligibility reply brief (.90); analysis of memorandum from Johnston regarding state law eligibility issues and prepare response (.20); analysis of revised sections of eligibility brief dealing with constitutional issues (.60).			
09/04/13	D S BIRNBAUM	0.80	575.00	460.00
	Collect information in response to pending discovery requests pertaining to union issues.			
09/04/13	S T BOYCE	9.70	575.00	5,577.50
	Review/analyze and coordinate review of documents for responsiveness and privilege (9.20); participate in discovery conference call with review vendors regarding document review set-up and status (.50).			
09/04/13	K B BYRD	3.50	575.00	2,012.50
	Communicate with Lennox, Shumaker regarding AFSCME discovery request (.20); communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding planning, setup, and training for review, for responsiveness and privilege, of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.60); communicate with Miller Canfield and Conway MacKenzie regarding collection of documents in connection with objectors' requests for production regarding eligibility and deposition dates (1.40); communicate with Irwin, Hale, Boyce, Leatherman regarding collection and review of documents in connection with objectors' requests for production regarding eligibility and deposition dates (1.30).			
09/04/13	J E CALLAWAY	4.00	250.00	1,000.00
	Collect additional hardcopy documents from selected custodians of City of Detroit (3.00); prepare same for pre-production processing (1.00).			

JONES DAY

258183-609028

Page 10
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/04/13	T F CULLEN JR Review and comment on reply brief regarding eligibility.	2.00	950.00	1,900.00
09/04/13	D D DEVOUGAS Communicate with Boyce regarding potential motion for protective order for Mayor Bing (.40); perform research regarding "discovery of relevant evidence" in Sixth Circuit (5.20) and draft motion for protective order for Mayor Bing (3.40).	9.00	400.00	3,600.00
09/04/13	A J DICK Review/analyze eligibility brief to address Bennett markup.	3.50	475.00	1,662.50
09/04/13	C J DIPOMPEO Revise section of eligibility reply brief on Stern v. Marshall.	1.90	475.00	902.50
09/04/13	T J DUHIG Contact Purcell to discuss new documents for loading to database (.50); discuss batching requirements with AlphaLit for project (.30); review and send AlphaLit project tiffing instructions for upcoming production (.70); review status e-mail form XACT listing remaining collections (.50); review Black Letter Discovery daily report (.20); discuss with Boyce (.30).	2.50	275.00	687.50
09/04/13	J C DUKE Compile necessary research and exhibits for deposition preparation for eligibility.	2.00	175.00	350.00
09/04/13	B W EASLEY Correspondence to/from Butzel Long law firm regarding production of documents in response to interrogatories and requests for production served on City of Detroit (.30); correspondence to/from Mays (City) and Gannon (Conway MacKenzie) regarding production of documents by Butzel Long law firm (.20); correspondence to/from Irwin and Miller regarding depositions to Moore (Conway MacKenzie) and Satchel (City) (.20).	0.70	725.00	507.50
09/04/13	M FEATON Draft/revise responses to Interrogatories propounded by eligibility objectors.	6.70	575.00	3,852.50
09/04/13	M E GREENFIELD Research attorney-client privilege issues for document production.	2.00	525.00	1,050.00
09/04/13	M L HALE Communicate with Zamecnik (Black Letter Discovery) regarding review (.10); review binder of materials for contract attorneys to prepare for conference call with contract attorneys (2.50); communicate with Leatherman regarding contract attorney form (.10); communicate with Boyce and Wilcox (Black Letter Discovery) regarding training (.20); communicate with Callaway regarding responsive documents (.20); communicate with Boyce regarding responsive documents, work flow (.10); communicate with contract attorneys regarding review standards and questions (.60); communicate with Leatherman regarding vendor contract issue (.10); communicate with Duhig regarding pension trustee issue (.20); communicate with City of Detroit regarding custodian regarding issue on e-mails (.10); communicate with Callaway regarding responsive documents (.50); communicate with Leatherman regarding priority custodians (.10); communicate with Roberson regarding responsive documents (.20); communicate with custodian regarding password (.10); attend edirect training (.40); communicate with Polos (Xact Data) regarding custodian (.10); review potentially responsive documents (4.10); communicate with Leatherman and Reizen (Xact Data) regarding groupwise e-mail issue (.20); respond to questions from contract attorneys (.20).	10.10	650.00	6,565.00
09/04/13	B R HEIFETZ Review/revise brief in support of eligibility (2.50); communicate with Johnson regarding brief in support of eligibility regarding PA 436 (1.30); review/revise pensions clause sections regarding brief in support of eligibility (1.70).	5.50	775.00	4,262.50
09/04/13	D G HEIMAN Review first draft of reply brief to objections to eligibility motion (1.50); conference with Bennett regarding comments to same (1.00).	2.50	975.00	2,437.50

JONES DAY

258183-609028

Page 11
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/04/13	G S IRWIN Review and analyze data room issues and due diligence uploads (1.50); review legal research on privilege (1.20) and discussion with Greenfield and others regarding same (1.60).	4.30	725.00	3,117.50
09/04/13	J JOHNSON Correspond with Heifetz about revisions to home rule section of eligibility brief (.30); research Michigan home rule cases for home rule section of eligibility brief (.20).	0.50	475.00	237.50
09/04/13	I R LANGE Participate in document review team training call with Amir, Boyce, Healey, Roth, Amadi and Hale regarding scope and goals of review and use of review tool (.60); respond to questions from contract attorneys regarding proper tagging and coding of documents and develop on-site guidance for recurring questions (5.20); review revised guidance memoranda on privilege and work product calls (.50).	6.30	300.00	1,890.00
09/04/13	H LENNOX Communications with Wilson [REDACTED]	0.40	900.00	360.00
09/04/13	E MILLER Communicate with Shumaker on AFSCME eligibility discovery (.30); review and analyze discovery order (.50).	0.80	900.00	720.00
09/04/13	D T MOSS Communicate with Orr (City) regarding scheduling depositions and other eligibility trial logistics (.10); communicate with Irwin regarding deposition schedule and next steps (.30); communicate with Boyce and Greenfield regarding potentially privileged documents and significant document coding for reviewers (.20).	0.60	600.00	360.00
09/04/13	R D NEWMAN Draft and revise eligibility brief.	1.50	575.00	862.50
09/04/13	J L SEIDMAN Draft and revise Exhibits A and B to consolidated reply to eligibility objections, including drafting summaries of City's responses to various arguments made by objectors.	4.40	400.00	1,760.00
09/04/13	G M SHUMAKER Communicate with Lennox, Miller, and Irwin regarding multiple discovery issues in connection with Eligibility Motion.	1.50	825.00	1,237.50
09/04/13	T A WILSON Revise reply in support of eligibility (5.30); communicate with Bennett, Lennox, Zeltner regarding same (1.00); communicate with Lennox, Zeltner regarding affidavits (.20); communicate with Easley, Birnbaum, Woo regarding ability of retiree associations to bargain on behalf of retirees (.30); communicate with Yakovich regarding tables of contents/authorities (.30); communicate with Seidman regarding exhibits summarizing objections (.40); research regarding interlocutory nature of order regarding eligibility (.70); communicate with Lennox regarding same (.30); communicate with Bennett regarding status of chapter 9 authorization under Michigan law at time of constitutional convention (.30).	8.80	600.00	5,280.00
09/04/13	S C WOO Compile responses to interrogatories regarding eligibility as chapter 9 debtor (1.50); correspondence with City representatives requesting assistance with same (1.00).	2.50	375.00	937.50
09/04/13	B J YAKOVICH Draft table of contents and table of authorities in consolidated eligibility reply (2.50); communication with Wilson regarding same (.20).	2.70	225.00	607.50
09/04/13	O S ZELTNER Research and draft various citations, parentheticals and statistics for eligibility reply (4.20); review various submitted objections regarding same (.50).	4.70	300.00	1,410.00

JONES DAY

258183-609028

Page 12

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	U C AMADI	7.60	325.00	2,470.00
	Appear on-site at review center to answer review questions from contract reviewers (5.10); review and analyze documents for Second Level evaluation of privilege and responsiveness (1.70); review multiple correspondence regarding same (.20); communicate with Boyce, Hale, Amir, Healey, Kollmeyer, Lange and Roth regarding Second Level Review protocol (.50); and review and analyze revised redaction guidelines issued by contract review team (.10).			
09/05/13	S F AMIR	9.60	325.00	3,120.00
	Review document review binder (1.40); draft second level review protocol (4.70); discuss same with Boyce and litigation support team (.60); communicate with Alpha and litigation support regarding structuring of searches (.60); review and respond to questions from Jones Day review team (1.30); answer questions of reviewers in Cleveland (1.00).			
09/05/13	B S BENNETT	5.40	1,000.00	5,400.00
	Draft memorandum to Wilson regarding chapter 9 authorization (.10); analyze memorandum regarding chapter 9 authorization during constitutional amendment process (.20); draft memorandum to Cullen regarding eligibility reply (.20); draft, review, and revise eligibility reply brief (3.20); draft memorandum to Lennox regarding response to inquiry on common interest privilege (.10); communicate with Wilson regarding eligibility brief (.20); analyze memorandum from Cullen regarding eligibility reply (.10); analyze research regarding [REDACTED] communicate with Miller Canfield, Ball regarding background [REDACTED] (.80); communicate with Lennox regarding eligibility brief (.20); analyze memorandum from Lennox regarding [REDACTED] (.10).			
09/05/13	D S BIRNBAUM	0.50	575.00	287.50
	Collect information responsive to interrogatories relating to labor issues.			
09/05/13	S T BOYCE	13.30	575.00	7,647.50
	Review/analyze and coordinate review of documents for responsiveness and privilege (12.30); participate in discovery conference call with review vendors regarding document review set-up and status (1.00).			
09/05/13	K B BYRD	7.20	575.00	4,140.00
	Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.50); communicate with advisor Miller Canfield regarding collection and review of documents in connection with objectors' requests for production regarding eligibility (2.60); communicate with Boyce, Irwin, Roth, Kollmeyer, Lennox, Leatherman regarding collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility, and deposition schedule (3.80); communicate with advisor Miller Buckfire regarding collection of documents in connection with objectors' requests for production regarding eligibility (.30).			
09/05/13	T F CULLEN JR	0.40	950.00	380.00
	Communicate with Orr (City) and Moss regarding issues related to eligibility hearing.			
09/05/13	T F CULLEN JR	1.00	950.00	950.00
	Review of progress and issues related to document review.			
09/05/13	T F CULLEN JR	0.50	950.00	475.00
	Call with litigation team regarding status of litigation and plan going forward.			
09/05/13	T F CULLEN JR	3.50	950.00	3,325.00
	Review and comment on reply brief regarding eligibility.			
09/05/13	D D DEVOUGAS	6.60	400.00	2,640.00
	Research regarding federal cases discussing "undue burden" in discovery (3.40); draft motion for protective order and to quash deposition of Mayor Bing (3.20).			

JONES DAY

258183-609028

Page 13

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	T J DUHIG	5.20	275.00	1,430.00
	Review update from XACT Data regarding collection (.50); follow up with Boyce regarding documents in database from Robert Davis litigation (1.00); discuss second review protocol with Boyce (1.00); communicate with Amir regarding second review and privilege review protocols (1.70); contact Purcell regarding coding template for second review (.50); review Black Letter Discovery daily report (.50).			
09/05/13	B W EASLEY	1.00	725.00	725.00
	Continue preparation of responses to interrogatories in connection with eligibility hearing (.40); correspondence to/from Zack (City) regarding interrogatory responses (.20); correspondence to/from Butzel Long law firm regarding production of documents in response to interrogatories and requests for production served on City of Detroit (.40);			
09/05/13	M F EATON	6.40	575.00	3,680.00
	Draft/revise written responses to interrogatories propounded by objectors to eligibility.			
09/05/13	M L HALE	7.70	650.00	5,005.00
	Meet with City of Detroit custodians regarding responsive documents and issues related to potentially responsive documents (7.10); meet with deposition witness' assistant (Detroit) regarding schedule (.20); communicate with Irwin regarding same (.20); communicate with Irwin regarding potentially responsive documents (.20).			
09/05/13	A M HEALEY	10.40	375.00	3,900.00
	Conduct privilege and quality control review of document production.			
09/05/13	D G HEIMAN	0.50	975.00	487.50
	Review and comment on reply brief to objections to eligibility motion.			
09/05/13	P L HUBBARD	1.00	425.00	425.00
	Draft privilege log coding template for privilege review in connection with objectors requests for production.			
09/05/13	P L HUBBARD	3.00	425.00	1,275.00
	Review background materials in preparation for document production in connection with objectors request for production in litigation.			
09/05/13	G S IRWIN	9.70	725.00	7,032.50
	Prepare outline for Rule 30(b)(6) depositions and witness involvement (3.80); discuss advisor document collection efforts with Byrd and Hale (.70); review draft interrogatory responses (1.20) and draft discovery responses (.90); review documents (2.10); analyze privilege questions from discovery team (1.00).			
09/05/13	J JOHNSON	0.20	475.00	95.00
	Communicate with Newman and Dick regarding [REDACTED]			
09/05/13	J JOHNSON	0.60	475.00	285.00
	Review proposed revisions to Tenth Amendment, Michigan Pensions Clause, and Michigan home rule sections of eligibility brief with Newman and Dick.			
09/05/13	K M KOLLMAYER	7.60	375.00	2,850.00
	Review and analyze documents for privilege, responsiveness, and significance and supervise and manage contract attorneys engaged in document review.			
09/05/13	I R LANGE	8.50	300.00	2,550.00
	Assist contract attorneys by answering questions regarding responsiveness, privilege and redaction calls (2.50); perform second level review for responsiveness, privilege, and relation to predetermined issues list (6.00).			

JONES DAY

258183-609028

Page 14
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	B T LEATHERMAN	3.20	200.00	640.00
	Prepare for and attend daily status call with Xact, AlphaLit, Black Letter, Boyce, Hale, Duhig, and Byrd regarding processing, review, and production items (1.20); coordinate additional data collection, processing and review items (1.00); communicate with AlphaLit regarding data processing items and specifications for City of Detroit, Jones Day, and Conway MacKenzie data collections (1.00).			
09/05/13	H LENNOX	5.10	900.00	4,590.00
	Review communications regarding standing issue (.10); review and revise eligibility reply brief (3.60); conference with [REDACTED] (.40); communications with litigation team regarding discovery issues (.50); telephone conferences with Wilson, Bennett regarding eligibility reply (.50).			
09/05/13	D J MERRETT	1.40	525.00	735.00
	Research regarding prior Michigan chapter 9 authorization law (1.20); summarize findings for Wilson (.20).			
09/05/13	E MILLER	1.50	900.00	1,350.00
	Review and revise chart on responding to AFSCME Rule 30(b)(6) deposition topics.			
09/05/13	L E NELSON	1.10	575.00	632.50
	Communicate with Eaton regarding interrogatories (.20); provide responses and information with respect to same (.90).			
09/05/13	R D NEWMAN	2.70	575.00	1,552.50
	Research regarding collateral estoppel (2.20); review and revise eligibility brief accordingly (.50).			
09/05/13	J H ROTH	8.70	350.00	3,045.00
	Review/analyze privilege and coding memoranda (.50); communicate with Amadi, Amir, Boyce, Healey, Kollmeyer, Lange, Hale, and Irwin regarding second review of documents (.40); review/analyze documents for privilege, responsiveness and significance (5.70) and supervise, manage and address questions from contract attorneys engaged in document review (2.10).			
09/05/13	J L SEIDMAN	1.20	400.00	480.00
	Research regarding collateral estoppel for consolidated reply to objections to eligibility (1.10); communicate with Wilson regarding same (.10).			
09/05/13	G M SHUMAKER	1.20	825.00	990.00
	Communicate with Irwin regarding eligibility motion, discovery issues and possible need to have August 26 Order clarified.			
09/05/13	G S STEWART	0.20	875.00	175.00
	Communicate with Cullen regarding comments on brief regarding eligibility, regarding Stern v. Marshall issues.			
09/05/13	T A WILSON	9.20	600.00	5,520.00
	Communicate with Yakovich regarding tables of authorities/contents (.40); review objections to eligibility (1.90); revise reply in support of objections to eligibility (4.50); communicate with Yakovich, Estrada (KCC) regarding service of reply brief (.30); communicate with Merrett, Bennett regarding research related to [REDACTED] (.30); various communications with Bennett, Lennox, Dick, Zeltner, Seidman, Cullen, Heiman, Orr (City) regarding revisions to eligibility reply brief (1.00); communicate with [REDACTED] (.20); communicate with Seidman regarding research related to binding effect of state trial court decisions (.30); assemble exhibits for eligibility reply brief (.30).			
09/05/13	S C WOO	2.00	375.00	750.00
	Compile responses to interrogatories regarding eligibility as chapter 9 debtor (1.50); correspondence with Eaton regarding same (.50).			

JONES DAY

258183-609028

Page 15

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/05/13	B J YAKOVICH	5.20	225.00	1,170.00
	Review and revise table of authorities for eligibility reply (.80); communication with Zeltner regarding same (.20); communication with Wilson regarding service of consolidated reply (.20); review service lists from KCC and objections identified in exhibits to consolidated reply to develop service list (1.30) and draft spreadsheet identifying additional parties for service (2.70).			
09/05/13	O S ZELTNER	6.90	300.00	2,070.00
	Shepardize and edit citations in eligibility reply (3.20); check quotations in same (1.40); draft TOC and TOA for same (2.30).			
09/06/13	W A AESCHLIMANN	2.50	375.00	937.50
	Review background information provided by Boyce in preparation for extensive review of City of Detroit documents to determine if any privileges apply.			
09/06/13	U C AMADI	10.90	325.00	3,542.50
	Answer review questions from contract reviewers on-site at review center (6.20); review and analyze documents for Second Level evaluation of privilege and responsiveness (4.30); communicate with Lange regarding same (.30); review and analyze draft decision log and make revisions to same (.10).			
09/06/13	S F AMIR	6.30	325.00	2,047.50
	Revise second level review protocol (2.00); communicate with Boyce regarding same (.40); communicate with Alpha and litigation support personnel about same (.50); communicate with Hale, Hubbard regarding use of deliberative process privilege (.50); answer questions of first level reviewers (.80); communicate with Amadi, Healy, Lange, Egerton-Vernon, Roth and Hale regarding second level review (.60); perform second level review (1.50).			
09/06/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of and respond to Dick memorandum regarding contract clauses.			
09/06/13	B S BENNETT	2.00	1,000.00	2,000.00
	Review and analyze suggested revisions to eligibility reply (.20); final revision of eligibility brief (1.20); communicate with Shumaker regarding September 10 hearing (.10); review and analyze union objection to scheduling order and motion to compel (.50).			
09/06/13	D S BIRNBAUM	1.30	575.00	747.50
	Communicate with Brown (Butzel Long) and Schwartz (Butzel Long) regarding collection of discovery materials in Butzel Long's possession (.20); communicate with Dreisig (Butzel Long) regarding same (.10); draft correspondence to Derisig (Butzel Long) regarding same (.30); communicate with Mays (City) regarding requests for documents from Butzel Long (.20); coordinate collection of labor and employment documents responsive to discovery requests (.30); communicate with Eaton regarding same (.20).			
09/06/13	S T BOYCE	6.60	575.00	3,795.00
	Review/analyze documents for responsiveness and privilege (1.70) and coordinate review by team of other materials (3.90); participate in discovery conference call with review vendors regarding document review set-up and status (1.00).			
09/06/13	K B BYRD	3.30	575.00	1,897.50
	Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (1.10); communicate with Irwin, Nelson, Leatherman, Boyce, Hale regarding same and deposition schedule (.50); communicate with Miller Canfield regarding collection of documents in connection with objectors' requests for production regarding eligibility (.90); communicate with Miller Buckfire regarding collection of documents in connection with objectors' requests for production regarding eligibility (.70); communicate with Conway MacKenzie regarding collection of documents in connection with objectors' requests for production regarding eligibility (.10).			
09/06/13	J E CALLAWAY	12.50	250.00	3,125.00
	Review electronic files of selected custodians for deletion of irrelevant material.			

JONES DAY

258183-609028

Page 16
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/06/13	D D DEVOUGAS Research regarding [REDACTED] (6.70); draft motion for protective order and to quash deposition for Mayor Bing (2.00).	8.70	400.00	3,480.00
09/06/13	A J DICK Review/analyze Bennett comments on eligibility brief.	3.60	475.00	1,710.00
09/06/13	T J DUHIG Review update from XACT Data regarding collection (.50); review Black Letter Discovery review status report (.50); review second level review e-mail from Amir discussing revised protocol (.30); discuss document batching with Purcell from AlphaLit (.30).	1.60	275.00	440.00
09/06/13	B W EASLEY Review correspondence to/from Butzel Long law firm regarding production of documents in response to interrogatories and requests for production served on City of Detroit for eligibility litigation (.40); correspondence to/from attorneys for public safety unions regarding discovery pertaining to active health care restructuring plan (.20); review correspondence from Mays (City) regarding discovery issues (.30); telephone conferences with Irwin, Eaton and Birnbaum regarding discovery issues (.40).	1.30	725.00	942.50
09/06/13	M F EATON Draft/revise responses to interrogatories from objectors regarding eligibility.	3.60	575.00	2,070.00
09/06/13	M L HALE Review potentially responsive documents for production (6.20) and address contract attorney questions regarding same with Hubbard and Amir (3.40); communicate with employees of Xact Data, AlphaLit, Black Letter, and Leatherman, Byrd, and Duhig regarding status of collection, processing and review (1.00)	10.60	650.00	6,890.00
09/06/13	A M HEALEY Conduct quality control review of documents collected for production.	11.10	375.00	4,162.50
09/06/13	D G HEIMAN Review and analyze revised reply brief to objections to eligibility motion.	1.50	975.00	1,462.50
09/06/13	P L HUBBARD Review and code documents for privilege in connection with discovery in Eligibility litigation.	9.00	425.00	3,825.00
09/06/13	G S IRWIN Prepare list of Rule 30(b)(6) topics (1.20); evaluate discovery requests to Ernst & Young and Conway MacKenzie (2.00); discuss privilege issues with Heifetz and Greenfield (.50); review and analyze objections to Aug 26 order regarding eligibility bifurcation of issues (.40); review potential common interest documents (1.10).	5.20	725.00	3,770.00
09/06/13	J JOHNSON Research additional citations for home rule and anti-delegation sections of eligibility brief.	0.10	475.00	47.50
09/06/13	K M KOLLMAYER Review and analyze documents for privilege, responsiveness, and significance (6.80) and supervise and manage contract attorneys engaged in document review (1.90).	8.70	375.00	3,262.50
09/06/13	I R LANGE Perform second level review for responsiveness, privilege, and relation to issues list.	5.50	300.00	1,650.00
09/06/13	B T LEATHERMAN Prepare for (.50) and attend (1.10) daily status call with Xact, AlphaLit, Black Letter, Boyce, Hale, Duhig and Byrd regarding processing, review, and production items; coordinate additional data collection, processing, review, and production items (.60).	2.20	200.00	440.00
09/06/13	H LENNOX Multiple conferences with Irwin, Byrd, McGee, Green (Miller Canfield) regarding discovery issues (1.60); review union and other objectors' responses to 8/26 order (.70); review and revise eligibility brief (1.50); conferences with Wilson, Bennett regarding same (.40); review AG brief (.70).	4.90	900.00	4,410.00

JONES DAY

258183-609028

Page 17
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/06/13	E MILLER Communicate with Irwin on Milliman deposition strategy.	0.50	900.00	450.00
09/06/13	E MILLER Review and revise eligibility reply brief regarding pensions and health care issues (2.70); communicate with Bennett regarding same (.30).	3.00	900.00	2,700.00
09/06/13	L E NELSON Communicate with Hale regarding document production in Eligibility litigation and data room.	0.30	575.00	172.50
09/06/13	J H ROTH Review/analyze documents for privilege, responsiveness and significance (9.40); and supervise, manage and address questions from contract attorneys engaged in document review (1.90); correspondence with Hale, Amir, Boyce and Black Letter Discovery project management regarding quality control issues (.50).	11.80	350.00	4,130.00
09/06/13	J L SEIDMAN Draft, review and revise Exhibits A and B to reply to eligibility objections (summaries of all objections, arguments made therein and City's responses thereto) (4.70); conduct final review/clean read of consolidated reply to objections (2.10); prepare and provide comments to Wilson on same (1.00).	7.80	400.00	3,120.00
09/06/13	G M SHUMAKER Communicate with Irwin regarding deliberative process privilege and eligibility motion discovery (.50); review/analyze various objectors' comments on Court's August 26 order (.80); review /analyze [REDACTED] (.30); communicate with Irwin regarding possible deposition of Mayor Bing and latest developments on eligibility motion discovery front (.40); communicate with Moss regarding communication with Orr (City) on privilege issues (.20); review/analyze AFSCME motion to compel and communicate with Irwin regarding substance and appropriate response to same (1.20); communicate with Lennox, Bennett and Irwin regarding responding to Judge Rhodes' Order for hearing on AFSCME motion to compel discovery (.40).	3.80	825.00	3,135.00
09/06/13	G S STEWART Communicate with Irwin regarding topics for Mayor Bing deposition and time limitations (.10); review Malhotra (Ernst & Young) exhibits (2.50).	2.60	875.00	2,275.00
09/06/13	T A WILSON Review and revise motion to exceed page limit for reply brief (.30); review, revise and finalize reply brief in support of eligibility (4.50); various communications with Lennox, Bennett, Miller, Dick, Seidman, Zeltner, Yakovich regarding same (1.00); review and revise summaries of objections (.50); communicate with Seidman regarding same (.20); communicate with Yakovich, Estrada (KCC) regarding service of reply brief (.30); assemble exhibits to reply brief in support of eligibility (.30); attend to filing and service of reply brief (.40); prepare memo regarding as-filed reply brief to internal team (.10).	7.60	600.00	4,560.00
09/06/13	B J YAKOVICH Communications with Wilson regarding filing of debtor's consolidated reply to objections (.30); prepare electronic filing of ex parte motion to file reply in excess of page limit (.30); prepare proposed order for electronic submission (.30); prepare electronic filing of debtor's consolidated reply to objections (.40); download from PACER filed copies of consolidated reply and motion to exceed page limit and draft communication to Kurtzman Carson regarding service of same (.40); follow-up with Wilson regarding service confirmation (.10).	1.80	225.00	405.00
09/06/13	O S ZELTNER Revise table of authorities and table of contents for eligibility reply to conform with edits to reply document (1.60); Key Cite, line edit and add subsequent history to citations and edit quotations throughout (8.10); meet with Wilson regarding same (.50).	10.20	300.00	3,060.00
09/07/13	W A AESCHLIMANN Review background information provided by Boyce in preparation for extensive review of City of Detroit documents to determine if any privileges apply.	2.00	375.00	750.00

JONES DAY

258183-609028

Page 18

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/07/13	U C AMADI	10.20	325.00	3,315.00
	Answer review questions from contract reviewers on-site at review center (5.90); review and analyze documents for Second Level evaluation of privilege and responsiveness (4.10); review multiple correspondence regarding review protocol and responsiveness decisions (.20).			
09/07/13	S F AMIR	10.80	325.00	3,510.00
	Perform second level review of documents for eligibility discovery (6.00); discuss and/or answer questions of first level reviewers (2.30); discuss various privilege and responsiveness determinations with Hale, Hubbard and first level reviewers (1.40); build searches for second level review (.90); communicate same to second level review team (.20).			
09/07/13	D S BIRNBAUM	0.40	575.00	230.00
	Correspond with Butzel Long regarding coordination of document review in support of discovery responses (.20); continue coordination of responses to discovery requests (.20).			
09/07/13	S T BOYCE	11.40	575.00	6,555.00
	Review/analyze documents for responsiveness and privilege (9.20); participate in discovery conference call with review vendors regarding document review set-up and status (.50); communicate with other reviewers to coordinate and address review issues (1.70).			
09/07/13	K B BYRD	0.60	575.00	345.00
	Communicate with Leatherman regarding collection of Miller Buckfire documents in connection with objectors' requests for production regarding eligibility (.40); communicate with Hale regarding collection of Conway MacKenzie documents in connection with objectors' requests for production regarding eligibility (.20).			
09/07/13	D D DEVOUGAS	8.00	400.00	3,200.00
	Research regarding federal cases discussing "cumulative or duplicative" discovery (4.50); draft and revise motion for protective order and to quash deposition for Mayor Bing (3.50).			
09/07/13	T J DUHIG	0.60	275.00	165.00
	Review Black Letter Discovery review status report (.50); review communication regarding second level review protocol from AlphaLit (.10).			
09/07/13	B W EASLEY	0.20	725.00	145.00
	Correspondence to/from Butzel Long law firm regarding inspection and production of documents pertaining to meeting with public safety unions.			
09/07/13	J A EGERTON-VERNON	9.90	525.00	5,197.50
	Perform second level document review (7.80); assist in supervising first level document review team and answering questions from same (2.10).			
09/07/13	M L HALE	11.20	650.00	7,280.00
	Conference with Roth, Vernon, Kollmeyer, Amir, Amadi, Boyce regarding revised documents review protocols (.50); review potentially responsive documents for production (10.20) and address contract attorney questions regarding same with Hubbard and Amir (.50).			
09/07/13	A M HEALEY	9.60	375.00	3,600.00
	Conduct quality control review of documents collected for production.			
09/07/13	P L HUBBARD	8.30	425.00	3,527.50
	Review and code documents for privilege in connection with discovery in eligibility litigation (7.80); conference with Hale, Amir regarding contract attorney questions (.50).			
09/07/13	K M KOLLMAYER	8.60	375.00	3,225.00
	Review and analyze documents for privilege, responsiveness, and significance (7.80); communicate with Healey, Irwin, Lange, Egerton-Vernon, Hale, Amir, Amadi, and Boyce regarding revised document review protocols (.50); communicate with Cincinnati contract review team regarding certain privilege issues (.30).			

JONES DAY

258183-609028

Page 19
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/07/13	I R LANGE Review revised second level review protocol memorandum (.20); perform second level responsiveness, privilege and significance review (5.80).	6.00	300.00	1,800.00
09/07/13	E MILLER Draft and revise response to Rule 30(b)(6) requests (.70); review and edit interrogatory responses regarding benefits issues (1.10).	1.80	900.00	1,620.00
09/07/13	J H ROTH Review/analyze documents for privilege, responsiveness and significance (7.40); supervise, manage and address questions from contract attorneys engaged in document review (2.00); communicate with Healey, Irwin, Lange, Egerton-Vernon, Kollmeyer, Hale, Amir, Amadi, and Boyce regarding revised document review protocols (.50); communicate with Cincinnati review team regarding clarification of privilege issues (.30); investigate "significance" tag designation process (.60) and communicate with contract attorneys regarding same (.40).	11.20	350.00	3,920.00
09/07/13	S C WOO Communicate with Eaton regarding responses to eligibility interrogatories.	1.50	375.00	562.50
09/08/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts and correspondence by custodian to determine if any privileges apply (4.00); electronically code same documents (4.00); respond to inquiries by reviewers (.50); communicate with litigation team and vendors to adapt review protocol as issues arose (.50).	9.00	375.00	3,375.00
09/08/13	U C AMADI Answer review questions from contract reviewers on-site at review center (4.20); review and analyze documents for Second Level evaluation of privilege and responsiveness (5.30); review multiple correspondence regarding decision calls (.20); prepare for and participate in conference call with eligibility review team (Amir, Hale, Boyce, Kollmeyer, Roth, Lange, Egerton and Healey) (.40).	10.10	325.00	3,282.50
09/08/13	S F AMIR Perform second level review of documents (6.70); discuss and/or answer questions of first level reviewers (1.30); discuss various privilege and responsiveness determinations with Amir, Hale, Boyce, Kollmeyer, Roth, Lange, Egerton and Healey (1.40); communicate second level review requirements to second level review team (.20); conference with Boyce, Byrd, Hale, Duhig and contractors regarding review status (.40).	10.00	325.00	3,250.00
09/08/13	B S BENNETT Review and analyze transcript regarding eligibility of City of San Bernardino case.	1.00	1,000.00	1,000.00
09/08/13	B S BENNETT Review and analyze Michigan attorney general brief in support of eligibility.	0.70	1,000.00	700.00
09/08/13	D S BIRNBAUM Correspond with Boyce regarding coordination of eligibility discovery responses.	0.20	575.00	115.00
09/08/13	S T BOYCE Review/analyze documents for responsiveness and privilege (2.80); participate in discovery conference call with review vendors, Byrd, Hale, Amir, Duhig regarding document review status (.40).	3.20	575.00	1,840.00
09/08/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility.	0.40	575.00	230.00
09/08/13	T J DUHIG Prepare agenda for (.50) and participate on (.40) daily status call with AlphaLit, Black Letter Discovery and Boyce, Hale, and Amir; send summary e-mail of call notes to Jones Day team (.50).	1.40	275.00	385.00
09/08/13	M F EATON Draft/revise responses to interrogatories from objectors to eligibility.	7.00	575.00	4,025.00

JONES DAY

258183-609028

Page 20
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/08/13	J A EGERTON-VERNON Second level document review and supervising first level document review team.	8.00	525.00	4,200.00
09/08/13	M L HALE Review and code potentially privileged documents regarding 09/13/2013 eligibility litigation production deadline (9.20); communicate with vendors (Xact Data, Alpha, and Black Letter), Amir, Boyce, Byrd and Duhig regarding status of flow of work on obtaining documents from custodians (.40); communicate with Callaway regarding review of Data Room documents (.10); communicate with Irwin regarding Data Room document to redact (.10); communicate with Nelson regarding Data Room documents (.10); communicate with Leatherman regarding loading of custodian's e-mails (.10); review and draft several e-mail regarding releases for Data Room, and forward same to Alpha it (vendor) (.10); communicate with Amir, Kollmeyer, Healey, Irwin, Lange, Egerton-Vernon, Roth, Boyce, and Amadi regarding parameters of privilege to assert (.40); communications with Irwin and Boyce regarding specific privileged documents (.20); communicate with Riley (AlphaLit), Irwin and Callaway regarding documents to exclude from database (.30); communicate with Greenfield regarding privilege issue (.10); communicate with Irwin, Boyce regarding privilege issue (.10).	11.20	650.00	7,280.00
09/08/13	A M HEALEY Conduct quality control review of documents collected for production.	8.90	375.00	3,337.50
09/08/13	P L HUBBARD Review and code documents for privilege.	9.50	425.00	4,037.50
09/08/13	K M KOLLMAYER Review and analyze documents for privilege, responsiveness, and significance and supervise and manage contract attorneys engaged in document review (6.10); participate in conference call with Healey, Irwin, Lange, Egerton-Vernon, Roth, Hale, Amir, Amadi, and Boyce regarding document review (.30); confer with same regarding quality control (.70).	7.10	375.00	2,662.50
09/08/13	I R LANGE Communicate with Amir, Kollmeyer, Healey, Irwin, Egerton-Vernon, Roth Amadi, Hale and Boyce regarding updated guidance on second level review issues (.30); perform second level review of documents for relevance, privilege, and significance (5.50).	5.80	300.00	1,740.00
09/08/13	L E NELSON Research regarding standards for withdrawal of the reference (2.10); communicate with Marks and Rosenblum regarding same (.30).	2.40	575.00	1,380.00
09/08/13	L E NELSON Review and compile third party releases for production in response to document requests in litigation (.70); communicate with Hale regarding same and data room generally (.30).	1.00	575.00	575.00
09/08/13	J H ROTH Review/analyze documents for privilege, responsiveness and significance (7.80); supervise, manage and address questions from contract attorneys engaged in document review (2.60); communicate with Healey, Irwin, Lange, Egerton-Vernon, Kollmeyer, Hale, Amir, Amadi, and Boyce regarding document review progress (.30); correspondence with same regarding quality control review strategy (.40).	11.10	350.00	3,885.00
09/08/13	S C WOO Various communications with Eaton and Birnbaum regarding labor-related responses to interrogatories relating to eligibility for bankruptcy.	3.70	375.00	1,387.50
09/09/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts and correspondence by custodian to determine if any privileges apply (3.80); electronically code same documents (3.60); respond to inquiries by reviewers (.90); interact with litigation team and vendors to adapt review protocol as issues arose (1.00).	9.30	375.00	3,487.50

JONES DAY

258183-609028

Page 21
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	U C AMADI	9.90	325.00	3,217.50
	Answer review questions from contract reviewers on-site at review center (3.30); review and analyze documents for Second Level evaluation of privilege and responsiveness (5.00); revise privilege log coding (1.30); review multiple correspondence regarding review protocol and responsiveness decisions (.30).			
09/09/13	S F AMIR	7.80	325.00	2,535.00
	Perform second level review of documents (5.30); discuss and/or answer questions of first level reviewers (1.20); discuss various privilege and responsiveness determinations with Hale, Hubbard and first level reviewers (1.00); communicate second level review requirements to second level review team (.30).			
09/09/13	B S BENNETT	1.80	1,000.00	1,800.00
	Review and analyze pleadings regarding discovery from state (.80); communicate with Irwin regarding document production status (.50); review and analyze responses to order regarding eligibility hearings (.50).			
09/09/13	D S BIRNBAUM	1.10	575.00	632.50
	Communicate with Woo regarding collection of labor and employment related documents in response to eligibility discovery requests (.30); review documents provided by Willems (Miller Canfield) responsive to document requests (.40); review documents and data provided by Satchel (City) in response to document requests (.40).			
09/09/13	S T BOYCE	7.60	575.00	4,370.00
	Review/analyze documents for responsiveness and privilege (6.10); participate in discovery conference call with review vendors and internal team regarding document review and status (.70); communicate with Hale, Byrd, internal team regarding review issues (.80).			
09/09/13	K B BYRD	3.40	575.00	1,955.00
	Communicate with Hale, Boyce, Black Letter Discovery and AlphaLit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.70); communicate with Miller Canfield regarding collection of documents in connection with objectors' requests for production regarding eligibility (1.40); communicate with Miller Buckfire regarding collection of documents in connection with objectors' requests for production regarding eligibility (.50); communicate with Irwin, Hale, Leatherman, Boyce regarding collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.80).			
09/09/13	J E CALLAWAY	8.30	250.00	2,075.00
	Review electronic files of selected custodians for evaluation of relevance.			
09/09/13	T F CULLEN JR	2.00	950.00	1,900.00
	Review and analyze motion for withdrawal reference (1.00); review and analyze procedural options and constraints relating to same (1.00).			
09/09/13	D D DEVOUGAS	1.50	400.00	600.00
	Review and analyze cases cited in San Bernadino chapter 9 eligibility transcript per request of Greenfield.			
09/09/13	A J DICK	0.70	475.00	332.50
	Review/analyze Michigan State AG filing in support of eligibility.			
09/09/13	T J DUHIG	2.40	275.00	660.00
	Review Black Letter Discovery review status report (.50); prepare agenda for (.50) and participate on (.70); daily status call with AlphaLit, Black Letter Discovery and Jones Day; discuss second review batching process with AlphaLit (.50); evaluate AlphaLit searching logic for providing Quality Control on documents with coding conflicts (.20).			
09/09/13	B W EASLEY	0.30	725.00	217.50
	Review correspondence from Herman (Miller Buckfire), Miller, Eaton and Merrett regarding eligibility discovery issues in connection with pension and health care restructuring.			
09/09/13	M F EATON	9.80	575.00	5,635.00
	Draft/revise responses to interrogatories from eligibility objectors.			

JONES DAY

258183-609028

Page 22
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	J A EGERTON-VERNON	8.80	525.00	4,620.00
	Second level document review for eligibility discovery (7.20); review and supervise first level document review team (1.60).			
09/09/13	J D GATCHALIAN	0.70	150.00	105.00
	Communicate with Duhig regarding specifications for production of electronic files.			
09/09/13	M E GREENFIELD	5.80	525.00	3,045.00
	[REDACTED] call with Hale and Boyce regarding document production (.50).			
09/09/13	M L HALE	10.50	650.00	6,825.00
	Review and code potentially privileged documents regarding 09/13/2013 eligibility litigation production deadline (8.20); communicate with vendors (Xact Data, Alpha, and Black Letter) and Duhig and Leatherman regarding status of flow of work on obtaining documents from custodians, loading and batching documents for review on Alpha system, and review of documents by Black Letter and Jones Day, and issues regarding same (.80); communicate with Irwin, Boyce, Greenfield regarding privilege issues (.50); review and code document forwarded by Huff (Black Letter) for review (.10); review and code document forwarded by Healey for review (.10); communicate with Riley (Alpha) regarding sound files (.10) and meet with Aeschlimann regarding same (.10); communicate with Zamecnik (Black Letter) regarding mime documents (.10); review Black Letter decision log (.20); communicate with Irwin, Boyce, and Callaway regarding documents to redact and protective order (.20); communicate with Shin (AlphaLit) regarding documents in database (.10).			
09/09/13	A M HEALEY	10.20	375.00	3,825.00
	Conduct quality control review of documents collected for production.			
09/09/13	B R HEIFETZ	0.50	775.00	387.50
	Communicate with Lennox, Ellman regarding DOJ filing on eligibility.			
09/09/13	P L HUBBARD	9.00	425.00	3,825.00
	Review and code documents for privilege in connection with discovery in eligibility litigation.			
09/09/13	P L HUBBARD	1.00	425.00	425.00
	Conduct privilege log training for Black Letter Discovery contract attorneys in connection in discovery in eligibility litigation.			
09/09/13	G S IRWIN	7.20	725.00	5,220.00
	Evaluate document production and privilege issues (2.70); prepare for and participate in multiple conference calls with internal review team regarding same (.70); draft written discovery responses and objections (2.70); prepare outline of issues for hearing based on discovery review (1.10).			
09/09/13	K M KOLLMEYER	3.00	375.00	1,125.00
	Review and analyze documents for privilege, responsiveness, and significance regarding eligibility discovery.			
09/09/13	I R LANGE	6.70	300.00	2,010.00
	Communicate with Amir, Healey, Egerton-Vernon, Roth, Kollmeyer and Amadi regarding privilege log coding guidance (.50); review privilege log coding guideline memorandum (.50); perform privilege log coding on documents (5.70).			
09/09/13	B T LEATHERMAN	4.00	200.00	800.00
	Prepare for (.40) and attend (.70) daily status call with Hale, Boyce, Duhig, Byrd, Xact, AlphaLit, and Black Letter; provide ongoing e-discovery review and consultation regarding data collection, processing, review, and production items (1.80); communicate with Xact, AlphaLit, and Black Letter regarding same (1.10).			
09/09/13	H LENNOX	1.10	900.00	990.00
	Review and revise summary responses to discovery (.90); review discovery summary (.20).			
09/09/13	E MILLER	4.00	900.00	3,600.00
	Draft and revise interrogatory responses regarding benefits issues.			

JONES DAY

258183-609028

Page 23

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/09/13	J H ROTH Review/analyze eligibility documents for privilege, responsiveness and significance (7.20) and supervise, manage and address questions from contract attorneys engaged in document review (1.70); review/analyze documents within privilege log (1.80).	10.70	350.00	3,745.00
09/09/13	G M SHUMAKER Various communications with Irwin regarding eligibility discovery and privilege issues (1.50); review and analyze Irwin memorandum regarding same (.30).	1.80	825.00	1,485.00
09/09/13	T A WILSON Review draft responses to interrogatories (.30); review transcript of San Bernardino eligibility hearing (.30).	0.60	600.00	360.00
09/09/13	S C WOO Review documents at Butzel Long in preparation for document production and responses to interrogatories relating to eligibility for bankruptcy (5.50); draft responses to interrogatories relating to labor matters and eligibility for bankruptcy (1.50).	7.00	375.00	2,625.00
09/10/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts and correspondence by custodian to determine if any privileges apply (5.00); electronically code same documents (4.20); respond to inquiries by reviewers (.60); interact with litigation team and vendors to adapt review protocol as issues arose (.90).	10.70	375.00	4,012.50
09/10/13	U C AMADI Answer review questions from contract reviewers on-site at center (5.80); review and analyze documents for Second Level evaluation of privilege and responsiveness (1.80) and revise privilege log coding (1.10); review multiple correspondence regarding review protocol and responsiveness decisions (.30).	9.00	325.00	2,925.00
09/10/13	S F AMIR Perform second level review of documents for eligibility discovery (7.60); discuss and/or answer questions of first level reviewers (.90); discuss various privilege and responsiveness determinations with Hale, Hubbard and first level reviewers (2.30); communicate second level review regarding types of searches and reviews that need to be performed in interest of production quality control (.80).	11.60	325.00	3,770.00
09/10/13	B S BENNETT Appear at and participate in hearing on eligibility procedures and motion to quash subpoenas directed to state.	2.70	1,000.00	2,700.00
09/10/13	B S BENNETT Draft memorandum to working group regarding results of hearing.	0.50	1,000.00	500.00
09/10/13	B S BENNETT Communicate with Irwin regarding results of hearing and privilege issues in discovery.	0.20	1,000.00	200.00
09/10/13	B S BENNETT Telephone conference with Lennox regarding results of 9/10 hearing.	0.20	1,000.00	200.00
09/10/13	B S BENNETT Prepare for hearing on eligibility procedures and motion to quash subpoenas directed to state.	0.70	1,000.00	700.00
09/10/13	D S BIRNBAUM Communicate with Woo regarding collection of documents and information from Butzel Long responsive to discovery requests (.30); review information responsive to interrogatory requests (.30); communicate with Woo regarding preparation for Satchel (City) deposition (.20); communicate with Boyce, Irwin, and Lennox regarding document collection (.20).	1.00	575.00	575.00
09/10/13	S T BOYCE Review/analyze documents for responsiveness and privilege for eligibility discovery (9.40); participate in discovery conference call with review vendors regarding document review status (1.30).	10.70	575.00	6,152.50

JONES DAY

258183-609028

Page 24

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and AlphaLit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.60); communicate with Cullen, Moss regarding preparations for depositions of Orr (City), Mayor Bing (.50); communicate with Lennox, Irwin regarding comments to draft answers to objectors' interrogatories (.30); communicate with Ball, Irwin and Stewart regarding Malhotra (Ernst & Young) deposition (.60); communicate with Leatherman regarding Miller Buckfire collection of documents in connection with objectors' requests for production regarding eligibility (.20); communicate with advisor Conway MacKenzie regarding deposition preparations (1.20); communicate with Irwin, Woo, Eaton regarding preparations for depositions of Moore (Conway MacKenzie) and Satchel (City) (.70).	4.10	575.00	2,357.50
09/10/13	J E CALLAWAY Review electronic files of selected custodians for relevance review.	7.80	250.00	1,950.00
09/10/13	D D DEVOUGAS Research [REDACTED] (2.00); review documents in City's document production to objectors to identify of certain documents cited in City's interrogatory responses (6.50).	8.50	400.00	3,400.00
09/10/13	C J DIPOMPEO Communicate with Wilson regarding developing responses to motion to withdraw reference of eligibility proceeding.	0.70	475.00	332.50
09/10/13	T J DUHIG Review Black Letter Discovery review status report (.60); prepare agenda for (.60) and participate on (.60) daily status call with Alpha, Black Letter Discovery and Jones Day; discuss production of data room documents with Hale and Boyce (.50); contact Alpha to discuss production specifications (.20); discuss pending review deadline with Boyce (.20).	2.70	275.00	742.50
09/10/13	M F EATON Draft/revise responses to interrogatories from eligibility objectors.	1.40	575.00	805.00
09/10/13	J A EGERTON-VERNON Perform second level document review for eligibility discovery (9.80); supervise first level document review team (.60).	10.40	525.00	5,460.00
09/10/13	M E GREENFIELD Review documents for deliberative process privilege regarding eligibility discovery (1.80); [REDACTED]	4.80	525.00	2,520.00
09/10/13	M L HALE Communicate with Cullen, Mayor Bing, and Roberson (City) regarding Mayor Bing's deposition.	0.70	650.00	455.00
09/10/13	M L HALE Review and code potentially privileged documents regarding 09/13/2013 eligibility litigation production deadline (7.20); communicate with vendors (Xact Data, Alpha, and Black Letter) and Duhig, Byrd, Boyce and Leatherman regarding status of work on obtaining documents from custodians, loading and batching documents for review on Alpha system, and review of documents by Black Letter and Jones Day, and issues regarding same (.60); communicate with Boyce and Greenfield and AlphaLit regarding review of privileged documents (.30); communicate with Healey, Lange, Egerton-Vernon, Roth, Kollmeyer, Boyce, Amandi regarding review of privileged documents for Greenfield (.40); identify potentially privileged documents for Greenfield review (2.10); communicate with Boyce, Nelson, Callaway, and Irwin regarding new documents to add to Data Room (.10) and communicate with AlphaLit regarding same (.10); communicate with Irwin and Ball regarding Data Room (.10); communicate with Boyce regarding documents identified in interrogatory answers (.30); communicate with Callaway regarding same (.10); communicate with Boyce regarding additional material to review (.10).	11.40	650.00	7,410.00

JONES DAY

258183-609028

Page 25
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	A M HEALEY Conduct quality control review of documents collected for production.	11.00	375.00	4,125.00
09/10/13	B R HEIFETZ Evaluate issues regarding impact of Stern on withdrawal of reference (1.80); [REDACTED]	2.30	775.00	1,782.50
09/10/13	D G HEIMAN Review and analyze motion to withdraw reference.	0.50	975.00	487.50
09/10/13	D G HEIMAN Review and analyze Retiree Committee objection to eligibility.	0.50	975.00	487.50
09/10/13	P L HUBBARD Review and code documents for privilege in connection with discovery in eligibility litigation.	10.00	425.00	4,250.00
09/10/13	G S IRWIN Communicate with Bennett regarding hearing developments (.20); prepare for and participate in conference call with Woo, Eaton, Byrd, Moore (Conway MacKenzie) regarding deposition planning (.70); evaluate 30b6 topics for Moore (Conway MacKenzie) (1.60); prepare outline for Moore (Conway MacKenzie) and Satchel (City) depositions (1.10).	3.60	725.00	2,610.00
09/10/13	K M KOLLMEYER Review and analyze documents for privilege, responsiveness, and significance (10.20) communicate with contract attorneys engaged in document review regarding questions raised (.90); participate in conference call with privilege review team regarding certain privilege issues (.20).	11.30	375.00	4,237.50
09/10/13	I R LANGE Perform review of documents tagged for deliberative process privilege (2.60); review and perform privilege log coding on documents identified as privileged (5.70).	8.30	300.00	2,490.00
09/10/13	B T LEATHERMAN Prepare for and attend daily status call with Hale, Boyce, Duhig, Byrd, Xact, AlphaLit, and Black Letter (.60); perform data culling analysis on City of Detroit collections to reduce reviewable population (1.50); communicate with Boyce, Duhig, and AlphaLit regarding data processing specifications for City of Detroit custodians (1.00).	3.10	200.00	620.00
09/10/13	H LENNOX Communications with litigators regarding eligibility discovery issues and status.	0.70	900.00	630.00
09/10/13	D J MERRETT Research regarding Stern v. Marshall arguments relating to withdrawal of reference and committee request for same in eligibility litigation (2.80); communicate with Wilson regarding same (.30).	3.10	525.00	1,627.50
09/10/13	D T MOSS Communicate with Orr (City) regarding eligibility deposition preparation and 30(b)(6) topics (.60); review topics proposed and transmit outline of same to Orr (City) (.60); communicate with Cullen, Stewart and Mayor Bing regarding eligibility deposition and preparation therefor (1.00); communicate with Irwin and Boyce regarding document production issues and executive privilege concerns (.30); outline documents to pull and topics to prep Mayor Bing and Orr (City) on for eligibility (.60); communicate with Irwin regarding schedule related to eligibility preparation and depositions (.30); review Stern issues with DiPompeo and Wilson regarding motion to withdraw the reference (.20); review materials in preparation for Orr (City) deposition (.80).	4.40	600.00	2,640.00
09/10/13	J H ROTH Review/analyze documents for privilege, responsiveness and significance (4.50) supervise, manage and address questions from contract attorneys engaged in document review (3.00); review/analyze documents for privilege issues within privilege log (4.50); conference call with privilege review team regarding privilege issues (.20).	12.20	350.00	4,270.00

JONES DAY

258183-609028

Page 26
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	J L SEIDMAN Draft and revise demonstrative (power point) for hearing on legal eligibility issues (.40); communicate with Wilson regarding same (.10).	0.50	400.00	200.00
09/10/13	G M SHUMAKER Communicate with Irwin regarding deposition scheduling, document discovery and related issues (.30); communicate with Irwin, Lennox and Bennett regarding privilege issues and implications for opening depositions and document discovery (.20); communicate with Moss regarding Rule 30(b)(6) issues and Orr (City) deposition preparation (.10) and review summary outline in connection with same (.20).	0.80	825.00	660.00
09/10/13	G S STEWART Communicate with Lennox regarding enterprise funds (.10); communicate with Cullen and Moss regarding same (.50); communicate with Irwin regarding production of additional materials from Ernst & Young (.20); review letter to objectors regarding production of documents in advance of depositions (.30); communicate with Hertzberg (Pepper Hamilton), Shumaker regarding retirees' motion to withdraw reference (.20).	1.30	875.00	1,137.50
09/10/13	T A WILSON Communicate with Bennett, Seidman regarding demonstrative for eligibility hearing (.20); review transcript from San Bernardino eligibility hearing (.30); communicate with Merrett regarding response to anticipated motion from committee to withdraw reference regarding eligibility (.30); communicate with Bennett regarding response to motion to withdraw reference (.20); research regarding impact of Stern v. Marshall on determination of motion to withdraw reference (1.10); communicate with Bennett, Merrett, Dick regarding same (.30).	2.40	600.00	1,440.00
09/10/13	S C WOO Review documents at Butzel Long in preparation for document production and responses to interrogatories relating to eligibility for bankruptcy (.40); communicate with Boyce regarding same (.10); draft responses to interrogatories relating to eligibility for bankruptcy (.80).	1.30	375.00	487.50
09/10/13	S C WOO Review documents at Butzel Long in preparation for document production and responses to interrogatories relating to eligibility for bankruptcy (6.60); communicate with Boyce regarding same (.90); draft responses to interrogatories relating to eligibility for bankruptcy (1.20).	8.70	375.00	3,262.50
09/11/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (3.70); electronically code same documents (4.40); respond to inquiries by reviewers (.80).	8.90	375.00	3,337.50
09/11/13	U C AMADI Answer review questions from contract reviewers on-site at review center (5.40); review and analyze documents for Second Level evaluation of privilege and responsiveness and revise privilege log coding (3.70); review multiple correspondence regarding privilege log review protocol (.20).	9.30	325.00	3,022.50
09/11/13	S F AMIR Perform second level review of documents (7.20); discuss and/or answer questions of first level reviewers (.60); discuss various privilege and responsiveness determinations with JD review team (.50); communicate second level review requirements to second level review team (.60).	8.90	325.00	2,892.50
09/11/13	B S BENNETT Communicate with Irwin regarding eligibility discovery (.10); review and analyze retiree committee motion to withdraw reference (.60); review and analyze summary of Malhotra (Ernst & Young) deposition (.20); communicate with Wilson regarding response to anticipated stay motion (.20); communicate with Wilson regarding law on stay pending withdrawal hearing (.10).	1.20	1,000.00	1,200.00

JONES DAY

258183-609028

Page 27

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	D S BIRNBAUM	1.20	575.00	690.00
	Communicate with Eaton regarding preparation for deposition of Satchel (City) (.20); plan and prepare for deposition of Satchel (City) (.40); communicate with Woo regarding same (.20); communicate with Woo and Lennox regarding coordination of document review and collection of Butzel Long's labor files (.30); correspond with Brown (Butzel Long) regarding same (.10).			
09/11/13	S T BOYCE	14.50	575.00	8,337.50
	Review/analyze documents for responsiveness and privilege (7.50); draft/revise responses to discovery requests (6.50); and participate in discovery conference call with review vendors regarding document review status (.50).			
09/11/13	K B BYRD	1.60	575.00	920.00
	Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.80); confer with Moss, Devaney regarding preparations for Orr (City), Mayor Bing depositions (.40); communicate with Irwin, Eaton regarding draft answers to objectors' interrogatories (.20); communicate with Miller Canfield regarding collection of documents in connection with objectors' requests for production regarding eligibility (.20).			
09/11/13	J E CALLAWAY	11.50	250.00	2,875.00
	Review electronic files of selected custodians for responsiveness.			
09/11/13	T F CULLEN JR	2.80	950.00	2,660.00
	Review and analyze various objections to eligibility, including those of retiree committee.			
09/11/13	M R DEVANEY	5.00	175.00	875.00
	Research news articles, blogs, video links, and other media sources in preparation for upcoming depositions.			
09/11/13	D D DEVOUGAS	2.30	400.00	920.00
	Review documents in City's document production to eligibility objectors for inclusion of certain documents cited in City's interrogatory responses per request of Eaton and Boyce.			
09/11/13	A J DICK	8.90	475.00	4,227.50
	Review/analyze Retiree Committee eligibility objection (1.70); draft response to same (6.20); communicate with Heifetz, Newman, Johnson, DiPompeo regarding same (1.00).			
09/11/13	C J DIPOMPEO	0.50	475.00	237.50
	Communicate with Irwin and Flick (Latham & Watkins) regarding deposition of Malhotra (Ernst & Young).			
09/11/13	C J DIPOMPEO	0.80	475.00	380.00
	Communicate with Heifetz regarding City's opposition to motion to withdraw reference with respect to eligibility (.30); review motion regarding same (.50).			
09/11/13	T J DUHIG	3.10	275.00	852.50
	Review Black Letter Discovery daily review report (.20); discuss same with Boyce (.20); conduct daily status call with vendors (.50); discuss sample privilege log format with Purcell (.50); participate on call with Purcell to discuss production Quality Control issues in database (1.00); follow up with Boyce regarding same (.20); review Black Letter Discovery afternoon update report (.30); discuss workflow for scanned documents from Butzel (.20).			
09/11/13	B W EASLEY	0.50	725.00	362.50
	Review correspondence from Brown (Butzel Long) and Lennox regarding production of documents for eligibility litigation (.20); telephone conference with Woo regarding preparation for Satchel (City) deposition (.30).			
09/11/13	M F EATON	9.10	575.00	5,232.50
	Draft/revise responses to interrogatories from eligibility objectors.			

JONES DAY

258183-609028

Page 28

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	J A EGERTON-VERNON Perform second level document review (6.80); supervise first level document review team by review of work (1.10).	7.90	525.00	4,147.50
09/11/13	B B ERENS Telephone call with Pickering (Ernst & Young) regarding [REDACTED] (.20); review documents regarding same (1.00); communicate with Patel (Ernst & Young) regarding same (.30); conference with Hoffmann regarding analysis project regarding same (.50).	2.00	850.00	1,700.00
09/11/13	B B ERENS Review analysis regarding [REDACTED]	0.50	850.00	425.00
09/11/13	M L HALE Communicate with vendors (Xact Data, Alpha, and Black Letter), Duhig and Leatherman regarding status of flow of work on obtaining documents from custodians, loading and batching documents for review on Alpha system, and review of documents by Black Letter and Jones Day, and issues regarding same (.50); review of responsive documents for privilege (3.10); review of documents marked privileged for privilege log (9.50).	13.10	650.00	8,515.00
09/11/13	A M HEALEY Conduct quality control review of documents collected for production.	9.00	375.00	3,375.00
09/11/13	P L HUBBARD Review and code documents for privilege in connection with discovery in Eligibility litigation.	10.00	425.00	4,250.00
09/11/13	G S IRWIN Prepare outlines and related materials for upcoming deposition (3.80); meetings with Boyce to discuss document production status and schedule (.80); review and comment on draft interrogatory responses (1.80); discuss with Eaton (.30); draft deposition work plan to address topics, witness assignments, and other issues (2.40); multiple meetings with DiPompeo and Flick (Latham & Watkins) regarding Ernst & Young deposition and subject matter (.70).	9.80	725.00	7,105.00
09/11/13	J JOHNSON Communicate with Heifetz regarding eligibility issues surrounding home rule or non-delegation under Michigan law.	1.00	475.00	475.00
09/11/13	J JOHNSON Review and analyze newly filed retiree objections to City's eligibility to be a chapter 9 debtor (.60); review correspondence regarding timeline for responding to motion to withdraw reference (.20); review and analyze motion to withdraw reference in eligibility litigation and cases cited therein (1.30).	2.10	475.00	997.50
09/11/13	J JOHNSON Research whether PA 436 enactment and Michigan Constitution to assess arguments raised in opposition to City's eligibility (.50); draft memorandum to Heifetz regarding same (.50); communicate with Dick regarding potential changes to Pensions Clause portion of eligibility reply (.40).	1.40	475.00	665.00
09/11/13	K M KOLLMMEYER Review and analyze documents for privilege, responsiveness, and significance (4.20); communicate with Amir, Boyce, and Roth regarding document review progress (.40).	4.60	375.00	1,725.00
09/11/13	I R LANGE Perform privilege log coding and second level review of documents identified as responsive and non-privileged to ensure no privileged documents are produced.	10.60	300.00	3,180.00
09/11/13	B T LEATHERMAN Prepare for (.30) and attend (.50) daily status call with Hale, Boyce, Duhig, Byrd, Xact, AlphaLit, and Black Letter; followup communications with AlphaLit and Black Letter regarding privilege review, production, and database items (1.00).	1.80	200.00	360.00

JONES DAY

258183-609028

Page 29

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/11/13	H LENNOX Communications with litigation team regarding eligibility discovery issues and status (.60); communications with Wilson regarding responses to retiree committee pleadings (.40).	1.00	900.00	900.00
09/11/13	D J MERRETT Review district court procedures regarding response to motion to withdraw reference (.90); communicate with Wilson regarding same (.20); review and analyze motion to withdraw reference in eligibility litigation (1.00); begin drafting response to same (2.30); research regarding same (.80).	5.20	525.00	2,730.00
09/11/13	D T MOSS Review documents to identify documents for witness preparation binder for Buckfire (Miller Buckfire), Orr (City), and Mayor Bing (2.60); prepare for deposition preparation session of Mayor Bing, Buckfire (Miller Buckfire), and Orr (City) (2.60); communicate with Buonomo and project assistant regarding coordination of binder preparation and deposition preparation needs (.80); communicate with Cullen, Ball and Shumaker regarding deposition preparation materials and needs (.60); communicate with Heifetz regarding Stern arguments and eligibility issues related to motion to withdraw reference (.20).	6.80	600.00	4,080.00
09/11/13	R D NEWMAN Review and analyze Retiree Committee's objections to eligibility as well as cases and articles cited therein (2.50); communicate with Heifetz, Dick, DiPompeo, and Johnson regarding same (.50); draft and revise inserts for City's reply to Retiree Committee's objections (2.00).	5.00	575.00	2,875.00
09/11/13	J H ROTH Review/analyze documents for privilege, responsiveness and significance (6.40); supervise, manage and address questions from contract attorneys engaged in document review (2.10); communicate with Amir, Boyce, and Kollmeyer regarding document review progress (.50).	9.00	350.00	3,150.00
09/11/13	G M SHUMAKER Various communications with Irwin regarding status of ongoing eligibility document production and written discovery efforts (.80); communications with Irwin and Hertzberg (Pepper Hamilton) regarding objectors' counsels' proposed deposition guidelines for Orr (City) deposition (.50).	1.30	825.00	1,072.50
09/11/13	T A WILSON Review and analyze retiree committee objection to eligibility (.80); review and analyze retiree committee motion to withdraw reference (.80); communicate with Heifetz, Merrett regarding timing of responses to eligibility objection and motion to withdraw reference (.20); research regarding response to motion to withdraw reference (2.00); communicate with Bennett, Lennox, Zeltner regarding anticipated motion to stay eligibility proceedings pending disposition of motion to withdraw reference (.60); research related to same (1.70); outline reply to retiree committee objection to eligibility (.90).	7.00	600.00	4,200.00
09/11/13	S C WOO Communicate with Irwin and Eaton regarding deposition preparations for Satchel (City) and Moore (Conway MacKenzie).	1.00	375.00	375.00
09/11/13	O S ZELTNER Research case law related to motion to stay bankruptcy eligibility proceedings pending district court decision on withdrawal of reference.	2.00	300.00	600.00
09/12/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (4.70); electronically code same documents (2.90).	7.60	375.00	2,850.00
09/12/13	S F AMIR Revise privilege log entries (6.80); discuss and/or answer questions of first level reviewers (.50).	7.30	325.00	2,372.50

JONES DAY

258183-609028

Page 30

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	B S BENNETT	1.40	1,000.00	1,400.00
	Communicate with Malhotra (Ernst & Young) regarding interrogatory and request for admission responses (.20); analysis of memorandum from Irwin regarding discovery implications of revised order (.10); analysis of revised order regarding eligibility process (.30); communicate with Irwin regarding interrogatory and request for admission responses (.20); draft and revise responses to interrogatories requests for admission (.60).			
09/12/13	S T BOYCE	17.30	575.00	9,947.50
	Review/analyze and coordinate review of documents for responsiveness and privilege (6.80); draft/revise responses to discovery requests (10.00); participate in discovery conference call with review vendors regarding document review set-up and status (.50).			
09/12/13	L M BUONOME	1.30	575.00	747.50
	Review eligibility deposition outline prepared by Moss (.60); communicate with Moss regarding themes in same (.30); draft and revise same (.40).			
09/12/13	K B BYRD	0.70	575.00	402.50
	Communicate with Hale, Boyce, Black Letter Discovery and AlphaLit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.40); review First Amended Order Regarding Eligibility Objections Notices of Hearings and Certifications Pursuant to 28 U.S.C. Sec. 2403(a) & (b) (.20) and communicate with Ball and Irwin regarding same (.10).			
09/12/13	J E CALLAWAY	14.00	250.00	3,500.00
	Review electronic files of selected custodians for responsiveness review (10.00); prepare privilege log (4.00).			
09/12/13	T F CULLEN JR	1.10	950.00	1,045.00
	Review and discuss procedural and discovery issues with Moss, Irwin, Stewart and Shumaker in connection with eligibility litigation.			
09/12/13	M R DEVANEY	2.00	175.00	350.00
	Research news articles, blogs, video links, and other media sources in preparation for upcoming depositions.			
09/12/13	D D DEVOUGAS	7.20	400.00	2,880.00
	Research (2.70) and draft (1.10) motion to extend time to respond to Peterson and Taubitz discovery requests; communicate with Irwin and Eaton regarding responding to Peterson and Taubitz discovery requests, including requests for admissions and interrogatories (.40); draft and prepare responses to Peterson and Taubitz discovery requests (3.00).			
09/12/13	T J DUHIG	4.40	275.00	1,210.00
	Contact AlphaLit regarding production status (.20); discuss production deadline with Boyce (.20); contact Eaton regarding urgent redaction to be completed (.30); redact same (.70); prepare agenda for (.50) and participate on (.80) daily status call with discovery vendors; follow up with case team and AlphaLit regarding documents needing redaction (.90); provide Boyce with a production update (.30); participate on call with Purcell and Moss to set up discovery folders for his review (.50).			
09/12/13	M F EATON	13.70	575.00	7,877.50
	Draft/revise interrogatory responses to eligibility objectors.			
09/12/13	B B ERENS	0.50	850.00	425.00
	Review ██████████ (██████████) (.20); prepare for Miller Buckfire call regarding same (.30).			
09/12/13	J D GATCHALIAN	3.20	150.00	480.00
	Review production files of Moss documents (1.30); verify production load files and images (.80); prepare production CDs (.30); track production data (.80).			

JONES DAY

258183-609028

Page 31

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	M L HALE Communicate with vendors (Xact Data, Alpha, and Black Letter) and Duhig regarding status of flow of work on obtaining documents from custodians, loading and batching documents for review on Alpha system, and review of documents by Black Letter and Jones Day, and issues regarding same (.80); communicate with Irwin regarding privilege log (.30); review and revise AlphaLit privilege log (9.50).	10.60	650.00	6,890.00
09/12/13	P L HUBBARD Review and code documents for privilege in connection with discovery in eligibility litigation.	10.00	425.00	4,250.00
09/12/13	G S IRWIN Review and edit draft responses and objections to document requests (2.10) and discuss with Boyce (.40); investigate status of document production and privilege log issues and report on same to Shumaker and Stewart (1.20); prepare materials for Orr (City) deposition (1.20); evaluate discovery requests previously excluded by scheduling order to identify potential responses (2.10); telephone call with Bennett to discuss same (.30); draft new responses to same (3.20); telephone calls with Moss to discuss interrogatory responses, verification, and filing issues (.40); review and edit draft general objections re discovery responses (.30); discuss with Boyce (.10).	11.30	725.00	8,192.50
09/12/13	J JOHNSON Review Dick's pensions clause section of eligibility reply.	0.20	475.00	95.00
09/12/13	H LENNOX Review amended scheduling order (.20); review retiree committee objection to eligibility and motion to withdraw reference (1.20); review and revise discovery responses (.40) and communications with Irwin, Bennett regarding same (.20); review San Bernardino eligibility transcript (1.10).	3.10	900.00	2,790.00
09/12/13	D J MERRETT Draft and revise success on merits portion of objection to motion to stay pending withdrawal of reference decision regarding eligibility (2.80); research regarding same (1.90); communicate with Wilson regarding same (.10).	4.80	525.00	2,520.00
09/12/13	D T MOSS Revise deposition preparation outline for Mayor Bing, Orr (City), and Buckfire (Miller Buckfire) (5.60); review documents and other materials for inclusion in witness binders (3.00); communicate with Buonome regarding preparation binder for Buckfire (Miller Buckfire) and outline for witnesses (.60); communicate with Irwin regarding interrogatory responses and related issues (.40); communicate with Orr (City) regarding verification of interrogatory responses and deposition preparation (.60); communicate with Devaney regarding binder production and what documents to include (.40).	10.60	600.00	6,360.00
09/12/13	R D NEWMAN Review City's draft response to Retiree Committee's objections to eligibility.	0.70	575.00	402.50
09/12/13	G M SHUMAKER Communicate with Moss regarding Orr (City) deposition preparation materials (.30); communicate with Irwin regarding various discovery issues, including privilege log (.80); review new scheduling order from Judge Rhodes (.40) and discuss implications of same with Irwin (.40).	1.90	825.00	1,567.50
09/12/13	G S STEWART Communicate with Irwin regarding privilege log for Detroit's production of documents (.20); communicate with Shumaker, Irwin, and DiPompeo regarding requests for additional production of documents from Ernst & Young and Miller Buckfire (.10); review order from Judge Rhodes and memorandum from Irwin regarding discovery issues raised by same (.30); communicate with DiPompeo regarding logistics for Greendale deposition (.10); review draft objections to document requests (.20).	0.90	875.00	787.50
09/12/13	G S STEWART Communicate with Moss regarding order of proof for eligibility hearing (.10); review file of correspondence and memoranda [REDACTED] (1.20).	1.30	875.00	1,137.50

JONES DAY

258183-609028

Page 32

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	T A WILSON	7.50	600.00	4,500.00
	Draft objection to anticipated motion to stay eligibility proceedings pending determination of retiree committee's motion to withdraw reference (3.50); draft reply to retiree committee objection to eligibility (3.70); communicate with Heifetz regarding eligibility scheduling (.30).			
09/12/13	S C WOO	2.00	375.00	750.00
	Compile court orders, deposition notices, and objections filed by unions as part of deposition binder (1.00); communicate with Eaton regarding same (.50); communicate with Boyce regarding same (.30); review correspondence from Boyce and Xact scanning vendor regarding collection of documents from Butzel Long (.20).			
09/12/13	O S ZELTNER	5.80	300.00	1,740.00
	Research (3.00) and draft memorandum to Wilson (2.80) regarding stay issues related to withdrawal of reference.			
09/13/13	W A AESCHLIMANN	6.80	375.00	2,550.00
	Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (3.50); electronically code same documents (2.80); respond to inquiries by reviewers (.50).			
09/13/13	S F AMIR	3.70	325.00	1,202.50
	Revise and edit privilege log.			
09/13/13	B S BENNETT	1.30	1,000.00	1,300.00
	Final review of certain interrogatories and requests for admissions.			
09/13/13	D S BIRNBAUM	1.60	575.00	920.00
	Coordinate collection of documents reflecting all labor related meetings and correspondence with AFSCME since April 2013 to prepare to defend depositions (1.10); prepare for deposition of Satchel (City) (.50).			
09/13/13	S T BOYCE	13.50	575.00	7,762.50
	Review/analyze documents for responsiveness and privilege (5.00); draft/revise responses to discovery requests (8.00); participate in discovery conference call with review vendors regarding document review set-up and status (.50).			
09/13/13	L M BUONOME	1.00	575.00	575.00
	Communicate with Moss regarding revisions to general outline for depositions regarding eligibility (.90); review document database in connection with compiling binder of documents for deposition of Buckfire (Miller Buckfire) (.10).			
09/13/13	K B BYRD	1.90	575.00	1,092.50
	Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.50); communicate with Miller Canfield regarding in connection with objectors' requests for production regarding eligibility (.70); communicate with Boyce, Hubbard regarding Miller Canfield in connection with objectors' requests for production regarding eligibility (.40); review Detroit Retirement Systems' Responses and Objections to Debtor's First Set of Interrogatories and First Set of Requests for Production of Documents (.30).			
09/13/13	J E CALLAWAY	7.90	250.00	1,975.00
	Review electronic files of selected custodians for responsiveness (5.20); prepare privilege log and names listing (2.70).			
09/13/13	T F CULLEN JR	1.80	950.00	1,710.00
	Draft and revise outline of proof for eligibility hearing.			
09/13/13	M R DEVANEY	10.50	175.00	1,837.50
	Compile news articles, official Detroit city documents, produced documents, and key pleadings into binders for upcoming Orr(City), Mayor Bing, and Buckfire (Miller Buckfire) depositions.			

JONES DAY

258183-609028

Page 33

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/13/13	D D DEVOUGAS	13.70	400.00	5,480.00
	Draft responses to Peterson and Taubitz discovery request (4.30); draft and revise responses to Peterson and Taubitz discovery requests per comments of Irwin (5.10); assist Boyce with preparation and filing of all City responses to all eligibility objectors' discovery requests (4.30).			
09/13/13	A J DICK	3.10	475.00	1,472.50
	Draft/revise reply to Retiree Committee objection, including pursuant to Heifetz comments.			
09/13/13	A J DICK	1.10	475.00	522.50
	Draft and revise memorandum regarding federal preemption of Michigan state constitution pensions clause.			
09/13/13	C J DIPOMPEO	1.10	475.00	522.50
	Update case calendar with deposition schedule for Eligibility and Assumption Motion litigation.			
09/13/13	T J DUHIG	4.60	275.00	1,265.00
	Contact AlphaLit regarding production status and discuss production deadline with Boyce (.50); review AlphaLit search report with revised Quality Control searches applied (.50); discuss with AlphaLit and Jones Day review workflow for remaining documents (1.00); review Black Letter Discovery e-mail regarding privilege log tagging (.50); discuss issues with AlphaLit regarding production data file (.50); prepare agenda (.10) and participate on (.50) daily status call; discuss production of documents with Eaton (1.00).			
09/13/13	M F EATON	10.40	575.00	5,980.00
	Draft/revise responses to interrogatories propounded by eligibility objectors.			
09/13/13	B B ERENS	1.00	850.00	850.00
	Prepare for Miller Canfield call regarding enterprise funds questions on eligibility analysis (.30); call regarding same (.70).			
09/13/13	B B ERENS	0.30	850.00	255.00
	Telephone call with Pickering (Ernst & Young) regarding analysis regarding analysis of eligibility issues of enterprise funds.			
09/13/13	M L HALE	7.00	650.00	4,550.00
	Communicate with vendors (Xact Data, Alpha, and Black Letter) and Duhig regarding status of flow of work on obtaining documents from custodians, loading and batching documents for review on Alpha system, and review of documents by Black Letter and Jones Day, and issues regarding same (.50); review and revise Excel privilege log (6.50).			
09/13/13	B R HEIFETZ	1.30	775.00	1,007.50
	Review/revise reply to retirees committee's objection to eligibility (.80); communicate with Dick regarding revisions to City's reply to Retiree Committee's objection to eligibility (.50).			
09/13/13	P L HUBBARD	9.00	425.00	3,825.00
	Review and code documents for privilege in connection with discovery in eligibility litigation.			
09/13/13	G S IRWIN	9.60	725.00	6,960.00
	Continue to assist with Orr (City) deposition preparation (1.20); review and revise written responses and objections to 17 sets of document requests, interrogatories and requests to admit from various objectors (3.90); telephone call with Moss and others regarding same (.50); meetings with Boyce and Eaton regarding written discovery requests (1.30); review documents provided by discovery team (2.70).			
09/13/13	J JOHNSON	0.20	475.00	95.00
	Communicate with Newman, Dick regarding potential responses to objectors' argument that chapter 9 violates state sovereignty.			
09/13/13	H LENNOX	2.50	900.00	2,250.00
	Review and respond to discovery requests and other discovery communications (.90); review and communication with Wilson regarding retiree committee motion to stay eligibility proceedings (.30); review and revise eligibility reply to retiree committee objection (1.30).			

JONES DAY

258183-609028

Page 34
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/13/13	E MILLER Review documents to prepare for Moore (Conway MacKenzie) eligibility deposition.	3.80	900.00	3,420.00
09/13/13	D T MOSS Review documents for inclusion in Orr (City) deposition preparation binder (3.00); communicate with Orr (City) regarding interrogatory and admission responses (1.20); communicate with Irwin and Boyce regarding Orr's comments to interrogatories and other items (.60); revise eligibility deposition preparation outline and themes (1.60); review documents for inclusion in Mayor Bing deposition preparation binder (1.20); review documents for inclusion in Buckfire (Miller Buckfire) deposition preparation binder (.40).	8.00	600.00	4,800.00
09/13/13	R D NEWMAN Review latest draft of City's response to Retiree Committee's objections to eligibility.	0.70	575.00	402.50
09/13/13	G M SHUMAKER Communicate with Irwin regarding eligibility document production and related discovery efforts (.50); communicate with Moss regarding Orr (City) deposition preparation (.40); review Orr (City) deposition transcript regarding assumption motion, City's eligibility motion and other documents/materials for deposition preparation session (2.50); review/analyze deposition preparation outline for Orr (City) (.50).	3.90	825.00	3,217.50
09/13/13	G S STEWART Draft memorandum to Shumaker, regarding Ernst & Young cash flow analyses and relation to objectors arguments on eligibility (.20); review schedule of debt on June 14, 2013 presentation and Ernst & Young schedules (.30); communicate with Bennett regarding practicability of negotiations with creditors (.10).	0.60	875.00	525.00
09/13/13	M B STONE Assist in preparation of discovery responses in litigation (5.50); file responses with bankruptcy court (1.50); communicate with KCC regarding service of same (.50).	7.50	275.00	2,062.50
09/13/13	T A WILSON Draft objection to anticipated motion to stay eligibility proceedings (1.40); communicate with Merrett regarding same (.60); draft reply to retiree committee objection to eligibility (.70); communicate with Lennox, Dick regarding same (.30); review and analyze motion to stay eligibility proceedings filed by retiree committee (1.00); limited research in connection with same (.40); communicate with Lennox, Bennett, Heifetz, Merrett, Zeltner regarding same (.30); communicate with Lennox, Bennett, Heifetz regarding motion to expedite hearing on motion to stay (.30).	5.00	600.00	3,000.00
09/13/13	S C WOO Compile court orders, deposition notices, and objections filed by unions as part of deposition binder (2.00); communicate with DiPompeo regarding deposition preparation (.50).	2.50	375.00	937.50
09/13/13	O S ZELTNER Review Retiree Committee motion for stay pending motion to withdraw (.30); discuss same with Wilson (.20).	0.50	300.00	150.00
09/14/13	S T BOYCE Review/analyze and coordinate review of documents for responsiveness and privilege.	1.50	575.00	862.50
09/14/13	L M BUONOME Conduct targeted searches of documents produced for eligibility hearing in advance of preparation session for Buckfire (Miller Buckfire) deposition (2.00); communicate with Moss regarding information for same (.40); coordinate preparation of materials for same (.20).	2.60	575.00	1,495.00
09/14/13	A J DICK Draft and revise memorandum regarding federal preemption of Michigan state constitution pensions clause.	2.10	475.00	997.50
09/14/13	T J DUHIG Review Black Letter Discovery review status update (.30); follow up with AlphaLit regarding Fed Ex delivery exceptions (.20).	0.50	275.00	137.50

JONES DAY

258183-609028

Page 35

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/14/13	B W EASLEY	0.60	725.00	435.00
	Review correspondence to attorneys for public safety unions regarding Rule 30(b)(6) depositions (.20); review/analysis of documents and exhibits for Satchel (City) Rule 30(b)(6) deposition (.40).			
09/14/13	M F EATON	2.20	575.00	1,265.00
	Prepare to defend deposition of Moore (Conway MacKenzie).			
09/14/13	M L HALE	0.50	650.00	325.00
	Review produced documents (.30); communicate with Boyce, Irwin and Moss regarding same (.20).			
09/14/13	D J MERRETT	6.60	525.00	3,465.00
	Conference with Wilson, Zeltner regarding response to retiree committee motion for stay pending withdrawal of reference motion (.40); research in connection with success on merits portion of response to same (3.80); draft and revise same (2.40).			
09/14/13	D T MOSS	6.30	600.00	3,780.00
	Review documents for inclusion in Mayor Bing, Orr (City), and Buckfire (Miller Buckfire) deposition preparation binder (4.30); prepare for Orr (City) deposition preparation session (2.00).			
09/14/13	G M SHUMAKER	5.80	825.00	4,785.00
	Review City's eligibility briefs and binder of documents regarding Orr (City) for deposition preparation session with same.			
09/14/13	T A WILSON	7.00	600.00	4,200.00
	Outline objection to motion to stay eligibility proceedings (2.50); draft objection to motion to stay eligibility proceedings (3.80); communicate with Merrett, Zeltner regarding same (.70).			
09/14/13	S C WOO	5.20	375.00	1,950.00
	Correspondence to Irwin regarding 30(b)(6) topics designated to Satchel (City) (.20); review produced documents in preparation for Satchel's (City) upcoming deposition (4.50); communicate with Boyce regarding same (.30); correspondence with Miller regarding deposition binder (.20).			
09/14/13	O S ZELTNER	11.60	300.00	3,480.00
	For objection to Retiree Committee's motion for stay, research (5.20) and draft (5.80) memo for Wilson regarding various aspects of injunction factors; communicate with Wilson and Merrett regarding same (.60).			
09/15/13	C BALL	7.80	1,000.00	7,800.00
	Preparation of Orr (City) for deposition (6.00); internal call with litigation team for same (1.80).			
09/15/13	B S BENNETT	0.80	1,000.00	800.00
	Review and revise reply to retiree committee objection to eligibility.			
09/15/13	S T BOYCE	2.80	575.00	1,610.00
	Review/analyze and coordinate review of documents for responsiveness and privilege (2.30); and participate in discovery conference call with review vendors regarding document review status (.50).			
09/15/13	K B BYRD	0.40	575.00	230.00
	Communicate with Hale, Boyce, Black Letter Discovery and Alphasit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility.			
09/15/13	A J DICK	1.80	475.00	855.00
	Draft and revise memorandum regarding permissibility of impairing pensions and other contractual obligations outside of bankruptcy.			
09/15/13	T J DUHIG	1.00	275.00	275.00
	Review Black Letter Discovery review status update (.20); prepare agenda (.20) and participate (.30) on project status call; follow up with AlphaLit regarding second level review batches (.30).			
09/15/13	M F EATON	11.70	575.00	6,727.50
	Prepare to defend deposition of Moore (Conway MacKenzie).			

JONES DAY

258183-609028

Page 36

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/15/13	B B ERENS Telephone call with Green (Miller Canfield) [REDACTED] (.20); communicate with Hoffmann regarding same (.30).	0.50	850.00	425.00
09/15/13	M L HALE Communicate with Boyce regarding privileged documents (.10); communicate with Moss regarding Mayor Bing deposition (.20).	0.30	650.00	195.00
09/15/13	M L HALE Communicate with vendors (Xact Data, Alpha, and Black Letter) Duhig and Leatherman regarding status of flow of work on obtaining documents from custodians, loading and batching documents for review on Alpha system, and review of documents by Black Letter and Jones Day, and issues regarding same (.30); communicate with Purcell (AlphaLit) regarding documents to review (.20).	0.50	650.00	325.00
09/15/13	B R HEIFETZ Review retirees' motion to stay eligibility proceedings (1.80); review Bennett comments regarding same (.30).	2.10	775.00	1,627.50
09/15/13	G S IRWIN Coordinate Rule 30(b)(6) deposition topics and witnesses (.70); assist Boyce with document production (1.80).	2.50	725.00	1,812.50
09/15/13	H LENNOX Revise reply to retiree committee objection.	0.50	900.00	450.00
09/15/13	D J MERRETT Research regarding response to retiree committee motion for stay pending withdrawal of reference (1.20); draft and revise success on merits portion of response to same (1.70); communicate with Wilson regarding same (.10); review Wilson revisions to same (.20).	3.20	525.00	1,680.00
09/15/13	E MILLER Review documents in preparation to defend depositions of Moore (Conway MacKenzie) and Satchel (City).	5.80	900.00	5,220.00
09/15/13	D T MOSS Prepare for Orr (City) deposition preparation session (1.20); participate in Orr (City) deposition preparation session with Cullen, Ball and Shumaker (5.00); communicate with Hale, Irwin and Boyce regarding potentially privileged documents included in eligibility document production (.40).	6.60	600.00	3,960.00
09/15/13	G M SHUMAKER Prepare Orr (City) for deposition in connection with eligibility motion.	5.00	825.00	4,125.00
09/15/13	T A WILSON Draft objection to motion to stay eligibility proceedings (2.30); research and review memoranda from Zeltner, Merrett regarding same (.30).	2.60	600.00	1,560.00
09/15/13	S C WOO Compile information regarding retiree associations' responses relating to representation of retirees in preparation for eligibility hearing per request of Stewart (.50); review produced documents in preparation for Satchel's (City) upcoming deposition (3.00); prepare materials for deposition binder for Satchel (City) (3.00).	6.50	375.00	2,437.50
09/16/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (3.00); electronically code same documents (2.10).	5.10	375.00	1,912.50
09/16/13	U C AMADI Review and analyze documents for Second Level evaluation of privilege and responsiveness (3.10); revise Privilege Log coding (1.50).	4.60	325.00	1,495.00
09/16/13	S F AMIR Review documents for second level privilege review.	5.30	325.00	1,722.50

JONES DAY

258183-609028

Page 37

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	B S BENNETT	1.90	1,000.00	1,900.00
	Analysis of memorandum regarding inquiry on insurer prepetition proposal (.10); draft memorandum to Heifetz regarding response to objection by retiree committee. (.10); analysis of order regarding stay hearing and objection deadline (.10); review and analyze retiree committee stay motion (.10); draft memorandum on witnesses as experts (.10); draft memorandum to Wilson regarding stay hearing and objection deadline (.10); draft and revise opposition to retiree committee stay motion (.20); communicate with Miller regarding [REDACTED] (.20); communicate with Curio, Doak (Miller Buckfire), Herman (Miller Buckfire), and Erens regarding preliminary review of financing proposals (.60); communicate with Heifetz regarding response to objection by retiree committee (.20); analysis of memoranda regarding witnesses as experts (.10).			
09/16/13	D S BIRNBAUM	1.80	575.00	1,035.00
	Review documents collected in preparation for Satchel (City) deposition (1.30); review motion of creditor Ryan to lift stay (.40); review correspondence from Patek (Erman Teicher) regarding same (.10).			
09/16/13	S T BOYCE	4.80	575.00	2,760.00
	Review/analyze documents for responsiveness and privilege (4.30); participate in discovery conference call with review vendors regarding document review set-up and status (.50).			
09/16/13	L M BUONOME	2.00	575.00	1,150.00
	Review materials collected for Buckfire (Miller Buckfire) deposition preparation on eligibility (1.30); communicate with Moss regarding modification to same following Orr (City) deposition on eligibility (.30); communicate with Rosenblum regarding modifications to Buckfire (Miller Buckfire) deposition preparation materials (.40).			
09/16/13	K B BYRD	0.40	575.00	230.00
	Communications with advisor Miller Canfield regarding collection of documents in connection with objectors' requests for production regarding eligibility.			
09/16/13	J E CALLAWAY	9.90	250.00	2,475.00
	Review electronic files of selected custodians for responsiveness.			
09/16/13	M R DEVANEY	2.00	175.00	350.00
	Prepare indexes for deposition preparation binders for upcoming deponents Buckfire (Miller Buckfire) and Mayor Bing.			
09/16/13	A J DICK	3.60	475.00	1,710.00
	Draft/revise reply to Retiree Committee eligibility objections.			
09/16/13	C J DIPOMPEO	0.40	475.00	190.00
	Communicate with Stewart regarding demonstratives for direct examination testimony of Malhotra (Ernst & Young) at eligibility hearing.			
09/16/13	C J DIPOMPEO	6.40	475.00	3,040.00
	Prepare for deposition of Malhotra (Ernst & Young) regarding eligibility of City of Detroit for chapter 9 bankruptcy.			
09/16/13	T J DUHIG	2.10	275.00	577.50
	Contact Hale regarding her questions regarding Black Letter Discovery review workflow (.50); prepare agenda (.20) and participate on daily status call (.60); prepare agenda (.30) and participate on (.30) call with Jones Day and AlphaLit to discuss coding criteria for privilege log review; discuss process with case team (.20).			
09/16/13	M F EATON	2.70	575.00	1,552.50
	Prepare to defend deposition of Moore (Conway MacKenzie).			
09/16/13	B B ERENS	0.30	850.00	255.00
	Analyze and develop [REDACTED] (.20); conference with Miller Canfield regarding same (.10).			

JONES DAY

258183-609028

Page 38

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	M L HALE Communicate with Roberson (City) regarding Mayor Bing deposition (.20); communicate with Cipollone (City) regarding vendor contracts (.10).	0.30	650.00	195.00
09/16/13	M L HALE Review documents to be produced for privilege (6.40); draft chart regarding same (.30); communicate with Irwin regarding same (.20); conduct database searches regarding documents requested by Boyce (.40).	7.30	650.00	4,745.00
09/16/13	M L HALE Communicate with Healey, Lange, Egerton-Vernon, Roth, Kollmeyer, Amadi, Aeschlimann, and Amir regarding review of responsive documents for privilege (.20); communicate with Moss and Davaney regarding Mayor Bing deposition (.10); communicate with Hubbard regarding coding of responsive documents (.10); communicate with Healy regarding review (.10); communicate with Callaway regarding document searches requested by Boyce (.20).	0.70	650.00	455.00
09/16/13	M L HALE Communicate with Zamecnik (Black Letter) regarding status of review (.20); communicate with Black Letter, AlphaLit, Leatherman, Duhig and Boyce regarding status of reviews and next steps (.40); communicate with Purcell (AlphaLit) regarding review sets for redaction, mixed family review sets for redaction, and reinject documents for review (1.00); communicate with Black Letter reviewers and Zameczik regarding coding of documents for redaction and mixed family review sets (.50); communicate with Purcell (AlphaLit) regarding creation of certain quality control review sets (.20); communicate with Black Letter regarding production questions/issues (1.20).	3.50	650.00	2,275.00
09/16/13	A M HEALEY Conduct quality control review of documents collected for production.	3.50	375.00	1,312.50
09/16/13	B R HEIFETZ Review authority of Article 1 Judge regarding withdrawal issues (.80); communicate with DiPompeo regarding same (.20).	1.00	775.00	775.00
09/16/13	G S IRWIN Review discovery responses and document productions from various objectors (1.60); communicate with review team regarding same (1.20); review updates regarding depositions (.60); draft witnesses strategy for hearing (2.10); meet with Stewart to discuss witness issues (.70).	6.20	725.00	4,495.00
09/16/13	J JOHNSON Communicate with Dick regarding potential Pensions Clause and Contract Clause arguments for eligibility reply (.60); communicate with Newman and Dick regarding objection to eligibility [REDACTED] (.20).	0.80	475.00	380.00
09/16/13	B T LEATHERMAN Prepare for and attend daily status call with Hale, Boyce, Duhig, Byrd, Xact, AlphaLit, and Black Letter (.60); coordinate data processing and export of documents requested by Miller Canfield (.70).	1.30	200.00	260.00
09/16/13	H LENNOX Review and revise reply to retiree committee objection to eligibility (.20); review and revise objection to retiree committee motion to stay (1.40); telephone conference [REDACTED] (.20); communications with litigators regarding discovery issues (.20).	2.00	900.00	1,800.00
09/16/13	D J MERRETT Draft and revise objection to retiree committee motion to withdraw reference in eligibility litigation (4.40); research regarding same (1.80); review local rules regarding same (.60); communicate with Wilson regarding same (.20).	7.00	525.00	3,675.00
09/16/13	E MILLER Review documents for (3.20) and conduct preparation session with Moore (Conway MacKenzie) (4.80) regarding his deposition; prepare Milliman deposition preparation binder (1.50).	9.50	900.00	8,550.00

JONES DAY

258183-609028

Page 39

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/16/13	L E NELSON Communicate with Muth (Reinhart) regarding deposition preparation for Milliman witnesses (.20); review documents in data room in relation to same (.70); coordinate regarding data room access for Muth (.10).	1.00	575.00	575.00
09/16/13	R D NEWMAN Research pertaining to Michigan Contracts and Pensions Clauses for eligibility reply.	4.70	575.00	2,702.50
09/16/13	J H ROTH Review/analyze documents for privilege (1.10) and complete privilege log (.70).	1.80	350.00	630.00
09/16/13	G M SHUMAKER Prepare for (1.50) and defend deposition of Orr (City) (8.00).	9.50	825.00	7,837.50
09/16/13	T A WILSON Review and revise objection to retiree committee motion to stay eligibility proceedings pending disposition of motion to withdraw reference (1.10); communicate with Bennett, Lennox, Heifetz, Zeltner regarding same (.50); communicate with [REDACTED] (.20); research regarding same (1.50); review and revise reply to retiree committee objection to eligibility (1.20); review case law related to same (1.50); outline retiree committee arguments related to same (.60); communicate with Heifetz, Dick, Zeltner regarding same and shepardizing issues (.50).	7.10	600.00	4,260.00
09/16/13	S C WOO Review produced documents in preparation for Satchel's (City) upcoming deposition (2.30); prepare materials for deposition binder for Satchel (City) (3.00).	5.30	375.00	1,987.50
09/16/13	O S ZELTNER Shepardize cases (1.10), check quotations and citation format (2.20) and miscellaneous corrective edits (2.40) to reply to eligibility objection of Retiree Committee; communicate with Wilson regarding same (.20).	5.90	300.00	1,770.00
09/17/13	W A AESCHLIMANN Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (2.30); electronically code same documents (2.80); respond to inquiries by reviewers (.40); interact with litigation team and vendors to adapt review protocol as issues arose (.50).	6.00	375.00	2,250.00
09/17/13	U C AMADI Review and analyze documents for second level evaluation of privilege and responsiveness (3.40) and revise privilege log coding (1.70).	5.10	325.00	1,657.50
09/17/13	S F AMIR Review documents marked privileged but not responsive for second level review (7.10); assign batches to review team (.50).	7.60	325.00	2,470.00
09/17/13	S T BOYCE Review/analyze and coordinate review of documents for responsiveness and privilege (3.80); participate in discovery conference call with review vendors regarding document review set-up and status (.50).	4.30	575.00	2,472.50
09/17/13	L M BUONOME Finalize documents to be included in deposition preparation materials for Buckfire (Miller Buckfire) (1.50); communicate with Devaney regarding revisions to index for same (.30); review contents of finalized binder (.30); communicate with Rosenblum regarding contents of binder (.30).	2.40	575.00	1,380.00
09/17/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphasit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.40); communicate with Leatherman regarding Miller Canfield collection of documents in connection with objectors' requests for production regarding eligibility (.20).	0.60	575.00	345.00
09/17/13	J E CALLAWAY Review pre-production privilege log batches for accuracy.	2.00	250.00	500.00

JONES DAY

258183-609028

Page 40

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness.	7.80	250.00	1,950.00
09/17/13	T J DUHIG Prepare agenda (.30) and participate on (.40) daily status call; discuss workflow and searches for reinject review with Purcell (.50); discuss next production deadline with Boyce (.50); review AlphaLit chart listing coding in database (.20); discuss Black Letter Discovery review process with case team (.30).	2.20	275.00	605.00
09/17/13	J C DUKE Prepare binder of Eligibility Hearing Preparation Materials.	3.10	175.00	542.50
09/17/13	M F EATON Plan and prepare for deposition of Milliman witnesses.	0.90	575.00	517.50
09/17/13	B B ERENS Conference call with Miller Canfield regarding [REDACTED]	1.00	850.00	850.00
09/17/13	M L HALE Communicate with Roth regarding batch to review (.10); communicate with Boyce regarding specific documents to locate (.10); communicate with Callaway regarding same (.10); communicate with Nelson regarding same (.10); communicate to Healey, Lange; Egerton-Vernon, Roth, Kollmeyer, Amadi and Aeschlimann regarding review of documents, and monitor responses (.20).	0.60	650.00	390.00
09/17/13	M L HALE Draft database searches for specified documents (.70); review and coding of quality control document review rejects (5.60).	6.30	650.00	4,095.00
09/17/13	A M HEALEY Conduct quality control review of documents collected for production.	4.30	375.00	1,612.50
09/17/13	B R HEIFETZ Review/revise reply to retiree committee objections to eligibility.	1.20	775.00	930.00
09/17/13	D M HIRTZEL Prepare for and electronically file reply to retiree committee's objection regarding eligibility (.80); prepare for service of same via KCC (.20).	1.00	275.00	275.00
09/17/13	G S IRWIN Communicate with Eaton and Miller regarding Milliman witness deposition preparations (.50); review multiple witness deposition transcripts, including Malhotra (Ernst & Young) I and Orr (City) I and II to prepare for trial (3.20); communications with objectors regarding various discovery issues and disputes (2.20); review and respond to objector discovery requests (1.00).	6.90	725.00	5,002.50
09/17/13	B T LEATHERMAN Prepare for (.40) and attend (.40) call with Hale, Boyce, Duhig, Byrd, Xact, AlphaLit, and Black Letter; coordinate data transfer of requested files to Miller Canfield and verify same (.70); communicate with Boyce, Hale, Duhig, Xact, AlphaLit, and Black Letter regarding privilege review status, production, and data processing items (1.00).	2.50	200.00	500.00
09/17/13	H LENNOX Communications with litigators regarding discovery issues.	0.20	900.00	180.00
09/17/13	E MILLER Review documents to prepare for Moore (Conway MacKenzie) and Satchel (City) depositions (3.50); meet with Satchel (City) regarding same (3.00).	6.50	900.00	5,850.00
09/17/13	D T MOSS Review documents to locate those requested by objectors at Orr (City) eligibility deposition (3.20); communicate with Shumaker regarding objectors' document requests (.20); review documents in anticipation of Mayor Bing eligibility deposition preparation (1.20); review documents in anticipation of Buckfire (Miller Buckfire) eligibility deposition preparation (.60).	5.20	600.00	3,120.00

JONES DAY

258183-609028

Page 41

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	L E NELSON Communicate with Hale, Boyce, and Herman (Miller Buckfire) regarding documents requested by objectors and information regarding production of same.	0.40	575.00	230.00
09/17/13	B ROSENBLUM Communicate with Moss regarding Orr (City) deposition (.30); review proposal regarding discovery stipulations (.40); prepare for Buckfire (Miller Buckfire) deposition (1.00).	1.70	725.00	1,232.50
09/17/13	J H ROTH Review/analyze documents for privilege and complete privilege log (.90); review/analyze documents to reinject for review (.50) and complete privilege log where appropriate (.70); communicate with Amir and Hale regarding same (.40).	2.50	350.00	875.00
09/17/13	G M SHUMAKER Communicate with Lennox, Irwin and Bennett regarding expert witnesses for eligibility hearing (.30); communicate with Moss, Irwin and Greenfield regarding common interest privilege (.80); communicate with Moss regarding Orr (City) deposition follow-up issues (.40).	1.50	825.00	1,237.50
09/17/13	T A WILSON Communicate with Bennett, Zeltner, Green (Miller Canfield) regarding assembly of cases cited in papers related to motion to stay (.40); review and revise objection to retiree committee motion to stay eligibility proceedings (1.20); review cases related to same (1.00); communicate with Heifetz, Bennett, Lennox regarding same (.40); review and revise reply to retiree committee objection to eligibility (1.10); communicate with Bennett, Lennox, Zeltner regarding same (.40); communicate with Zeltner, Hirtzel regarding filing and service of same (.50); communicate with Zeltner, Hirtzel regarding local rules governing formatting and service of eligibility briefs (.30).	5.30	600.00	3,180.00
09/17/13	B J YAKOVICH Prepare binder of objections identified in first amended order regarding eligibility objections (2.00); communication with Seidman regarding same (.10).	2.10	225.00	472.50
09/17/13	O S ZELTNER Draft motion to exceed page limitation for objection to Retiree Committee stay motion.	1.00	300.00	300.00
09/17/13	O S ZELTNER Make edits to citations and check quotations in replay to retiree committee eligibility objection (2.80); shepardize related cases, line edit case citations and check quotes for same (1.00); various discussions with Wilson regarding eligibility objection and stay motion (.70).	4.50	300.00	1,350.00
09/18/13	W A AESCHLIMANN Review/analyze documents for potential privilege.	8.00	375.00	3,000.00
09/18/13	U C AMADI Review and analyze potential reinject documents for second level evaluation of privilege and responsiveness and revise privilege log coding (3.90); draft correspondence to Amir regarding status of review (.10).	4.00	325.00	1,300.00
09/18/13	S F AMIR Review reinject documents and assess for privilege (.90); code privilege log (.30).	1.20	325.00	390.00
09/18/13	S F AMIR Review reinject documents and assess for privilege and code privilege log if required (9.40); coordinate review of reinject documents by Jones Day reviewers (.70).	10.10	325.00	3,282.50
09/18/13	B S BENNETT Analysis of memoranda regarding motion to compel (.20); telephone conference with Shumaker regarding motion to compel (.20); analysis of pleadings regarding motion to compel (.60); prepare outline for hearing on motion to stay eligibility proceedings (.70); analysis of cases related to motion to withdraw and related motion to stay eligibility proceedings (2.00); analysis of cases regarding motion to compel (1.10); prepare for hearing on motion to compel (.20).	5.00	1,000.00	5,000.00

JONES DAY

258183-609028

Page 42

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	D S BIRNBAUM Communicate with Miller regarding Satchel (City) deposition preparations (.20); review documents in order to prepare for Satchel (City) deposition preparation (.80).	1.00	575.00	575.00
09/18/13	S T BOYCE Review/analyze and coordinate review of documents for responsiveness and privilege (4.80); participate in discovery conference call with review vendors regarding document review set-up and status (.50).	5.30	575.00	3,047.50
09/18/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphasit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.40); communicate with Nelson regarding Miller Buckfire response to ASFCE's diligence requests (.20); review UAW's objections and responses to debtor's first set of discovery requests (.20); communicate with Hale regarding Milliman document collection (.60).	1.40	575.00	805.00
09/18/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness.	9.00	250.00	2,250.00
09/18/13	T F CULLEN JR Communicate with Mayor Bing to prepare for potential deposition (3.00); review of materials regarding same (.20).	3.20	950.00	3,040.00
09/18/13	C J DIPOMPEO Research for Wilson regarding authority of bankruptcy court to decide constitutionality of PA 436 and Chapter 9.	5.20	475.00	2,470.00
09/18/13	T J DUHIG Review project status report memo from Black Letter Discovery (.40); prepare meeting agenda (.20) and participate on (.50) data status call; review coding conflicts batches prepared by AlphaLit (.50); follow up with Eaton regarding Milliman documents in database (.30); contact AlphaLit to load additional Milliman documents and bates number them (.30); discuss criteria for production with Amir and Hale (.50).	2.70	275.00	742.50
09/18/13	M F EATON Plan and prepare for deposition of Milliman witnesses (5.00); review and analyze discovery responses from objectors (5.10).	10.10	575.00	5,807.50
09/18/13	M E GREENFIELD Draft and revise response to motion to compel testimony of communications between state and emergency manager as not protected by common-interest privilege.	9.90	525.00	5,197.50
09/18/13	M L HALE Review and code various quality control batches of documents for production (5.00); draft document on privileged documents (.50).	5.50	650.00	3,575.00
09/18/13	M L HALE Communicate with Purcell regarding batching of various documents for review, privilege and quality control issues.	0.90	650.00	585.00
09/18/13	M L HALE Communicate with Duhig, Purcell (AlphaLit) and Wilcox (Black Letter) regarding work flow status and issues (.50); communicate with Hubbard, Callaway and Purcell (AlphaLit) regarding privilege list issues (.30); communicate with Amir regarding review of documents Amadi, Roth, Healey, and Aeschlimann regarding same (.20); meet with Amir and Callaway regarding list of quality control searches for Purcell (.30); communicate with Healy regarding specific document coding (.10); communicate with Callaway regarding coding of specific documents as requested by Irwin (.20); communicate with Irwin and research regarding documents subject to specific privilege (.20).	1.80	650.00	1,170.00
09/18/13	A M HEALEY Conduct quality control review of documents collected for production.	4.30	375.00	1,612.50

JONES DAY

258183-609028

Page 43

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	B R HEIFETZ	4.50	775.00	3,487.50
	Review and analyze motion in limine regarding common interest (.50); review and analyze Orr deposition transcript (.70); review and analyze common interest agreement (.40); communicate with Shumaker, Greenfield regarding privilege (.40); review/revise draft response to motion in limine (2.50).			
09/18/13	B R HEIFETZ	1.30	775.00	1,007.50
	Review cases regarding Article I judge authority for eligibility reply.			
09/18/13	D M HIRTZEL	1.30	275.00	357.50
	Prepare and electronically file ex parte motion to file objection in excess of page limit in connection with objection to retiree committee's motion to stay deadlines and hearing related to eligibility proceedings (.40); prepare for and submit proposed order via CM/ECF granting same (.20); prepare for and electronically file objection in excess of page limit in connection with objection to retiree committee's motion to stay deadlines and hearing related to eligibility proceedings (.40); arrange for service of both via KCC (.30).			
09/18/13	G S IRWIN	5.40	725.00	3,915.00
	Telephone call [REDACTED] (.50); review and analyze motion to compel regarding common interest privilege (.60); discuss with Shumaker (.50); prepare response to motion to compel (2.60); prepare materials for upcoming deposition issues (1.20).			
09/18/13	I R LANGE	8.00	300.00	2,400.00
	Review documents for privilege and confirm or correct coding on documents tagged for potential production.			
09/18/13	B T LEATHERMAN	0.90	200.00	180.00
	Prepare for (.40) and attend (.50) daily status call with Hale, Boyce, Duhig, Byrd, Xact, AlphaLit, and Black Letter.			
09/18/13	H LENNOX	1.20	900.00	1,080.00
	Review and revise motion to extend page limit (.10); review and revise objection to retiree committee motion to stay eligibility proceedings (.70); communications with litigation team regarding motions in limine. (.40).			
09/18/13	D J MERRETT	8.10	525.00	4,252.50
	Review and revise objection to retiree committee stay request (.80); communicate with Wilson regarding same (.20); conference with Zeltner regarding response to motion to withdraw reference (.10); review and analyze district court rules regarding same (.70); draft and revise objection to motion to withdraw reference (4.80); research regarding same (1.50).			
09/18/13	E MILLER	11.00	900.00	9,900.00
	Review documents and prepare for Moore (Conway MacKenzie) deposition (3.80); defend Moore (Conway MacKenzie) deposition (7.20).			
09/18/13	D T MOSS	9.60	600.00	5,760.00
	Prepare for Mayor Bing eligibility deposition (1.20); prepare Mayor Bing for eligibility deposition with Cullen (3.00); draft and revise opposition to AFSCME motion to compel (4.20); communicate with Shumaker, Heifetz and Greenfield regarding response to AFSCME (.60); communicate with Greenfield regarding edits and modifications to opposition to AFSCME motion to compel (.60).			
09/18/13	B ROSENBLUM	2.60	725.00	1,885.00
	Communicate with Cullen and Buckfire (Miller Buckfire) regarding eligibility deposition.			
09/18/13	J H ROTH	2.10	350.00	735.00
	Review/analyze documents to reinject for review and log for privilege (1.90); confer with Amir and Hale regarding same (.20).			
09/18/13	J L SEIDMAN	0.70	400.00	280.00
	Research regarding authority of non-Article III courts to decide constitutional questions (.60); communicate with Wilson regarding same (.10).			

JONES DAY

258183-609028

Page 44

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/18/13	G M SHUMAKER	5.20	825.00	4,290.00
	Communicate with court and Levine (Lowenstein Sandler) (AFSCME) regarding scheduling hearing for AFSCME motion to compel Orr (City) testimony (.40); prepare for same (.80); communicate with Bennett regarding handling hearing for same and necessary arguments and documents (1.00); review/analyze AFSCME motion to compel Orr (City) deposition testimony and consider appropriate response to same (1.20); communicate with Irwin regarding document collection effort, and status of upcoming supplemental production (.40); communicate with Moss regarding contact with State regarding assertion of common interest privilege (.50); review/comment on draft opposition to AFSCME motion to compel Orr (City) deposition testimony (.90).			
09/18/13	T A WILSON	5.20	600.00	3,120.00
	Revise objection to Retiree Committee motion to stay eligibility proceedings (2.50); communicate with Bennett, Lennox, Zeltner regarding same (.50); review and revise motion to exceed page limit with respect to objection to stay motion (.20); communicate with Lennox, Zeltner regarding same (.20); various communications with Hirtzel regarding filing and service of objection to motion to stay eligibility proceedings (.50); communicate with DiPompeo, Lennox regarding research regarding authority of bankruptcy court to determine constitutional issues (.40); assemble documents for court hearing on retiree committee motion to stay eligibility (.30); communicate with Buleski regarding same (.20); communicate with Seidman, Dick, Lennox regarding authority of bankruptcy court to rule on constitutional issues (.40).			
09/18/13	O S ZELTNER	0.80	300.00	240.00
	Research regarding E.D. Mich. district court Local Rule 7.1.			
09/19/13	W A AESCHLIMANN	7.50	375.00	2,812.50
	Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (3.50); electronically code same documents (3.50); respond to inquiries by reviewers (.50).			
09/19/13	U C AMADI	3.30	325.00	1,072.50
	Review and analyze potential reinject documents for Second Level evaluation of privilege and responsiveness (2.10); revise privilege log coding (1.20).			
09/19/13	S F AMIR	9.60	325.00	3,120.00
	Review reinject documents and assess for privilege (7.00) and code privilege log (2.00); coordinate review of flagged documents by Jones Day reviewers (.60).			
09/19/13	B S BENNETT	11.10	1,000.00	11,100.00
	Prepare for hearing on eligibility (.80); prepare for hearing on motion to compel regarding Orr (City) deposition (1.20); prepare for hearing on motion to stay eligibility proceedings (1.00); communicate with Lennox regarding outcome of hearings (.10); appear at hearing on stay motion and motion to compel regarding Orr (City) deposition (3.20); appear at hearing on eligibility (3.80); prepare for hearing on stay motion (.50); prepare memorandum to Heiman regarding court proceedings (.20); prepare memorandum to Orr (City) regarding audio file for hearing (.10); telephone conference with Shumaker regarding results of hearing and next steps (.20).			
09/19/13	S T BOYCE	4.90	575.00	2,817.50
	Review/analyze and coordinate review of documents for responsiveness and privilege.			
09/19/13	K B BYRD	1.10	575.00	632.50
	Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.40); communicate with Irwin regarding Conway MacKenzie document production (.30); review transcript of September 10, 2013 hearing (.40).			
09/19/13	D D DEVOUGAS	4.50	400.00	1,800.00
	Draft and revise deposition notices to various eligibility objectors.			

JONES DAY

258183-609028

Page 45

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/19/13	C J DIPOMPEO Communicate with Malhotra (Ernst & Young), Hosbach (Ernst & Young), Flick (Latham & Watkins), and Stewart to prepare for deposition of Malhotra (Ernst & Young) regarding City's eligibility for chapter 9 bankruptcy (1.50); communicate with Stewart regarding same (.40); review documents for same (.30).	2.20	475.00	1,045.00
09/19/13	T J DUHIG Review status report provided by Black Letter Discovery (.30); prepare agenda (.30) and participate on (.70) daily status call; discuss project status with Boyce (.20); review batches of documents with redactions applied post production (.40); discuss with Jones Day case team (.20); provide Alpha with additional documents to be loaded and produced (.20); discuss next production requirement with AlphaLit (.20); discuss status of privilege log with case team and AlphaLit (.50).	3.00	275.00	825.00
09/19/13	M F EATON Review/analyze written discovery (2.00); prepare for deposition of Milliman deponents (8.70).	10.70	575.00	6,152.50
09/19/13	M E GREENFIELD Revise response to motion to compel testimony of communications between state and emergency manager as not protected by common-interest privilege.	4.00	525.00	2,100.00
09/19/13	M L HALE Communicate with Duhig, Purcell (AlphaLit), and Wilcox (Black Letter) regarding work flow status of review and upcoming issues (.70); communicate with Amir regarding quality control searches for privileged documents (.10); communicate with Irwin regarding clawback letter (.10); communicate with Irwin regarding estimate of next production (.10); communicate with Boyce regarding status of review and next steps (.10); communicate with Rosenblum regarding document on privilege log (.10).	1.20	650.00	780.00
09/19/13	M L HALE Review, research and code documents coded for privilege that appear to include third parties (1.60); review and revise document on privileged documents (1.50); review Black Letter invoice (.10); review produced documents with redactions (1.30); research regarding document forwarded by Boyce (.20).	4.70	650.00	3,055.00
09/19/13	A M HEALEY Conduct quality control review of documents collected for production.	4.80	375.00	1,800.00
09/19/13	B R HEIFETZ Review/revise motion in limine regarding common interest (1.70); communicate with Moss regarding same (.20); communicate with Greenfield regarding same (.30).	2.20	775.00	1,705.00
09/19/13	D G HEIMAN Conference with Bennett regarding report on 9/19 hearing.	0.50	975.00	487.50
09/19/13	D M HIRTZEL Prepare exhibits for and electronically file opposition to motion to compel by AFSCME testimony of Orr (City) regarding eligibility (1.00); arrange for service of same via KCC (.20); cite check opposition for Greenfield (1.00); review docket, obtain and forward Schuette's objection to eligibility to Lennox (.20).	2.40	275.00	660.00
09/19/13	G S IRWIN Review objector responses regarding trial disclosures (.60) and draft deposition plan (.40); meet with Stewart to discuss eligibility strategy (.60); meet with Eaton to discuss deposition notices and objectives (.50); telephone calls with Patek (Erman Teicher) and various objector counsel to discuss deposition proposal (1.50); prepare for depositions (.60).	4.20	725.00	3,045.00
09/19/13	I R LANGE Review eligibility documents for privilege and confirm or correct coding of documents tagged for potential production.	2.50	300.00	750.00
09/19/13	H LENNOX Review and comment on objection to AFSCME motion in limine (.30); communications with litigators regarding witnesses and depositions (.30).	0.60	900.00	540.00

JONES DAY

258183-609028

Page 46

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/19/13	D J MERRETT	3.20	525.00	1,680.00
	Draft and revise objection to retiree committee motion to withdraw reference (2.70); research regarding same (.30); communicate with Wilson regarding same (.10); communicate with Wilson regarding eligibility objections (.10).			
09/19/13	E MILLER	8.50	900.00	7,650.00
	Review documents in connection with (2.10) and prepare Satchel (City) (2.90) for deposition; defend Satchell deposition (3.00); address Milliman depositions issue and discovery issue (.50).			
09/19/13	D T MOSS	4.80	600.00	2,880.00
	Communicate with Orr (City) regarding additional eligibility deposition and documents requested during deposition (.60); finalize opposition to AFSCME motion to compel with Heifetz and Greenfield (1.70); review documents to find responsive documents to those requested during Orr (City) eligibility deposition (1.20); communicate with Tedder (State) and Ernst & Young regarding documents requested from Orr (City) eligibility deposition (.30); communicate with Boyce and Rosenblum regarding potentially privileged document (.40); communicate with Shumaker regarding common interest privilege issues and documents withheld under same (.60).			
09/19/13	B ROSENBLUM	0.50	725.00	362.50
	Review documents in connection with production for eligibility proceeding.			
09/19/13	G SHIPLEY	6.50	175.00	1,137.50
	Prepare witness deposition binder.			
09/19/13	G M SHUMAKER	2.60	825.00	2,145.00
	Review/comment on latest draft of City's opposition to AFSCME motion to compel Orr (City) testimony (1.10); communicate and telephone conference with Bennett regarding argument of same (.80); review Orr copy of PA 436 for possible production to objectors (.20); communicate with Irwin regarding various discovery issues (.30); communicate with Cullen and Hertzberg (Pepper Hamilton) regarding Buckfire (Miller Buckfire) deposition (.20).			
09/19/13	G S STEWART	0.20	875.00	175.00
	Meeting with DiPompeo regarding Malhotra (Ernst & Young) deposition.			
09/19/13	T A WILSON	0.40	600.00	240.00
	Communicate with Bennett regarding upcoming hearings on individual objections to eligibility, retiree committee motion to stay eligibility proceedings and AFSCME motion to compel.			
09/20/13	W A AESCHLIMANN	3.90	375.00	1,462.50
	Review City of Detroit memoranda, emails, charts, and correspondence by custodian to determine if any privileges apply (2.40); electronically code same documents (1.20); respond to inquiries by reviewers (.30).			
09/20/13	U C AMADI	2.40	325.00	780.00
	Review and analyze potential documents for second level evaluation of privilege and responsiveness and revise privilege log coding (2.30); communicate with Amir regarding status of review (.10).			
09/20/13	S F AMIR	6.40	325.00	2,080.00
	Review reinject documents and assess for privilege (2.10) and code privilege log (2.10); coordinate with Black Letter reviewers regarding review and distribution of Quality Control batches and answer questions about same (2.20).			
09/20/13	S T BOYCE	4.10	575.00	2,357.50
	Review/analyze documents for responsiveness and privilege (3.40); communicate with Byrd regarding Miller Canfield documents (.30); participate in discovery conference call with review vendors regarding document review status (.40).			

JONES DAY

258183-609028

Page 47

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and AlphaLit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.40); communicate with Boyce regarding Miller Canfield collection of documents in connection with objectors' requests for production regarding eligibility (.30).	0.70	575.00	402.50
09/20/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness.	8.50	250.00	2,125.00
09/20/13	T F CULLEN JR Prepare for (1.00) and defend (5.50) Buckfire (Miller Buckfire) deposition.	6.50	950.00	6,175.00
09/20/13	T J DUHIG Review status report provided by Black Letter Discovery (.30); prepare agenda (.30) and participate on (.40) daily status call; follow up with AlphaLit regarding documents needing privilege log coding (.20); contact AlphaLit to begin next production (.10); contact AlphaLit to discuss documents to be loaded to database (.20).	1.50	275.00	412.50
09/20/13	M FEATON Prepare for deposition of Milliman deponents.	7.80	575.00	4,485.00
09/20/13	M L HALE Review and code documents from various quality control searches for production (6.60); review Shumaker chart on privileged documents for clawback (.10).	6.70	650.00	4,355.00
09/20/13	M L HALE Communicate with Irwin regarding next production (.10); conference call regarding status of review work flow and issues (.40); meet with Amir regarding tasks for contract attorneys (.10).	0.60	650.00	390.00
09/20/13	M L HALE Communicate with Purcell regarding status of quality control documents needing review (1.20); meet with Zamecnik regarding Black Letter review status (.10).	1.30	650.00	845.00
09/20/13	D G HEIMAN Review report from Cullen and Buckfire (Miller Buckfire) regarding deposition.	0.50	975.00	487.50
09/20/13	D M HIRTZEL Plan and prepare for electronic filings of eight notices of video depositions: DPOA, UAW, RDPMA, DPLSA, DFFA, Retirement Systems, DPCOA and AFSCME per Eaton (1.10); arrange for service of all via KCC (.30); electronically file notice of deposition of REPPFA and DRCEA and arrange for service of all via KCC (.40).	1.80	275.00	495.00
09/20/13	D M HIRTZEL Review docket and send to Lennox upon request containing all pleadings filed on behalf of City regarding eligibility, our motion to appoint a retiree committee, our replies to stay motions and City's presentations regarding finance and future plans (.80); send all hearing transcripts to Lennox (.20).	1.00	275.00	275.00
09/20/13	H LENNOX Review interrogatories to Retiree Committee (.10); communications with Irwin, Green (Miller Canfield) regarding new deposition notices (.20).	0.30	900.00	270.00
09/20/13	D J MERRETT Draft and revise objection to retiree committee motion for withdrawal of reference (6.30); research regarding same (3.10); communicate with Wilson regarding same (.20).	9.60	525.00	5,040.00
09/20/13	E MILLER Draft and revise interrogatories to Retiree Committee (.50); prepare for Milliman depositions (1.00).	1.50	900.00	1,350.00
09/20/13	D T MOSS Prepare Orr (City) for additional deposition testimony regarding eligibility.	1.20	600.00	720.00

JONES DAY

258183-609028

Page 48

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	G M SHUMAKER Communicate with Green (Miller Canfield), Irwin and Moss regarding scheduling of noticed depositions for eligibility motion.	0.40	825.00	330.00
09/20/13	G S STEWART Meeting with Malhotra (Ernst & Young), and DiPompeo to prepare for deposition(.40); defend Malhotra (Ernst & Young) deposition (3.10); meeting with DiPompeo regarding service of demonstratives (.10); review memorandum from Irwin regarding deposition notices (.10).	3.70	875.00	3,237.50
09/20/13	T A WILSON Review draft of objection to retiree committee motion to withdraw reference (1.00); communicate with Merrett regarding same (.40); research regarding same (3.00); communicate with Zeltner regarding research related to objection to motion to withdraw (.30); communicate with various parties regarding hearings on individual objections to eligibility and retiree committee motion to stay eligibility proceedings (.50).	5.20	600.00	3,120.00
09/20/13	O S ZELTNER Discuss research project regarding bankruptcy court jurisdiction to decide constitutional claims with Wilson and Merrett.	0.50	300.00	150.00
09/20/13	O S ZELTNER Draft motion to exceed page limitation for objection to retiree committee motion to withdraw reference.	1.70	300.00	510.00
09/21/13	D J MERRETT Draft and revise objection to Retiree Committee motion to withdraw reference (4.40); research regarding same (2.80); communicate with Wilson regarding same (.10).	7.30	525.00	3,832.50
09/21/13	T A WILSON Draft objection to retiree committee motion to withdraw reference of its objection to eligibility proceedings (.50); research related to same (2.50).	3.00	600.00	1,800.00
09/22/13	H LENNOX Review Satchel (City) deposition transcript.	0.60	900.00	540.00
09/22/13	D T MOSS Review correspondence from objectors asking for additional documents from Orr (City) deposition (.20); review documents produced for production in response to objectors' requests during Orr (City) deposition (.20); revise letter responding to requests for Shumaker (1.00).	1.40	600.00	840.00
09/22/13	T A WILSON Revise objection to retiree committee motion to withdraw reference of its objection to eligibility (5.00); communicate with Merrett regarding same (.10).	5.10	600.00	3,060.00
09/23/13	S F AMIR Communicate with second level reviewers regarding review status (.20); run searches to identify relevant documents and perform second level review of same (5.30).	5.50	325.00	1,787.50
09/23/13	C BALL Communicate with G. Shumaker regarding enterprise fund issues for eligibility(.80); communicate with Erens regarding research and relevant statutory documents (1.80).	2.60	1,000.00	2,600.00
09/23/13	B S BENNETT Analysis of additional memorandum on witnesses for eligibility hearings (.10); telephone conference with Shumaker regarding witnesses for eligibility hearings (.20); draft and revise brief in opposition to motion to withdraw reference (2.00); analysis of memorandum regarding witnesses for eligibility hearings (.10).	2.40	1,000.00	2,400.00
09/23/13	S T BOYCE Review/analyze documents for responsiveness and privilege (6.50); participate in discovery conference call with review vendors regarding document review set-up and status (.30).	6.80	575.00	3,910.00

JONES DAY

258183-609028

Page 49

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility.	0.30	575.00	172.50
09/23/13	J E CALLAWAY Review electronic files of selected custodians responsiveness (5.70); quality check sample privilege log and names list (2.90).	8.60	250.00	2,150.00
09/23/13	T F CULLEN JR Draft and revise direct examination outlines for eligibility hearing.	1.50	950.00	1,425.00
09/23/13	C J DIPOMPEO Revise objection to motion of Retirees' Committee to withdraw reference with respect to City's eligibility for chapter 9.	1.50	475.00	712.50
09/23/13	C J DIPOMPEO Research regarding motions to withdraw reference based on Stern v. Marshall.	4.90	475.00	2,327.50
09/23/13	T J DUHIG Review status report provided by Black Letter Discovery (.30); prepare agenda (.10) and participate on (.30) daily status call; send AlphaLit Lowenstien production and provide instructions for loading to E-Direct (.20); discuss status of privilege log with AlphaLit (.20); discuss production status with Boyce (.10).	1.20	275.00	330.00
09/23/13	M F EATON Review/analyze objectors' responses to City's discovery requests.	7.30	575.00	4,197.50
09/23/13	J D GATCHALIAN Transfer Lowenstein production files for processing and review at AlphaLit per Boyce.	0.60	150.00	90.00
09/23/13	M L HALE Review and resolve exceptions regarding names of parties on privilege log.	7.30	650.00	4,745.00
09/23/13	M L HALE Communicate with Duhig, Purcell (AlphaLit) and Wilcox (Black Letter) regarding work flow status of review and upcoming issues (.40); communicate with Moss regarding identity of person and related documents regarding privilege question (.30).	0.70	650.00	455.00
09/23/13	B R HEIFETZ Review/revise objection to retiree committee's motion to withdraw reference.	2.00	775.00	1,550.00
09/23/13	D M HIRTZEL Prepare for and electronically file First Interrogatories to Official Committee of Retiree and arrange for service of same via KCC.	0.50	275.00	137.50
09/23/13	G S IRWIN Prepare for depositions of Orr (City) and Mayor Bing (1.30); draft depositions outlines and notes (2.70); meetings with Boyce and Hale regarding supplemental document production (.90); review various documents for same (.70).	5.60	725.00	4,060.00
09/23/13	H LENNOX Review and revise objection to motion to withdraw eligibility proceedings (1.70); communications with Wilson regarding same (.10); review motion to exceed page limit (.10).	1.90	900.00	1,710.00
09/23/13	E MILLER Prepare for (2.00) and participate (4.80) in deposition preparation session with Bowen (Milliman) and Warner (Milliman) and Millirnan counsel.	6.80	900.00	6,120.00

JONES DAY

258183-609028

Page 50

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	D T MOSS	3.70	600.00	2,220.00
	Communicate with Cullen, Shumaker, and Stewart regarding order of proof for eligibility trial and other related issues (1.00); communicate with Orr (City) and Penn (City) regarding Orr (City) deposition errata, scheduling next deposition and documents produced to objectors (.30); review outlines and other materials to prepare order of proof for eligibility trial (1.20); communicate with Irwin and Cullen regarding Mayor Bing's deposition (.20); finalize letter to objectors requesting documents from Orr (City) deposition and send to objectors (.60); communicate with Ernst & Young, Conway and City finance department regarding report requested during Orr (City) deposition (.40).			
09/23/13	G M SHUMAKER	3.20	825.00	2,640.00
	Communicate with Ball, Bennett, Lennox, Stewart and Irwin regarding experts at eligibility hearing (.70); communicate with Irwin regarding eligibility discovery issues and response to objectors' counsel on various issues (1.10); examine Orr (City) deposition transcript in connection with responding to objectors' counsel's question (.50); review/comment on letter to Ullman (retirees' counsel) and other objectors' counsel regarding follow-up document requests after Orr (City) deposition (.50); communicate with Miller regarding possible production of arguably privileged document (.40).			
09/23/13	G S STEWART	1.90	875.00	1,662.50
	Meeting with Cullen, Shumaker, Moss regarding experts, order of proof, stay motion, depositions, schedule (1.20); communicate with Eaton regarding interrogatories to retirees committee (.10); communicate with Shumaker regarding experts (.10); review transcript of Malhotra (Ernst & Young) deposition (.40); telephone call with Moss regarding order of proof and recent Judge Rhodes order (.10).			
09/23/13	T A WILSON	5.50	600.00	3,300.00
	Communicate with Lennox, Bennett, Heifetz, DiPompeo regarding revised objection to motion to withdraw reference of retiree committee objection to eligibility (.20); communicate with Merrett, Zeltner regarding research related to same (.40); research related to objection to motion to withdraw reference (1.40); outline of arguments in retiree committee motion to withdraw reference and city objection thereto (1.60); revise objection to motion to withdraw reference (.70); communicate with Bennett regarding potential supplement to reply in support of eligibility (.20); review state pleading with respect to same (.10); communicate with Lennox, Bennett, Heifetz, DiPompeo, Zeltner regarding deadline for filing objection to motion to withdraw reference (.40); review and revise motion to exceed page limit for objection to motion to withdraw (.30); communicate with Lennox, Zeltner regarding same (.20).			
09/23/13	O S ZELTNER	0.50	300.00	150.00
	Draft and revise motion to exceed page limit in objection to retiree committee motion to withdraw reference.			
09/24/13	S F AMIR	3.10	325.00	1,007.50
	Communicate with Hale regarding Milliman letter (.30); second level review of special Quality Control/clean up batches (2.80).			
09/24/13	B S BENNETT	2.70	1,000.00	2,700.00
	Analysis of draft of state opposition to request to withdraw reference (.60); draft and revise brief in opposition to retiree committee motion to withdraw reference (1.50); analysis of memoranda regarding additional revisions to opposition to request to withdraw reference (.30); analysis of memorandum from Heiman regarding [REDACTED] (.10); prepare memorandum to Heiman regarding [REDACTED] (.20).			
09/24/13	D S BIRNBAUM	0.30	575.00	172.50
	Communicate with Boyce regarding certain labor and employment documents produced in response to discovery requests.			
09/24/13	S T BOYCE	4.30	575.00	2,472.50
	Review/analyze documents for responsiveness and privilege (4.00); participate in discovery conference call with review vendors regarding document review set-up and status (.30).			

JONES DAY

258183-609028

Page 51

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/24/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility.	0.30	575.00	172.50
09/24/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness (5.70); quality check sample privilege log and names list (2.70).	8.40	250.00	2,100.00
09/24/13	T F CULLEN JR Review of case plan including issues and witnesses.	1.30	950.00	1,235.00
09/24/13	C J DIPOMPEO Revise objection to motion of Retirees' Committee to withdraw reference with respect to City's eligibility for chapter 9 (5.30); communicate with Heifetz regarding same (.60).	5.90	475.00	2,802.50
09/24/13	T J DUHIG Prepare agenda (.10) and participate on daily status call (.30); follow up with Hale regarding status of reinject review being conducted by Jones Day (.20).	0.60	275.00	165.00
09/24/13	M FEATON Defend City's interests at deposition of Bowen (Milliman).	8.20	575.00	4,715.00
09/24/13	B B ERENS Meeting with Bulger (Miller Canfield) regarding [REDACTED]	0.50	850.00	425.00
09/24/13	M L HALE Review documents located through quality control searches to correct coding (7.70); research regarding document from Miller (.30).	8.00	650.00	5,200.00
09/24/13	B R HEIFETZ Meet with DiPompeo regarding revisions to objections to retiree committee motion to withdraw reference (1.50), review revised draft of same (1.00).	2.50	775.00	1,937.50
09/24/13	G S IRWIN Review Milliman production and supplemental document production (2.10); review and evaluate objector pre-trial disclosures to plan for hearing (1.50); review outlines and summary order of proof provided by Moss (1.30); evaluate bondholder negotiations by review of relevant documents (1.80); review pleadings to prepare for trial (.80).	7.50	725.00	5,437.50
09/24/13	B T LEATHERMAN Perform quality assurance on Jones Day internally collected communication (1.00); communicate with Boyce and Duhig regarding same (.50).	1.50	200.00	300.00
09/24/13	H LENNOX Review and revise objection to motion for withdrawal (.60); conferences with Wilson, Bennett regarding same (.40); review state brief (.60).	1.60	900.00	1,440.00
09/24/13	D J MERRETT Research authority in support of objection to motion to withdraw reference (1.20); communicate with LaPlante (Miller Canfield) regarding same (.10); communicate with Wilson regarding same (.20).	1.50	525.00	787.50
09/24/13	E MILLER Prepare for Bowen and Warren depositions (1.00); defend said depositions along with Milliman counsel (7.00); post-deposition meeting with Bowen and Warren (.50).	8.50	900.00	7,650.00
09/24/13	D T MOSS Review documents, transcripts and pleadings regarding eligibility arguments and counter arguments for order of proof (3.60); draft and revise order of proof for eligibility arguments, witnesses, documents and other trial related items (3.20); communicate with Stewart and Cullen regarding order of proof and edits thereto (.80); communicate with Irwin regarding Mayor Bing's and Orr's next deposition (.30).	7.90	600.00	4,740.00

JONES DAY

258183-609028

Page 52

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/24/13	G M SHUMAKER Review/comment on initial draft of affirmative case plan for eligibility hearing (.50); meeting with Moss regarding same (.30).	0.80	825.00	660.00
09/24/13	G S STEWART Review/analyze AFSCME motion to expedite (.10); meeting with Moss regarding order of proof for eligibility hearing (1.70); communicate with Shumaker regarding procedural issues (.10); review memorandum from Irwin regarding designations of witnesses and experts for eligibility hearing (.10); review revised eligibility order of proof from Moss (.20); review letter from Bruno regarding Ernst & Young documents requested during Malhotra (Ernst & Young) deposition and memorandum from DiPompeo and memorandum from Flick with respect to same (.20).	2.40	875.00	2,100.00
09/24/13	T A WILSON Revise objection to retiree committee motion to withdraw reference (4.20); continue summary of arguments in motion to withdraw reference (.50); various communications with Lennox, Bennett, Heifetz regarding same (1.00); communicate with [REDACTED] (.10); communicate with Lennox, Merrett, Zeltner regarding local rules applicable to filings (.60); review draft state objection to motion to withdraw reference (.20).	6.60	600.00	3,960.00
09/24/13	O S ZELTNER Research case law (2.70); and draft citations (2.10) for objection to retiree committee to withdraw reference regarding Stern v. Marshall issues.	4.80	300.00	1,440.00
09/25/13	S F AMIR Review and code documents in clean up batch five (1.70); communicate with Hale regarding same (.10).	1.80	325.00	585.00
09/25/13	B S BENNETT Prepare memorandum to Cullen regarding order of proof (.20); telephone conference with Wilson regarding finalization of brief (.10); analysis of near final form of brief in opposition to withdrawal motion (.60).	0.90	1,000.00	900.00
09/25/13	S T BOYCE Review/analyze documents for responsiveness and privilege (6.80); participate in discovery conference call with review vendors regarding document review set-up and status (.30).	7.10	575.00	4,082.50
09/25/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility.	0.30	575.00	172.50
09/25/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness (5.80); quality check sample privilege log and names list (5.00).	10.80	250.00	2,700.00
09/25/13	T J DUHIG Prepare agenda (.20) and participate (.30) on daily status call; follow up with Purcell regarding next production deliverable (.20).	0.70	275.00	192.50
09/25/13	M F EATON Review/analyze written discovery responses from objectors.	1.00	575.00	575.00
09/25/13	B B ERENS Communicate with litigation team regarding results of fund analysis.	0.70	850.00	595.00
09/25/13	B B ERENS Communicate with Miller Canfield regarding [REDACTED]	0.20	850.00	170.00
09/25/13	M L HALE Review of documents located through quality control searches to correct coding or redaction.	6.80	650.00	4,420.00

JONES DAY

258183-609028

Page 53

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/25/13	ML HALE Communicate with Duhig, Purcell (AlphaLit), and Wilcox (Black Letter) regarding quality control reviews and distribution to parties.	0.30	650.00	195.00
09/25/13	ML HALE Communicate with Purcell (AlphaLit) regarding documents to review and mechanics of redaction on E-direct system.	0.20	650.00	130.00
09/25/13	D M HIRTZEL Plan and prepare for electronic filing of motion to file objection in excess of page limit (.40); submit proposed order via CM/ECF of same (.20); prepare for and electronically file objection to retiree committee's motion to withdraw reference in District Court action (1.50); arrange for service of same via KCC (.20); communicate with Wilson regarding service of same (.20); prepare exhibits to same in preparation for electronic filing of same (.90); review District Court rules for submittal of proposed orders (.40); communicate with Wilson regarding same (.20).	4.00	275.00	1,100.00
09/25/13	G S IRWIN Evaluate eligibility evidence issues (1.90); review memoranda summarizing and evaluating objector responses (1.10); review creditor correspondence for use at hearing (1.60); review and organize hearing exhibits on good faith negotiations, including presentation materials, attendance logs, etc (3.70).	8.30	725.00	6,017.50
09/25/13	H LENNOX Review and revise objection to motion to withdraw reference (.50); communications with litigators regarding witness prep and document evidence issues (.50).	1.00	900.00	900.00
09/25/13	E MILLER Draft eligibility discovery responses regarding pension.	1.60	900.00	1,440.00
09/25/13	D T MOSS Revise order of proof based on comments from Cullen, Shumaker, Stewart and Irwin (1.20); draft and revise cover memo to core team regarding order of proof and outline of possible evidence, witnesses and other items (.80); communicate with Cullen, Stewart, Shumaker, Ball and Rosenblum regarding order of proof, enterprise funds and related issues and next steps for eligibility litigation (.60); communicate with Boyce, Irwin and Hale regarding next steps in discovery and potential additional discovery requests and document productions (1.60); review eligibility objections and responses thereto to organize direct examination outline for Orr (City) (1.80); review eligibility witness preparation outline and related documents to prepare for second Orr (City) deposition (1.20).	7.20	600.00	4,320.00
09/25/13	G M SHUMAKER Communicate with Cullen, Stewart, Moss and Rosenblum regarding affirmative case plan for eligibility motion (.80); communicate with Stewart and Moss regarding follow-up assignments on eligibility motion (.70); communicate with Stewart regarding enterprise funds (.30) and communicate with Ball, Erens and Lennox and rest of team regarding arguments regarding same (.80); communicate with Ball, Stewart, Moss and DiPompeo regarding enterprise fund issues and Miller Canfield statement of same (1.10).	3.70	825.00	3,052.50
09/25/13	T A WILSON Review and revise objection to retiree committee motion to withdraw reference (2.20); communicate with Bennett, Lennox, DiPompeo, Zeltner regarding same (.90); research regarding ability of non-Article III court to decide constitutional issues (3.00); communicate with Bennett regarding same (.10); various communications with Hirtzel regarding filing and service of objection to motion to withdraw reference and related motion to exceed page limit (.70); review local district court rules and ECF procedures regarding same (.20); communicate with internal eligibility team regarding as-filed versions of objection to motion to withdraw (.20).	7.30	600.00	4,380.00
09/25/13	O S ZELTNER For objection to retiree committee motion to withdraw reference, and shepardize and cite-check cited cases and statutes therein.	2.90	300.00	870.00

JONES DAY

258183-609028

Page 54
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	C BALL Review court opinion on stay pending withdrawal of the reference decision.	0.70	1,000.00	700.00
09/26/13	B S BENNETT Analysis of outline regarding evidentiary issues in eligibility matter.	0.40	1,000.00	400.00
09/26/13	S T BOYCE Review/analyze and coordinate review of documents for responsiveness and privilege (4.80); participate in discovery conference call with review vendors regarding document review set-up and status (.50).	5.30	575.00	3,047.50
09/26/13	K B BYRD Communicate with Hale, Boyce, Black Letter Discovery and Alphalit regarding status of collection and review of internal documents and documents from City of Detroit and advisors in connection with objectors' requests for production regarding eligibility (.30); communicate with Hale, Boyce regarding privilege log issues (.40); communicate with Boyce and Conway MacKenzie regarding document collection in connection with objectors' requests for production regarding eligibility (.90).	1.60	575.00	920.00
09/26/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness (4.70); quality check sample privilege log and names list (2.00).	6.70	250.00	1,675.00
09/26/13	T J DUHIG Communicate results to Purcell from AlphaLit (.50); follow up on status of privilege log (.50); follow up with AlphaLit regarding workflow for documents that were already produced receiving additional bates numbers (.50); discuss with case team (.20).	1.70	275.00	467.50
09/26/13	M FEATON Review/analyze written discovery responses from objectors to eligibility.	1.40	575.00	805.00
09/26/13	B B ERENS Communicate with Miller Canfield regarding [REDACTED]	0.30	850.00	255.00
09/26/13	M L HALE Review documents with production issues and correct coding (.50); communicate with Irwin regarding production status of each version of Miller document (.60); review and revise privilege log exceptions (6.10).	7.20	650.00	4,680.00
09/26/13	G S IRWIN Review document productions from UAW and AFSCME (2.20); evaluate potentially privileged documents (1.40); work with Boyce on supplemental document production (1.30); plan and prepare for hearing (1.10).	6.00	725.00	4,350.00
09/26/13	H LENNOX Review opinion and order denying Retiree Committee stay request (.80); review Orr (City) deposition transcript (1.20).	2.00	900.00	1,800.00
09/26/13	D T MOSS Communicate with Irwin regarding Orr (City) deposition and related matters (.30); communicate with Shumaker and Cullen regarding mediation and eligibility documents (.30).	0.60	600.00	360.00
09/26/13	G M SHUMAKER Communicate with Stewart regarding eligibility motion proof issues (.80); review/analyze deposition transcript of Orr (City) in preparation for upcoming supplemental deposition (2.10); review/analyze draft chart of evidentiary proof for eligibility motion and assess needed witnesses and documents for same (.90); communicate with Ball and Stewart regarding same (.50).	4.30	825.00	3,547.50
09/26/13	T A WILSON Assemble documents for binders related to eligibility and reference withdrawal papers (.30); review order and opinion denying motion to stay eligibility proceedings (.30); communicate with Ellman, Bennett regarding same (.40); draft notice of supplemental authority regarding opinion denying stay (.50); communicate with Bennett regarding same (.10).	1.60	600.00	960.00

JONES DAY

258183-609028

Page 55

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/27/13	B S BENNETT Analysis of materials regarding exhibits for eligibility hearing (.50); telephone conference with eligibility litigation team regarding order of proof and related matters (1.50); prepare memorandum to working group regarding materials for eligibility hearing (.20); telephone conference with Wilson regarding exhibits for eligibility trial (.20); telephone conference with Heiman regarding information requests and efforts to reply to same (.40).	2.80	1,000.00	2,800.00
09/27/13	J E CALLAWAY Review electronic files of selected custodians for responsiveness (3.50); quality check sample privilege log and names list (2.00).	5.50	250.00	1,375.00
09/27/13	T J DUHIG Follow up with AlphaLit regarding production deliverables for today (.50); discuss protocol for producing documents (.50).	1.00	275.00	275.00
09/27/13	M F EATON Review/analyze motion or brief regarding objectors' motion to designate certain deposition testimony of Orr (City) and Buckfire (Miller Buckfire) in order to draft response.	2.60	575.00	1,495.00
09/27/13	B B ERENS Communicate with Shumaker, Ball regarding Miller Canfield memo [REDACTED]	0.30	850.00	255.00
09/27/13	M L HALE Review and revise privilege log exceptions.	6.70	650.00	4,355.00
09/27/13	M L HALE Communicate with Miller and Stewart regarding potential privileged documents.	0.30	650.00	195.00
09/27/13	M L HALE Communicate with Purcell (AlphaLit) regarding production and privilege log.	0.20	650.00	130.00
09/27/13	D G HEIMAN Attend eligibility trial preparation call with litigation team and Bennett.	1.20	975.00	1,170.00
09/27/13	D G HEIMAN Review denial of stay opinion.	0.50	975.00	487.50
09/27/13	D M HIRTZEL Plan and prepare for electronic filing of notice of supplemental authority in support of objection to retiree committee's motion to withdraw reference in District Court action (.40); communicate with Wilson regarding same (.20); arrange for service of same via KCC (.20).	0.80	275.00	220.00
09/27/13	G S IRWIN Prepare for (.20) and participate in (1.20) conference call with litigation team, Heiman and Bennett regarding eligibility hearing strategy; prepare for hearing (4.50); meet with Moss and Stewart to discuss trial plan and disclosures (.80); review documents in connection with supplemental document production (1.00).	7.70	725.00	5,582.50
09/27/13	E MILLER Communicate with trial team on eligibility prima facie case strategy (1.20); communicate with Cullen regarding same (.30).	1.50	900.00	1,350.00
09/27/13	D T MOSS Communicate with Heiman, Bennett, Cullen, Stewart and Shumaker regarding eligibility trial, documents to use as evidence and strategy for trial (1.20); communicate with Irwin, Shumaker and Stewart regarding evidence and trial preparation (.80); draft and revise witness and exhibit list based on strategy calls (3.20); draft and revise order of proof based on comments from Bennett and others (.80); review exhibits and other documents for inclusion in case in chief (1.20).	7.20	600.00	4,320.00

JONES DAY

258183-609028

Page 56

November 8, 2013

Eligibility Issues and Litigation

Invoice: 32634235

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/27/13	J L SEIDMAN	0.40	400.00	160.00
	Draft memorandum to Irwin regarding non-individual objectors to eligibility and counsel for same (.20); communications with Moss (.10) and Zeltner (.10) regarding obtaining information for counsel to objectors for use by Irwin with respect to discovery issues.			
09/27/13	G M SHUMAKER	6.00	825.00	4,950.00
	Communicate with Heiman, Bennett, Cullen, Stewart regarding affirmative case plan and offer of proof for eligibility motion (1.50); review draft plan and otherwise prepare for same (.50); communicate with Hertzberg (Pepper Hamilton) regarding next steps in eligibility discovery (.20); review Orr (City) deposition transcript and eligibility issues related and documents and otherwise prepare for getting Orr (City) ready for upcoming deposition (2.10); communicate with Moss regarding compiling and revising witness and exhibit list for eligibility hearing and rescheduling of Orr (City) deposition (.40); communicate with eligibility team regarding exhibit and witness list (.40); review memo [REDACTED] (.70) and communicate thoughts on same to eligibility team (.20).			
09/27/13	G S STEWART	2.20	875.00	1,925.00
	Conference call with Heiman, Bennett, Cullen, Shumaker, Irwin regarding strategy, procedure and order of proof for eligibility hearing (1.10); conference call with Cullen, Shumaker, Moss regarding same (.20); meeting with Irwin, Moss regarding order of proof for eligibility, identification of exhibits and witnesses, preparation of PTO, preparation for pre-hearing conference and various procedural and evidentiary issues questions (.90).			
09/27/13	T A WILSON	0.70	600.00	420.00
	Revise notice of supplemental authority for filing in reference withdrawal proceeding (.20); communicate with Hirtzel regarding filing and service of same (.30); communicate with Bennett regarding evidentiary issues related to eligibility (.20).			
09/29/13	C BALL	2.10	1,000.00	2,100.00
	Review memo on enterprise funds for eligibility issues (1.70); communications with Van Dusen regarding questions on GO accounts (.40).			
09/29/13	C J DIPOMPEO	0.20	475.00	95.00
	Communicate with Moss regarding deposition schedule and evidence for hearing on City of Detroit's eligibility for chapter 9.			
09/29/13	M F EATON	11.60	575.00	6,670.00
	Review/analyze motion to admit certain deposition testimony of Orr (City) and Buckfire (2.00); research issues related to same in order to draft response (5.10); draft response to same (4.50).			
09/29/13	B B ERENS	1.30	850.00	1,105.00
	Review memos regarding [REDACTED]			
09/29/13	B B ERENS	1.30	850.00	1,105.00
	Review monoline submission regarding GO bond priority and caselaw in statutes regarding same.			
09/29/13	G M SHUMAKER	3.20	825.00	2,640.00
	Review/analyze deposition transcript of Orr (City) regarding eligibility issues and otherwise prepare for upcoming continuation of Orr (City) deposition.			
09/29/13	G S STEWART	0.50	875.00	437.50
	Review/analyze Satchel deposition transcript.			
09/30/13	B S BENNETT	0.20	1,000.00	200.00
	Analysis of memorandum regarding [REDACTED]			
09/30/13	S T BOYCE	4.50	575.00	2,587.50
	Review/analyze and coordinate review of documents for responsiveness and privilege.			
09/30/13	J E CALLAWAY	2.00	250.00	500.00
	Prepare supplemental privilege log and list of names.			

JONES DAY

258183-609028

Page 57
November 8, 2013
Invoice: 32634235

Eligibility Issues and Litigation

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	C J DIPOMPEO	2.20	475.00	1,045.00
	Review memorandum [REDACTED] (1.80); communicate with Shumaker and Ball regarding same (.40).			
09/30/13	C J DIPOMPEO	1.80	475.00	855.00
	Review and prepare Ernst & Young engagement letters for production in response to request of Bruno (Dentons) after eligibility deposition of Malhotra (Ernst & Young) (1.30); communicate with Hale regarding same (.50).			
09/30/13	T J DUHIG	1.30	275.00	357.50
	Contact AlphaLit to discuss segregating document sets for deposition review for Moss (.50); follow up with AlphaLit on upcoming production by Eaton (.50); discuss results with Eaton (.30).			
09/30/13	M F EATON	6.20	575.00	3,565.00
	Draft/revise response to objectors' motion in limine to admit certain deposition testimony of Orr(City) and Buckfire (Miller Buckfire).			
09/30/13	B B ERENS	0.50	850.00	425.00
	Communicate with Shumaker, Bennett regarding status of analysis on enterprise funds regarding eligibility litigation (.30); prepare for Miller Canfield call regarding same (.20).			
09/30/13	M L HALE	0.10	650.00	65.00
	Communicate with DiPompeo regarding Ernst & Young documents to produce.			
09/30/13	M L HALE	0.10	650.00	65.00
	Communicate with Purcell (AlphaLit) regarding Ernst & Young document production.			
09/30/13	D M HIRTZEL	0.30	275.00	82.50
	Review bankruptcy docket for scheduling orders in connection with eligibility hearing and deadlines and distribute same to Shumaker upon request.			
09/30/13	G S IRWIN	6.20	725.00	4,495.00
	Prepare exhibit and witness list for trial (3.10); review memoranda and source documents regarding enterprise fund dispute (1.40); review deposition transcripts of Moore (Conway MacKenzie) and Bowen (1.70).			
09/30/13	H LENNOX	0.40	900.00	360.00
	Communications with Shumaker regarding enterprise fund evidence for trial (.30); communications with Irwin regarding eligibility facts (.10).			
09/30/13	D T MOSS	4.00	600.00	2,400.00
	Review documents in anticipation of second Orr (City) eligibility deposition (2.20); draft and revise Orr (City) eligibility trial direct examination outline (1.80).			
09/30/13	G M SHUMAKER	6.10	825.00	5,032.50
	Telephone conference with Irwin regarding status of eligibility discovery efforts and upcoming schedule (.50); review/analyze Orr (City) deposition transcript in preparation for defense of continuation of same (3.80); communicate with Lennox, Erens, Stewart, Cullen, Ball and others on litigation team regarding enterprise funds and review Miller Canfield memo regarding same (1.80).			
TOTAL		2,804.70	USD	1,458,100.00

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609029

Invoice: 32634236

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Mediation Activities

USD 291,177.50

TOTAL

USD 291,177.50

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.
P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609029/32634236 IN YOUR PAYMENT

JONES DAY

258183-609029

Page 2

Mediation Activities

November 8, 2013

Invoice: 32634236

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
C BALL	39.00	1,000.00	39,000.00
B S BENNETT	25.20	1,000.00	25,200.00
B W EASLEY	31.30	725.00	22,692.50
B B ERENS	6.30	850.00	5,355.00
D G HEIMAN	56.50	975.00	55,087.50
H LENNOX	56.00	900.00	50,400.00
C E LIVINGSTON	3.20	800.00	2,560.00
E MILLER	32.40	900.00	29,160.00
ASSOCIATE			
D S BIRNBAUM	38.70	575.00	22,252.50
D L CULBERG	46.30	450.00	20,835.00
B ROSENBLUM	3.10	725.00	2,247.50
S C WOO	43.70	375.00	16,387.50
TOTAL	381.70	USD	291,177.50

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Mediation Activities included the following:

- (1) Continued to develop strategic approaches to the Court-ordered mediation proceedings and coordinated the City's efforts with respect to these matters;
- (2) [REDACTED]
- (3) Responded to inquiries and requests from the City's various constituencies relating to mediation activities;
- (4) [REDACTED]
- (5) [REDACTED]

JONES DAY

258183-609029

Page 3
November 8, 2013
Invoice: 32634236

Mediation Activities

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/01/13	C BALL	1.20	1,000.00	1,200.00
	[REDACTED]			
09/01/13	H LENNOX	1.00	900.00	900.00
	[REDACTED]			
09/03/13	B S BENNETT	1.00	1,000.00	1,000.00
	[REDACTED] prepare materials for mediation (.50); analysis of memorandum from Freeman regarding mediation preparation (.10).			
09/03/13	B W EASLEY	0.40	725.00	290.00
	Review correspondence from Mediator Roberts [REDACTED]			
09/03/13	D G HEIMAN	1.70	975.00	1,657.50
	Conference with Lennox regarding [REDACTED] conference with Ball regarding [REDACTED] telephone conference with Miller to review mediation issues (.20); prepare for [REDACTED] (.80).			
09/03/13	H LENNOX	2.40	900.00	2,160.00
	Telephone conference with [REDACTED]			
09/03/13	E MILLER	1.80	900.00	1,620.00
	[REDACTED]			
09/04/13	D G HEIMAN	1.80	975.00	1,755.00
	[REDACTED]			
09/04/13	D G HEIMAN	2.50	975.00	2,437.50
	[REDACTED]			
09/05/13	B W EASLEY	0.80	725.00	580.00
	Review correspondence from Judge Roberts (mediator) regarding mediation (.20); [REDACTED]			
09/05/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/05/13	H LENNOX	0.30	900.00	270.00
	Review materials from Judge Roberts (mediator) [REDACTED]			
09/05/13	S C WOO	0.50	375.00	187.50
	Correspondence with Rossman and Lennox regarding representatives from City for mediation (.30); communicate with Easley regarding same (.20).			
09/06/13	C BALL	3.40	1,000.00	3,400.00
	[REDACTED]			

JONES DAY

258183-609029

Page 4
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/06/13	B S BENNETT [REDACTED]	0.20	1,000.00	200.00
09/06/13	D S BIRNBAUM [REDACTED]	0.20	575.00	115.00
09/06/13	B W EASLEY Review draft correspondence to mediator regarding process and participants for mediation sessions pertaining to labor and employment issues (.40); [REDACTED]	0.70	725.00	507.50
09/06/13	D G HEIMAN [REDACTED]	0.50	975.00	487.50
09/06/13	H LENNOX [REDACTED]	0.70	900.00	630.00
09/07/13	B W EASLEY [REDACTED]	0.20	725.00	145.00
09/08/13	C BALL [REDACTED]	5.40	1,000.00	5,400.00
09/08/13	B S BENNETT [REDACTED]	0.60	1,000.00	600.00
09/08/13	B S BENNETT [REDACTED]	1.60	1,000.00	1,600.00
09/09/13	C BALL [REDACTED]	9.10	1,000.00	9,100.00
09/09/13	B S BENNETT [REDACTED]	0.50	1,000.00	500.00
09/09/13	B W EASLEY [REDACTED]	0.40	725.00	290.00
09/09/13	D G HEIMAN [REDACTED]	7.00	975.00	6,825.00
09/09/13	D G HEIMAN [REDACTED]	0.50	975.00	487.50
09/09/13	H LENNOX [REDACTED]	0.30	900.00	270.00
09/09/13	E MILLER [REDACTED]	0.50	900.00	450.00

JONES DAY

258183-609029

Page 5
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/10/13	C BALL	1.50	1,000.00	1,500.00
	[REDACTED]			
09/10/13	B S BENNETT	0.40	1,000.00	400.00
	[REDACTED]			
09/10/13	B W EASLEY	1.10	725.00	797.50
	[REDACTED]			
09/10/13	D G HEIMAN	0.70	975.00	682.50
	[REDACTED]			
09/10/13	D G HEIMAN	0.30	975.00	292.50
	[REDACTED]			
09/10/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/11/13	C BALL	1.40	1,000.00	1,400.00
	[REDACTED]			
09/11/13	B S BENNETT	0.50	1,000.00	500.00
	[REDACTED]			
09/11/13	D S BIRNBAUM	1.70	575.00	977.50
	[REDACTED]			
09/11/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/11/13	S C WOO	0.30	375.00	112.50
	Communicate with Merrett regarding unions involved in upcoming mediation.			
09/12/13	C BALL	0.90	1,000.00	900.00
	[REDACTED]			
09/12/13	B S BENNETT	0.20	1,000.00	200.00
	[REDACTED]			
09/12/13	D S BIRNBAUM	1.10	575.00	632.50
	[REDACTED]			
09/12/13	B W EASLEY	0.40	725.00	290.00
	[REDACTED]			
09/12/13	D G HEIMAN	0.80	975.00	780.00
	[REDACTED]			

JONES DAY

258183-609029

Page 6
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/12/13	D G HEIMAN	3.50	975.00	3,412.50
	[REDACTED]			
09/12/13	H LENNOX	3.30	900.00	2,970.00
	[REDACTED]			
09/12/13	E MILLER	1.50	900.00	1,350.00
	[REDACTED]			
09/12/13	S C WOO	0.50	375.00	187.50
	[REDACTED]			
09/13/13	C BALL	2.00	1,000.00	2,000.00
	[REDACTED]			
09/13/13	B S BENNETT	0.40	1,000.00	400.00
	Telephone conference with Heiman regarding mediation status and planning for additional mediation sessions.			
09/13/13	B S BENNETT	0.10	1,000.00	100.00
	[REDACTED]			
09/13/13	D S BIRNBAUM	1.40	575.00	805.00
	[REDACTED]			
09/13/13	D L CULBERG	3.40	450.00	1,530.00
	[REDACTED]			
09/13/13	B W EASLEY	0.90	725.00	652.50
	[REDACTED]			
09/13/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/13/13	H LENNOX	1.30	900.00	1,170.00
	[REDACTED]			
09/13/13	E MILLER	1.00	900.00	900.00
	[REDACTED]			
09/13/13	S C WOO	0.50	375.00	187.50
	[REDACTED]			

JONES DAY

258183-609029

Page 7

November 8, 2013

Mediation Activities

Invoice: 32634236

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/14/13	B W EASLEY	1.30	725.00	942.50
	[REDACTED]			
09/14/13	H LENNOX	0.50	900.00	450.00
	[REDACTED]			
09/15/13	B W EASLEY	0.60	725.00	435.00
	[REDACTED]			
09/15/13	H LENNOX	0.30	900.00	270.00
	[REDACTED]			
09/15/13	E MILLER	2.80	900.00	2,520.00
	[REDACTED]			
09/16/13	B S BENNETT Prepare for mediation.	1.20	1,000.00	1,200.00
09/16/13	D S BIRNBAUM	0.90	575.00	517.50
	[REDACTED]			
09/16/13	B W EASLEY	1.20	725.00	870.00
	[REDACTED]			
09/16/13	D G HEIMAN	1.50	975.00	1,462.50
	[REDACTED]			
09/16/13	H LENNOX Review documents to prepare for 9/17 mediation.	0.60	900.00	540.00
09/17/13	B S BENNETT	7.50	1,000.00	7,500.00
	[REDACTED]			
09/17/13	D S BIRNBAUM	1.50	575.00	862.50
	[REDACTED]			
09/17/13	D L CULBERG	7.10	450.00	3,195.00
	[REDACTED]			
09/17/13	B W EASLEY	0.80	725.00	580.00
	[REDACTED]			

JONES DAY

258183-609029

Page 8
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/17/13	D G HEIMAN	10.50	975.00	10,237.50
	[REDACTED]			
09/17/13	H LENNOX	8.60	900.00	7,740.00
	[REDACTED]			
09/17/13	E MILLER	1.00	900.00	900.00
	[REDACTED]			
09/17/13	S C WOO	1.20	375.00	450.00
	[REDACTED]			
09/18/13	D S BIRNBAUM	1.10	575.00	632.50
	[REDACTED]			
09/18/13	B W EASLEY	1.10	725.00	797.50
	[REDACTED]			
09/18/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/18/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/18/13	D G HEIMAN	2.00	975.00	1,950.00
	[REDACTED]			
09/18/13	H LENNOX	2.40	900.00	2,160.00
	[REDACTED]			
09/18/13	S C WOO	3.50	375.00	1,312.50
	[REDACTED]			

JONES DAY

258183-609029

Page 9

Mediation Activities

November 8, 2013
Invoice: 32634236

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/19/13	D S BIRNBAUM	5.20	575.00	2,990.00
	[REDACTED]			
09/19/13	D L CULBERG	2.20	450.00	990.00
	[REDACTED]			
09/19/13	B W EASLEY	1.20	725.00	870.00
	[REDACTED]			
09/19/13	D G HEIMAN	0.50	975.00	487.50
	Telephone conference with [REDACTED]			
09/19/13	D G HEIMAN	0.70	975.00	682.50
	[REDACTED]			
09/19/13	H LENNOX	1.80	900.00	1,620.00
	[REDACTED]			
09/19/13	H LENNOX	0.70	900.00	630.00
	Review documents, statutes with respect to upcoming mediations.			
09/19/13	E MILLER	2.20	900.00	1,980.00
	[REDACTED]			
09/19/13	S C WOO	4.50	375.00	1,687.50
	[REDACTED]			
09/20/13	C BALL	5.10	1,000.00	5,100.00
	[REDACTED]			
09/20/13	B S BENNETT	0.20	1,000.00	200.00
	[REDACTED]			

JONES DAY

258183-609029

Page 10
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/20/13	B S BENNETT	0.10	1,000.00	100.00
	[REDACTED]			
09/20/13	D S BIRNBAUM	2.30	575.00	1,322.50
	[REDACTED]			
09/20/13	D L CULBERG	8.80	450.00	3,960.00
	[REDACTED]			
09/20/13	B W EASLEY	0.80	725.00	580.00
	[REDACTED]			
09/20/13	H LENNOX	1.20	900.00	1,080.00
	[REDACTED]			
09/20/13	B ROSENBLUM	2.60	725.00	1,885.00
	[REDACTED]			
09/20/13	S C WOO	2.50	375.00	937.50
	[REDACTED]			
09/21/13	C BALL	0.70	1,000.00	700.00
	[REDACTED]			
09/21/13	D S BIRNBAUM	0.50	575.00	287.50
	[REDACTED]			
09/21/13	B W EASLEY	1.20	725.00	870.00
	[REDACTED]			
09/22/13	C BALL	1.20	1,000.00	1,200.00
	[REDACTED]			
09/22/13	B S BENNETT	1.90	1,000.00	1,900.00
	[REDACTED]			
09/22/13	D S BIRNBAUM	0.30	575.00	172.50
	[REDACTED]			

JONES DAY

258183-609029

Page 11
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/22/13	B W EASLEY	0.60	725.00	435.00
	[REDACTED]			
09/22/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/22/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/23/13	C BALL	5.10	1,000.00	5,100.00
	[REDACTED]			
09/23/13	B S BENNETT	3.20	1,000.00	3,200.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/23/13	B S BENNETT	0.70	1,000.00	700.00
	[REDACTED]			
09/23/13	D S BIRNBAUM	3.20	575.00	1,840.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/23/13	B W EASLEY	3.40	725.00	2,465.00
	[REDACTED]			
	[REDACTED]			
09/23/13	D G HEIMAN	0.70	975.00	682.50
	[REDACTED]			
09/23/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/23/13	D G HEIMAN	1.50	975.00	1,462.50
	[REDACTED]			
09/23/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			

JONES DAY

258183-609029

Page 12
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	D G HEIMAN	1.00	975.00	975.00
09/23/13	H LENNOX	5.30	900.00	4,770.00
09/23/13	E MILLER	3.00	900.00	2,700.00
09/23/13	B ROSENBLUM	0.50	725.00	362.50
09/23/13	S C WOO	6.50	375.00	2,437.50
09/24/13	C BALL	0.80	1,000.00	800.00
09/24/13	C BALL	0.70	1,000.00	700.00
09/24/13	B S BENNETT	0.20	1,000.00	200.00
09/24/13	B S BENNETT	0.20	1,000.00	200.00
09/24/13	B S BENNETT	0.20	1,000.00	200.00
09/24/13	B S BENNETT	0.30	1,000.00	300.00
09/24/13	B S BENNETT	0.10	1,000.00	100.00
09/24/13	B S BENNETT	0.20	1,000.00	200.00
09/24/13	D S BIRNBAUM	6.30	575.00	3,622.50

JONES DAY

258183-609029

Page 13
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/24/13	D L CULBERG	11.90	450.00	5,355.00
	[REDACTED]			
09/24/13	B W EASLEY	1.10	725.00	797.50
	[REDACTED]			
09/24/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/24/13	D G HEIMAN	4.50	975.00	4,387.50
	[REDACTED]			
09/24/13	H LENNOX	5.00	900.00	4,500.00
	[REDACTED]			
09/24/13	E MILLER	0.50	900.00	450.00
	[REDACTED]			
09/24/13	S C WOO	10.50	375.00	3,937.50
	[REDACTED]			
09/25/13	B S BENNETT	0.30	1,000.00	300.00
	[REDACTED]			
09/25/13	B S BENNETT	1.20	1,000.00	1,200.00
	[REDACTED]			

JONES DAY

258183-609029

Page 14

Mediation Activities

November 8, 2013

Invoice: 32634236

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/25/13	D S BIRNBAUM	3.70	575.00	2,127.50
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/25/13	D L CULBERG	6.10	450.00	2,745.00
	[REDACTED]			
09/25/13	B W EASLEY	1.90	725.00	1,377.50
	[REDACTED]			
09/25/13	D G HEIMAN	0.80	975.00	780.00
	[REDACTED]			
09/25/13	D G HEIMAN	1.00	975.00	975.00
	[REDACTED]			
09/25/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/25/13	H LENNOX	4.70	900.00	4,230.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/25/13	C E LIVINGSTON	3.20	800.00	2,560.00
	[REDACTED]			
09/25/13	E MILLER	6.80	900.00	6,120.00
	[REDACTED]			
	[REDACTED]			
09/25/13	S C WOO	1.20	375.00	450.00
	[REDACTED]			
09/26/13	B S BENNETT	0.40	1,000.00	400.00
	[REDACTED]			
	[REDACTED]			
09/26/13	D S BIRNBAUM	5.60	575.00	3,220.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			

JONES DAY

258183-609029

Page 15
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/26/13	D L CULBERG	6.80	450.00	3,060.00
	[REDACTED]			
09/26/13	B W EASLEY	2.40	725.00	1,740.00
	[REDACTED]			
09/26/13	B B ERENS	0.80	850.00	680.00
	[REDACTED]			
09/26/13	D G HEIMAN	0.70	975.00	682.50
	[REDACTED]			
09/26/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/26/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/26/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/26/13	D G HEIMAN	0.80	975.00	780.00
	[REDACTED]			
09/26/13	H LENNOX	2.40	900.00	2,160.00
	[REDACTED]			
09/26/13	H LENNOX	0.80	900.00	720.00
	[REDACTED]			
09/26/13	E MILLER	3.80	900.00	3,420.00
	[REDACTED]			
09/26/13	E MILLER	0.60	900.00	540.00
	[REDACTED]			
09/26/13	S C WOO	0.50	375.00	187.50
	[REDACTED]			
09/27/13	B S BENNETT	0.20	1,000.00	200.00
	[REDACTED]			
09/27/13	B S BENNETT	0.10	1,000.00	100.00
	[REDACTED]			
09/27/13	B S BENNETT	0.40	1,000.00	400.00
	[REDACTED]			

JONES DAY

258183-609029

Page 16
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/27/13	B S BENNETT	0.10	1,000.00	100.00
	[REDACTED]			
09/27/13	D S BIRNBAUM	1.20	575.00	690.00
	[REDACTED]			
09/27/13	B W EASLEY	1.70	725.00	1,232.50
	[REDACTED]			
09/27/13	B B ERENS	2.80	850.00	2,380.00
	[REDACTED]			
09/27/13	D G HEIMAN	1.00	975.00	975.00
	[REDACTED]			
09/27/13	D G HEIMAN	1.00	975.00	975.00
	[REDACTED]			
09/27/13	D G HEIMAN	0.30	975.00	292.50
	[REDACTED]			
09/27/13	H LENNOX	0.50	900.00	450.00
	[REDACTED]			
09/27/13	H LENNOX	3.20	900.00	2,880.00
	[REDACTED]			
09/27/13	E MILLER	2.80	900.00	2,520.00
	[REDACTED]			
09/27/13	S C WOO	1.00	375.00	375.00
	[REDACTED]			
09/28/13	D S BIRNBAUM	0.90	575.00	517.50
	[REDACTED]			
09/28/13	B W EASLEY	1.70	725.00	1,232.50
	[REDACTED]			
09/28/13	H LENNOX	1.60	900.00	1,440.00
	[REDACTED]			

JONES DAY

258183-609029

Page 17
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/28/13	S C WOO	1.50	375.00	562.50
	[REDACTED]			
09/29/13	D S BIRNBAUM	1.00	575.00	575.00
	[REDACTED]			
09/29/13	B W EASLEY	2.80	725.00	2,030.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/29/13	H LENNOX	2.10	900.00	1,890.00
	[REDACTED]			
	[REDACTED]			
09/29/13	E MILLER	1.30	900.00	1,170.00
	[REDACTED]			
09/29/13	S C WOO	3.00	375.00	1,125.00
	[REDACTED]			
	[REDACTED]			
09/30/13	C BALL	0.50	1,000.00	500.00
	[REDACTED]			
09/30/13	B S BENNETT	1.00	1,000.00	1,000.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/30/13	D S BIRNBAUM	0.60	575.00	345.00
	[REDACTED]			
	[REDACTED]			
09/30/13	B W EASLEY	2.60	725.00	1,885.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			

JONES DAY

258183-609029

Page 18
November 8, 2013
Invoice: 32634236

Mediation Activities

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/30/13	B B ERENS	2.70	850.00	2,295.00
	[REDACTED]			
09/30/13	D G HEIMAN	0.50	975.00	487.50
	[REDACTED]			
09/30/13	D G HEIMAN	0.70	975.00	682.50
	[REDACTED]			
09/30/13	H LENNOX	3.60	900.00	3,240.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
09/30/13	H LENNOX	1.40	900.00	1,260.00
	[REDACTED]			
	[REDACTED]			
09/30/13	E MILLER	1.80	900.00	1,620.00
	[REDACTED]			
09/30/13	E MILLER	1.00	900.00	900.00
	[REDACTED]			
09/30/13	S C WOO	6.00	375.00	2,250.00
	[REDACTED]			
	[REDACTED]			
	[REDACTED]			
TOTAL		381.70	USD	291,177.50

IN ACCOUNT WITH

JONES DAY

Cleveland Office
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Please Remit To:
P. O. Box 70294
Cleveland, Ohio 44190-0294

Federal Identification Number: 34-0319085

November 8, 2013

258183-609030

Invoice: 32634237

Kevyn D. Orr, Emergency Manager
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

For legal services rendered for the period September 1, 2013 through September 30, 2013:

Fee Examiner

USD 30,445.00

TOTAL

USD 30,445.00

Remittance of payment can be made by wire transfer to our account as follows:

BANK DETAILS

PNC Bank, N.A.

P.O. Box 70294

Cleveland, OH 44190-0294

Bank ABA No.	Swift Code	Account No.	Account Name
043000096	PNCCUS33	1130818681	Jones Day

PLEASE STATE REFERENCE No: 258183-609030/32634237 IN YOUR PAYMENT

JONES DAY

258183-609030

Page 2

November 8, 2013

Fee Examiner

Invoice: 32634237

TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
J B ELLMAN	29.00	825.00	23,925.00
ASSOCIATE			
J L SEIDMAN	16.30	400.00	6,520.00
TOTAL	45.30	USD	30,445.00

Summary of Services

During the time period September 1, 2013 through September 30, 2013, the work performed by Jones Day relating to Fee Examiner matters included the following:

- (1) Reviewed and commented on the proposed order establishing a professional fee review process and engaged in discussions with the Fee Examiner, counsel to the Official Committee of Retirees and other parties regarding the fee review order and process;
- (2) Communicated with other City professionals and employees regarding the fee review process and responded to their inquiries related to the process;
- (3) Prepared and submitted to the Fee Examiner certain materials required pursuant to the Fee Review Order [Dkt. No. 810] and communicated with other City professionals regarding these requirements; and
- (4) Reviewed Jones Day's postpetition July invoices and August invoices for compliance with the Fee Examiner's guidelines.

JONES DAY

258183-609030

Page 3

November 8, 2013

Fee Examiner

Invoice: 32634237

SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/03/13	J B ELLMAN Communicate with Pickering (Ernst & Young) regarding fee examiner process (.20); draft notice of consent to fee examiner order (.20); communicate with Fishman (fee examiner) regarding same (.10).	0.50	825.00	412.50
09/04/13	J B ELLMAN Conference with Fishman (Fee Examiner) regarding review order and retiree committee comments (.20); conference with Lennox (.30), Heiman (.10) regarding same; conference with Alberts (Dentons) regarding same (.20); review order regarding same (.20).	1.00	825.00	825.00
09/05/13	J B ELLMAN Draft memo to Lennox regarding proposal for committee review and fee examiner order (.30); draft memo to Orr regarding same (.20); revise form of fee review order (.40).	0.90	825.00	742.50
09/06/13	J B ELLMAN Conference with Green (Miller Canfield) regarding Fee Examiner process and compliance (.30); revise fee review rules to address committee fee process (.60); draft memo to Orr regarding same (.20); communicate with Heiman regarding same (.20); communicate with Alberts (Dentons) regarding same (.20).	1.50	825.00	1,237.50
09/08/13	J B ELLMAN Review Committee comments (.30) and revise (1.00) fee review order; draft correspondence to Alberts (Dentons) (.20) and Fishman (Fee Examiner) (.10) regarding same; draft memo to EM regarding same (.20).	1.80	825.00	1,485.00
09/09/13	J B ELLMAN Conference with Wilkins (Committee counsel) (.40), Alberts (Committee counsel) (.30), Fishman (Fee Examiner) (.20) regarding fee review order; revise same (.80); communicate with Heiman and Orr regarding issues for same (.30); draft correspondence to Alberts regarding open fee review issues (.20).	2.20	825.00	1,815.00
09/10/13	J B ELLMAN Revise fee review order per court's instruction at hearing.	0.30	825.00	247.50
09/11/13	J B ELLMAN Review final Fee Examiner review order (.30); conference with Seidman regarding implementation issues for same (.30); communicate with Bonsall (City) and Keelean (City) regarding OCP information for same (.30); prepare list of professionals for fee review (.20).	1.10	825.00	907.50
09/11/13	J L SEIDMAN Communicate with Ellman regarding fee review order and necessary steps for ensuring compliance with same (.30); draft and revise letter to fee examiner attaching lists of City Professionals and OC Professionals in accordance with paragraph 1 of fee review order (.80).	1.10	400.00	440.00
09/12/13	J B ELLMAN Draft lengthy and detailed memo to other professionals regarding fee review order and process (1.20); extended conference with Seidman regarding establishing protocols for compliance with same (.80); conference with Fishman regarding issues for same (.30); communicate with Orr (City) regarding same (.10).	2.40	825.00	1,980.00
09/12/13	J L SEIDMAN Review postpetition July invoices for compliance with guidelines (1.70); draft work descriptions / summaries for fee examiner submission regarding same (1.30); communicate with Ellman and Zuk regarding process for complying with fee review order (.60); follow up calls with Ellman regarding same (.20).	3.80	400.00	1,520.00
09/13/13	J B ELLMAN Communicate with Bonsall (City), Keelean (City) regarding OCP information (.20); finalize memo to other professionals regarding fee examiner process (.40); conferences with Zuk, Seidman regarding establishing procedures for fee examiner process compliance (.80); review related materials (.50); draft correspondence to Fishman regarding same (.20).	2.10	825.00	1,732.50

JONES DAY

258183-609030

Page 4
November 8, 2013
Invoice: 32634237

Fee Examiner

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/15/13	J L SEIDMAN Review draft August invoices for compliance with guidelines.	0.50	400.00	200.00
09/16/13	J B ELLMAN Communicate with reviewing partners to implement Fee Examiner review process (.50); draft memo regarding same (.80); begin review of August 2013 time for Fee Examiner compliance (2.10); communicate with Bonsall (City), Keelean (City) regarding gathering OCP names for Fee Examiner process (.30); review checklist from Fishman regarding same (.10); communicate with Kirshner (Conway MacKenzie) regarding Fee Examiner process (.20).	4.00	825.00	3,300.00
09/17/13	J B ELLMAN Review information for submission to Fee Examiner regarding lists of professionals and ordinary cause professionals (.50); conference with Seidman regarding fee process and issues (.40); review and revise letter to fee examiner (.20).	1.10	825.00	907.50
09/17/13	J L SEIDMAN Draft and revise September 30 deliverable pursuant to paragraph 1 of Fee Review Order (.60); review August invoices for compliance with guidelines (3.40); various communications with Ellman regarding compliance with Fee Review Order (.40).	4.40	400.00	1,760.00
09/18/13	J B ELLMAN Review draft materials for Fee Examiner (.40); communicate with Bonsall (City) regarding OCP information (.20); conference with Seidman regarding Fee Examiner materials and coordinating with other professionals (.50); conference call with Mays (City), Penn (City) and Seidman regarding fee examiner process (.70); conference with Sedlak regarding additional professionals for fee process (.20); conference with Keelean (City) regarding OCP information needed for fee process (.20).	2.20	825.00	1,815.00
09/18/13	J L SEIDMAN Review lists of City contracts to identify "City Professionals" and "OC Professionals" for September 30 deliverable to fee examiner (.70); draft and revise September 30 deliverable accordingly (.40); prepare for (.10) and participate in (.70) conference call with Ellman, Penn (City) and Mays (City) regarding City's role fee examiner process; draft and revise form verification for City to use with respect to review of monthly invoices (.30); draft and revise October 4 deliverable to fee examiner regarding engagement letter, rates and billing categories (.60); draft memorandum to all "City Professionals" regarding Fee Examiner checklist (.20); draft memorandum to Penn (City) and Mays (City) regarding September 30 deliverable (.20); various communications with Ellman regarding the foregoing (.50).	3.70	400.00	1,480.00
09/19/13	J B ELLMAN Draft correspondence to Spillane (Foley) regarding Fee Examiner (.10); review materials for submission to Fee Examiner (.60); conference with Lee (Ernst & Young) regarding Fee Examiner process (.20); conference with Seidman regarding same (.40).	1.30	825.00	1,072.50
09/19/13	J L SEIDMAN Communicate with Spillane (Foley & Lardner) regarding professional fee requirements (.10); pursuant to Fee Review Order, draft and revise September 30 deliverable regarding professionals (.50), October 4 deliverable regarding billing rates and categories (.60), and Form verification for City to use (.20).	1.40	400.00	560.00
09/20/13	J B ELLMAN Conference with Seidman regarding materials for Fee Examiner (.20); review expense categories for same (.20).	0.40	825.00	330.00
09/21/13	J B ELLMAN Review August 2013 invoices for Fee Examiner compliance (2.40); communicate with Zuk and Seidman regarding same (.20).	2.60	825.00	2,145.00
09/23/13	J B ELLMAN Conference with Seidman regarding finalizing data for Fee Examiner (.20); review billing summaries for same (.20).	0.40	825.00	330.00

JONES DAY

258183-609030

Page 5

November 8, 2013

Invoice: 32634237

Fee Examiner

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
09/23/13	J L SEIDMAN Revise submission regarding billing rates and fee/expense categories pursuant to Ellman comments.	0.10	400.00	40.00
09/24/13	J B ELLMAN Conference with Santambrogio (Ernst & Young) regarding fee process (.10); conference with Fishman (Fee Examiner) regarding same and upcoming activities (.10); conference with Seidman regarding finalizing OCP list (.30).	0.50	825.00	412.50
09/24/13	J L SEIDMAN Draft memorandum to Mays (City) with follow up questions regarding OC Professionals (.20); communicate with Ellman regarding same (.10).	0.30	400.00	120.00
09/25/13	J L SEIDMAN Communicate with Mays (City) regarding OC Professionals (.20); draft memoranda to DuPerry (City) and Wolfson (City) regarding same (.30); revise list of OC Professionals pursuant to Mays (City) comments (.20); communicate with Ellman (.20) and Lennox (.10) regarding same.	1.00	400.00	400.00
09/26/13	J B ELLMAN Finalize initial letter to fee examiner regarding professionals.	0.20	825.00	165.00
09/27/13	J B ELLMAN Conference with Hertzberg (Pepper Hamilton) regarding Fee Review Order compliance (.20); conference with Seidman regarding same and preparation for upcoming bills (.40).	0.60	825.00	495.00
09/28/13	J B ELLMAN Finalize letter for fee examiner per fee review order (.20); communicate with Heiman regarding same (.10); draft cover sheet summaries of July work per fee review order (1.20).	1.50	825.00	1,237.50
09/30/13	J B ELLMAN Finalize Fee Examiner submission for Jones Day (.20); communicate with Fishman (Fee Examiner) regarding billing categories (.20).	0.40	825.00	330.00
TOTAL		45.30	USD	30,445.00

EXHIBIT C

Summary of Compensation by Project Category through September 30, 2013:

Project Category	Total Hours	Total Fees
Land Bank	2.0	\$950.00
Rachkam Golf Course	3.6	\$1,710.00
Municipal Parking Authority	0.8	\$380.00
Public Lighting Authority	26.3	\$12,492.50
Total Hours and Fees	32.70	\$15,532.50

4834-4855-8102.1

Summary of Compensation by Professional through September 30, 2013:

NAME OF PROFESSIONAL INDIVIDUAL	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL FEES BILLED
Heidi H. Jeffrey	\$475.00	5.1	\$2,422.50
Thomas B. Spillane Jr.	\$475.00	2.6	\$1,235.00
David M. DiRita	\$475.00	1.5	\$712.50
Robert Nederhood	\$475.00	9.4	\$4,465.00
Nicholas E. Kyriakopoulos	\$475.00	14.10	\$6,697.50
Total Time		32.70	\$15,532.50

4834-4855-8102.1



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3488
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Invoice No.: 35097954
Our Ref. No.: 106322-0101

Services through
September 30, 2013

Amount due for professional services rendered regarding
Land Bank \$950.00

Total Amount Due: \$950.00

Please reference your account number 106322-0101 and your invoice number 35097954 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Detroit, City of
Our Ref. No.: 106322-0101
Invoice No.: 35097954

Page 2
Foley & Lardner LLP
October 24, 2013

Professional Services Detail

09/09/13	TBSJ	Meeting with B. Sedlak regarding Land Bank transfers.	1.0
09/09/13	DMDR	Meeting with B. Sedlak regarding priorities, open issues.	1.0
Hours Total:			2.0

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Thomas B. Spillane Jr.	TBSJ	1.0	\$475.00
David M. Di Rita	DMDR	1.0	\$475.00
Totals		2.0	\$950.00



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3488
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

Detroit, City of

Date: October 24, 2013
Invoice No.: 35097954
Our Ref. No.: 106322-0101

Remittance Advice

Current Invoice:

10/24/2013 - 35096592	\$5,510.00
10/24/2013 - 35097954	\$950.00
Total Amount Due:	\$6,460.00

Should you wish to remit your payment via wire transfer, please include our reference no. 106322-0101 and/or invoice no. 35097954 and forward to:

U.S. Bank
Wire Transfer Dept.
777 E. Wisconsin Ave.
Milwaukee, WI 53202
Routing #075000022
ACCT #112031389
ACCT NAME: Foley & Lardner
LLP
Swift Code: USBKUS44IMT



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Invoice No.: 35096593
Our Ref. No.: 106322-0102

Services through
September 30, 2013

Amount due for professional services rendered regarding Rackham Golf Course	\$1,710.00
Total Amount Due:	\$1,710.00

Please reference your account number 106322-0102 and your invoice number 35096593 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Detroit, City of
Our Ref. No.: 106322-0102
Invoice No.: 35096593

Page 2
Foley & Lardner LLP
October 24, 2013

Professional Services Detail

09/20/13	DMDR	Exchange emails with T. Spillane regarding potential Rackham Golf Course sale and background information.	0.5
09/24/13	RN	Exchange emails with T. Spillane and D. DiRita regarding potential Rackham Golf Course sale, transaction issues, and required due diligence.	0.1
09/24/13	TBSJ	Reviewing Michigan law issues regarding possible sale of Rackham Golf Course.	1.0
09/26/13	RN	Review Michigan case law and background on historical efforts to sell Rackham Golf Course.	1.1
09/26/13	TBSJ	Research and analyze whether Michigan law imposes any restrictions on the sale of Rackham Golf Course.	0.6
09/27/13	RN	Coordinate title search for Rackham Golf Course.	0.3

Hours Total: 3.6

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Thomas B. Spillane Jr.	TBSJ	1.6	\$760.00
David M. Di Rita	DMDR	0.5	\$237.50
Robert Nederhood	RN	1.5	\$712.50
Totals		3.6	\$1,710.00



FOLEY & LARDNER LLP
ONE DETROIT CENTER
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Invoice No.: 35097955
Our Ref. No.: 106322-0103

Services through
September 30, 2013

Amount due for professional services rendered regarding Municipal Parking Authority	\$380.00
Total Amount Due:	\$380.00

Please reference your account number 106322-0103 and your invoice number 35097955 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Detroit, City of
Our Ref. No.: 106322-0103
Invoice No.: 35097955

Page 2
Foley & Lardner LLP
October 24, 2013

Professional Services Detail

09/03/13	NEK	Draft Freedom of Information Act requests for lease and service agreements regarding city parking.	0.3
09/04/13	RN	Review and revise Freedom of Information Act requests to Kalamazoo, Battle Creek, and Traverse City for parking-related contracts.	0.3
09/09/13	NEK	Call with Traverse City regarding Freedom of Information Act response and obtaining lease documents for parking system.	0.2
Hours Total:			0.8

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Nicholas E. Kyriakopoulos	NEK	0.5	\$237.50
Robert Nederhood	RN	0.3	\$142.50
Totals		0.8	\$380.00



FOLEY & LARDNER LLP
ONE DETROIT CENTER
600 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

City of Detroit
Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Date: October 24, 2013
Invoice No.: 35096597
Our Ref. No.: 106322-0107

Services through
September 30, 2013

Amount due for professional services rendered regarding Public Lighting Authority	\$12,492.50
Total Amount Due:	\$12,492.50

Please reference your account number 106322-0107 and your invoice
number 35096597 with your remittance payable to Foley & Lardner
LLP. Payment is due promptly upon receipt of our invoice.

Foley & Lardner LLP
Federal Employer Number:
39-0473800

Professional Services Detail

09/11/13	RN	Research Municipal Lighting Authority Act and related legislative history in order to determine whether there are any obstacles under Michigan law with respect to the proposed Interlocal Agreement to be entered into between the Public Lighting Authority and the City of Detroit, or the existing Trust Agreement between the Authority, the City, and Wilmington Trust, National Association.	0.9
09/11/13	HH	Review draft interlocal agreement between the City of Detroit and the Public Lighting Authority (providing for the construction and financing of a public lighting system) and trust agreement among the City, the Authority and Wilmington Trust, as trustee (providing for the creation of a trust to receive utility revenues).	1.5
09/11/13	NEK	Review Trust Agreement between the Public Lighting Authority, the City of Detroit, and Wilmington Trust, National Association, as well as the Municipal Lighting Authority Act in order to respond to Jones Day request to determine whether there are any obstacles under Michigan law with respect to the proposed Interlocal Agreement to be entered into between the Public Lighting Authority and the City of Detroit, or the existing Trust Agreement.	1.7
09/12/13	NEK	Continue research regarding legality of Trust Agreement under Michigan law.	4.7
09/12/13	RN	Review Trust Agreement between the Public Lighting Authority, the City of Detroit, and Wilmington Trust, National Association, as well as the Municipal Lighting Authority Act in order to respond to Jones Day request to determine whether there are any obstacles under Michigan law with respect to the proposed Interlocal Agreement to be entered into between the Public Lighting Authority and the City of Detroit, or the existing Trust Agreement.	0.6
09/13/13	RN	Review statutes and agreements relating to Public Lighting Authority (1.6); participate in phone conference with H. Jeffery regarding same (.8).	2.4
09/13/13	NEK	Research Lighting Authority Act and City Utility Users Tax Act (4.0); draft response to Jones Day email (2.0).	6.0
09/13/13	HH	Strategy call with R. Nederhood regarding lighting authority and trust agreement among the City, the Authority and Wilmington trust, as trustee (providing for the creation of a trust to receive utility revenues) (.8); review Jones Day draft interlocal agreement between the City of Detroit and the Public Lighting Authority (providing for the construction and financing of a public lighting system) (.8).	1.6
09/14/13	RN	Review and revise memorandum regarding Public Lighting Authority issues (.8); exchange emails with T. Spillane, H. Jeffery and N. Kyriakopoulos regarding same (.2).	1.0

Detroit, City of
 Our Ref. No.: 106322-0107
 Invoice No.: 35096597

Page 3
 Foley & Lardner LLP
 October 24, 2013

09/15/13	RN	Review and revise memorandum and talking points regarding Public Lighting Authority Issues (.6); revise Interlocal Agreement (.4).	1.0
09/15/13	HH	Review draft public lighting authority memo and provide comments.	0.9
09/16/13	NEK	Strategy call with R. Nederhood and Jones Day regarding potential issues of Lighting Authority Interlocal Agreement and Trust Agreement.	0.6
09/16/13	RN	Participate in strategy call with H. Jeffery, B. Sedlak and N. Kyriakopoulos regarding Public Lighting Authority Agreements (.6); prepare for phone conference (.3).	0.9
09/16/13	HH	Strategy call with R. Nederhood and B. Sedlak regarding lighting authority and trust agreement.	0.6
09/17/13	NEK	Attend strategy call with R. Nederhood and Jones Day regarding finding relating to Lighting Authority Act (.5); prepare for same (.1).	0.6
09/17/13	RN	Participate in strategy call with H. Jeffery, J. Fielek and D. Massaron regarding Public Lighting Authority issues (.5); prepare for phone conference (.3).	0.8
09/17/13	HH	Strategy call with D. Massaron and J. Fielek regarding lighting authority and trust agreement.	0.5

Hours Total: 26.3

Professional Services Summary

Timekeeper	Initials	Hours	Dollars
Heidi H. Jeffery	HH	5.1	\$2,422.50
Nicholas E. Kyriakopoulos	NEK	13.6	\$6,460.00
Robert Nederhood	RN	7.6	\$3,610.00
Totals		26.3	\$12,492.50

EXHIBIT D



January 30, 2014

City of Detroit, Michigan
Sonya Mays
Mayor's Office
2 Woodward Ave., Suite 1126
Detroit, MI 48226

Re: City of Detroit, Michigan
USBC Case No. 13-53846

Dear Sonya Mays:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period September 1, 2013 to September 30, 2013 in the amount of \$52,141.81 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read 'Gerry Mullins', with a horizontal line extending to the right.

Gerry Mullins
Chief Financial Officer

Enclosures

Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, California 90245 Phone 310-823-9000 Fax 310-823-9133 kccllc.com



January 30, 2014

Copy Parties

Jeffrey Ellman
Jones Day
1420 Peachtree St., NE, Suite 800
Atlanta, GA 30309

Kurtzman Carson Consultants LLC

Account Number	70504KCC	Invoice Date	January 30, 2014
Invoice Number	US_KCC634903	Due Date	Due upon receipt

City of Detroit, Michigan Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$54,475.00
Client Courtesy Discount	\$(27,237.50)
Total of Hourly Fees	\$27,237.50
<u>Expenses</u>	
Expenses	\$24,904.31
Total Expenses	\$24,904.31
Invoice Subtotal	\$52,141.81
Sales and Use Tax	0.00
Total Invoice	\$52,141.81

 Please detach and return this portion of the statement with your check to KCC.
 Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70504KCC
 Invoice Number US_KCC634903
 Total Amount Due \$52,141.81
 Amount Paid \$

Check Payments to:
 Kurtzman Carson Consultants LLC
 Dept CH 16639
 Palatine, IL 60055-6639

Wire Payments to:
 Kurtzman Carson Consultants LLC
 HSBC Bank, NA
 452 Fifth Avenue, New York, NY 10018
 Account # 000183571
 FED ABA # 021001088
 ACH Routing # 022000020

Kurtzman Carson Consultants
City of Detroit Matter Narrative and Summary of Fees & Expenses
For September 1 - 30, 2013

Matter Name	Matter Narrative	Fees	Expenses	Total
Case Administration / Maintenance	Administrative duties include general correspondence with City, case conferences, preparation of invoice.	\$5,088.50		\$5,088.50
Claims Analysis	Review of proofs of claim that have been input into KCC CaseView and review and maintain claims register in order to ensure accuracy. Update claims register to reflect modified treatment under various claims objections, stipulations and settlement agreements. Review and link W-9 Forms to various filed and scheduled claims in KCC CaseView. Provide claims data in manner consistent with FTI format system and customize reports re same. Respond to any requests from client or client's professionals for data and reports regarding the Schedules of Assets and Liabilities and/or the proofs of claim.	\$1,164.00		\$1,164.00
Communications / Call Center	Communications duties include responding to creditor inquiries, correspondences with creditors, and fielding of any case-related communications from known or potential creditors. This includes setting up and manning a call center to respond to general and historic matters.	\$1,924.50	73.38	\$1,997.88
Contract Review	Review contracts and identify creditor and contract data including creditor contact information, contract terms, contract numbers, and contract dates. Prepare and revise listing of contracts and creditor information.	\$472.00		\$472.00
Creditor Matrix	Prepare and update creditor list with changes received from Jones Day and E&Y. Update names to Last Name, First Name for various parties. Review individual names and compare against employee listings to identify parties who are potentially employees.	\$8,287.50		\$8,287.50
Document Processing	Process, scan, input and review various documents including proofs of claim, W-9 Forms, notices of transfer and pleadings filed with the Court. Post and link documents to various sections of the public access website, including Court Documents, Important Dates, Notes and other customized areas of the website. Expenses relating to Case Administration/Maintenance include photocopies and electronic scanning of documents.	\$7,023.50	625.59	\$7,649.09
Maintenance of Public Access Website	Review and maintain information available on website in order to ensure accuracy. Download pleadings filed on Pacer and post on public access website.	\$589.50		\$589.50
Noticing	Daily service of pleadings filed by City of Detroit to be served on Special Service List and affected parties per Jones Day service instructions. Communication with Jones Day regarding the manner and method of service, preparation and electronic filing of affidavits of service and administrative close of mailings. Also, preparation and maintenance of various notice lists and FedEx computer for daily mailings including Master Service List, 2002 list and special notice lists.	\$19,562.50	24,205.34	\$43,767.84
Schedules & SOFA	Review and revise statement of liabilities per updates received from counsel. Finalize and reformat statement information for import into KCC CaseView.	\$4,562.50		
Undeliverable Mail Processing	Process returned undeliverable mail from various mailings. Note post office forwarding addresses and re-send notices to creditors per forwarding addresses provided. Track returned packages to maintain historical record of undeliverable packages.	\$5,800.50		\$5,800.50
Discounts	60% Discount on Fees	\$27,237.50		
Grand Total		\$27,237.50	\$24,904.31	\$52,141.81
85% of Fees and 100% of Expenses:		\$23,151.88	\$24,904.31	\$48,056.19

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AAE	Andres Estrada	SC	37.90	\$260.00	\$9,854.00
ADB	Aaron Butler	CL	4.90	\$60.00	\$294.00
ALC	Alberto Chachagua	CL	0.80	\$60.00	\$48.00
AMP	Aimee Parel	PS	1.30	\$140.00	\$182.00
AND	Aljalra Duarte	CON	0.80	\$180.00	\$144.00
BSI	Borendy Sleng	CL	0.50	\$50.00	\$25.00
BSZ	Bobble Szlembarska	PS	0.40	\$140.00	\$56.00
BTS	Brian Schauer	CON	1.70	\$200.00	\$340.00
CAW	Charles A. Wheeler	CL	1.00	\$55.00	\$55.00
CES	Cesar Munoz	CL	2.10	\$60.00	\$126.00
CHD	Christopher Do	CON	1.40	\$185.00	\$259.00
CKC	Charles Choi	CON	2.50	\$180.00	\$450.00
CYC	Charlyn Coronado	CL	1.20	\$55.00	\$66.00
DRO	Dylan Olsen	CON	7.80	\$180.00	\$1,404.00
DSH	David Sharp	SMC	10.50	\$390.00	\$4,095.00
ERP	Emma Ruiz-Papagni	CL	0.10	\$50.00	\$5.00
FJT	Felicia Turner	CL	69.50	\$60.00	\$4,170.00
GEC	Gregor Campbell	PS	0.20	\$105.00	\$21.00
HMO	Hugo Morales	PS	0.20	\$140.00	\$28.00
JAV	Jose Vergara	PS	2.80	\$140.00	\$392.00
JBU	Joseph Bunning	CON	0.40	\$200.00	\$80.00
JCW	Josh Wilson	CON	1.30	\$200.00	\$260.00
JDG	Jennifer Grageda	PS	0.80	\$80.00	\$64.00
JEF	Jeffrey Sellers	CON	0.70	\$160.00	\$112.00
JMG	Jennifer Goldman	CON	38.50	\$180.00	\$6,930.00
JOB	Jose Rico	CL	0.10	\$60.00	\$6.00
KDT	Keith Taylor	CL	0.10	\$60.00	\$6.00
LKI	Lashaun Kiles	CL	1.80	\$50.00	\$90.00
LLO	Lizette Lopez	CON	3.00	\$180.00	\$540.00
LYP	Lydia Pastor	CON	46.10	\$180.00	\$8,298.00
MDO	Matthew Orr	CON	3.80	\$200.00	\$760.00
MFM	Melissa Membrino	CON	2.00	\$160.00	\$320.00
MJP	Michael Paque	SMC	24.40	\$295.00	\$7,198.00
MLC	Marcedes Clanton	PS	4.50	\$140.00	\$630.00
MOR	Margarita Morales	CON	0.20	\$200.00	\$40.00
OC	Other Clerical	CL	5.50	\$50.00	\$275.00
PCC	Peter Chung	PS	2.80	\$140.00	\$392.00
PMH	Paula Hernandez	CL	2.80	\$60.00	\$168.00
REB	Reyanna Burbank	CL	0.70	\$60.00	\$42.00
RIB	Ross Bernstein	CON	5.20	\$80.00	\$416.00
RMA	Raymundo Manjarrez	CL	6.40	\$60.00	\$384.00
ROS	Roxanne Sudario	CL	0.80	\$55.00	\$44.00
RRO	Riordan Robinson	CON	0.40	\$200.00	\$80.00
SEP	Stephanie Paranhos	CL	3.60	\$60.00	\$216.00

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SMD	Stephanie Delgado	CL	1.80	\$60.00	\$108.00
SMI	Sueae Misaalefua	CL	1.40	\$55.00	\$77.00
TAL	Theresa Lumford	CL	0.20	\$60.00	\$12.00
TEC	Terrius Carter	CL	1.60	\$60.00	\$96.00
TLJ	Tashina Jackson	CL	2.40	\$55.00	\$132.00
TMV	Tina Vasquez	CL	5.40	\$55.00	\$297.00
VDR	Vincent Rice	PS	0.10	\$140.00	\$14.00
VRQ	Vanessa Quinones	SC	2.30	\$225.00	\$517.50
VTM	Vien Marquez	CON	2.10	\$165.00	\$346.50
WKH	William Howard	CON	17.60	\$180.00	\$3,168.00
YIA	Yahjalra Arevalo	CON	1.90	\$180.00	\$342.00
			Total		\$54,475.00

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/2/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	3.30
Total for 9/2/2013					3.30
9/3/2013	BTS	Assist with Statement and Motion [DN 705-706] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/3/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/3/2013	YIA	Responded to customer inquiries (2) regarding Chap 9 and why this information is relative to property owners	CON	Communications / Call Center	0.20
9/3/2013	RIB	Sort and manage undeliverable mail from Notice of Commencement	CON	Undeliverable Mail Processing	0.10
9/3/2013	ADB	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.20
9/3/2013	CAW	Assist with Statement and Motion [DN 705-706] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/3/2013	CAW	Assist with Statement and Motion [DN 705-706] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/3/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.20
9/3/2013	PCC	Assist with Statement and Motion [DN 705-706] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/3/2013	PMH	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.40
9/3/2013	RMA	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.30
9/3/2013	BSZ	Assist with Statement and Motion [DN 705-706] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/3/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
9/3/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.60
9/3/2013	LYP	Generate Statement and Order [DNs 705-706] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.60
9/3/2013	LYP	Update Core/2002 service list	CON	Noticing	0.60
9/3/2013	LYP	Administrative close of mailing including preparing mailing report for 8/22 - Various Documents [DNs 563, 567, 568, 571 and 572]	CON	Noticing	0.10
9/3/2013	LYP	Administrative close of mailing including preparing mailing report for 8/27 - Various Docs [DNs 643, 645, 646] via Overnight mail	CON	Noticing	0.10
9/3/2013	LYP	Administrative close of mailing including preparing mailing report for 8/27 - Various Docs [DNs 643, 645, 646]	CON	Noticing	0.10
9/3/2013	LYP	Administrative close of mailing including preparing mailing report for 8/29 - Orders [DNs 684 and 688]	CON	Noticing	0.10
9/3/2013	LYP	Administrative close of mailing including preparing mailing report for 8/29 - Orders [DNs 684 and 688]	CON	Noticing	0.10
9/3/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/3/2013	CHD	Assist with Statement and Motion [DN 705-706] mailing including preparing, inserting, affixing postage, labelling, sealing and mailing envelopes	CON	Noticing	0.10
9/3/2013	JMG	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.50
9/3/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.40
9/3/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.30
9/3/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.10
9/3/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 8/30	SC	Noticing	0.10
9/3/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 8/13	SC	Noticing	0.10
9/3/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 8/20	SC	Noticing	0.10
9/3/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 8/21	SC	Noticing	0.10
9/3/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 8/22	SC	Noticing	0.10
9/3/2013	AAE	Oversee service of Statement and Motion [DN 705-706]	SC	Noticing	0.10
9/3/2013	MFM	Administrative close of monthly mailings including print tracking and mail report input	CON	Noticing	0.10
9/3/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/3/2013	VRQ	Review and finalize call center billable hours	SC	Case Administration / Maintenance	0.10
9/3/2013	VRQ	Facilitate Statement and Motion [DN 705-706] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/3/2013	MDO	Assist with Statement and Motion [DN 705-706] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 9/3/2013					10.30
9/4/2013	BTS	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/4/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
9/4/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/4/2013	CKC	Respond to creditor inquiries (6) plan has not been filed	CON	Communications / Call Center	0.80
9/4/2013	YIA	Responded to customer inquiries (2) by leaving vm with a callback number	CON	Communications / Call Center	0.20

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/4/2013	ADB	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.40
9/4/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.10
9/4/2013	MJP	Call to M. McCarthy of Kirkland regarding service list	SMC	Communications / Call Center	0.10
9/4/2013	MJP	Call with J. Gadharf re special notice list	SMC	Noticing	0.20
9/4/2013	MJP	Review Core / 2002 list and oversee update per revised creditor information received	SMC	Noticing	0.40
9/4/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
9/4/2013	BSZ	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/4/2013	CES	Respond to creditor inquiries (4) regarding questions related to status of claims	CL	Communications / Call Center	0.40
9/4/2013	HMO	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/4/2013	KDT	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/4/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	4.80
9/4/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.30
9/4/2013	LYP	Review and electronically file affidavits of service with the court	CON	Noticing	0.40
9/4/2013	LYP	Update notice lists on public access website	CON	Maintenance of Public Access Website	0.30
9/4/2013	LYP	Review and update return mail report	CON	Noticing	0.50
9/4/2013	LYP	Review and update electronic mail information for core/2002 service list to ensure accuracy	CON	Noticing	1.10
9/4/2013	JDG	Prepare undeliverable mail to be sent to creditor from Notice of Commencement	PS	Noticing	0.20
9/4/2013	CHD	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/4/2013	TLJ	Update name records in KCC CaseView per received changes of address	CL	Document Processing	0.60
9/4/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.00
9/4/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on 8/30	SC	Noticing	0.10
9/4/2013	AAE	Update creditors list with additional litigation parties received from counsel and send notice of commencement	SC	Noticing	0.50
9/4/2013	AAE	Call with T Wilson re undeliverable email notifications from BK court	SC	Communications / Call Center	0.10
9/4/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (3)	CL	Communications / Call Center	0.10
9/4/2013	VTM	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.40

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/4/2013	VRQ	Facilitate Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/4/2013	MDO	Assist with Notice of Commencement - Supplemental Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 9/4/2013					14.50
9/5/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (2)	CL	Communications / Call Center	0.10
9/5/2013	CKC	Respond to creditor inquiries (1) just info, no action required at the moment	CON	Communications / Call Center	0.10
9/5/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.10
9/5/2013	MJP	Review and revise creditor listing with updated creditor matrix information	SMC	Creditor Matrix	0.20
9/5/2013	MJP	Call from E. Lee regarding preparation of creditor matrix	SMC	Creditor Matrix	0.10
9/5/2013	MJP	Review litigation listing and revise for inclusion in creditor matrix	SMC	Creditor Matrix	0.30
9/5/2013	MJP	Review pleadings filed on court docket and oversee update of public access website	SMC	Maintenance of Public Access Website	0.10
9/5/2013	MJP	Review creditor list and draft and corr with C. Forrest re preparation of redacted creditor list	SMC	Creditor Matrix	0.40
9/5/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.40
9/5/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
9/5/2013	CES	Respond to creditor inquiries (4) regarding questions related to status of claims	CL	Communications / Call Center	0.50
9/5/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	7.00
9/5/2013	LYP	Prepare affidavit of service for 8/29 - Orders [DNs 684 and 688] mailing	CON	Noticing	1.00
9/5/2013	LYP	Prepare affidavit of service for 9/3 - Statement and Order [DNs 705-706] mailing	CON	Noticing	0.40
9/5/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.90
9/5/2013	JMG	Prepare service list for parties who filed eligibility objections	CON	Noticing	3.50
9/5/2013	AAE	Administrative close of mailing including printing postage and photocopy reports, quality checks, and preparing mailing report for documents served on MR 8/9	SC	Noticing	0.10
9/5/2013	AAE	Update litigation list with incident date and case date information	SC	Creditor Matrix	3.20
9/5/2013	AAE	Call with KCC team re creditor list including redactions, litigation, and updates from E&Y	SC	Communications / Call Center	0.20
9/5/2013	AAE	Prepare service of list of parties who objected to eligibility in preparation of service of debtors reply	SC	Noticing	1.10
9/5/2013	SMI	Sort and manage undeliverable mail from Notice of Commencement - Supplemental Litigation	CL	Undeliverable Mail Processing	0.40
Total for 9/5/2013					21.40
9/6/2013	BTS	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/6/2013	BTS	Assist with Reply in Support of Eligibility mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/6/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Case Administration / Maintenance	0.10
9/6/2013	CKC	Transcribed creditor messages (1) to ensure a timely response	CON	Communications / Call Center	0.10
9/6/2013	CKC	Respond to creditor inquiries (1) just info for chap 9. no action required for this notice	CON	Communications / Call Center	0.10
9/6/2013	YIA	Responded to customer inquiries (2) regarding the Public Library's position in the Chap 11	CON	Communications / Call Center	0.30
9/6/2013	CAW	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/6/2013	CAW	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/6/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	0.70
9/6/2013	MJP	Review pleadings filed on court docket for service items and update to public access website	SMC	Case Administration / Maintenance	0.20
9/6/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
9/6/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.50
9/6/2013	PCC	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/6/2013	RRO	Facilitate Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/6/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.10
9/6/2013	TAL	Receive and direct client related phone inquires	CL	Communications / Call Center	0.10
9/6/2013	TEC	Generate Reply In Support of Eligibility mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.60
9/6/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.30
9/6/2013	BSZ	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/6/2013	CES	Respond to creditor inquiries (1) regarding questions related to status of claims	CL	Communications / Call Center	0.20
9/6/2013	GEC	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/6/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.00
9/6/2013	LYP	Electronically file affidavits of service with the court	CON	Noticing	0.30
9/6/2013	LYP	Update Core/2002 service list	CON	Noticing	0.80
9/6/2013	LYP	Update notice lists on public access website	CON	Noticing	0.20
9/6/2013	LYP	Generate Reply In Support of Eligibility mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.30

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/6/2013	CHD	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
9/6/2013	JMG	Prepare service list for parties who filed eligibility objections	CON	Noticing	1.20
9/6/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.70
9/6/2013	AAE	Coordinate document processing	SC	Document Processing	0.10
9/6/2013	AAE	Prepare updated litigation list and circulate to KCC team	SC	Creditor Matrix	0.50
9/6/2013	AAE	Oversee service of Reply In Support of Eligibility	SC	Noticing	0.10
9/6/2013	AAE	Prepare and format litigation and claims list received from E&Y for inclusion in matrix; serve with notice commencement	SC	Creditor Matrix	1.30
9/6/2013	AAE	Prepare service of list of parties who objected to eligibility in preparation of service of debtors reply	SC	Noticing	1.80
9/6/2013	VRQ	Facilitate Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/6/2013	VRQ	Facilitate Reply In Support of Eligibility mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/6/2013	MDO	Assist with Reply In Support of Eligibility mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
9/6/2013	MDO	Assist with Notice of Commencement - Litigation and Claims mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 9/6/2013					23.20
9/9/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	1.00
9/9/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/9/2013	YIA	Responded to customer inquiries (1) regarding Chap 9 and why this information is relative to property owners	CON	Communications / Call Center	0.10
9/9/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.80
9/9/2013	RIB	Sort and manage incoming case mail received for processing	CON	Document Processing	0.10
9/9/2013	RIB	Input received proofs of claim into KCC CaseView	CON	Document Processing	1.80
9/9/2013	ALC	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.40
9/9/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	2.40
9/9/2013	MJP	Oversee corr with M. McCormick re service of notices	SMC	Communications / Call Center	0.10
9/9/2013	MJP	Review creditor list and oversee service of notice of commencement	SMC	Noticing	0.10
9/9/2013	MJP	Oversee preparation for service of supplemental notice of commencement	SMC	Noticing	0.20
9/9/2013	MJP	Review draft statement of liabilities	SMC	Creditor Matrix	0.20
9/9/2013	MJP	Review pleadings filed on court docket for service items and update of public access website	SMC	Noticing	0.20
9/9/2013	MLC	Manage and review tracking of undeliverable mail re Reply In Support of Eligibility	PS	Undeliverable Mail Processing	0.20

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/9/2013	MLC	Manage and review tracking of undeliverable mail re Notice of Commencement - Litigation and Claims	PS	Undeliverable Mail Processing	0.20
9/9/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.20
9/9/2013	PMH	Input received proofs of claim into KCC CaseView	CL	Document Processing	1.30
9/9/2013	PMH	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.20
9/9/2013	SEP	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.40
9/9/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.40
9/9/2013	SEP	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	1.40
9/9/2013	SMD	Process and prepare changes of address received for scanning into KCC CaseView	CL	Document Processing	0.10
9/9/2013	CES	Respond to creditor inquiries (1) regarding questions related to status of claims	CL	Communications / Call Center	0.10
9/9/2013	AMP	Process and prepare proofs of claim received for scanning into KCC CaseView	PS	Document Processing	0.90
9/9/2013	FJT	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.70
9/9/2013	LYP	Respond to inquiry regarding core/2002 service list	CON	Noticing	0.60
9/9/2013	LYP	Review affidavit of service status reports to ensure accuracy	CON	Case Administration / Maintenance	0.20
9/9/2013	LYP	Prepare publication report for notices of sale published in Bond Buyer	CON	Noticing	0.60
9/9/2013	LYP	Prepare publication report for notices of sale published in Detroit News and Free Press	CON	Noticing	0.60
9/9/2013	LYP	Case file affidavits of service	CON	Case Administration / Maintenance	0.20
9/9/2013	LYP	Prepare affidavit of service for 8/22 - Various Documents mailing	CON	Noticing	0.20
9/9/2013	ROS	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.80
9/9/2013	TLJ	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.20
9/9/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.00
9/9/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	1.00
9/9/2013	AAE	Oversee preparation of affidavits of publication; correspond with counsel re same	SC	Noticing	0.50
9/9/2013	AAE	Administrative review of draft schedules received from E&Y and compare to KCC creditor lists; supplemental service of notice of commencement to new creditors	SC	Schedules & SOFA	2.00
9/9/2013	AAE	Oversee updating of special and general service list	SC	Noticing	0.10
9/9/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
Total for 9/9/2013					22.70
9/10/2013	BTS	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/10/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/10/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.10
9/10/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	0.70
9/10/2013	MJP	Participate in conference call with regarding preparation of creditor matrix	SMC	Creditor Matrix	1.40
9/10/2013	MJP	Oversee service of Notice of Commencement on additional parties	SMC	Noticing	0.10
9/10/2013	MJP	Oversee update of statement of liabilities with additional contact information	SMC	Schedules & SOFA	0.10
9/10/2013	MJP	Call to E. Lee re updates to matrix listing	SMC	Creditor Matrix	0.20
9/10/2013	MJP	Prepare for service of notice of commencement on supplemental creditors	SMC	Noticing	0.20
9/10/2013	MJP	Review litigation parties and case information and corr with E. Lee re same	SMC	Noticing	0.40
9/10/2013	MJP	Review revised statement of liabilities including review of employee and litigation information	SMC	Creditor Matrix	0.60
9/10/2013	MJP	Review schedule G listing and coordinate update to last name, first name	SMC	Schedules & SOFA	0.40
9/10/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
9/10/2013	PMH	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.10
9/10/2013	REB	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.10
9/10/2013	RRO	Facilitate Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/10/2013	SEP	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.10
9/10/2013	TMV	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
9/10/2013	RMA	Sort and manage undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
9/10/2013	BSZ	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/10/2013	CES	Respond to creditor inquiries (1) regarding questions related to status of claims	CL	Communications / Call Center	0.20
9/10/2013	CES	Respond to creditor inquiries (1) regarding questions related to status of claims	CL	Communications / Call Center	0.10
9/10/2013	GEC	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/10/2013	HMO	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/10/2013	VDR	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/10/2013	JOB	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/10/2013	AMP	Sort and manage incoming case mail received for processing	PS	Document Processing	0.10
9/10/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	7.70

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/10/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.60
9/10/2013	DRO	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.80
9/10/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
9/10/2013	LLO	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.90
9/10/2013	WKH	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.70
9/10/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.50
9/10/2013	JMG	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.50
9/10/2013	AND	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.80
9/10/2013	AAE	Review listing of contract review parties and confirm service of notice of commencement	SC	Noticing	0.80
9/10/2013	AAE	Coordinate claims processing	SC	Claims Analysis	0.10
9/10/2013	AAE	Administrative review of draft schedules received from E&Y and compare to KCC creditor lists; supplemental service of notice of commencement to new creditors	SC	Schedules & SOFA	2.40
9/10/2013	AAE	Update litigation list with pending cases received from counsel	SC	Creditor Matrix	0.20
9/10/2013	AAE	Participate in schedules call with KCC team	SC	Schedules & SOFA	0.50
9/10/2013	AAE	Prepare and send letter and proof of claim form for City related to I&G Land Co action to Jones Day	SC	Noticing	0.20
9/10/2013	AAE	Prepare for and participate in schedules call with E&Y and Jones Day	SC	Creditor Matrix	1.40
9/10/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (2)	CL	Communications / Call Center	0.10
9/10/2013	VTM	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
9/10/2013	MDO	Assist with Notice of Commencement - Contract Review Parties mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 9/10/2013					26.30
9/11/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
9/11/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/11/2013	CKC	Respond to creditor inquiries (1) city has filed bankruptcy.	CON	Communications / Call Center	0.20
9/11/2013	YIA	Responded to customer inquiries (4) regarding Chap 9 and why this information is relative to property owners	CON	Communications / Call Center	0.40
9/11/2013	ADB	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
9/11/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	1.10
9/11/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.60
9/11/2013	MLC	Manage and review tracking of undeliverable mail re Notice of Commencement - Contract Review Parties	PS	Undeliverable Mail Processing	0.10
9/11/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.20
9/11/2013	RMA	Manage and review tracking of undeliverable mail re various notices	CL	Undeliverable Mail Processing	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/11/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	5.70
9/11/2013	LYP	Prepare affidavit of service for 9/6 - Reply In Support of Eligibility mailing	CON	Noticing	0.60
9/11/2013	DRO	Formatting excel information in preparation of schedules and SOFA	CON	Schedules & SOFA	0.60
9/11/2013	LLO	Format notice party information for schedule G parties	CON	Schedules & SOFA	2.10
9/11/2013	WKH	Coordinate and input claim withdrawals into KCC CaseView	CON	Claims Analysis	0.30
9/11/2013	TLJ	Listen to and log information from creditor calls to ensure a timely response (2)	CL	Communications / Call Center	0.10
9/11/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.30
9/11/2013	JMG	Format excel list of litigation parties to read Last Name, First Name	CON	Noticing	1.10
9/11/2013	JMG	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.30
9/11/2013	AAE	Update Schedule G creditor list to last name first name format	SC	Creditor Matrix	0.80
9/11/2013	AAE	Oversee updating of Schedule G creditor list to last name first name format	SC	Noticing	0.40
Total for 9/11/2013					16.30
9/12/2013	LKI	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
9/12/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/12/2013	CKC	Respond to creditor inquiries (2) ask court for instructions on filing an appearance	CON	Communications / Call Center	0.20
9/12/2013	YIA	Responded to customer inquiries (2) regarding Chap 9 and why this information is relative to property owners	CON	Communications / Call Center	0.20
9/12/2013	ALC	Administrative close of monthly mailings including print tracking and mail report input	CL	Noticing	0.20
9/12/2013	DSH	Research and confirm CUSIP Information; update chart with data	SMC	Case Administration / Maintenance	1.90
9/12/2013	MJP	Review status of preparation for contract review and corr with D. Saldanha re same	SMC	Contract Review	0.20
9/12/2013	MJP	Review litigation listing and update formatting per request from counsel	SMC	Creditor Matrix	0.30
9/12/2013	MJP	Review statement of liabilities and identify potential employee listings	SMC	Creditor Matrix	0.50
9/12/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.10
9/12/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement - Supplemental Litigation	PS	Undeliverable Mail Processing	0.20
9/12/2013	SMD	Process and prepare changes of address received for scanning into KCC CaseView	CL	Document Processing	0.30
9/12/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.40
9/12/2013	LYP	Administrative close of mailing including preparing mailing report for 9/3 - Statement and Motion [DN 705-706]	CON	Noticing	0.10
9/12/2013	LYP	Update client website docket including but not limited to checking scanned documents for web accessibility	CON	Maintenance of Public Access Website	0.20
9/12/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.20
9/12/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.90
9/12/2013	AAE	Administrative quality control review of Schedule H redactions	SC	Creditor Matrix	0.30

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/12/2013	AAE	Update Schedule G creditor list to last name first name format; separate plaintiff names and reformat for noticing purposes	SC	Creditor Matrix	3.10
9/12/2013	MFM	Review changes of address input into KCC CaseView	CON	Document Processing	1.30
Total for 9/12/2013					16.80
9/13/2013	BTS	Assist with Debtors Objections and Responses [DNs 846-856] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/13/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10
9/13/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/13/2013	CKC	Respond to creditor Inquiries (3) poc forms will be sent out or can be found online. Just info, doesn't have to do with foreclosure.	CON	Communications / Call Center	0.40
9/13/2013	YIA	Responded to customer Inquiries (1) regarding Chap 9 and why this information is relative to property owners	CON	Communications / Call Center	0.10
9/13/2013	RIB	Input received proofs of claim into KCC CaseView	CON	Document Processing	0.20
9/13/2013	ALC	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.10
9/13/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	0.60
9/13/2013	JAV	Assist with Debtors Objections and Responses [DNs 846-856] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.50
9/13/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.10
9/13/2013	JCW	Respond to creditor inquiry (1) re: Notice of Commencement	CON	Communications / Call Center	0.10
9/13/2013	MJP	Prepare for contract review including set up of process and procedures and review of timing	SMC	Contract Review	0.40
9/13/2013	MJP	Coordinate review of creditor lists for redaction of addresses and update of address formatting	SMC	Creditor Matrix	0.70
9/13/2013	MJP	Participate in conference call regarding preparation for contract review	SMC	Contract Review	0.30
9/13/2013	MJP	Review pleadings filed on court docket and oversee update of public access website	SMC	Maintenance of Public Access Website	0.30
9/13/2013	MJP	Review contract listing and procedures in preparation for call regarding contract review	SMC	Contract Review	0.30
9/13/2013	MJP	Prepare for contract review including review of status and timing	SMC	Noticing	0.10
9/13/2013	MJP	Coordinate update of listing of litigation parties	SMC	Creditor Matrix	0.20
9/13/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.30
9/13/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
9/13/2013	PMH	Prepare and send memo to William R Harter re request for properly filed proof of claim	CL	Case Administration / Maintenance	0.10
9/13/2013	PMH	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.40
9/13/2013	SEP	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.20
9/13/2013	SMD	Noticing Prepare Supplemental Affidavit of Service from Post Office Forwarding Mail re Notice of Commencement	CL	Noticing	0.80
9/13/2013	TMV	Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.70

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/13/2013	RMA	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.90
9/13/2013	LYP	Generate Debtors Objections and Responses [DNs 846-856] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	3.20
9/13/2013	JDG	Process and prepare undeliverable mail from Notice of Commencement to be sent to creditor per Post Office forwarding address	PS	Noticing	0.30
9/13/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.50
9/13/2013	AAE	Correspond with counsel re affidavits of service related to 9/13 service	SC	Noticing	0.20
9/13/2013	AAE	Oversee service of Debtors Objections and Responses [DNs 846-856]	SC	Noticing	0.20
9/13/2013	AAE	Update Schedule G creditor list to last name first name format; separate plaintiff names and reformat for noticing purposes	SC	Creditor Matrix	2.20
9/13/2013	AAE	Coordinate and generate Debtors Objections and Responses mailing including updating and formatting service lists, faxing, emailing, copying, inserting documents and labeling envelopes	SC	Noticing	0.80
Total for 9/13/2013					19.00
9/15/2013	MFM	Manage and review tracking of undeliverable mail re various notices	CON	Undeliverable Mail Processing	0.10
Total for 9/15/2013					0.10
9/16/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.10
9/16/2013	CKC	Respond to creditor inquiries (1) commencement notice.	CON	Communications / Call Center	0.10
9/16/2013	YIA	Responded to customer inquiries (2) regarding court date	CON	Communications / Call Center	0.20
9/16/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.60
9/16/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	1.10
9/16/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.10
9/16/2013	MJP	Review pleadings filed on court docket for update to creditor records and service items	SMC	Noticing	0.10
9/16/2013	MJP	Review and update listing of liabilities per revisions received from counsel	SMC	Schedules & SOFA	0.30
9/16/2013	MJP	Review upcoming casework and prepare case estimate for upcoming work	SMC	Case Administration / Maintenance	0.30
9/16/2013	MJP	Respond to inquiry from J. Tiller re contract review for various contracts	SMC	Contract Review	0.40
9/16/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement - Litigation and Claims	PS	Undeliverable Mail Processing	0.30
9/16/2013	SMD	Process and prepare undeliverable mail from Notice of Commencement - Litigation and Claims to be sent to creditor per Post Office forwarding address	CL	Noticing	0.60
9/16/2013	RMA	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	3.20
9/16/2013	AMP	Input received proofs of claim into KCC CaseView	PS	Document Processing	0.20
9/16/2013	LYP	Administrative close of mailing including preparing mailing report for 9/6 - Reply In Support of Eligibility	CON	Noticing	0.10
9/16/2013	LYP	Electronically file affidavits of service with the court	CON	Noticing	0.20

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/16/2013	LYP	Review certificate of service filed by counsel to ensure correct noticing parties	CON	Noticing	0.80
9/16/2013	JDG	Process and prepare changes of address received for scanning into KCC CaseView	PS	Document Processing	0.10
9/16/2013	TLJ	Sort and manage incoming case mail received for processing	CL	Document Processing	0.10
9/16/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.10
9/16/2013	JMG	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.40
9/16/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
Total for 9/16/2013					11.50
9/17/2013	BTS	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/17/2013	ALC	Scan received changes of address into KCC CaseView	CL	Document Processing	0.10
9/17/2013	CAW	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.50
9/17/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	0.80
9/17/2013	JCW	Review proofs of claim input into KCC CaseView	CON	Claims Analysis	0.20
9/17/2013	MJP	Prepare for and participate in call with counsel and E&Y re preparation of creditor listing	SMC	Schedules & SOFA	1.60
9/17/2013	MJP	Coordinate processing of proof of claim received	SMC	Claims Analysis	0.10
9/17/2013	MJP	Prepare estimate of upcoming casework	SMC	Case Administration / Maintenance	0.10
9/17/2013	MJP	Review and finalize August invoice	SMC	Case Administration / Maintenance	0.10
9/17/2013	MJP	Review and finalize August time entries	SMC	Case Administration / Maintenance	0.30
9/17/2013	MJP	Coordinate review and update of litigation schedule per updates received from counsel	SMC	Schedules & SOFA	1.20
9/17/2013	MJP	Review case status and upcoming casework	SMC	Case Administration / Maintenance	0.30
9/17/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement - Litigation and Claims	PS	Undeliverable Mail Processing	0.20
9/17/2013	PCC	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.50
9/17/2013	PCC	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.20
9/17/2013	PCC	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/17/2013	RRO	Facilitate Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/17/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.20

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/17/2013	TMV	Track undeliverable mail from Sort and manage undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.00
9/17/2013	CES	Respond to creditor inquiries (2) regarding questions related to status of claims	CL	Communications / Call Center	0.20
9/17/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	3.00
9/17/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.30
9/17/2013	LYP	Prepare affidavit of service for 9/16 - Debtors Objections and Responses [DNs 846-856] mailing	CON	Noticing	2.30
9/17/2013	LYP	Generate Reply to Objection of Official Committee of Retirees [DN 918] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.50
9/17/2013	LYP	Prepare redacted exhibits for certificate of service re notice of commencement	CON	Noticing	0.80
9/17/2013	CHD	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.20
9/17/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.10
9/17/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.20
9/17/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	0.70
9/17/2013	AAE	Update Schedule G with KCC team and E&Y comments	SC	Creditor Matrix	1.40
9/17/2013	AAE	Call with KCC team re Schedule G updates	SC	Communications / Call Center	2.20
9/17/2013	AAE	Oversee service of Reply to Objection of Official Committee of Retirees [DN 918]	SC	Noticing	0.10
9/17/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/17/2013	MOR	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/17/2013	VRQ	Facilitate Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/17/2013	MDO	Assist with Reply to Objection of Official Committee of Retirees [DN 918] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
Total for 9/17/2013					21.60
9/18/2013	BTS	Assist with Debtors Objection [DN 925] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/18/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/18/2013	RIB	Review changes of address input into KCC CaseView	CON	Document Processing	1.00
9/18/2013	ADB	Track undeliverable mail from Notice of Commencement - Litigation and Claims	CL	Undeliverable Mail Processing	0.40
9/18/2013	DSH	Research and confirm CUSIP information; update chart with data	SMC	Case Administration / Maintenance	1.20
9/18/2013	JAV	Assist with Debtors Objection [DN 925] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.40

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/18/2013	MJP	Corr with C. Forrest re update of statement of liabilities	SMC	Schedules & SOFA	0.20
9/18/2013	MJP	Review schedule of deposits and oversee update of name format and employee identification	SMC	Creditor Matrix	2.20
9/18/2013	MLC	Manage and review tracking of undeliverable mail re Reply to Objection of Official Committee of Retirees [DN 918]	PS	Undeliverable Mail Processing	0.20
9/18/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.10
9/18/2013	MLC	Sort and manage undeliverable mail from various notices	PS	Undeliverable Mail Processing	0.30
9/18/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
9/18/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.10
9/18/2013	TEC	Generate Debtors Objection [DN 925] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.40
9/18/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.00
9/18/2013	LYP	Administrative close of mailing including preparing mailing report for 9/13 - Debtors Objections and Responses [DNs 846-856]	CON	Noticing	0.10
9/18/2013	LYP	Prepare redacted exhibits for certificate of service re notice of commencement	CON	Noticing	1.20
9/18/2013	LYP	Review and format Core/2002 service list to post on website	CON	Maintenance of Public Access Website	0.50
9/18/2013	LYP	Generate Debtors Objection [DN 925] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.90
9/18/2013	DRO	Review of employee names for duplicate redaction	CON	Noticing	3.90
9/18/2013	WKH	Review creditor listing and identify employee addresses for redaction	CON	Creditor Matrix	6.00
9/18/2013	TLJ	Maintain log of each tracking number for undeliverable overnights	CL	Document Processing	0.10
9/18/2013	TLJ	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/18/2013	TLJ	Assist with confirmation card mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.50
9/18/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.90
9/18/2013	JMG	Compare Schedule H parties against employees for employee information to be redacted	CON	Noticing	5.30
9/18/2013	AAE	Oversee service of Debtors Objection [DN 925]	SC	Noticing	0.10
9/18/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	0.60
9/18/2013	AAE	Update Schedule G with KCC team and E&Y comments; correspond with E&Y re same	SC	Creditor Matrix	2.40
9/18/2013	MFM	Prepare and mail claim acknowledgement cards to creditors	CON	Noticing	0.20
9/18/2013	MFM	Administrative close of monthly mailings including print tracking and mail report input	CON	Noticing	0.10
Total for 9/18/2013					31.10
9/19/2013	BTS	Assist with Opposition [DN 940] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/19/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/19/2013	CKC	Respond to creditor inquiries (1) questions on the next step in the process.	CON	Communications / Call Center	0.20
9/19/2013	YIA	Responded to customer inquiries (1) regarding court date	CON	Communications / Call Center	0.10
9/19/2013	JAV	Assist with Opposition [DN 940] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.40
9/19/2013	MJP	Oversee service of Opposition [DN 940] of Core / 2002 and affected parties	SMC	Noticing	0.10
9/19/2013	MJP	Review pleadings filed on court docket for update of creditor records and public access website	SMC	Maintenance of Public Access Website	0.20
9/19/2013	MJP	Coordinate preparation for service of notice to creditors of 34th district	SMC	Noticing	0.30
9/19/2013	MJP	Review update of deposit listing with formatting updates and employee redactions	SMC	Schedules & SOFA	0.80
9/19/2013	MJP	Call with counsel and financial advisors re statement of liabilities	SMC	Schedules & SOFA	0.90
9/19/2013	MLC	Sort and manage undeliverable mail from various notices	PS	Undeliverable Mail Processing	0.20
9/19/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.20
9/19/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
9/19/2013	RMA	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.00
9/19/2013	CES	Respond to creditor inquiries (3) regarding questions related to status of claims	CL	Communications / Call Center	0.40
9/19/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	2.00
9/19/2013	LYP	Review listings of redacted employee addresses received from E&Y and cross-compare to various service lists fr Notice of Commencement mailing to ensure redaction of confidential address information	CON	Noticing	7.40
9/19/2013	LYP	Generate Opposition [DN 940] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.50
9/19/2013	DRO	Review of employee names for duplicate redaction	CON	Noticing	2.50
9/19/2013	WKH	Review creditor listing and identify employee addresses for redaction	CON	Creditor Matrix	2.80
9/19/2013	JMG	Compare Schedule H parties against employees for employee information to be redacted	CON	Noticing	1.10
9/19/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.40
9/19/2013	JMG	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.60
9/19/2013	JMG	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.50
9/19/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	1.20
9/19/2013	AAE	Oversee service of Opposition [DN 940]	SC	Noticing	0.10
9/19/2013	JEF	Scan, coordinate and archive bloomberg security research	CON	Noticing	0.70
Total for 9/19/2013					26.30
9/20/2013	BTS	Assist with Notice of Commencement - Supp Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/20/2013	BTS	Assist with Notices to Take Deposition [DNs 965-972, 981] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/20/2013	YIA	Responded to customer inquiries (1) regarding Chap 9 and why this information is relative to property owners	CON	Communications / Call Center	0.10
9/20/2013	BSI	Assist with Notice of Commencement - Supp Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/20/2013	ADB	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
9/20/2013	JAV	Assist with Notices to Take Deposition [DNs 965-972, 981] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.50
9/20/2013	MJP	Review pleadings filed on court docket for update to creditor records and potential service items	SMC	Noticing	0.40
9/20/2013	MJP	Review and revise listing of deposit parties	SMC	Schedules & SOFA	2.00
9/20/2013	MLC	Sort and manage undeliverable mail from Notice of Commencement	PS	Undeliverable Mail Processing	0.20
9/20/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
9/20/2013	PCC	Assist with Notice of Commencement - Supp Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/20/2013	PCC	Assist with Notice of Commencement - Supp Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/20/2013	REB	Prepare Supplemental Affidavit of Service from Post Office Forwarding Mail re Notice of Commencement	CL	Noticing	0.50
9/20/2013	TAL	Receive and direct client related phone inquiries	CL	Communications / Call Center	0.10
9/20/2013	ERP	Receive and direct client related phone inquiries	CL	Communications / Call Center	0.10
9/20/2013	LYP	Prepare redacted exhibits for certificate of service re notice of commencement	CON	Noticing	2.60
9/20/2013	LYP	Generate Notices to Take Deposition [DNs 965-972, 981] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.70
9/20/2013	CHD	Assist with Notice of Commencement - Supp Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/20/2013	TLJ	Maintain log of each tracking number for undeliverable overnights	CL	Document Processing	0.10
9/20/2013	JMG	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	2.00
9/20/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	0.40
9/20/2013	AAE	Update schedule G with additional litigation and serve with notice of commencement	SC	Creditor Matrix	0.50
9/20/2013	AAE	Oversee service of Notices to Take Deposition [DNs 965-972, 981]	SC	Noticing	0.10
9/20/2013	SMI	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
9/20/2013	VTM	Assist with Notice of Commencement - Supp Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.40

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/20/2013	VRQ	Facilitate Notice of Commencement - Supp Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/20/2013	MDO	Assist with Notice of Commencement - Supp Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.30
Total for 9/20/2013					12.50
9/22/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	5.50
Total for 9/22/2013					5.50
9/23/2013	BTS	Assist with Interrogatories [DN 998] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/23/2013	JAV	Assist with Interrogatories [DN 998] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
9/23/2013	MJP	Discuss preparation for service of motion for stay to 36th district court	SMC	Noticing	0.10
9/23/2013	MJP	Participate in conference call with regarding preparation of creditor matrix	SMC	Schedules & SOFA	0.80
9/23/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
9/23/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.10
9/23/2013	LYP	Review and prepare Core/2002 service list to post on website	CON	Maintenance of Public Access Website	0.20
9/23/2013	LYP	Generate Interrogatories [DN 998] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.40
9/23/2013	WKH	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.00
9/23/2013	WKH	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.60
9/23/2013	AAE	Coordinate document processing	SC	Document Processing	0.10
9/23/2013	AAE	Oversee service of Interrogatories [DN 998]	SC	Noticing	0.10
9/23/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
Total for 9/23/2013					4.40
9/24/2013	BTS	Assist with Certification of No Response [DN 1009] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/24/2013	LKI	Scan received proofs of claim into KCC CaseView	CL	Document Processing	0.20
9/24/2013	RIB	Process and prepare proofs of claim received for scanning into KCC CaseView	CON	Document Processing	0.30
9/24/2013	RIB	Input received proofs of claim into KCC CaseView	CON	Document Processing	0.10
9/24/2013	CAW	Assist with Certification of No Response [DN 1009] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/24/2013	MJP	Oversee service of Certification of No Response [DN 1009] on Core / 2002 and affected parties	SMC	Noticing	0.10
9/24/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/24/2013	MJP	Review pleadings filed on court docket for service items and update of public access website	SMC	Maintenance of Public Access Website	0.30
9/24/2013	MJP	Review schedule listing and update per potential redactions of employee addresses	SMC	Schedules & SOFA	1.20
9/24/2013	PCC	Assist with Certification of No Response [DN 1009] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/24/2013	PCC	Assist with Certification of No Response [DN 1009] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/24/2013	PCC	Assist with Certification of No Response [DN 1009] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/24/2013	PMH	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.30
9/24/2013	REB	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.10
9/24/2013	SEP	Review duplicate claims to ensure accuracy of KCC CaseView	CL	Document Processing	0.30
9/24/2013	TMV	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	1.60
9/24/2013	RMA	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.20
9/24/2013	LYP	Update Core/2002 Notice List	CON	Noticing	0.20
9/24/2013	LYP	Generate Certification of No Response [DN 1009] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.70
9/24/2013	CHD	Assist with Certification of No Response [DN 1009] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.20
9/24/2013	WKH	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.90
9/24/2013	WKH	Update client website docket including but not limited to checking scanned documents for web accessibility	CON	Maintenance of Public Access Website	0.30
9/24/2013	TLJ	Process and prepare proofs of claim received for scanning into KCC CaseView	CL	Document Processing	0.20
9/24/2013	AAE	Oversee service of Certification of No Response [DN 1009]	SC	Noticing	0.10
9/24/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	0.50
9/24/2013	MFM	Facilitate claims processing, scan and input into KCC CaseView	CON	Document Processing	0.10
9/24/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (2)	CL	Communications / Call Center	0.10
9/24/2013	VTM	Assist with Certification of No Response [DN 1009] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.40
9/24/2013	VRQ	Facilitate Certification of No Response [DN 1009] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/24/2013	MDO	Assist with Certification of No Response [DN 1009] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
Total for 9/24/2013					9.70

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/25/2013	BTS	Assist with Objection District Court Case No. 13-cv-13873 [DN 9] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/25/2013	BTS	Assist with Motion [DN 1027] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/25/2013	BTS	Assist with Supplemental Notice of Commencement - Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/25/2013	BSI	Assist with Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.30
9/25/2013	BSI	Assist with Supplemental Notice of Commencement - Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.10
9/25/2013	RIB	Review duplicate claims to ensure accuracy of KCC CaseView	CON	Document Processing	0.10
9/25/2013	ADB	Track undeliverable mail from various notices	CL	Undeliverable Mail Processing	0.10
9/25/2013	ADB	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	3.60
9/25/2013	JAV	Assist with Objection District Court Case No. 13-cv-13873 [DN 9] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.40
9/25/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	1.00
9/25/2013	PCC	Assist with Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.80
9/25/2013	PCC	Assist with Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.20
9/25/2013	PCC	Assist with Supplemental Notice of Commencement - Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/25/2013	PCC	Assist with Supplemental Notice of Commencement - Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/25/2013	PCC	Assist with Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.10
9/25/2013	RRO	Facilitate Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/25/2013	TEC	Generate Objection District Court Case No. 13-cv-13873 [DN 9] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.30
9/25/2013	LYP	Respond to creditor inquiries (1) regarding core/2002 service list	CON	Communications / Call Center	0.30
9/25/2013	LYP	Generate Motion [DN 1027] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	1.80
9/25/2013	LYP	Generate District Court Case No. 13-cv-13873 [DN 9] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.90
9/25/2013	LYP	Prepare affidavit of service for 9/17 - Reply to Objection of Official Committee of Retirees [DN 918] mailing	CON	Noticing	0.70
9/25/2013	CHD	Assist with Motion [DN 1027] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.20
9/25/2013	WKH	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.90

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/25/2013	WKH	Coordinate and input received proofs of claim into KCC CaseView	CON	Document Processing	0.30
9/25/2013	WKH	Electronically process, generate barcodes and scan proofs of claim from Pacer website into KCC CaseView	CON	Document Processing	0.40
9/25/2013	TLJ	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/25/2013	AAE	Oversee 36th District Court service	SC	Noticing	0.20
9/25/2013	AAE	Update creditors list with additional litigation parties received from counsel and send notice of commencement	SC	Noticing	0.40
9/25/2013	AAE	Oversee service of Motion [DN 1027]	SC	Noticing	0.10
9/25/2013	AAE	Oversee service of Objection District Court Case No. 13-cv-13873 [DN 9]	SC	Noticing	0.10
9/25/2013	MOR	Assist with Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/25/2013	VTM	Assist with Supplemental Notice of Commencement - Litigation mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.40
9/25/2013	VRQ	Facilitate Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.20
9/25/2013	VRQ	Facilitate Supplemental Notice of Commencement - Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	SC	Noticing	0.10
9/25/2013	MDO	Assist with Motion [DN 1027] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
9/25/2013	MDO	Assist with Supplemental Notice of Commencement - Litigation mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.50
Total for 9/25/2013					15.80
9/26/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/26/2013	JBU	Respond to creditor inquiries (3) regarding the procedures for filing a claim	CON	Communications / Call Center	0.40
9/26/2013	MJP	Oversee filing of affidavits of service for various mailings	SMC	Noticing	0.20
9/26/2013	MLC	Manage and review tracking of undeliverable mail re Motion [DN 1027]	PS	Undeliverable Mail Processing	0.20
9/26/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	7.20
9/26/2013	LYP	Administrative close of mailing including preparing mailing report for 9/20 - Notices to Take Deposition [DNs 965-972, 981]	CON	Noticing	0.10
9/26/2013	LYP	Administrative close of mailing including preparing mailing report for 9/18 - Debtors Objection [DN 925]	CON	Noticing	0.10
9/26/2013	LYP	Prepare redacted exhibits for certificate of service re notice of commencement	CON	Noticing	0.50
9/26/2013	LYP	Review and electronically file affidavits of service with the court	CON	Noticing	0.40
9/26/2013	WKH	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	1.00
9/26/2013	WKH	Update client website docket including but not limited to checking scanned documents for web accessibility	CON	Maintenance of Public Access Website	0.30
9/26/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	0.10
9/26/2013	AAE	Participate in schedules and creditor list call with KCC team	SC	Creditor Matrix	0.20

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/26/2013	MFM	Facilitate sorting and tracking of undeliverable mail re various notices	CON	Undeliverable Mail Processing	0.10
9/26/2013	VRQ	Review proofs of claim Input into KCC CaseView	SC	Claims Analysis	0.50
Total for 9/26/2013					11.40
9/27/2013	BTS	Assist with District Court Case No. 13-cv-13873 [DN 11] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Noticing	0.10
9/27/2013	JAV	Assist with District Court Case No. 13-cv-13873 [DN 11] mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	PS	Noticing	0.30
9/27/2013	MJP	Oversee service of District Court Case No. 13-cv-13873 [DN 11] on affected parties	SMC	Noticing	0.10
9/27/2013	MJP	Review service of pleadings on core / 2002 and affected parties	SMC	Noticing	0.10
9/27/2013	OC	Professional time for preparing, printing, inserting, sealing, and metering documents	CL	Noticing	0.50
9/27/2013	TEC	Generate District Court Case No. 13-cv-13873 [DN 11] mailing including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.30
9/27/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	0.60
9/27/2013	LYP	Generate District Court Case No. 13-cv-13873 [DN 11] mailing including formatting service list, reviewing document and performing quality checks	CON	Noticing	0.40
9/27/2013	LYP	Confirm receipt of claim per counsel request	CON	Claims Analysis	0.20
9/27/2013	LYP	Prepare affidavit of service for 9/19 - Opposition [DN 940] mailing	CON	Noticing	0.70
9/27/2013	WKH	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.80
9/27/2013	TLJ	Assist with confirmation card mailing including preparing, inserting, affixing postage, labeling, sealing and mailing envelopes	CL	Noticing	0.30
9/27/2013	AAE	Oversee service of District Court Case No. 13-cv-13873 [DN 11]	SC	Noticing	0.10
9/27/2013	AAE	Review E&Y matrix file with redaction details and coordinate creation of certificate of service re notice of commencement	SC	Noticing	0.20
9/27/2013	SMI	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
Total for 9/27/2013					4.80
9/30/2013	CYC	Listen to and log information from creditor calls to ensure a timely response (1)	CL	Communications / Call Center	0.10
9/30/2013	CKC	Respond to creditor inquiries (1) regarding questions related to connection, claim filing	CON	Communications / Call Center	0.30
9/30/2013	FJT	Track undeliverable mail from Notice of Commencement	CL	Undeliverable Mail Processing	6.00
9/30/2013	LYP	Prepare affidavit of service for 9/19 - Opposition [DN 940] mailing	CON	Noticing	0.40
9/30/2013	LYP	Prepare affidavit of service for 9/20 - Notices to Take Deposition [DNs 965-972, 981] mailing	CON	Noticing	0.60
9/30/2013	LYP	Prepare affidavit of service for 9/23 - Interrogatories [DN 998] mailing	CON	Noticing	0.70
9/30/2013	LYP	Prepare affidavit of service for 9/24 - Certification of No Response [DN 1009] mailing	CON	Noticing	0.50
9/30/2013	LYP	Prepare affidavit of service for 9/25 - District Court Case No. 13-cv-13873 [DN 9] mailing	CON	Noticing	0.60

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/30/2013	LYP	Prepare affidavit of service for 9/25 - Motion [DN 1027] mailing	CON	Noticing	0.90
9/30/2013	LYP	Prepare affidavit of service for 9/27 - District Court Case No. 13-cv-13873 [DN 11] mailing	CON	Noticing	0.40
9/30/2013	WKH	Coordinate and input pleadings downloaded from Pacer website and make documents viewable on public access website	CON	Document Processing	0.80
9/30/2013	WKH	Administrative review to confirm filing of Affidavits of Service re noticing completed by KCC	CON	Case Administration / Maintenance	0.50
Total for 9/30/2013					11.80
Total Hours					340.30

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Expenses

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Publication Notice of Commencement Bond Buyer 8/13/13			\$8,304.50
Publication Notice of Commencement Detroit News & Detroit Free Press 8/13/13			\$10,622.26
Electronic imaging	9,994	\$0.06	\$599.64
Photocopies	519	\$0.05	\$25.95
Reimbursement of case related phone costs			\$73.38
First Class Mail			\$1,477.87
Federal Express			\$1,995.74
Printing and Mailing Expenses (See Exhibit)			\$1,804.97
		Total Expenses	\$24,904.31

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
9/3/2013	Statement and Motion [DN 705-706]	11	First Class Mail		
		360	Image notice printing for 2 documents, including Detroit DN 705, Detroit DN 706	\$0.05	\$18.00
		12	Standard Envelopes	\$0.10	\$1.20
9/4/2013	Notice of Commencement - Supplemental Litigation	2	First Class Mail		
		12	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$0.60
		3	Standard Envelopes	\$0.10	\$0.30
9/6/2013	Notice of Commencement - Litigation and Claims	294	First Class Mail		
		1,180	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$59.00
		295	Standard Envelopes	\$0.10	\$29.50
9/6/2013	Reply In Support of Eligibility	114	First Class Mail		
		16,302	Image notice printing for 2 documents, including Detroit DN 764.pdf, Detroit DN 765.pdf	\$0.05	\$815.10
		114	Labels	\$0.02	\$2.28
		114	Non-Standard Envelopes	\$0.25	\$28.50
9/10/2013	Notice of Commencement - Contract Review Parties	78	First Class Mail		
		316	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$15.80
		1	Notary	\$10.00	\$10.00
		79	Standard Envelopes	\$0.10	\$7.90
9/13/2013	Debtors Objections and Responses [DNs 846-856]	1	Express Mail		
		20	FedEx		
		743	Image notice printing for 11 documents, including 1 Detroit DN 846 Retired Police Members Assc.pdf, 1 Detroit DN 856 Retired Police Members Assc.pdf, 2 Detroit DN 847 Taubitz .pdf, 2 Detroit DN 850 Taubitz.pdf, 3 Detroit DN 848 Heidi Peterson.pdf, 3 Detroit DN 854 Peterson.pdf, 4 Detroit DN 849 Retirement Systems.pdf, 4 Detroit DN 852 Retirement Systems.pdf, 5 Detroit DN 851 Public Safety Unions.pdf, 6 Detroit DN 853 UAW and Flowers.pdf, 7 Detroit DN 855 Michigan Council 25 .pdf	\$0.05	\$37.15
		1	Labels	\$0.02	\$0.02
9/17/2013	Reply to Objection of Official Committee of Retirees [DN 918]	224	Faxed Images	\$0.05	\$11.20
		114	First Class Mail		
		3,450	Image notice printing for 1 document, including Detroit DN 918	\$0.05	\$172.50
		1	Notary	\$10.00	\$10.00
		115	Standard Envelopes	\$0.10	\$11.50
9/18/2013	Debtors Objection [DN 925]	2	Express Mail		
		11	FedEx		
		416	Image notice printing for 1 document, including Detroit DN 925	\$0.05	\$20.80
		2	Labels	\$0.02	\$0.04
		1	Notary	\$10.00	\$10.00
9/19/2013	Opposition [DN 940]	2	Express Mail		
		10	FedEx		

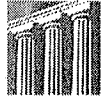
Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Printing and Mailing Expenses

<u>Post Date</u>	<u>Mailing Name</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Total</u>
9/19/2013	Opposition [DN 940]	360	Image notice printing for 1 document, including Detroit DN 940	\$0.05	\$18.00
		2	Labels	\$0.02	\$0.04
9/20/2013	Notice of Commencement - Supp Litigation	2	First Class Mail		
		12	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$0.60
		3	Standard Envelopes	\$0.10	\$0.30
9/20/2013	Notices to Take Deposition [DNs 965-972, 981]	2	Express Mail		
		11	FedEx		
		468	Image notice printing for 9 documents, including Detroit DN 965, Detroit DN 966, Detroit DN 967, Detroit DN 968, Detroit DN 969, Detroit DN 970, Detroit DN 971, Detroit DN 972, Detroit DN 981	\$0.05	\$23.40
		2	Labels	\$0.02	\$0.04
		1	Notary	\$10.00	\$10.00
9/23/2013	Interrogatories [DN 998]	3	FedEx		
		27	Image notice printing for 1 document, including 998.pdf	\$0.05	\$1.35
9/24/2013	Certification of No Response [DN 1009]	13	First Class Mail		
		336	Image notice printing for 1 document, including Detroit DN 1009	\$0.05	\$16.80
		14	Standard Envelopes	\$0.10	\$1.40
9/25/2013	Motion [DN 1027]	64	First Class Mail		
		6,110	Image notice printing for 1 document, including Detroit DN 1027	\$0.05	\$305.50
		65	Standard Envelopes	\$0.10	\$6.50
9/25/2013	Objection District Court Case No. 13-cv-13873 [DN 9]	5	FedEx		
		3,025	Image notice printing for 2 documents, including Proposed Order Motion to Exceed Page Limit Objection to Retiree Committee.pdf, DN 9 with all exhibits.pdf	\$0.05	\$151.25
9/25/2013	Supplemental Notice of Commencement - Litigation	2	First Class Mail		
		12	Image notice printing for 1 document, including Notice of Commencement	\$0.05	\$0.60
		3	Standard Envelopes	\$0.10	\$0.30
9/27/2013	District Court Case No. 13-cv-13873 [DN 11]	5	FedEx		
		150	Image notice printing for 1 document, including Detroit DN 11	\$0.05	\$7.50
Total Printing and Mailing Expenses					\$1,804.97

EXHIBIT E



MILLER BUCKFIRE
A Stifel Company

Invoice

**601 Lexington Avenue, 22nd Floor
New York, NY 10022**

Date	Invoice #
11/18/2013	2281

Bill To:
City of Detroit 1126 Coleman A. Young Municipal Center 2 Woodward Avenue Detroit, MI 48226 Attn: Kevyn Orr, Emergency Manager Sonya Mays, Senior Advisor to the Emergency Manager Shani Penn, Chief of Staff to the Emergency Manager

Fees Earned and Expenses Incurred in Period

Description	Amount
Monthly Advisory Fee for September 2013, pursuant to Contract Number 2874157 and Supplier Purchase Order (SPO) 2875679, as amended by Change Order #1 dated July 16, 2013	\$500,000.00
For out-of-pocket expenses, pursuant to Contract Number 2874157 and Supplier Purchase Order (SPO) 2875679, as amended by Change Order #1 dated July 16, 2013, and paragraph 16 of the Fee Review Order	30,429.83
Total Fees Earned and Expenses Incurred	\$530,429.83

Amount to be Promptly Paid

Description	Amount
Total Fees Earned and Expenses Incurred (above)	\$530,429.83
Less: 15% holdback of Monthly Advisory Fee for September 2013	(75,000.00)
Total Amount to be Promptly Paid	\$455,429.83

Payment Instructions

Wiring Instructions:	Remittance Instructions:	Tax ID #:
HSBC ABA 021001088 Account Name: Miller Buckfire & Co., LLC Account # 134758765 Ref: Your Company Name	Miller Buckfire & Co., LLC 601 Lexington Ave., 22 nd Fl New York, NY 10022 Attn: Michael Elpern	02-0613709

Exhibit A

Summary description of work performed
As required by paragraph 13 of the Fee Review Order

Introduction / Background

The City engaged Miller Buckfire based upon its restructuring expertise as well as its capital markets knowledge, financing skills and mergers and acquisitions capabilities, some or all of which are expected to be required during Miller Buckfire's engagement, and were important factors in determining the amount of the various fees set forth in Miller Buckfire's Contract. The fee structure was agreed after extensive arms-length negotiations and reduction by Miller Buckfire of the fees originally sought.

In reaching its agreement with Miller Buckfire, the City recognized that Miller Buckfire does not maintain detailed written time records in the normal course of providing financial advisory and investment banking services to its clients and that Miller Buckfire does not bill its clients based on the number of hours expended by its professionals. Rather, the Contract reflects an understanding that the ultimate benefit of Miller Buckfire's services cannot be measured merely by reference to the number of hours to be expended by Miller Buckfire's professionals in the performance of such services. Rather, the Contract was agreed in anticipation that a substantial commitment of professional time and effort will be required of Miller Buckfire and that the actual time and commitment required of Miller Buckfire and its professionals to perform its services would vary substantially from week to week or month to month, creating "peak load" issues for the firm.

Miller Buckfire respectfully submits that (i) the professional services performed by Miller Buckfire are necessary and appropriate and substantially benefit the City and (ii) the compensation requested in this application is in accordance with the terms of Miller Buckfire's Contract. The terms and provisions of the Contract appropriately reflect (i) the nature of the services to be provided by Miller Buckfire and (ii) the fee structures typically utilized by Miller Buckfire and other leading financial advisory and investment banking firms, which do not bill their clients on an hourly basis and generally are compensated on a transactional basis. The fee structure creates a proper balance between fixed, monthly fees and transaction fees based on the consummation of specifically identified transactions. In addition, Miller Buckfire's compensation is fully justified and reasonable based upon the (i) complexity of issues presented, (ii) skill required to perform the financial advisory services properly, (iii) preclusion of other similar employment, (iv) customary fees charged to clients in out-of-court and in-court situations for similar services rendered, (v) time constraints required by the exigencies of the City's case, (vi) experience, reputation and ability of the professionals rendering services, (vii) time and labor required and (viii) and the requirement that specifically identified transaction be consummated prior to payment of any transaction based fees.

Employee Summary

The names in the chart below reflect Miller Buckfire bankers who spent more than five hours on the Detroit engagement during the month of September. Additionally, the chart reflects an estimated percentage of each banker’s work time that was spent on the engagement during the month.

To provide background, Miller Buckfire will typically staff one Managing Director, one Director or Vice President, one Associate and one Analyst on a particular engagement. Additionally, bankers are typically staffed on two live engagements at any time and have other internal firm responsibilities as well. Based on the above, we would expect that a normal engagement would feature four bankers, and that they each be categorized in the “25-50%” section, on average, over the course of the engagement.

Name	Title	Percent of time on Detroit engagement			
		0-25%	25-50%	50-75%	75%+
Kenneth Buckfire	Managing Director Co-President				✓
Norma Corio	Managing Director Co-President	✓			
James Doak	Managing Director				✓
John McKenna	Managing Director	✓			
Kyle Herman	Director				✓
Kevin Haggard	Director			✓	
Sanjay Marken	Associate				✓
Vladimir Moshinsky	Associate		✓		
Vincent Fea	Associate	✓			
Brian Young	Analyst		✓		
George Simmons	Analyst		✓		

Task Time Requirements

In order to provide additional clarity on the work Miller Buckfire performed, Miller Buckfire has assigned one of the following classifications for each task category to reflect the amount of banker time required to complete the task:

- **Limited Time:** Estimated 10-25 banker hours
- **Moderate Time:** Estimated 25-50 banker hours
- **Extensive Time:** Estimated 50-100 banker hours
- **Very Extensive Time:** Estimated 100+ banker hours

Please note that if any task category required less than ten banker hours to complete, Miller Buckfire excluded it from the work description summary.

Miller Buckfire does not bill or record hours as standard practice, nor does Miller Buckfire’s engagement letter contemplate Miller Buckfire will be required to record and provide records.

Asset Analysis and Monetization

Bankers: Buckfire, Doak, McKenna, Herman, Marken, Fea, Moshinsky, Simmons
Time Requirement: Extensive Time (*estimated 50-100 banker hours*)
Notes: Fees related to the monetization of assets are contingent, requiring formal notice by City to proceed with any solicitation process and completion of a transaction, and would be based upon proceeds to the City. Transaction fees are limited to 1% of proceeds.

Coleman A. Young Municipal Airport ("CAYMA")

- McKenna, Doak and others participated in scheduled conference calls with City, EM, Conway and CAYMA representatives on September 5 and September 17 to discuss current operations, operating initiatives and strategic alternatives for CAYMA
- McKenna participated in meetings with State and Federal officials to discuss CAYMA operations and grant programs on September 19, as well as preparation of materials for the meeting
- McKenna spoke numerous times with CAYMA representatives regarding operating initiatives and timing and adequacy of required maintenance expenditures
- McKenna, Doak and Buckfire received inbound inquiries from potential strategic investors and acquirors of CAYMA
- Simmons maintained record of inbound inquiries from potential investors

Parking

- Herman participated and led ongoing discussion to prepare for potential parking monetization process
- Doak, Herman and others received and addressed multiple inbound inquiries on the parking assets

Detroit-Windsor Tunnel

- Doak and others worked with City, Jones Day and Ernst & Young to conduct an earnings review of the tenant and lease calculations
- Doak, Herman and Marken monitored the chapter 11 filing of Detroit-Windsor Tunnel operator American Roads, including review of court filings and correspondence with American Roads management

Residential Land

- Herman, Moshinsky and Simmons evaluated proposals from Project 99, an organization that claims it can help the City improve tax collection and value realization from foreclosed residential properties
 - Analyzed Project 99 materials (Scope of Services, Fee Detail, Contract and Plan Summary)
 - Participated in multiple calls with parties including Jones Day, EM office representatives and Project 99 parties (attendees: Herman, Moshinsky, Simmons)

Other Assets

- Doak, Herman and others addressed multiple inbound inquiries regarding various assets (land, fleet, buildings, etc.)
- Simmons maintained record of inbound inquiries from potential investors

Bankruptcy Case Activities

Bankers: Buckfire, Doak, Herman, Marken, Fea
Time Requirement: Extensive Time (*estimated 50-100 banker hours*)

- Doak, Herman, Marken and Fea worked to comply with the discovery document request, as outlined in Docket No. 582
 - Marken and Fea manually searched Miller Buckfire network drive, as well as approximately one year of email records, to provide documents to counsel
 - Doak, Herman and Marken oversaw process for Miller Buckfire's third party vendor to comply with email search request
- In response to the request for deposition of Kenneth Buckfire:
 - Prepared for deposition with counsel during September 18 meeting in New York (attendees: Buckfire, Marken)
 - Kenneth Buckfire deposed on September 20

Business Plan Development and Cash Flow Forecasting

Bankers: Doak, Herman
Time Requirement: Limited Time (*estimated 10-25 banker hours*)

- Doak, Herman and others reviewed and assisted City and Ernst & Young in preparation of forecast revisions

Contract Issues

Bankers: Herman, Fea, Simmons
Time Requirement: Moderate Time (*estimated 25-50 banker hours*)

Joe Louis Arena and new Detroit Events Center

- Herman, Fea and Simmons followed up on previous meetings with Olympia Entertainment and DEGC
- Herman, Fea and Simmons discussed extensions of existing Detroit Red Wing's contract
- Herman, Fea and Simmons discussed financing and land acquisitions for new events center

Creditor Inquiries and Diligence

Bankers: Doak, Herman, Moshinsky, Fea, Marken, Young
Time Requirement: Very Extensive Time (*estimated 100+ banker hours*)

- All members of the Miller Buckfire team coordinated with the Ernst & Young and Conway MacKenzie teams to facilitate the due diligence process described below
- Fea facilitated data room access for new advisors on the case, including Alvarez & Marsal, Dentons, Lazard and Segal
- Herman, Moshinsky, Young and others provided line by line responses to the following written creditor requests:
 - Retiree committee OPEB diligence list (22 requests) on September 20
 - AFSCME diligence list (8 requests) on September 20
 - AMBAC diligence list (over 100 requests) on September 24
 - Retiree Committee pension diligence list (14 requests) on September 26
- In addition to the formal, written responses listed above, Herman, Moshinsky, Young and others researched and provided responses to several one-off requests, including (among others):
 - AlixPartners on September 13
 - National Public Finance Guaranty on September 17
 - All creditor advisors participating on the August 29 revenue call on September 17
 - AlixPartners on September 19
 - Dentons on September 20
 - Dentons on September 26
- Doak, Herman, Moshinsky and others prepared for and participated in (in person and telephonically) the following diligence sessions:
 - Retiree Committee meeting on September 4 (attendees: Doak, Moshinsky)
 - Call with all creditor financial advisors to discuss post-petition cash flow forecast on September 10 (attendees: Herman, Moshinsky)
 - Retiree Committee meeting with City advisors to discuss pension and OPEB claims and treatment on September 11 (attendees: Herman)
 - Retiree committee follow up call discuss post-petition cash flow forecast on September 16 (attendees: Herman, Moshinsky)
 - COPs holders call to discuss the baseline financial model on September 17 (attendees: Herman, Moshinsky)
 - Retiree Committee call to discuss OPEB claims on September 18 (attendees: Herman, Moshinsky)
- During September, Moshinsky, Fea, Marken and Young procured and uploaded 774 files into the City's electronic data room
- Members of the Miller Buckfire team (primarily Herman, Moshinsky and Young) also fielded calls and emails on a daily basis from various creditor advisors to clarify requests or responses and discuss the overall diligence process

Debt and Related Obligations

Bankers: Marken

Time Requirement: Limited Time (*estimated 10-25 banker hours*)

- Marken assisted the team from Ernst & Young in analysis of debt liabilities, including amounts outstanding, accrued interest, status of bond insurance and status of trustees

Financing Matters

Bankers: Corio, Doak, Haggard, Marken, Fea, Young
Time Requirement: Very Extensive Time (*estimated 100+ banker hours*)
Notes: Post-petition financing fees are limited to 15 bps on gross proceeds. Typical post-petition financing/first lien financing fees for Miller Buckfire are approximately 100 bps or more.

- Doak, Haggard, Marken and others worked with Ernst & Young and Conway MacKenzie to finalize Ernst & Young's post-petition financing cash flow forecast
 - Call with other advisors on September 3 (attendees: Doak, Haggard, Marken)
- Corio, Doak, Haggard, Fea, Young and others conducted a comprehensive financing solicitation process including contacting over 50 parties, designing the Request for Proposal, negotiating Non-Disclosure Agreements, managing due diligence, receiving and evaluating proposals, selecting parties to continue, negotiating formal commitment documentation and apprising City and State decision makers on numerous calls and in meetings

Mediation Sessions

Bankers: Buckfire, Doak, Herman
Time Requirement: Limited Time (*estimated 10-25 banker hours*)

- Buckfire and Doak participated in a general/all-parties mediation session in Detroit on September 17

Water and Sewer Matters

Bankers: Buckfire, Doak, Haggard, Marken, Moshinsky, Simmons
Time Requirement: Very Extensive Time (*estimated 100+ banker hours*)
Notes: Fee contingent on completion of an expert report and/or consummation of transaction. Regardless of the amount of proceeds generated by a transaction, to the extent that DWSD is conveyed to a public authority, the fee is limited to \$8 million. Based solely on DWSD's debt capitalization of close to \$6 billion, this would represent a substantially discounted transaction fee.

- Haggard, Marken, Moshinsky and others worked with Conway MacKenzie as it developed its DWSD business plan model and related presentation
 - Reviewed several drafts of model and provided comments
 - Participated in several in-person and telephonic meetings with Conway MacKenzie and DWSD management, including the following:
 - In-person meeting in Detroit on September 4 (attendees: Haggard, Marken)
 - In-person meeting in Detroit on September 10 (attendees: Haggard, Marken)
 - Call on September 18 (attendees: Haggard, Marken, Moshinsky)

- Buckfire, Doak, Haggard, Marken, Moshinsky, Simmons and others prepared materials on a potential DWSD transaction, whereby the assets would be leased to a regional authority controlled by local counties, which included the following:
 - Quantified potential cost savings associated with the transaction, including pension, OPEB and certificates of participation
 - Quantified potential financing savings
 - Estimated potential ratings for DWSD as a city department and as an independent authority
 - Analyzed market data on municipal yields at various debt ratings
 - Calculated a lease payment for the City's proposal to the counties
 - Participated in several calls to discuss this analysis with Conway MacKenzie, Jones Day, Miller Canfield and other parties, including:
 - Call on September 18 (attendees: Haggard, Marken, Moshinsky)
 - Call on September 20 (attendees: Buckfire, Doak, Haggard, Marken)
 - Call on September 24 (attendees: Buckfire, Doak, Haggard, Marken, Moshinsky, Simmons)
 - Call on September 26 (attendees: Buckfire, Doak, Haggard, Marken, Moshinsky, Simmons)
 - Call on September 30 (attendees: Buckfire, Doak, Haggard, Marken)
- Buckfire, Doak, Haggard, Moshinsky and others reviewed and provided comments on several draft transaction term sheets provided by Jones Day and Miller Canfield
- Buckfire and Haggard met with county representatives in Detroit on September 6 to discuss potential transaction concepts
- Miller Buckfire discussed potential alternative transactions on a call with Conway MacKenzie, Jones Day and Miller Canfield on September 5 (attendees: Buckfire, Doak, Haggard, Marken, Fea, Moshinsky, Simmons)

Exhibit B

Detailed analysis of expenses

As required by paragraph 17 of the Fee Review Order

Summary of Out-of-Pocket Expenses by Category

Category	Amount
Air Travel	\$23,990.60
Automobile Rental and Car Service	3,692.47
Contractual Services	-
Food and Nonalcoholic Beverage	766.44
Hotel	-
Postage and Delivery	-
Printing and Graphic Services	238.21
Staff Overtime (Administrative)	-
Telephone and Communications	920.11
Travel (Other)	822.00
Total Out-of-Pocket Expenses	\$30,429.83

Detailed Out-of-Pocket Expenses by Category

<u>Date</u>	<u>Description</u>	<u>Amount</u>
<u>Air Travel</u>		
9/3/13	One way coach class airfare on Delta Air Lines from EWR to DTW for Haggard	\$686.90
9/3/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Marken	1,459.80
9/3/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Moshinsky	1,459.80
9/4/13	One way coach class airfare on Delta Air Lines from HPN to DTW for Doak	686.90
9/4/13	One way coach class airfare on Delta Air Lines from DTW to EWR for Haggard	686.90
9/4/13	Ticket change on Delta Air Lines from DTW to LGA for Marken (to be available for Detroit meeting)	159.00
9/5/13	One way coach class airfare on American Air Lines from DTW to LGA for Doak	699.90
9/6/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
9/6/13	Round trip coach class airfare on Delta Air Lines from EWR to DTW for Haggard	1,373.80
9/9/13	One way coach class airfare on United Air Lines from EWR to DTW for Haggard	686.90
9/9/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Marken	1,459.80
9/10/13	One way coach class airfare on Delta Air Lines from DTW to EWR for Haggard	686.90
9/10/13	One way coach class airfare on Delta Air Lines from LGA to DTW for Herman	729.90
9/11/13	One way coach class airfare on Delta Air Lines from DTW to LGA for Herman	729.90
9/13/13	Round trip coach class airfare on Delta Air Lines from HPN to DTW for McKenna	1,675.80
9/17/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
9/18/13	Round trip coach class airfare on Delta Air Lines from EWR to DTW for Haggard	1,373.80
9/24/13	One way coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	761.80
9/25/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
9/26/13	One way coach class airfare on Delta Air Lines from HPN to DTW for Doak	686.90
9/26/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Young	1,459.80
9/27/13	Round trip coach class airfare on Delta Air Lines from LGA to DTW for Buckfire	1,459.80
9/27/13	One way coach class airfare on Delta Air Lines from DTW to HPN for Doak	686.90
Total Air Travel		\$23,990.60
<u>Automobile Rental and Car Service</u>		
8/1/13	One day car rental service at Hertz (DTW airport) for Buckfire	\$121.52
8/6/13	One day car rental service at Hertz (DTW airport) for Buckfire	113.75
8/7/13	Parking in Detroit for Buckfire	15.00
8/22/13	One day car rental service at Hertz (DTW airport) for Buckfire	173.64
8/29/13	Two day car rental service at Hertz (DTW airport) for Buckfire	205.72
8/29/13	Gasoline for car rental for Buckfire	20.01
8/29/13	Parking in Detroit for Buckfire	8.00
9/3/13	Car service in New York (to LGA for business travel) for Buckfire	86.01
9/4/13	Car service in New York (from LGA for business travel) for Buckfire	102.63
9/4/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Doak	64.00
9/4/13	Parking in New Jersey (at EWR for business travel) for Haggard	33.00
9/4/13	Car service in New York (from LGA for business travel) for Marken	100.58
9/4/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Marken	65.00
9/5/13	Parking in New York (at HPN for business travel) for Doak	57.60
9/5/13	Car service in New York (to LGA for business travel) for Marken	86.01
9/6/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Buckfire	64.00
9/6/13	Parking in New Jersey (at EWR for business travel) for Haggard	33.00
9/6/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Haggard	65.00
9/10/13	Parking in New Jersey (at EWR for business travel) for Haggard	33.00
9/10/13	Taxi in Detroit (from downtown Detroit to DTW airport) for Haggard	64.00
9/10/13	Car service in New York (to LGA for business travel) for Marken	115.14
9/10/13	Car service in New York (from LGA for business travel) for Marken	95.72

Detailed Out-of-Pocket Expenses by Category (continued)

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/10/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Marken	66.00
9/11/13	Car service in New York (to LGA for business travel) for Herman	40.83
9/11/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Herman	64.00
9/11/13	Taxi in Detroit (from downtown Detroit to DTW airport) for Herman	50.00
9/11/13	Taxi in Detroit (from downtown Detroit to DTW airport) for Moshinsky	50.00
9/12/13	Car service in New York (from LGA for business travel) for Buckfire	107.09
9/12/13	Parking in Detroit for Buckfire	10.00
9/12/13	Car service in New York (to LGA for business travel) for Marken	86.01
9/13/13	One day car rental service at Hertz (DTW airport) for Buckfire	103.19
9/13/13	Car service in New York (from LGA for business travel) for Buckfire	86.01
9/13/13	Gasoline for car rental for Buckfire	30.40
9/13/13	Car service in New York (to LGA for business travel) for Moshinsky	93.19
9/13/13	Car service in New York (from LGA for business travel) for Moshinsky	93.19
9/18/13	Car service in New York (from LGA for business travel) for Herman	86.01
9/19/13	Car service in New York (to LGA for business travel) for Buckfire	86.01
9/19/13	Parking in New Jersey (at EWR for business travel) for Haggard	33.00
9/19/13	Taxi in Detroit (from DTW airport to downtown Detroit, and downtown Detroit to DTW airport) for Haggard	115.00
9/19/13	Car service in New York (from LGA for business travel) for Marken	86.01
9/19/13	Taxi in Detroit (from downtown Detroit to DTW airport) for McKenna	64.00
9/20/13	Car service in New York (from LGA for business travel) for Buckfire	102.63
9/20/13	Car service in New York (from HPN for business travel) for McKenna	104.00
9/20/13	Car service in New York (to LGA for business travel) for McKenna	146.75
9/24/13	Taxi in Detroit (from DTW airport to downtown Detroit) for Buckfire	66.00
9/26/13	Parking in New York (at HPN for business travel) for Doak	28.80
9/27/13	Car service in New York (to LGA for business travel) for Buckfire	86.01
9/27/13	Car service in New York (from LGA for business travel) for Buckfire	86.01
Total Automobile Rental and Car Service		\$3,692.47
<u>Contractual Services</u>		-
None		-
Total Contractual Services		-
<u>Food and Nonalcoholic Beverage</u>		
8/14/13	Dinner in Detroit at The Rugby Grill for Buckfire, Doak, Haggard and four non-Miller Buckfire attendees	\$603.26
8/21/13	Breakfast in Detroit at Westin Book Cadillac Hotel for Buckfire	31.03
8/28/13	Breakfast in Detroit at Westin Book Cadillac Hotel for Buckfire	36.27
9/4/13	Breakfast in Detroit at Starbucks for Moshinsky	22.03
9/5/13	Lunch in Detroit at Le Peit Bistro for Doak	14.14
9/6/13	Breakfast in Detroit at Westin Book Cadillac Hotel for Buckfire	26.26
9/10/13	Breakfast in Detroit at Brioche Doree for Doak	5.81
9/10/13	Dinner in Detroit at D'TW Press A61 for Haggard	7.07
9/11/13	Breakfast in Detroit at Coffee Bean & Tea Leaf for Herman	8.89
9/19/13	Breakfast in New Jersey at Abica Coffee, Newark Air Terminal for Haggard	5.50
9/19/13	Lunch in Detroit at Paradies Airport Shops for Haggard	6.18
Total Food and Nonalcoholic Beverage		\$766.44
<u>Hotel</u>		
None		

Detailed Out-of-Pocket Expenses by Category (continued)

<u>Date</u>	<u>Description</u>	<u>Amount</u>
Total Hotel		
<u>Postage and Delivery</u>		
None		
Total Postage and Delivery		
<u>Printing and Graphic Services</u>		
8/1/13	Pitney Bowes Reproduction; 1,100 black and white pages for August (\$0.045 per page)	\$49.50
8/1/13	Pitney Bowes Reproduction; 516 color pages for August (\$0.10 per page)	51.60
8/1/13	Pitney Bowes Presentation Center (0.48 hours)	44.70
8/7/13	Pitney Bowes Reproduction; printing materials	1.34
8/7/13	Pitney Bowes Reproduction; printing labor	6.25
8/23/13	Pitney Bowes Reproduction; printing materials	6.33
8/23/13	Pitney Bowes Reproduction; printing labor	18.75
8/27/13	Pitney Bowes Reproduction; printing labor	6.25
9/1/13	Pitney Bowes Reproduction; 303 black and white pages for September (\$0.045 per page)	13.64
9/1/13	Pitney Bowes Reproduction; 6 color pages for September (\$0.10 per page)	0.60
9/3/13	Pitney Bowes Presentation Center (0.40 hours)	37.25
9/10/13	Pitney Bowes Reproduction; printing labor	2.00
Total Printing and Graphic Services		\$238.21
<u>Staff Overtime (Administrative)</u>		
None		
Total Staff Overtime (Administrative)		
<u>Telephone and Communications</u>		
9/1/13	Conference Call: 8 lines for 343 minutes	\$31.21
9/5/13	Conference Call: 8 lines for 443 minutes; DWSD discussion with Jones Day and Miller Canfield	41.05
9/5/13	Conference Call: 8 lines for 499 minutes; CAYMA discussion with Conway MacKenzie and City officials	46.25
9/7/13	Conference Call: 5 lines for 200 minutes; CAYMA discussion	19.84
9/9/13	Conference Call: 9 lines for 155 minutes; CAYMA discussion with potential investor	19.68
9/9/13	Conference Call: 7 lines for 270 minutes; cash flow discussion with Ernst & Young and Lazard	25.00
9/10/13	Conference Call: 28 lines for 1310 minutes; cash flow discussion with Ernst & Young, Conway MacKenzie, AlixPartners, Blackstone, Greenhill, Houlihan, Moelis, Goldin, Rothschild, Lazard and Lamont	120.88
9/12/13	Conference Call: 3 lines for 58 minutes; cash flow discussion with Ernst & Young and Conway MacKenzie	19.36
9/12/13	Conference Call: 2 lines for 148 minutes; financing discussion with Barclays	19.65
9/13/13	Conference Call: 4 lines for 136 minutes; CAYMA discussion with potential investor	19.62
9/16/13	Conference Call: 3 lines for 148 minutes; operational restructuring conversation with City officials	19.63
9/16/13	Conference Call: 5 lines for 180 minutes; cash flow discussion with Ernst & Young and Lazard	19.76
9/17/13	Conference Call: 8 lines for 212 minutes; CAYMA discussion with Conway MacKenzie and City officials	19.84
9/18/13	Conference Call: 10 lines for 360 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie	33.39
9/19/13	Conference Call: 9 lines for 345 minutes; financing discussion with a potential lender	31.83
9/20/13	Conference Call: 10 lines for 600 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie	55.66

Detailed Out-of-Pocket Expenses by Category (continued)

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/23/13	Conference Call: 3 lines for 154 minutes; diligence discussion with Jones Day, Ernst & Young and Conway MacKenzie	19.32
9/23/13	Conference Call: 3 lines for 89 minutes; diligence discussion with Ernst & Young and Conway MacKenzie	19.27
9/24/13	Conference Call: 6 lines for 57 minutes; CAYMA discussion with Conway MacKenzie	19.34
9/24/13	Conference Call: 1 lines for 3 minutes; CAYMA discussion with Conway MacKenzie (see line above; additional charge due to change in time of call after one party had dialed in)	19.18
9/24/13	Conference Call: 7 lines for 433 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie	40.17
9/24/13	Conference Call: 1 lines for 2 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie (see line above; additional charge due to change in time of call after one party had dialed in)	20.80
9/25/13	Conference Call: 9 lines for 308 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie	28.60
9/25/13	Conference Call: 7 lines for 647 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie	59.97
9/26/13	Conference Call: 1 lines for 2 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie (see line below; additional charge due to change in time of call after one party had dialed in)	20.80
9/26/13	Conference Call: 8 lines for 538 minutes; DWSD discussion with Jones Day, Miller Canfield and Conway MacKenzie	49.89
9/27/13	Conference Call: 13 lines for 661 minutes; diligence discussion with Barclays	60.67
9/28/13	Conference Call: 2 lines for 89 minutes; DWSD discussion with Conway MacKenzie	19.45
Total Telephone and Communications		\$920.11
<u>Travel (Other)</u>		
9/3/13	Frosch travel agency fees for business travel for Haggard	\$67.00
9/3/13	Frosch travel agency fees for business travel for Marken	45.00
9/3/13	Frosch travel agency fees for business travel for Moshinsky	45.00
9/4/13	Frosch travel agency fees for business travel for Marken	25.00
9/5/13	Frosch travel agency fees for business travel for Doak	45.00
9/6/13	Frosch travel agency fees for business travel for Buckfire	45.00
9/6/13	Frosch travel agency fees for business travel for Buckfire	25.00
9/9/13	Frosch travel agency fees for business travel for Haggard	45.00
9/9/13	Frosch travel agency fees for business travel for Marken	45.00
9/10/13	Frosch travel agency fees for business travel for Herman	45.00
9/13/13	Frosch travel agency fees for business travel for McKenna	45.00
9/17/13	Frosch travel agency fees for business travel for Buckfire	25.00
9/18/13	Frosch travel agency fees for business travel for Buckfire	45.00
9/18/13	Frosch travel agency fees for business travel for Haggard	45.00
9/23/13	Frosch travel agency fees for business travel for Buckfire	50.00
9/24/13	Frosch travel agency fees for business travel for Buckfire	45.00
9/25/13	Frosch travel agency fees for business travel for Buckfire	45.00
9/26/13	Frosch travel agency fees for business travel for Young	45.00
9/27/13	Frosch travel agency fees for business travel for Buckfire	45.00
Total Travel (Other)		\$822.00
TOTAL		\$30,429.83

EXHIBIT F

Summary of Services
September 1, 2013 – September 30, 2013

Automatic Stay Matters - ASM

This task includes time spent on matters related to the automatic stay under sections 362 and 922 of the Bankruptcy Code, including (a) reviewing motions for relief from the automatic stay; (b) drafting pleadings in response to motions related to the automatic stay; and (c) communicating with counsel for the movants.

Case Administration - CA

This task includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the City's chapter 9 case, including (a) reviewing and monitoring the docket; (b) preparation and filing of court documents; (c) general research; and (d) conducting team meetings and coordinating tasks among other retained professionals.

Cop/Swap Matters - COP

This task includes time spent (a) working on the Fifth Amendment to Forbearance Agreement and (b) participating in the SWAP litigation.

Court Hearings - CH

This task includes time spent preparing for and attending hearings.

Debt and Financings Issues - DFI

This task includes time spent reviewing, researching, structuring and assisting with issues related to (a) Debtor's Motion for a Final Order Approving Post-Petition Financing [Doc. No. 1520] and (b) Debtor's Motion to for Authorization to File Fee Letter Under Seal [Doc. No. 1521].

Emergency Manager Matters - EMM

This task includes time spent on home rule governance issues undertaken on behalf of Mr. Orr.

Fees and Fee Examiner - FE

This task includes time spent on matters related to the Fee Review Order, including formulating and implementing procedures to comply with the Fee Review Order and consultations with attorneys from Jones Day regarding the same.

General Litigation - GL

This task includes time spent (a) planning data collection; (b) responding to discovery requests; and (c) identifying potentially responsive records and privileged or protected communications.

Labor and Employment Matters - LE

This task includes time spent reviewing and compiling an analysis of departmental restructuring initiatives.

Pension and OPEB Matters - OPEB

This task includes time spent researching, analyzing and discussing pension benefit restructuring matters with consultants of the City.

Plan of Adjustment – POFA

This task includes time spent (a) developing strategies with respect to a plan of adjustment and (b) reviewing and analyzing plans of adjustment filed in other chapter 9 cases.

Water and Sewer Matters - WS

This task includes a review and analysis of issues related to creation of a regional water and sewer authority and discussions with stakeholders and consultants about formation, structure and governance issues.

21708841.1\022765-00202

Professionals

1. Mr. Jonathan Green is a bankruptcy attorney that is primarily responsible for the bankruptcy portion of the engagement and has oversight of all aspects of the engagement. Generally, Mr. Green is responsible for interfacing with the public law and financing lawyers in the firm that are primarily responsible for working with the Jones Day lawyers on the public financing aspects of the case, which include, by way of example only, the proposed debtor-in-possession financing, the proposed Detroit Sewerage Water Department project, and Act 436 authority and approval issues in the case.
2. Mr. Steve LaPlante is a bankruptcy attorney that is primarily responsible for the bankruptcy portion of the engagement and has oversight of all aspects of the engagement. Mr. LaPlante is generally in charge of all of the stay litigation and related matters in the case, as well as the coordination of such matters with lower hourly rate and generally less experienced attorneys in the bankruptcy department.
3. Mr. Timothy Fusco is a bankruptcy attorney that is primarily responsible for responding to and arguing automatic stay motions and related matters including resolution of claims against the City. Mr. Fusco argues and develops the response to automatic stay matters and is responsible for reviewing and revising objections and briefs filed in connection with motions for relief from the automatic stay.
4. Mr. Eric Carlson is a bankruptcy attorney that is responsible for handling matters related to the automatic stay. Mr. Carlson reviews and analyzes requests for relief related to the automatic stay and drafts briefs and objections to the motions. Mr. Carlson also participates in court hearings related to the automatic stay.
5. Mr. Marc Swanson is a bankruptcy attorney that is responsible for handling matters related to the automatic stay and compliance with the Fee Review Order. Mr. Swanson reviews and analyzes requests for relief related to the automatic stay and drafts briefs and objections to the motions. Mr. Swanson also participates in court hearings related to the automatic stay.
6. Mr. Ronald Spinner is a bankruptcy attorney that researches issues related to requests for relief from the automatic stay and drafts objections to stay relief motions.
7. Ms. Robin Wysocki is a bankruptcy paralegal that is primarily responsible for preparation and filing of court documents. Ms. Wysocki also formats Miller Canfield's monthly invoices to comply with the Fee Review Order.
8. Mr. Harold Bulger is a public finance attorney that is primarily responsible for the financing portion of the engagement. Mr. Bulger interfaces with City officials regarding financing matters and reviews and analyzes financing matters. Mr. Bulger also drafts documents related to financing matters and government approvals.
9. Ms. Amanda Van Dusen is a public finance attorney that is primarily responsible for the water and sewer department regionalization and the financing portion of the engagement. Ms. Van Dusen analyzes, structures and assists with post-petition financing.
10. Mr. David Massaron is a public finance attorney that assists with sewer and water matters and drafted related documents.
11. Ms. Laura Bassett is a public finance attorney that researches state law issues related to bond financings and drafts financing documents.
12. Ms. Cassie Hare is a public finance attorney that researches state law issues related to bond financings.

13. Mr. Jelani Karamoko is a public finance attorney that researches state law issues related to bond financings.
14. Mr. John Willems is an employment and labor attorney that analyzes and assists with matters related to discovery and document production and labor matters.
15. Mr. Misbah Shahid is an employment and labor attorney that assists with compiling potentially responsive documents to discovery requests.
16. Mr. Kalman Goren is an employee benefits attorney that assists with health care and pension matters.
17. Mr. Kenneth Sachs is an employee benefits attorney that reviews and analyzes pension related matters. Mr. Sachs also analyzes financial models prepared by Milliman as to the funding status of the Pension Plans.
18. Mr. Saul Green is a municipal law attorney that assists with discovery related matters and analyzes pension related issues.
19. Mr. Michael Hartmann is a commercial litigation attorney that coordinates matters related to document production and discovery.
20. Ms. Kimberly Scott is a commercial litigation attorney that reviews and works on responding to discovery requests and compiling potentially responsive documents.
21. Mr. Colin Battersby is a commercial litigation attorney that reviews, analyzes and drafts documents related to an application for leave to file complaint for writ of quo warranto.
22. Mr. Michael Brennan is a litigation paralegal that assists with matters relating to discovery requests.
23. Ms. Dawn Kraft is a litigation paralegal that assists with document management related to discovery requests.
24. Mr. Phillip Shane is an electronic discovery and records management attorney that assists with the collection of electronic documents and responses to discovery requests.

REDACTED

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

A Professional Limited Liability Company

150 West Jefferson, Suite 2500

Detroit, Michigan 48226

(313) 963-6420

Taxpayer I.D. No. 38-0836500

Attorney-Client/Attorney Work Product Privileged

Kevyn D. Orr, Emergency Manager
Detroit, City of
2 Woodward Ave.
Suite 1126
Detroit, MI 48226

Please reference **Invoice #1226289**
when remitting payment.

November 18, 2013

For professional services rendered through
September 30, 2013 in connection with the following—

Re: Restructuring
Client/Matter #022765/00202
Billing Attorney: Harold W Bulger Jr.

Contract No. 2870456

FEES BILLED THIS INVOICE.....	\$ 333,266.00
LESS 10% DISCOUNT.....	\$ 33,326.60
TOTAL FEES DUE.....	\$ 299,939.40
COSTS BILLED THIS INVOICE.....	\$ 2,516.19
TOTAL AMOUNT DUE.....	\$ 302,455.59

PAYMENT OPTIONS:

CHECK Payable To: Miller, Canfield, Paddock and Stone
P. O. Drawer 640348 Detroit, MI 48264-0348

WIRE TRANSFER Comerica Bank ABA#: 072000096
Swift Code: MNB DUS33 (for international wires only)
Account #: 1840-09284-3

If wiring funds, please send payment information to accounting@millercanfield.com

Under the Firm's collection policy, payment is expected within 30 days.

Our accounting department may contact you regarding invoices remaining unpaid after 60 days.

21888761.1\022765-00202

REDACTED

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

A Professional Limited Liability Company

150 West Jefferson, Suite 2500

Detroit, Michigan 48226

(313) 963-6420

Taxpayer I.D. No. 38-0836500

Attorney-Client/Attorney Work Product Privileged

Kevyn D. Orr, Emergency Manager
Detroit, City of
2 Woodward Ave.
Suite 1126
Detroit, MI 48226
United States of America

Please reference **Invoice #1226289**
when remitting payment.

November 18, 2013

For professional services rendered through
September 30, 2013 in connection with the following—

Re: Restructuring
Client/Matter #022765/00202
Billing Attorney: Harold W Bulger Jr.
Contract No. 2870456

FEES

Time Entries Sorted by Task Category

Automatic Stay Matters

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/04/13	ASM	<i>Stephen LaPlante</i> Review voicemail from attorney Goodman and correspond with H. Lennox regarding the request for relief from stay to pursue a section 2983 suit.	0.20	485.00	97.00
09/05/13	ASM	<i>Jonathan Green</i> Review B. Goodman's Request for Relief from the Automatic Stay to pursue a pre- petition civil rights, 1983 case.	0.10	565.00	56.50

21888761.1\022765-00202

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/05/13	ASM	<i>Jonathan Green</i> Review K. Maddox letter regarding stay relief.	0.10	565.00	56.50
09/05/13	ASM	<i>Stephen LaPlante</i> Correspond with H. Lennox and telephone call with B. Goodman regarding his seeking concurrence in a motion for relief from stay to pursue a section 1983 claim; review letter from B. Goodman.	0.20	485.00	97.00
09/05/13	ASM	<i>Stephen LaPlante</i> Telephone call with B. Goodman to discuss why he wants relief from the automatic stay.	0.20	485.00	97.00
09/05/13	ASM	<i>Stephen LaPlante</i> Call with Mr. Goodman; review case he discussed; correspond with H. Lennox and D. Moss.	0.70	485.00	339.50
09/06/13	ASM	<i>Stephen LaPlante</i> Discuss addressing the motions for relief from the automatic stay with H. Lennox and J. Green.	0.20	485.00	97.00
09/07/13	ASM	<i>Jonathan Green</i> Review Devery Jones Motion for Relief from the Automatic Stay papers.	0.30	565.00	169.50
09/07/13	ASM	<i>Jonathan Green</i> Review Petition for Order Lifting the Automatic Stay filed by NAACP on the basis that PA 436 is unconstitutional.	0.50	565.00	282.50
09/08/13	ASM	<i>Jonathan Green</i> Conference with D. Merritt regarding pending Stay Motions.	0.10	565.00	56.50
09/08/13	ASM	<i>Stephen LaPlante</i> Review correspondence regarding the motions for relief from stay (.60); review the Detroit Branch NAACP motion and the Devery Jones motion (1.00); review the Order extending the chapter 9 stay and the order confirming the protections of sections 362, 365 and 922 (.50).	2.10	485.00	1,018.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/09/13	ASM	<i>Eric Carlson</i> Prepare for and participate in meeting to discuss strategy for Motions for Relief from Stay and overall case status (1.2). Review and respond to correspondence regarding the same (.4).	1.60	350.00	560.00
09/09/13	ASM	<i>Jonathan Green</i> Review and prepare Outline for D. Jones Stay Relief Order.	0.50	565.00	282.50
09/09/13	ASM	<i>Jonathan Green</i> Review and prepare Outline for NAACP stay lift papers.	0.40	565.00	226.00
09/09/13	ASM	<i>Jonathan Green</i> Prepare for meetings with Jones Day lawyers regarding pending and future process for handling Motions for Relief from the Automatic Stay.	0.70	565.00	395.50
09/09/13	ASM	<i>Jonathan Green</i> Conference call with H. Lennox and D. Merritt regarding coordination and process for handling stay litigation.	0.50	565.00	282.50
09/09/13	ASM	<i>Jonathan Green</i> Review Summary of pending and anticipated Stay Relief Motions.	0.20	565.00	113.00
09/09/13	ASM	<i>Jonathan Green</i> Review background of LaSalle Town Homes stay relief request, and status of underlying action.	0.20	565.00	113.00
09/09/13	ASM	<i>Jonathan Green</i> Review S. Scott Response in Support of Motion for Relief from the Automatic Stay.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/09/13	ASM	<i>Stephen LaPlante</i> Telephone call with H. Lennox, D. Merritt and J. Green to discuss the motions for relief from stay pending (.50); work on the process to address the ones to be handled by Miller Canfield Determine what types of stay matters had been filed and began considering who was the best person in the bankruptcy group to handle it (real estate, 1983 action, claim collection, voting rights, etc.), how we would interface with the City law department and when we would need outside approval to settle or litigate (.30).	0.80	485.00	388.00
09/09/13	ASM	<i>Stephen LaPlante</i> Telephone call with B. Goodman regarding concurrence in the Ryan motion for relief from the automatic stay.	0.20	485.00	97.00
09/09/13	ASM	<i>Stephen LaPlante</i> Review correspondence from D. Merritt regarding the contacts at the City law department to obtain guidance on stay relief.	0.20	485.00	97.00
09/09/13	ASM	<i>Stephen LaPlante</i> Review the docket for the NAACP lawsuit before Judge Steeh and relief from stay issues.	0.30	485.00	145.50
09/09/13	ASM	<i>Stephen LaPlante</i> Review Shirley Scott's Reply to the Objection of the City of Detroit to the Motion for Relief From Stay and exhibits.	0.70	485.00	339.50
09/09/13	ASM	<i>Stephen LaPlante</i> Review the Beydoun for Motion for Relief from Stay.	0.30	485.00	145.50
09/09/13	ASM	<i>Stephen LaPlante</i> Review the City's Opposition to the Beydoun Motion for Relief from Automatic Stay.	0.30	485.00	145.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/09/13	ASM	<i>Marc Swanson</i> Conference with S. LaPlante, T. Fusco and E. Carlson regarding stay motions and responses.	0.50	340.00	170.00
09/09/13	ASM	<i>Marc Swanson</i> Reviewing stay orders and order establishing motion procedures.	0.30	340.00	102.00
09/10/13	ASM	<i>Eric Carlson</i> Review and analysis of various court filings and documents to determine case status and to understand issues related to Automatic Stay (1.60). Review and analysis of various Relief from Stay Motions filed (1.60).	3.20	350.00	1,120.00
09/10/13	ASM	<i>Marc Swanson</i> Reviewing motion for relief from stay filed by Devery Jones and past responses to similar motions.	1.50	340.00	510.00
09/11/13	ASM	<i>Eric Carlson</i> Continued review of various court filings and documents to understand case status and Automatic Stay issues (2.0). Review and analysis of various Relief from Stay Motions (1.0) and began research on issues related to the same (1.4).	4.40	350.00	1,540.00
09/11/13	ASM	<i>Jonathan Green</i> Review status and next steps for pending Motions for Relief from the Automatic Stay.	0.40	565.00	226.00
09/11/13	ASM	<i>Stephen LaPlante</i> Meet with the team working on stay relief motions to coordinate responses and interface with the City law department.	0.80	485.00	388.00
09/11/13	ASM	<i>Stephen LaPlante</i> Consider application of these arguments to the NAACP motion for relief from the automatic stay and whether the city should object on the basis that it is an eligibility attack (1.20).	1.20	485.00	582.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/11/13	ASM	<i>Marc Swanson</i> Telephone conference with E. Carlson regarding lift stay motions.	0.20	340.00	68.00
09/11/13	ASM	<i>Marc Swanson</i> Telephone conference with E. Keelean regarding lift stay motions.	0.20	340.00	68.00
09/11/13	ASM	<i>Marc Swanson</i> Conference with S. LaPlante, E. Carlson and T. Fusco regarding stay matters.	0.70	340.00	238.00
09/11/13	ASM	<i>Marc Swanson</i> Reviewing docket in underlying NAACP et al district court action for analysis of stay motion.	0.70	340.00	238.00
09/11/13	ASM	<i>Marc Swanson</i> Telephone conference with E. Carlson and J. McFarlane regarding stay issue.	0.30	340.00	102.00
09/11/13	ASM	<i>Marc Swanson</i> Telephone conference with D. Merrit regarding stay motion (.20); telephone conference with T. Hoffman regarding same (.20).	0.40	340.00	136.00
09/11/13	ASM	<i>Marc Swanson</i> Researching insurance issue related to stay motion.	1.40	340.00	476.00
09/12/13	ASM	<i>Marc Swanson</i> Reviewing stay motion filed by NAACP et al and issues raised in motion which are similar to other parties' objections to eligibility (1.10); reviewing state and city's response to eligibility objections (1.10); reviewing NAACP et al district court filings (1.80); telephone conference with T. Fusco regarding same (.50).	4.50	340.00	1,530.00
09/13/13	ASM	<i>Stephen LaPlante</i> Review the motion to modify the automatic stay by Mario's Restaurant.	0.30	485.00	145.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/13/13	ASM	<i>Marc Swanson</i> Telephone conference with two attorneys from attorney general's office and T. Fusco regarding motion for relief from stay.	0.40	340.00	136.00
09/13/13	ASM	<i>Marc Swanson</i> Conference with T. Fusco regarding response to motion for relief from stay.	0.40	340.00	136.00
09/13/13	ASM	<i>Marc Swanson</i> Reviewing pleadings from NAACP et al district court action and outlining response.	2.90	340.00	986.00
09/13/13	ASM	<i>Marc Swanson</i> Reviewing State's and City's response to eligibility issues which were similar to those raised by other parties in objections to eligibility; and related plans for objection to the NAACP stay motion.	1.50	340.00	510.00
09/13/13	ASM	<i>Marc Swanson</i> Reviewing case law and drafting response to Devery Jones stay motion.	1.70	340.00	578.00
09/15/13	ASM	<i>Eric Carlson</i> Review and analysis of issues related to R. Cook Motion for Relief from Stay and began work on draft Objection.	3.80	350.00	1,330.00
09/15/13	ASM	<i>Jonathan Green</i> Review Mario's Restaurant Motion for Relief from the Automatic Stay papers for FOIA suit to continue.	0.20	565.00	113.00
09/15/13	ASM	<i>Marc Swanson</i> Drafting response to Devery Jones stay motion.	0.50	340.00	170.00
09/16/13	ASM	<i>Eric Carlson</i> Continued research and analysis of issues related to R. Cook Motion for Relief from Stay (1.10). Work on draft Objection (2.10). Calls with City counsel to discuss strategy options on the same (.5). Review and respond to correspondence regarding the same (.20).	3.90	350.00	1,365.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/16/13	ASM	<i>Stephen LaPlante</i> Review the Ryan motion from relief from the automatic stay; consider strategy.	0.30	485.00	145.50
09/16/13	ASM	<i>Ronald Spinner</i> Review question regarding relief from stay (does plaintiff need to adjudicate City liability to add homeowners policy to suit)	1.10	315.00	346.50
09/16/13	ASM	<i>Marc Swanson</i> Conferences with T. Fusco regarding responses to motion for relief from stay (.60); drafting and researching response to Devery Jones motion for relief from the automatic stay (4.90).	5.50	340.00	1,870.00
09/17/13	ASM	<i>Eric Carlson</i> Continue work on draft Objection to R. Cook Motion (2.50). Calls with R. Cook attorney regarding possible stipulation for limited relief from stay (.40). Calls with lead counsel regarding the same (.30).	3.20	350.00	1,120.00
09/17/13	ASM	<i>Jonathan Green</i> Review Stay Status Cases Report.	0.10	565.00	56.50
09/17/13	ASM	<i>Jonathan Green</i> Meeting with T. Fusco regarding NAACP Stay Lift papers, and approach to opposing Motion.	0.40	565.00	226.00
09/17/13	ASM	<i>Stephen LaPlante</i> Continue to work on strategy for the objections to relief from the stay.	0.30	485.00	145.50
09/17/13	ASM	<i>Marc Swanson</i> Researching issues related to insurance and bankruptcy for reply to stay motion. (3.1). Reviewing D. Jones state court pleadings (1.6). Drafting response to D. Jones stay motion (3.0). Working with T. Fusco on D. Jones stay motion (.3). Conference with C. Bailey of City law department regarding D. Jones stay motion (.3).	8.30	340.00	2,822.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/18/13	ASM	<i>Eric Carlson</i> Work on finishing draft Stipulation for limited relief from Stay and sent to opposing counsel for review and comment (1.30). Continued work on draft Objection to R. Cook Motion for Relief from Stay (2.10). Review and analysis of new Court filings to keep up to date on case status (1.00).	4.40	350.00	1,540.00
09/18/13	ASM	<i>Stephen LaPlante</i> Telephone call with B. Patek regarding the Ryan motion for relief and how the City will address the application of the stay to the police officers.	0.20	485.00	97.00
09/18/13	ASM	<i>Stephen LaPlante</i> Consider the Ryan motion for relief from stay response and how the police officers may be addressed.	0.20	485.00	97.00
09/18/13	ASM	<i>Stephen LaPlante</i> Review and revise the response and brief in opposition to Devery Jones' motion for relief from stay.	0.50	485.00	242.50
09/18/13	ASM	<i>Stephen LaPlante</i> Correspond with E. Carlson and T. Fusco regarding the attempt to agree to a modification of the automatic stay or filing an opposition to the motion.	0.20	485.00	97.00
09/18/13	ASM	<i>Marc Swanson</i> Telephone conference with Nabih H. Ayad, attorney for one of the NAACP movants, regarding NAACP's response (.10); follow up correspondence regarding same (.10).	0.20	340.00	68.00
09/18/13	ASM	<i>Marc Swanson</i> Researching employment related issue in conjunction with D. Ryan relief from stay motion.	2.20	340.00	748.00
09/18/13	ASM	<i>Marc Swanson</i> Drafting and revising response to Devery Jones motion for relief from stay.	3.10	340.00	1,054.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/18/13	ASM	<i>Marc Swanson</i> Reviewing common interest agreement involving The City of Detroit and State of Michigan to determine whether discussions with the State on the NAACP and possibly the Phillips stay matters fell under the common interest agreement.	0.40	340.00	136.00
09/19/13	ASM	<i>Eric Carlson</i> Work on issues involving revisions to the Stipulation and changes to Proposed Order regarding R. Cook relief from stay motion (.90). Review and analysis of strategy options regarding R. Cook Stipulation for relief from stay and follow up on Stipulation related to issues which would create precedent and consider strategy options (1.00). Review and respond to correspondence regarding the same (.20).	2.10	350.00	735.00
09/19/13	ASM	<i>Eric Carlson</i> Began review and analysis of issues related to D. Ryan Motion for Relief from Stay and began work on strategy for Objection.	2.50	350.00	875.00
09/19/13	ASM	<i>Jonathan Green</i> Review Cook Stay Settlement Stipulation.	0.10	565.00	56.50
09/19/13	ASM	<i>Jonathan Green</i> Review Stay's applicability to Citizens United v. Jenkins lawsuit.	0.40	565.00	226.00
09/19/13	ASM	<i>Jonathan Green</i> Review the Detroit Police Lieutenants and Sergeants Association position on Ryan Stay Relief Motion.	0.10	565.00	56.50
09/19/13	ASM	<i>Jonathan Green</i> Review CUACG v Jenkins, and impact of stay.	0.30	565.00	169.50
09/19/13	ASM	<i>Jonathan Green</i> Review Ronald Cook Stipulation for Stay Relief.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/19/13	ASM	<i>Stephen LaPlante</i> Review the Davis Motion for Clarification of the Stay Order, Complaint for Writ Quo Warranto; Motion to Expedite and correspondence with counsel and analyze whether the stay applies.	0.70	485.00	339.50
09/19/13	ASM	<i>Marc Swanson</i> Reviewing and revising opposition to Devery Jones stay motion.	0.60	340.00	204.00
09/19/13	ASM	<i>Marc Swanson</i> Telephone conference with C. Bailey regarding stay motion.	0.20	340.00	68.00
09/20/13	ASM	<i>Eric Carlson</i> Work on Amended and Restated Stipulation in R. Cook matter and prepared for filing (1.10). Continued review and analysis of issues related to D. Ryan Motion and strategy for Objection (2.60).	3.70	350.00	1,295.00
09/20/13	ASM	<i>Jonathan Green</i> Review Stay Clarification and Expedition papers for Citizens United Against Corrupt Government, and Outline of possible responses.	1.70	565.00	960.50
09/20/13	ASM	<i>Jonathan Green</i> Conference with M. Swanson regarding D. Jones Stay Lift Response.	0.20	565.00	113.00
09/20/13	ASM	<i>Jonathan Green</i> Review State's Response to the NAACP Stay Lift Motion.	0.30	565.00	169.50
09/20/13	ASM	<i>Jonathan Green</i> Phone conference with B. Patek regarding status of Ryan Stay Relief Response.	0.20	565.00	113.00
09/20/13	ASM	<i>Jonathan Green</i> Review Amended Stipulation and Order for Cook Stay Modification papers.	0.20	565.00	113.00
09/20/13	ASM	<i>Jonathan Green</i> Review Objection and Brief to D. Jones Stay Lift papers.	0.30	565.00	169.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/20/13	ASM	<i>Stephen LaPlante</i> Review and revise the objection and opposition to the D. Jones motion for relief from the automatic stay (1.10); discuss with M. Swanson (0.20) and file	1.30	485.00	630.50
09/20/13	ASM	<i>Marc Swanson</i> Telephone conference with S. LaPlante regarding Devery Jones Motion for Relief from the Automatic Stay.	0.30	340.00	102.00
09/20/13	ASM	<i>Marc Swanson</i> Researching issue regarding insurance and stay relief motion filed by Devery Jones.	2.50	340.00	850.00
09/20/13	ASM	<i>Marc Swanson</i> Reviewing State's response to NAACP et al stay motion.	0.50	340.00	170.00
09/20/13	ASM	<i>Marc Swanson</i> Reviewing, revising and incorporating comments to response to Devery Jones motion for relief from the automatic stay.	3.60	340.00	1,224.00
09/20/13	ASM	<i>Marc Swanson</i> Reviewing Order Denying Motion For Ex Parte Order To Reduce The Time For A Party To Take Any Action Or File Objections To Petitioner Robert Davis' And Citizens United Against Corrupt Government's Emergency Motion For Clarification Of The Court's July 25, 2013 Stay Order.	0.20	340.00	68.00
09/20/13	ASM	<i>Marc Swanson</i> Reviewing Emergency Motion for Clarification of the July 25, 2013 Stay Order Filed by Creditor Robert Davis.	0.30	340.00	102.00
09/22/13	ASM	<i>Eric Carlson</i> Research, review and analysis of case law surrounding issues raised in D. Ryan Motion for Relief from stay (3.80). Continued working on draft Objection and Brief in response to the same (3.80).	7.60	350.00	2,660.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/22/13	ASM	<i>Marc Swanson</i> Telephone conference with T. Fusco regarding response to NAACP et al stay motion.	0.20	340.00	68.00
09/23/13	ASM	<i>Eric Carlson</i> Continued research, review and analysis of issues and case law related to D. Ryan's Motion for Relief From Stay (3.90). Review and analysis of various filings and Orders in Chapter 9 to develop response (3.60). Continued work on draft Objection and Brief in response to D. Ryan Motion. Review and respond to correspondence regarding the same (.90).	8.40	350.00	2,940.00
09/23/13	ASM	<i>Timothy Fusco</i> Research and analysis of issues for preparation of response to NAACP Stay Motion (2.50); review pleadings in District Court action (.90); draft response and brief (1.20).	4.60	540.00	2,484.00
09/23/13	ASM	<i>Jonathan Green</i> Review Notice of Hearing on NAACP and D. Jones Stay Relief Hearings.	0.10	565.00	56.50
09/23/13	ASM	<i>Jonathan Green</i> Review D. Jones and NAACP Stay Motions, and approach for addressing them at oral argument.	0.30	565.00	169.50
09/23/13	ASM	<i>Jonathan Green</i> Review Ryan argument, and approach to Motion for Relief from the Automatic Stay.	0.20	565.00	113.00
09/23/13	ASM	<i>Jonathan Green</i> Review settlement proposal for D. Jones Motion for Relief from the Automatic Stay.	0.20	565.00	113.00
09/23/13	ASM	<i>Jonathan Green</i> Review revised Summary of Pending Stay Lift Motions.	0.20	565.00	113.00
09/23/13	ASM	<i>Jonathan Green</i> Review C. Phillips Stay Lift papers, including Brief and underlying Complaint.	1.10	565.00	621.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/23/13	ASM	<i>Stephen LaPlante</i> Telephone call with E. Carlson to discuss the response to the Ryan motion for relief from the stay.	0.30	485.00	145.50
09/23/13	ASM	<i>Stephen LaPlante</i> Call B. Patek and correspond to confirm that the City will assert that the stay applies to the two Detroit police officers named in the suit.	0.20	485.00	97.00
09/23/13	ASM	<i>Stephen LaPlante</i> Review email regarding the agreement to adjourn the hearings this week; confirm with the court that they would be adjourned once a formal request was made; confirm with Pepper Hamilton.	0.30	485.00	145.50
09/23/13	ASM	<i>Stephen LaPlante</i> Review the Phillips motion for relief from the stay and additional papers filed in the underlying suit.	1.40	485.00	679.00
09/23/13	ASM	<i>Ronald Spinner</i> Find case law holding that the automatic stay is not unconstitutional	1.00	315.00	315.00
09/23/13	ASM	<i>Ronald Spinner</i> Review [REDACTED] [REDACTED] stay applies to police officers	1.20	315.00	378.00
09/23/13	ASM	<i>Ronald Spinner</i> Research case law and other legal definitions for "judicial economy" standard	0.70	315.00	220.50
09/23/13	ASM	<i>Ronald Spinner</i> Research and draft section of response to D. Ryan motion for relief from stay regarding constitutionality of automatic stay (3.0); Find and raise question of possible FRCP 5.1 violation by plaintiff D. Ryan in filed motion (0.4).	3.40	315.00	1,071.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/23/13	ASM	<i>Marc Swanson</i> Reviewing cases cited in NAACP et al stay motion and brief.	1.40	340.00	476.00
09/23/13	ASM	<i>Marc Swanson</i> Telephone conference with Devery Jones' attorneys.	0.20	340.00	68.00
09/23/13	ASM	<i>Marc Swanson</i> Reviewing order regarding motion procedure.	0.20	340.00	68.00
09/23/13	ASM	<i>Marc Swanson</i> Telephone conference with Sharon Blackmon at City of Detroit Law Department to determine whether she had heard anything from Mario's with respect to its stay motion.	0.10	340.00	34.00
09/23/13	ASM	<i>Marc Swanson</i> Reviewing Mario's Restaurant's motion for relief from the automatic stay.	0.30	340.00	102.00
09/23/13	ASM	<i>Marc Swanson</i> Telephone conference with T. Fusco regarding response to NAACP et al motion for relief from stay.	0.30	340.00	102.00
09/23/13	ASM	<i>Marc Swanson</i> Reviewing notice of withdrawal filed by Mario's Restaurant.	0.20	340.00	68.00
09/23/13	ASM	<i>Marc Swanson</i> Subsequent telephone conference with Sharon Blackmon regarding Mario's motion for relief from stay.	0.20	340.00	68.00
09/23/13	ASM	<i>Marc Swanson</i> Telephone conference with Mario's attorneys regarding lift stay motion.	0.20	340.00	68.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

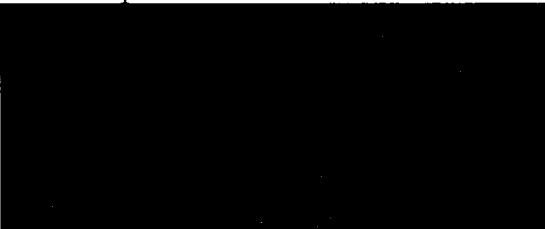
09/24/13	ASM	<i>Eric Carlson</i> Continued research, review and analysis of various issues related to procedural posture of D.Ryan case and issues related to the theory of liability for the City versus liability of the City of Canton, Mi and allocation of responsibility.(3.0). Work on draft Objection and Brief in opposition to D. Ryan Motion for Relief from Stay and circulated for review and comment (3.20). Review and respond to correspondence regarding the same (.50).	6.70	350.00	2,345.00
09/24/13	ASM	<i>Timothy Fusco</i> Review and analyze AFSCME motion for stay relief with respect to labor grievance involving pension distributions (1.5); review lengthy transcript of proceedings before Administrative Law Judge (2.3); telephone conference Heather Lennox(.3).	4.10	540.00	2,214.00
09/24/13	ASM	<i>Timothy Fusco</i> Draft and revision of response to Ryan stay motion.	1.50	540.00	810.00
09/24/13	ASM	<i>Jonathan Green</i> Review AFSCME Motion for Relief from the Automatic Stay, and related papers for relief from the automatic stay to permit Administrative Law Judge to fix amount of claim.	1.20	565.00	678.00
09/24/13	ASM	<i>Jonathan Green</i> Review Order Denying Beydoun Relief from the Automatic Stay.	0.20	565.00	113.00
09/24/13	ASM	<i>Jonathan Green</i> Review Status Summary of pending Stay Motions.	0.10	565.00	56.50
09/24/13	ASM	<i>Jonathan Green</i> Review Local Procedures for Objection to Motion to Withdraw the Reference.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/24/13	ASM	<i>Stephen LaPlante</i> Telephone call with E. Carlson regarding the discussion with the City law department and the Ryan case; discuss adding specific arguments and simplifying others.	0.30	485.00	145.50
09/24/13	ASM	<i>Stephen LaPlante</i> Begin analysis of the AFSCME motion for relief from stay to allow the administrative law judge to rule (.50); discuss this motion and the Phillips motion with J. Green (.20).	0.70	485.00	339.50
09/24/13	ASM	<i>Stephen LaPlante</i> Review and revise the opposition to the Ryan motion for relief from stay and brief in support' calls with T. Fusco and E. Carlson.	2.60	485.00	1,261.00
09/24/13	ASM	<i>Stephen LaPlante</i> Analyze the Phillips and AFSCME motions for relief from stay (1.50); review the transcript of the hearing and ruling by the administrative law judge on the alleged ULP (2.2); discuss with J. Green, T. Fusco and H. Lennox (.40).	4.10	485.00	1,988.50
09/24/13	ASM	<i>Ronald Spinner</i> Revise draft response to stay motion in police officer case (0.3); pull answers to complaint, scheduling order, upcoming deadlines from PACER (0.1).	0.40	315.00	126.00
09/24/13	ASM	<i>Ronald Spinner</i> Find case law regarding "unusual circumstances" that justify extension of the automatic stay	0.70	315.00	220.50
09/24/13	ASM	<i>Ronald Spinner</i> 	0.90	315.00	283.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/24/13	ASM	<i>Ronald Spinner</i> NAACP: Research case law on enforceability of stay extension pursuant to section 105	0.70	315.00	220.50
09/24/13	ASM	<i>Ronald Spinner</i> NAACP: Review docket for all entries of motions and orders limiting notice	0.60	315.00	189.00
09/24/13	ASM	<i>Ronald Spinner</i> Davis: confirm status of stay relief motion, to verify that the court entered the stipulated order settling it, so that further planned settlement discussions could be cancelled.	0.20	315.00	63.00
09/24/13	ASM	<i>Ronald Spinner</i> NAACP: Draft part of objection to petition to lift stay.	0.40	315.00	126.00
09/24/13	ASM	<i>Marc Swanson</i> Reviewing and revising brief and objection to Ryan stay motion.	2.70	340.00	918.00
09/24/13	ASM	<i>Marc Swanson</i> Researching issues related to NAACP et al stay motion.	2.70	340.00	918.00
09/24/13	ASM	<i>Marc Swanson</i> Drafting objection and brief in opposition to NAACP et al stay motion.	2.90	340.00	986.00
09/24/13	ASM	<i>Marc Swanson</i> Reviewing AFSCME's motion to modify stay and for expedited hearing.	0.30	340.00	102.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/25/13	ASM	<i>Eric Carlson</i> Gather comments on D. Ryan Objection and Brief and made changes as needed (1.00). Calls with City counsel to discuss exhibits and issues involving indemnification (.50). Work on gathering Exhibits to the Objection and prepared for filing (1.30). Receipt, review and analysis of Order in R. Cook Stipulation and sent the same to opposing counsel (2.00). Review and respond to correspondence regarding the same (1.00).	5.80	350.00	2,030.00
09/25/13	ASM	<i>Timothy Fusco</i> Review and revise objection and brief for Ryan stay motion.	2.10	540.00	1,134.00
09/25/13	ASM	<i>Timothy Fusco</i> Review and revise objection and brief for NAACP Stay Motion.	1.60	540.00	864.00
09/25/13	ASM	<i>Jonathan Green</i> Prepare proposed Settlement Order for R. Davis Motion for Relief from the Automatic Stay to bring Quo Warranto suit.	1.00	565.00	565.00
09/25/13	ASM	<i>Jonathan Green</i> Review Ronald Cook Stay Modification Order	0.10	565.00	56.50
09/25/13	ASM	<i>Jonathan Green</i> Analysis of arguments in opposing NAACP Motion for Stay Lift to proceed with Act 436 invalidation.	0.50	565.00	282.50
09/25/13	ASM	<i>Jonathan Green</i> Review R. Davis Motion for Stay Relief and related papers, and modification of proposed Settlement Order.	0.70	565.00	395.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/25/13	ASM	<i>Jonathan Green</i> Review motion, proposed order, exhibits and other filings required by local rule 9014 to extend the Automatic Stay under Section 105 to include the 36th District Court and its Employees and Representatives.	0.30	565.00	169.50
09/25/13	ASM	<i>Jonathan Green</i> Review Objection and Accompanying Brief to Ryan Stay Relief papers.	0.30	565.00	169.50
09/25/13	ASM	<i>Jonathan Green</i> Review and revise Brief in Support of Objection to Ryan Motion for Relief from the Automatic Stay.	0.30	565.00	169.50
09/25/13	ASM	<i>Stephen LaPlante</i> Review the motion by Ryan for relief from stay, brief in support, the City's motion for summary judgment in the district court case and exhibits (3.30); revise the objection and brief in support (3.40).	6.70	485.00	3,249.50
09/25/13	ASM	<i>Stephen LaPlante</i> Telephone call with D. Merritt regarding the Davis motion for clarification (really, relief from the automatic stay).	0.20	485.00	97.00
09/25/13	ASM	<i>Ronald Spinner</i> Review docket filings and draft paragraphs responding to NAACP stay relief motion (1) addressing previous filings regarding motion to set (and order setting) deadlines for eligibilty objection; and (2) summarizing previous objection filed by parties objecting to eligibilty.	2.40	315.00	756.00
09/25/13	ASM	<i>Ronald Spinner</i> [REDACTED]	1.80	315.00	567.00
09/25/13	ASM	<i>Marc Swanson</i> Researching issues related to response to NAACP's motion to list the automatic stay.	2.20	340.00	748.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/25/13	ASM	<i>Marc Swanson</i> Drafting and revising response to NAACP et al motion for relief from the automatic stay.	4.50	340.00	1,530.00
09/25/13	ASM	<i>Marc Swanson</i> Reviewing 36th district court stay motion.	0.30	340.00	102.00
09/25/13	ASM	<i>Marc Swanson</i> Reading relevant cases and preparing for oral argument on D. Jones stay matter.	1.70	340.00	578.00
09/26/13	ASM	<i>Eric Carlson</i> Began review and analysis of Motion for Clarification filed by R. Davis (3.00). Receipt and review of correspondence from R. Cook's counsel regarding pending appeal (2.00). Review and analysis of various items filed on the docket, including new schedule for relief from stay hearings, eligibility disputes and new relief from stay motions to keep up to date on case status (.60).	5.60	350.00	1,960.00
09/26/13	ASM	<i>Timothy Fusco</i> Review and analyze Moore stay motion.	1.30	540.00	702.00
09/26/13	ASM	<i>Timothy Fusco</i> Review and analyze effect of prior state court orders on Jones claims and stay motion.	0.70	540.00	378.00
09/26/13	ASM	<i>Timothy Fusco</i> Review cases for NAACP hearing.	1.50	540.00	810.00
09/26/13	ASM	<i>Jonathan Green</i> Review and revise Objection and Brief in Opposition to NAACP Motion for Relief from the Automatic Stay.	2.30	565.00	1,299.50
09/26/13	ASM	<i>Jonathan Green</i> Review revisions to the NAACP Response Brief.	0.30	565.00	169.50
09/26/13	ASM	<i>Jonathan Green</i> Revision of proposed Settlement Order for R. Davis suit.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/26/13	ASM	<i>Jonathan Green</i> Review Notice of Hearing regarding on Ryan Motion for Relief from the Automatic Stay.	0.10	565.00	56.50
09/26/13	ASM	<i>Jonathan Green</i> Review Motion for Relief from the Automatic Stay, and related papers filed by T. Moore.	0.30	565.00	169.50
09/26/13	ASM	<i>Jonathan Green</i> Conference call with Barclays regarding possible Debtor-In-Possession financing, and terms.	0.50	565.00	282.50
09/26/13	ASM	<i>Jonathan Green</i> Review Final Objection and Brief to NAACP Motion for Relief from the Automatic Stay.	0.30	565.00	169.50
09/26/13	ASM	<i>Stephen LaPlante</i> Review the court's opinion and order denying the Retiree Committee's motion for a stay pending a determination on the motion to withdraw the reference; determine how it may be applied in the response to the NAACP motion.	1.10	485.00	533.50
09/26/13	ASM	<i>Stephen LaPlante</i> Review the NAACP motion for relief; review and revise the objection and brief in opposition.	3.10	485.00	1,503.50
09/26/13	ASM	<i>Stephen LaPlante</i> Review the Ryan brief; consider whether the opinion and order denying the stay to the Retiree Committee is pertinent to the Ryan oral argument.	0.90	485.00	436.50
09/26/13	ASM	<i>Marc Swanson</i> Reviewing opinion on Retiree Motion to stay.	0.70	340.00	238.00
09/26/13	ASM	<i>Marc Swanson</i> Drafting, reviewing and revising opposition to NAACP et al motion for relief from the automatic stay.	4.20	340.00	1,428.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/26/13	ASM	<i>Marc Swanson</i> Preparation for oral argument on D. Jones motion for relief from stay.	1.50	340.00	510.00
09/26/13	ASM	<i>Marc Swanson</i> Telephone conference with T. Fusco regarding D. Jones motion for relief from stay.	0.30	340.00	102.00
09/26/13	ASM	<i>Marc Swanson</i> Telephone conference with D. Jones' counsel regarding motion for relief from stay.	0.20	340.00	68.00
09/26/13	ASM	<i>Marc Swanson</i> Reviewing Phillips' stay motion.	0.70	340.00	238.00
09/27/13	ASM	<i>Eric Carlson</i> Review and analysis of R. Davis filing and work on strategy for response (2.00). Review and analysis of information from City counsel regarding the same (1.70).	3.70	350.00	1,295.00
09/27/13	ASM	<i>Jonathan Green</i> Review Reply Brief of the NAACP regarding Motion for Relief from the Automatic Stay.	0.30	565.00	169.50
09/27/13	ASM	<i>Stephen LaPlante</i> Telephone call with B. Patek regarding the associations' filing a motion to extend the stay to former police officers, J. Kalish's motion for relief.	0.30	485.00	145.50
09/27/13	ASM	<i>Stephen LaPlante</i> Telephone call with counsel for the NAACP requesting an extension of time to file a reply.	0.20	485.00	97.00
09/27/13	ASM	<i>Stephen LaPlante</i> Review the Moore motion for relief from the automatic stay.	0.30	485.00	145.50
09/27/13	ASM	<i>Stephen LaPlante</i> Correspond with H. Lennox regarding the NAACP, Moore and Jones motions for relief from the stay.	0.30	485.00	145.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/27/13	ASM	<i>Stephen LaPlante</i> Review the order regarding motion practice in the case and the order extending the stay to deal with counsel for the NAACP.	0.30	485.00	145.50
09/27/13	ASM	<i>Stephen LaPlante</i> Review the objection to the Ryan motion filed by DPLSA and DPCOA.	0.20	485.00	97.00
09/27/13	ASM	<i>Marc Swanson</i> Reviewing NAACP et al response to objection and reviewing cases cited therein.	1.40	340.00	476.00
09/27/13	ASM	<i>Marc Swanson</i> Telephone conference with D. Jones' counsel regarding potential resolution to the stay motion during this call.	0.20	340.00	68.00
09/27/13	ASM	<i>Marc Swanson</i> Conference with S. LaPlante regarding D. Jones stipulation.	0.20	340.00	68.00
09/27/13	ASM	<i>Marc Swanson</i> Conference with T. Fusco regarding resolution of D. Jones stay matter.	0.30	340.00	102.00
09/27/13	ASM	<i>Marc Swanson</i> Drafting stipulation and order resolving D. Jones stay matter.	1.20	340.00	408.00
09/27/13	ASM	<i>Marc Swanson</i> Reviewed filed briefs and cited case law and state court pleadings to prepare for hearing on NAACP et al. stay motion.	1.40	340.00	476.00
09/27/13	ASM	<i>Marc Swanson</i> Reviewed filed briefs and cited case law and state court pleadings to prepare for hearing on D. Jones stay motion.	2.20	340.00	748.00
09/29/13	ASM	<i>Eric Carlson</i> Research and analysis of issues related to D. Ryan Motion for Clarification of Orders (1.10). Work on strategy for Objection (1.20).	2.30	350.00	805.00
09/29/13	ASM	<i>Marc Swanson</i> Reviewing D. Jones stipulation and order.	0.20	340.00	68.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/30/13	ASM	<i>Eric Carlson</i> Review and analysis of new Motions for Relief from stay filed on the docket and analysis of strategy options for the same (1.40). Continued work on draft Objection to Davis Motion (1.50). Began preparation for D. Ryan hearing on Objection (1.70).	4.60	350.00	1,610.00
09/30/13	ASM	<i>Timothy Fusco</i> Telephone conference with NAACP counsel regarding resolution of stay motion (.20); review and analyze settlement alternatives (.50); preparation for hearing (1.90).	2.60	540.00	1,404.00
09/30/13	ASM	<i>Jonathan Green</i> Review NAACP Stay Relief papers; T. Moore Stay Relief papers; and Objection of Detroit Lieutenants and Officers Association to NAACP Stay Relief papers.	0.60	565.00	339.00
09/30/13	ASM	<i>Jonathan Green</i> Review Summary of Status of Stay Matters.	0.10	565.00	56.50
09/30/13	ASM	<i>Jonathan Green</i> Analysis of Robert Davis Stay Response.	0.40	565.00	226.00
09/30/13	ASM	<i>Jonathan Green</i> Conference with T. Fusco regarding NAACP Reply, and use at Oral Argument.	0.30	565.00	169.50
09/30/13	ASM	<i>Jonathan Green</i> Review Stay Relief papers for Clifford Properties.	0.20	565.00	113.00
09/30/13	ASM	<i>Jonathan Green</i> Review Stipulation and proposed Order Withdrawing D. Jones Stay Relief Motion.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/30/13	ASM	<i>Stephen LaPlante</i> Continue review of the objections to the motions for relief from stay (.30); review the stipulation to dismiss Jones (.20); discuss the NAACP motion and possible way to address it and other attacks on Act 436 with T. Fusco (.30); review the NAACP motion and reply (.40).	1.20	485.00	582.00
09/30/13	ASM	<i>Marc Swanson</i> Reviewing supplemental response of Thomas Stephens as it relates to Phillips stay motion.	0.40	340.00	136.00
09/30/13	ASM	<i>Marc Swanson</i> Reviewing Clifford Properties motion for relief from stay.	0.20	340.00	68.00
09/30/13	ASM	<i>Marc Swanson</i> Attention to completion and filing of Devery Jones stipulation withdrawing motion for relief from stay.	0.50	340.00	170.00
09/30/13	ASM	<i>Marc Swanson</i> Reviewing cases and pleadings in preparation of hearing on NAACP et al stay motion.	1.70	340.00	578.00
09/30/13	ASM	<i>Marc Swanson</i> Reviewing request for stipulation for relief from stay and appeal brief.	1.50	340.00	510.00
			TOTAL	257.60	102,278.50

Case Administration

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/03/13	CA	<i>Jonathan Green</i> Review Order Setting Hearing and Response Deadline on State's Motion to Quash Eligibility Discovery.	0.10	565.00	56.50
09/03/13	CA	<i>Jonathan Green</i> Review AFSCME's Opposition to State's Motion to Quash the Depositions.	0.30	565.00	169.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/03/13	CA	<i>Jonathan Green</i> Review Order Directing Additional Parties to Mediation.	0.10	565.00	56.50
09/03/13	CA	<i>Jonathan Green</i> Review Motion papers for entry of an Order authorizing and directing City Officials to release information regarding potential tax creditors and authorizing its filing under seal.	0.20	565.00	113.00
09/03/13	CA	<i>Stephen LaPlante</i> Continue reviewing the AFSCME papers challenging the City's eligibility.	1.20	485.00	582.00
09/03/13	CA	<i>Stephen LaPlante</i> Review the City's mediation statement.	0.30	485.00	145.50
09/03/13	CA	<i>Amanda Van Dusen</i> Status conference with J. Green, I. Hathaway, H. Bulger, M. McGee, R. Warner, M. Hartmann regarding coordination of efforts on Labor, Pension and DWSD matters.	1.10	485.00	533.50
09/05/13	CA	<i>Harold Bulger Jr.</i> Chapter 9 Adversary matters - Conference with Mike Hartmann about Creditor eligibility document requests and attorneys included in response.	0.30	435.00	130.50
09/05/13	CA	<i>Harold Bulger Jr.</i> Review of document requests and determination of Firm attorneys involved with various documents and information.	0.60	435.00	261.00
09/05/13	CA	<i>Michael Hartmann</i> Meetings with McGee, Bulger, Saul Green and LaPlante regarding document production (1.60). Review document requests and Court Order regarding scope of discovery (.10). Develop list of possible names to search (.10). Multiple calls to Kim Scott regarding document production (.40).	2.20	520.00	1144.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	CA	<i>Harold Bulger Jr.</i> 	0.60	435.00	261.00
09/06/13	CA	<i>Jonathan Green</i> Review Notice of Follow-Up Mediation Sessions.	0.10	565.00	56.50
09/06/13	CA	<i>Jonathan Green</i> Review UAW's Objections to Order regarding eligibility.	0.30	565.00	169.50
09/06/13	CA	<i>Jonathan Green</i> Review State's papers to exceed page limit for response to Eligibility Objections.	0.10	565.00	56.50
09/06/13	CA	<i>Jonathan Green</i> Review Flowers Plaintiffs' Objection to Eligibility Order entered by Judge Rhodes.	0.20	565.00	113.00
09/06/13	CA	<i>Jonathan Green</i> Review D. Taubitz Objection to Eligibility Scheduling Order on due process basis.	0.10	565.00	56.50
09/06/13	CA	<i>Jonathan Green</i> Review AFSCME Ex Parte Motion papers to schedule its Objections to Eligibility Scheduling Order and discovery.	0.10	565.00	56.50
09/06/13	CA	<i>Jonathan Green</i> Review AFSCME's Objections to Eligibility Scheduling Order and Expediting Motion to Compel Depositions of City Witnesses.	0.30	565.00	169.50
09/06/13	CA	<i>Jonathan Green</i> Review Retiree Association parties comment to Eligibility Scheduling Order.	0.10	565.00	56.50
09/06/13	CA	<i>Jonathan Green</i> Review Order Granting AFSCME's requested Scheduling Order.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	CA	<i>Jonathan Green</i> Review State's Response to Eligibility Objections raising only legal issues.	0.50	565.00	282.50
09/06/13	CA	<i>Jonathan Green</i> Review Police and Fire Retirement System and General Retirement System's Objections to Judge Rhodes' Eligibility Scheduling Order.	0.20	565.00	113.00
09/06/13	CA	<i>Jonathan Green</i> Review Retiree Detroit Police Members Objection to Eligibility Scheduling Order.	0.10	565.00	56.50
09/06/13	CA	<i>Stephen LaPlante</i> Review the Flowers Plaintiffs' comments to the order on legal and factual issues on eligibility.	0.20	485.00	97.00
09/06/13	CA	<i>Stephen LaPlante</i> Review brief and objection on grounds of denial of due process for individual objectors to the City's eligibility.	0.20	485.00	97.00
09/06/13	CA	<i>Stephen LaPlante</i> Review the objection to the order regarding eligibility objections filed by the retiree associations.	0.20	485.00	97.00
09/06/13	CA	<i>Stephen LaPlante</i> Review AFSCME's ex parte motion to expedite its motion to compel the depositions of certain City witnesses.	0.20	485.00	97.00
09/06/13	CA	<i>Stephen LaPlante</i> Review the AFSCME Objections and Comments to the Court's Order on the Eligibility Arguments and Motion to Compel the Depositions of certain City witnesses; review the proposed modified order.	1.40	485.00	679.00
09/08/13	CA	<i>Jonathan Green</i> Review City's Consolidated Reply Brief regarding Eligibility and to the entry of an Order for Relief.	1.70	565.00	960.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/09/13	CA	<i>Jonathan Green</i> Review Notice of Hearing regarding responses to proposed Order regarding Eligibility Objections.	0.10	565.00	56.50
09/09/13	CA	<i>Jonathan Green</i> Review Response and Opposition of UAW and Flowers Plaintiffs to Motion to Quash.	0.30	565.00	169.50
09/09/13	CA	<i>Jonathan Green</i> Review Mediators disclosures to entities involved in the case.	0.20	565.00	113.00
09/09/13	CA	<i>Jonathan Green</i> Review Response of Retired Detroit Policy Members Association to State's Motion to Quash.	0.20	565.00	113.00
09/09/13	CA	<i>Jonathan Green</i> Review Order granting Reconsideration of Objections of Creditors Williams and Aleem.	0.10	565.00	56.50
09/09/13	CA	<i>Jonathan Green</i> Review State's Response to AFSCME and UAW Objections to Motion to Quash.	0.20	565.00	113.00
09/09/13	CA	<i>Stephen LaPlante</i> Review disclosure letter from the Detroit bankruptcy mediators.	0.20	485.00	97.00
09/09/13	CA	<i>Stephen LaPlante</i> Review the Federal constitutional arguments raised by AFSCME in the objection to eligibility.	0.90	485.00	436.50
09/09/13	CA	<i>Stephen LaPlante</i> Review first motion for relief from stay, filed by Beydoun, motion to quash subpoena and for a protective order for the Governor and other state officers (.80); prepare for the hearing tomorrow (.70).	1.50	485.00	727.50
09/09/13	CA	<i>Stephen LaPlante</i> Review the State of Michigan's Motion to Quash.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/09/13	CA	<i>Stephen LaPlante</i> Review AFSCME Opposition to the State of Michigan's Motion to Quash.	0.30	485.00	145.50
09/09/13	CA	<i>Stephen LaPlante</i> Review the UAW and Flower Plaintiff's Opposition to the State's Motion to Quash.	0.50	485.00	242.50
09/09/13	CA	<i>Stephen LaPlante</i> Review the Retired Police Member's Association Opposition to the State of Michigan's Motion to Quash.	0.30	485.00	145.50
09/09/13	CA	<i>Stephen LaPlante</i> Review the State of Michigan's Response to the AFSCME Opposition, UAW and Flower Plaintiffs' Opposition and the Retired Members Police Members Association Opposition to the State's Motion to Quash.	0.20	485.00	97.00
09/10/13	CA	<i>Jonathan Green</i> Review Clark Hill's 2019 Statement.	0.10	565.00	56.50
09/11/13	CA	<i>Jonathan Green</i> Review Objection of Committee to Eligibility.	0.70	565.00	395.50
09/11/13	CA	<i>Jonathan Green</i> Review Committee's Motion to Withdraw Reference over constitutional eligibility issues.	0.60	565.00	339.00
09/12/13	CA	<i>Jonathan Green</i> Review First Amended Order regarding Eligibility Objections.	0.20	565.00	113.00
09/13/13	CA	<i>Jonathan Green</i> Review Response of Retiree Association parties to document production requests.	0.20	565.00	113.00
09/13/13	CA	<i>Jonathan Green</i> Review Motion to Expedite Stay of Eligibility Hearings until Retiree Committee's Reference Withdrawal is resolved.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/13/13	CA	<i>Stephen LaPlante</i> Review the retiree committees motion for stay of the determination of eligibility issues pending a determination on the motion to withdraw the reference (.3); review motion to expedite the hearing (.3).	0.60	485.00	291.00
09/13/13	CA	<i>Stephen LaPlante</i> Review the memorandum in support of the City's statement of qualifications for the analysis of "insolvency" and the prospective finances and review the supporting declarations; consider the analysis for secondary insurance matters (3rd party insurers).	2.70	485.00	1,309.50
09/14/13	CA	<i>Jonathan Green</i> Review Motion for Stay of Eligibility Trial until Reference Withdrawal Motion is determined.	0.40	565.00	226.00
09/16/13	CA	<i>Jonathan Green</i> Review Motion to Expedite Motion to Stay Eligibility until reference withdrawal is heard.	0.10	565.00	56.50
09/16/13	CA	<i>Stephen LaPlante</i> Review the Retiree Committee motion to extend time and the objection to the assumption and settlement motion.	0.50	485.00	242.50
09/16/13	CA	<i>Stephen LaPlante</i> Review the new form objections to eligibility filed by individuals.	0.30	485.00	145.50
09/16/13	CA	<i>Stephen LaPlante</i> Review the Bukowski affidavit and testimony of K. Orr.	0.50	485.00	242.50
09/16/13	CA	<i>Ronald Spinner</i> Work on binder preparation for depositions	0.50	315.00	157.50
09/16/13	CA	<i>Amanda Van Dusen</i> Conference call with C. Ball, H. Lennox, K. Buckfire, K. Herman regarding City's restricted cash (.1). Conference with H. Bulger regarding same (.2).	0.30	485.00	145.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/17/13	CA	<i>Jonathan Green</i> Review City's Reply to Eligibility Objection of Retiree Committee.	0.30	565.00	169.50
09/17/13	CA	<i>Jonathan Green</i> Review Objection of City to Retiree Committee's Motion for a Stay of Eligibility Hearing.	0.40	565.00	226.00
09/17/13	CA	<i>Stephen LaPlante</i> Review orders received overruling form eligibility objections filed late.	0.20	485.00	97.00
09/17/13	CA	<i>Stephen LaPlante</i> Review the reply of the City of Detroit to the objections to eligibility filed by the Retiree Committee.	0.40	485.00	194.00
09/17/13	CA	<i>Marc Swanson</i> Revising index of cases cited in Retiree motion.	0.20	340.00	68.00
09/18/13	CA	<i>Jonathan Green</i> Attend Deposition of C. Moore in connection with the Eligibility Trial.	7.30	565.00	4,124.50
09/18/13	CA	<i>Jonathan Green</i> Review Motion of AFSCME to compel K. Orr's and others' testimony concerning discussions between the City and the State, and papers to expedite hearing of the Motion.	0.40	565.00	226.00
09/18/13	CA	<i>Jonathan Green</i> Review Concurrence of Retiree Association parties in Retiree Committee's Request to Withdraw the Reference.	0.10	565.00	56.50
09/18/13	CA	<i>Jonathan Green</i> Conference with B. Sedlak regarding Citi Response to Court Order proposal.	0.20	565.00	113.00
09/18/13	CA	<i>Stephen LaPlante</i> Review the concurrence by the retiree association parties in the retiree committee's motion to withdraw the reference.	0.20	485.00	97.00

21888761.1\022765-00202

- 33 -

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289


09/18/13	CA	<i>Stephen LaPlante</i> Review the retiree committee's motion for a stay pending a determination of the motion to withdraw the reference and the City's objection in response.	1.20	485.00	582.00
09/18/13	CA	<i>Stephen LaPlante</i> Review Syncora's motion in limine to prevent the City from offering evidence at trial of the City's need for the casino revenues and the motion to expedite the hearing.	0.70	485.00	339.50
09/18/13	CA	<i>Stephen LaPlante</i> Review Syncora's motion in limine to prevent the City from offering evidence at trial of the probability of success, complexity and expense in litigating rather than settling the claims.	0.70	485.00	339.50
09/18/13	CA	<i>Stephen LaPlante</i> Review Syncora's response to the motion in limine of the City to exclude M. Schwarzman's testimony.	0.20	485.00	97.00
09/18/13	CA	<i>Stephen LaPlante</i> Review the AFSCME motion to compel the City and State witnesses to testify despite the common interest doctrine.	0.50	485.00	242.50
09/19/13	CA	<i>Jonathan Green</i> Review Response of City of AFSCME Motion to Compel Testimony regarding City/State conversations.	0.20	565.00	113.00
09/20/13	CA	<i>Jonathan Green</i> Conference with I. Hathaway regarding Citizens United suit (.20); and review of Davis' Open Meeting Act litigation (.30).	0.50	565.00	282.50
09/20/13	CA	<i>Jonathan Green</i> Review Order Granting In Part and Denying in Part AFSCME Motion to Compel City/State Conversations.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/20/13	CA	<i>Jonathan Green</i> Review State's papers to file Supplemental Response to Eligibility Objections on legal issues.	0.10	565.00	56.50
09/24/13	CA	<i>Stephen LaPlante</i> Review the Eastern District Rules and FRAP to answer local practice questions for D. Merritt on the motion to withdraw the reference.	0.50	485.00	242.50
09/25/13	CA	<i>Jonathan Green</i> Conference with K. Buckfire regarding October 15, 2013 meeting.	0.20	565.00	113.00
09/25/13	CA	<i>Jonathan Green</i> Conference with M. McGee regarding October 15, 2013 meeting.	0.20	565.00	113.00
09/25/13	CA	<i>Jonathan Green</i> Phone conference with K. Buckfire regarding Community Leadership update.	0.20	565.00	113.00
09/25/13	CA	<i>Jonathan Green</i> Review Order Granting Relief to Permit Distribution of Certain Tax Information.	0.10	565.00	56.50
09/25/13	CA	<i>Jonathan Green</i> 	0.20	565.00	113.00
09/25/13	CA	<i>Jonathan Green</i> Review Invitee List, and conference with K. Buckfire regarding same.	0.20	565.00	113.00
09/26/13	CA	<i>Jonathan Green</i> Review Judge Rhodes Opinion and Order Denying a Stay of the Eligibility Trial pending a Decision on the Committee's Motion to Withdraw the Reference.	0.70	565.00	395.50
09/30/13	CA	<i>Jonathan Green</i> Review T. Stephen's Supplemental Response, and Objection to Eligibility.	0.40	565.00	226.00
09/30/13	CA	<i>Jonathan Green</i> Review Second Amended List of Creditors.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

TOTAL 42.90 22,302.50

Court Hearings

Date	Task	Timekeeper/Description	Hours	Rate	Amount
09/10/13	CH	<i>Jonathan Green</i> Prepare for Court hearings on discovery disputes concerning eligibility.	0.40	565.00	226.00
09/10/13	CH	<i>Jonathan Green</i> Attend Court hearings on Fee Examiner Order; Eligibility Order; and State's Motion to Quash.	3.40	565.00	1,921.00
09/10/13	CH	<i>Stephen LaPlante</i> Prepare for (1.0) and attend the court hearing today (2.5).	3.50	485.00	1,697.50
09/19/13	CH	<i>Jonathan Green</i> Court appearance regarding Motion to Stay Case until Reference Withdrawal Motion is Decided; and Motion to Compel K. Orr to testify on State/City communications.	3.20	565.00	1,808.00
09/19/13	CH	<i>Stephen LaPlante</i> Prepare for (1.5) and attend the hearings on individual objections to eligibility, motion for a stay pending a determination of withdraw of the reference and AFSCME's motion to quash (7.0)	8.50	485.00	4,122.50
			TOTAL	19.00	9,775.00

COP/SWAP Matters

Date	Task	Timekeeper/Description	Hours	Rate	Amount
09/03/13	COP	<i>Jonathan Green</i> Review Deposition Notice of G. Malhotra.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/04/13	COP	<i>Harold Bulger Jr.</i> POC Swaps and Forbearance Agreement; calls and emails to Cheryl Johnson, President of Pension Service Corporations to coordinate execution of Fifth Amendment to Forbearance Agreement.	0.60	435.00	261.00
09/04/13	COP	<i>Harold Bulger Jr.</i> Review Fifth Amendment to Forbearance Agreement (.30) and send signature page to Ben Rosenblum of Jones Day (.10).	0.40	435.00	174.00
09/04/13	COP	<i>Harold Bulger Jr.</i> Find draft letter and send 2006 Pension Obligation Certificate transcript to Charles Moore of Conway McKenzie.	0.50	435.00	217.50
09/05/13	COP	<i>Harold Bulger Jr.</i> Preparing finalized execution copies of Fifth Amendment to Pension Obligation Swap Forbearance Agreement (.30); Drafting letter to B. Rosenblum (Jones Day) to send execution copies of Fifth Amendment to Pension Obligation Swap Forbearance Agreement to him(.2).	0.50	435.00	217.50
09/05/13	COP	<i>Jonathan Green</i> Review Syncora's Motion to Withdraw the reference over the adversary proceeding.	0.20	565.00	113.00
09/05/13	COP	<i>Jonathan Green</i> Review Syncora's Witness and Document List for September 23, 2013 hearing on SWAPs settlement.	0.10	565.00	56.50
09/06/13	COP	<i>Harold Bulger Jr.</i> Swaps and Forbearance Agreement Litigation- Call Corrine Ball and D. Moss of Jones Day to discuss procedures to obtain C. Johnson's execution of Agreement and amendments for service corporations.	0.20	435.00	87.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	COP	<i>Harold Bulger Jr.</i> Swaps Forbearance Agreement - conference call with Corrine Ball, Robert Hertzberg and Gregory Schumaker to discuss procedures to obtain C. Johnson's execution of Agreement and Amendments for Service Corporations.	0.30	435.00	130.50
09/06/13	COP	<i>Harold Bulger Jr.</i> Swaps and Forbearance Agreement; call from C. Johnson to discuss potential Synacora Deposition.	0.20	435.00	87.00
09/06/13	COP	<i>Jonathan Green</i> Review SWAPs Settlement Witness Lists from D. sole; FGIC and Ambac.	0.10	565.00	56.50
09/06/13	COP	<i>Jonathan Green</i> Review Notice of Motion to Withdraw Reference filed by Syncora.	0.10	565.00	56.50
09/09/13	COP	<i>Jonathan Green</i> Review Objectors' proposed hearing procedures to streamline presentation of evidence as SWAPs settlement approval hearing.	0.20	565.00	113.00
09/09/13	COP	<i>Stephen LaPlante</i> Review the proposal of the objectors on hearing procedure for the 2-day hearing on the settlement and assumption motion.	0.20	485.00	97.00
09/10/13	COP	<i>Harold Bulger Jr.</i> COP/Swap matters - conference call with J. Green, M. Swanson, D. Massaron, J. Karamoko and Brad Erens of Jones Day to discuss DIP financing structure.	0.80	435.00	348.00
09/10/13	COP	<i>Jonathan Green</i> Review Syncora Notice of Appeal of Automatic Stay Determination.	0.10	565.00	56.50
09/10/13	COP	<i>Jonathan Green</i> Review Deposition Notices for Greendale, Snyder and Schwarzman.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/16/13	COP	<i>Jonathan Green</i> Review Retiree Committee's Motion to Enlarge Time for Filing Objection to SWAPs settlement papers.	0.20	565.00	113.00
09/16/13	COP	<i>Jonathan Green</i> Review Motion in Limine to exclude Schwartzman's testimony at the SWAPs settlement trial, and papers to expedite the hearing.	0.20	565.00	113.00
09/16/13	COP	<i>Stephen LaPlante</i> Review the motion in limine to exclude the testimony of A. Schwarzman at the assumption hearing.	0.70	485.00	339.50
09/17/13	COP	<i>Jonathan Green</i> Review the Order Adjourning the Hearing to Approve the Assumption of the SWAPs Agreement.	0.10	565.00	56.50
09/18/13	COP	<i>Jonathan Green</i> Review Objectors' Motion In Limine to Preclude Evidence of City in Support of SWAPs Assumption and Settlement Motion.	0.30	565.00	169.50
09/18/13	COP	<i>Jonathan Green</i> Review AMBAC's revised Witness List for SWAPs settlement and assumption trial.	0.10	565.00	56.50
09/18/13	COP	<i>Jonathan Green</i> Review Syncora's Response to Motion In Limine concerning A. Schwarzman testimony.	0.20	565.00	113.00
09/18/13	COP	<i>Jonathan Green</i> Review Motion In Limine to prohibit evidence on use of Casino revenues as Debtor-In-Possession collateral.	0.20	565.00	113.00
09/19/13	COP	<i>Jonathan Green</i> Review Deposition testimony of K. Orr and K. Buckfire regarding use of Casino revenues for Debtor-In-Possession financing.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/19/13	COP	<i>Jonathan Green</i> Review Motion for an Expedited Hearing on Syncora Motion In Limine to Schedule Motion to Use Deposition Testimony at SWAPs Assumption Trial.	0.10	565.00	56.50
09/20/13	COP	<i>Jonathan Green</i> Review Supplemental Objection of Retirement Systems to SWAPs settlement.	0.20	565.00	113.00
09/20/13	COP	<i>Jonathan Green</i> Phone conference with D. Moss regarding trial preparation for SWAPs settlement trial.	0.20	565.00	113.00
09/21/13	COP	<i>Jonathan Green</i> Conference with G. Shumaker regarding adjournment of SWAPs settlement hearing.	0.10	565.00	56.50
09/23/13	COP	<i>Jonathan Green</i> Phone conference with R. Hertzberg regarding Syncora adjournment.	0.10	565.00	56.50
09/23/13	COP	<i>Jonathan Green</i> Review Ex Parte Motion and Order granting adjournment of SWAPs settlement, and related Motions In Limine.	0.10	565.00	56.50
09/25/13	COP	<i>Jonathan Green</i> Review Syncora's Designation of Issues and Record for the Appeal of Casino Revenues Stay Opinion.	0.10	565.00	56.50
		TOTAL	7.80		3,880.00

Debt and Finance Issues

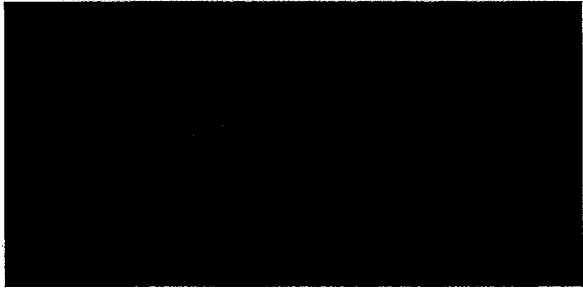

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/03/13	DFI	<i>Laura Bassett</i> Status conference with S. Green, H. Bulger, M. McGee, R. Warren, J. Green, S. LaPlante, A. Van Dusen, I. Hathaway, M. Hartmann and T. Linn on proposed security for financial recovery bonds.	1.10	275.00	302.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/03/13	DFI	<i>Amanda Van Dusen</i> Review DIP term sheet RFP (.1).	0.10	485.00	48.50
09/05/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding timing of Debtor-In-Possession Credit Agreement, Bankruptcy Rule 4001, and Credit Agreement requirement.	0.10	565.00	56.50
09/05/13	DFI	<i>Jonathan Green</i> Memorandum to M. Swanson regarding proposed Debtor-In-Possession financing.	0.10	565.00	56.50
09/05/13	DFI	<i>Jonathan Green</i> Respond to D. Hall regarding Rule 4001 and timing.	0.10	565.00	56.50
09/05/13	DFI	<i>Jonathan Green</i> Review research on the Credit Agreement requirement of Bankruptcy Rule 4001(c)(1)(A).	0.20	565.00	113.00
09/05/13	DFI	<i>Marc Swanson</i> 	1.10	340.00	374.00
09/05/13	DFI	<i>Marc Swanson</i> 	3.70	340.00	1,258.00
09/05/13	DFI	<i>Amanda Van Dusen</i> [DIP] Emails with C. Ball (Jones Day) and Dave Massaron regarding state aid secured transactions (.1).	0.10	485.00	48.50
09/06/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding Debtor-In-Possession Time Line.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	DFI	<i>Stephen LaPlante</i> Discussion with J. Green regarding Jones Day request on post-petition financing.	0.20	485.00	97.00
09/06/13	DFI	<i>Marc Swanson</i> Reviewing correspondence and voicemails among J. Green, D. Hall (Jones Day), B. Erens (Jones Day) regarding financing.	0.20	340.00	68.00
09/06/13	DFI	<i>Amanda Van Dusen</i> [DIP] Emails with Green regarding B. Erens' (Jones Day) questions regarding security and timing for DIP financing. (.1).	0.10	485.00	48.50
09/08/13	DFI	<i>Marc Swanson</i> 	2.50	340.00	850.00
09/09/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding state law aspects of postpetition financing	0.20	565.00	113.00
09/09/13	DFI	<i>Jonathan Green</i> 	0.20	565.00	113.00
09/09/13	DFI	<i>Jonathan Green</i> Phone conference with B. Erens regarding Debtor-In-Possession financing process call.	0.20	565.00	113.00
09/09/13	DFI	<i>Jonathan Green</i> Review status of other possible collateral sources that could be used to secure a postpetition financing for the City	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

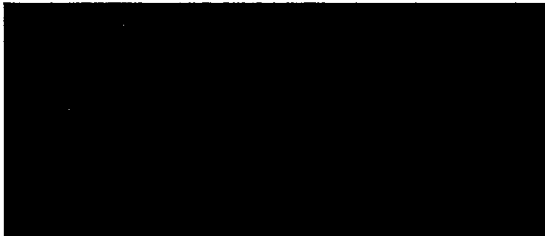





09/10/13	DFI	<i>Jonathan Green</i> Conference with b erens of Jones Day regarding [REDACTED] [REDACTED] [REDACTED]	0.10	565.00	56.50
09/10/13	DFI	<i>Jonathan Green</i> Conference call with group that included D. Hall of Jones Day regarding [REDACTED] [REDACTED] [REDACTED]	1.00	565.00	565.00
09/10/13	DFI	<i>Marc Swanson</i> Preparation for (.1) and participation in conference call regarding financing (.7).	0.80	340.00	272.00
09/11/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - review of requirements to issue DIP Bonds under Section 36a of Act 279 and outstanding Master Indenture	1.60	435.00	696.00
09/11/13	DFI	<i>Harold Bulger Jr.</i> Conference with D. Massaron on additional bonds test for issuance of subordinate bonds secured by Distributable State Aid.	0.20	435.00	87.00
09/11/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - review of additional Bonds test for issuance of Subordinate Bonds secured by Distributable State Aid.	0.90	435.00	391.50
09/11/13	DFI	<i>Jonathan Green</i> [REDACTED]	0.20	565.00	113.00
09/11/13	DFI	<i>Jonathan Green</i> Phone conference with B. Erens of Jones Day regarding conference with D. Bernstein and state law questions he raised on behalf of Carval.	0.40	565.00	226.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289


09/11/13	DFI	<i>Jelani Karamoko</i> 	4.00	165.00	660.00
09/12/13	DFI	<i>Harold Bulger Jr.</i> 	1.60	435.00	696.00
09/12/13	DFI	<i>Harold Bulger Jr.</i> 	1.00	435.00	435.00
09/12/13	DFI	<i>Jonathan Green</i> Quick call with B. Erens of Jones Day re state law collateral issues	0.10	565.00	56.50
09/12/13	DFI	<i>Jonathan Green</i> Phone conference with B. Erens regarding Act 436 questions concerning the Debtor- In-Possession.	0.20	565.00	113.00
09/12/13	DFI	<i>Jonathan Green</i> Review cases concerning effect of dismissal on Debtor-In-Possession Financing Order.	0.40	565.00	226.00
09/12/13	DFI	<i>Jonathan Green</i> Conference call with B. Erens and D. Hall of Jones Day regarding Act 436 state law procedures for approval of a financing; and Debtor-In-Possession and other possible State law vehicles.	0.80	565.00	452.00
09/12/13	DFI	<i>Jonathan Green</i> Review   	0.40	565.00	226.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289


09/12/13	DFI	<i>Jelani Karamoko</i> Continued research for any restrictions on pledging of city income taxes as collateral for a bond issuance.	1.50	165.00	247.50
09/12/13	DFI	<i>Jelani Karamoko</i> 	1.00	165.00	165.00
09/13/13	DFI	<i>Harold Bulger Jr.</i> Eligibility - analysis of City's restricted funds and legal reasons for restrictions.	1.90	435.00	826.50
09/13/13	DFI	<i>Jonathan Green</i> Review Detroit 2009 Tax Anticipation Note issue regarding whether a 1 year loan can be made secured by taxes that have not yet be collected by a city.	0.20	565.00	113.00
09/15/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - conference call with B. Erens of Jones Day, D. Massaron, J. Green and representatives of firm responding to RFP and their counsel; S. Uhland of O'Melveny and Meyers to answer questions about bonds, income tax security and structure for DIP financing.	0.50	435.00	217.50
09/15/13	DFI	<i>Jonathan Green</i> Phone conferences with B. Erens and D. Massaron regarding conference call with O'Melveny, representing Carval, a potential lender, regarding Debtor-In-Possession; and State law authority and collateral issues raised by O'Melveny.	0.40	565.00	226.00
09/15/13	DFI	<i>Jonathan Green</i> Review revised term sheet, submitted by O'Melveny, for a proposed postpetition financing, for the City for conference call with O'Melveny.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/15/13	DFI	<i>Jonathan Green</i> Conference call with B. Erens, S. Uhland, O'Melveny, D. Massaron and H. Bulger regarding proposed Debtor-In-Possession; and State law issues and concerns.	0.60	565.00	339.00
09/16/13	DFI	<i>Harold Bulger Jr.</i> Call Brad Erens of Jones Day regarding scope of investigation of City of Detroit's restricted cash funds.	0.20	435.00	87.00
09/16/13	DFI	<i>Jonathan Green</i> Review Memorandum summarizing City of Detroit - Restricted Cash Funds.	0.20	565.00	113.00
09/17/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - Conference call with B. Erens, T. Hoffman of Jones Day with Jon Green to discuss RFP responses of Banks and Hedge funds.	0.20	435.00	87.00
09/17/13	DFI	<i>Jonathan Green</i> 	0.20	565.00	113.00
09/17/13	DFI	<i>Jonathan Green</i> Conference with B. Erens of Jones Day regarding the viable proposals from prospective lenders for postpetition financing	0.10	565.00	56.50
09/17/13	DFI	<i>Jonathan Green</i> Conference call with B. Erens and Ernst & Young folks regarding Analysis of Restricted Funds on Balance Sheet, and basis for restrictions.	1.00	565.00	565.00
09/17/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding a number of financing proposals and evaluation of proposals and identify procedures to negotiate a proposal to conclusion.	0.30	565.00	169.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/17/13	DFI	<i>Jonathan Green</i> Reviewed lending proposal received from Jeffries and compared that proposal with other viable proposals received, including the Barclay's proposal.	0.40	565.00	226.00
09/17/13	DFI	<i>Jonathan Green</i> 	0.20	565.00	113.00
09/18/13	DFI	<i>Jonathan Green</i> Review Goldman proposal for Debtor-In-Possession.	0.30	565.00	169.50
09/18/13	DFI	<i>Jonathan Green</i> Phone conference with B. Erens regarding limited tax general obligation bonds and unlimited tax general obligation bonds.	0.10	565.00	56.50
09/19/13	DFI	<i>Harold Bulger Jr.</i> Conference with C. Hare on eligibility issue; memorandum on restricted City funds.	0.30	435.00	130.50
09/19/13	DFI	<i>Harold Bulger Jr.</i> Call with Brad Erens of Jones Day on 	0.20	435.00	87.00
09/19/13	DFI	<i>Harold Bulger Jr.</i> 	1.50	435.00	652.50
09/19/13	DFI	<i>Jonathan Green</i> Conference with D. Massaron regarding treatment of Limited and Unlimited Tax Obligation Bonds.	0.20	565.00	113.00
09/19/13	DFI	<i>Jonathan Green</i> Review standards of Section 943(b)(4) and (6).	0.60	565.00	339.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/19/13	DFI	<i>Jonathan Green</i> Phone conference with D. Hall and D. Massaron regarding Carval Debtor-In-Possession proposal and State law conditions to closing; discuss those of the conditions precedent that could and could not be satisfied under state law.	0.30	565.00	169.50
09/19/13	DFI	<i>Cassie Hare</i> Reading through various authorizing statutes and ordinances to determine the limitations on the use of restricted cash funds.	3.70	165.00	610.50
09/19/13	DFI	<i>Cassie Hare</i> Met with Harold Bulger to discuss restricted cash funds issue.	0.10	165.00	16.50
09/19/13	DFI	<i>Cassie Hare</i> Met with Harold Bulger to discuss additional aspects of restricted cash fund issue.	0.20	165.00	33.00
09/20/13	DFI	<i>Laura Bassett</i> [REDACTED] (2.20). Conference with Harold Bulger on same (.20). Review "special revenue" analysis in Retirement Systems objection regarding casino tax revenues (.50).	2.90	275.00	797.50
09/20/13	DFI	<i>Jonathan Green</i> Conference with D. Hall regarding Carval (potential postpetition financing source) revised Debtor-In-Possession Term Sheet.	0.10	565.00	56.50
09/20/13	DFI	<i>Cassie Hare</i> [REDACTED]	7.20	165.00	1188.00
09/22/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - Reviewing responses to Request for Proposals by banks and hedge funds.	1.40	435.00	609.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/23/13	DFI	<i>Laura Bassett</i> Continue research (1.10) and draft memo on Limited Tax and Unlimited Tax debt and security (2.30).	3.40	275.00	935.00
09/23/13	DFI	<i>Harold Bulger Jr.</i> Reviewing DIP proposals form Underwriters, Banks and hedge funds.	1.10	435.00	478.50
09/23/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - Conference call with B. Erens, Jon Green and Dave Massaron with representatives of CarVal and their attorneys from Orrick and Dennis Cowans of Plunkett to discuss.	0.70	435.00	304.50
09/23/13	DFI	<i>Jonathan Green</i> Review Carval RFP Debtor-In-Possession proposal with numerous conditions precedent, in preparation for meeting with Carval.	0.80	565.00	452.00
09/23/13	DFI	<i>Jonathan Green</i> Conference call with Orrick and Plunkett for Carval regarding Debtor-In-Possession financing.	0.80	565.00	452.00
09/23/13	DFI	<i>Cassie Hare</i> Reviewing and analyzing information covering a broad spectrum of statutes, ordinances and indentures related to substantially all of the City's categories of outstanding bond issues, for the purpose of determining limits on the use of revenue funds, including: Revenue Bond Act; Fiscal Stabilization Act; Shared Credit Rating Act; multiple Detroit City Council Ordinances; Trust Indentures between the City of Detroit and multiple other parties; Escrow Agreements; and multiple City Council Resolutions.	6.20	165.00	1023.00
09/24/13	DFI	<i>Harold Bulger Jr.</i> DIP financing - conference with Brad Erens of Jones Day about State law issues raised by RFP responses.	0.30	435.00	130.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/24/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - reviewing and responding by email answers to questions raised by Brad Erens regarding structure and approval of DIP Financing.	2.20	435.00	957.00
09/24/13	DFI	<i>Harold Bulger Jr.</i> Review of Laura Bassett's memorandum on unlimited and limited tax security for bonds and email comments to her.	0.60	435.00	261.00
09/24/13	DFI	<i>Jonathan Green</i> Review Memorandum concerning security for LTGO and UTGO Bonds.	0.30	565.00	169.50
09/24/13	DFI	<i>Jonathan Green</i> Phone conference with B. Erens [REDACTED] [REDACTED]	0.20	565.00	113.00
09/24/13	DFI	<i>Jonathan Green</i> [REDACTED]	0.20	565.00	113.00
09/24/13	DFI	<i>Jonathan Green</i> Review D. Massaron's analysis of state law issues for Debtor-In-Possession financing.	0.20	565.00	113.00
09/24/13	DFI	<i>Jonathan Green</i> Phone conference with B. Erens regarding Tax Exempt Opinions.	0.20	565.00	113.00
09/24/13	DFI	<i>Jonathan Green</i> Review H. Bulger's responses to B. Eren's State law questions regarding Debtor-In-Possession financing.	0.10	565.00	56.50
09/24/13	DFI	<i>Cassie Hare</i> Reviewing various statutes, resolutions, and indentures to determine what limitations are placed on use of funds in bond accounts.	3.90	165.00	643.50
09/24/13	DFI	<i>Amanda Van Dusen</i> [REDACTED] [REDACTED] Review and comment on Massaron comments on Ehrens email on DIP issues (.2).	0.60	485.00	291.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/25/13	DFI	<i>Jonathan Green</i> Review D. Massaron's comments and questions regarding, state and other governmental law, to Barclays and Goldman Debtor-In-Possession proposals.	0.20	565.00	113.00
09/25/13	DFI	<i>Jonathan Green</i> Review and revise Barclays' and Goldmans' Barclay's and Goldman postpetition financing term sheets and proposals, based on D Massaron's comments and questions regarding state and other governmental law submitted postpetition financing term sheets and proposals.	0.60	565.00	339.00
09/25/13	DFI	<i>Jonathan Green</i> Review 36(a) and Home Rule Act questions posed by B. Erens and D. Hall of Jones Day, and responses.	0.40	565.00	226.00
09/25/13	DFI	<i>Jonathan Green</i> Follow up conference with D. Massaron regarding Debtor-In-Possession Term Sheet issues regarding 36(a) and Home rule act questions and responses	0.20	565.00	113.00
09/25/13	DFI	<i>Jonathan Green</i> Follow up conference with B. Erens regarding Enterprise restricted funds.	0.10	565.00	56.50
09/25/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding Bank of America Debtor-In-Possession financing conference call.	0.10	565.00	56.50
09/25/13	DFI	<i>Cassie Hare</i> Reading over relevant statutes, resolutions, and ordinances, and drafting a memo to summarize the limitations on the use of revenue funds.	10.30	165.00	1699.50
09/25/13	DFI	<i>Jelani Karamoko</i> Reviewing City of Detroit fund accounts and restrictions on accessing city funds.	2.00	165.00	330.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/25/13	DFI	<i>Amanda Van Dusen</i> Email Dave Massaron comment on response to 36a questions (.1).	0.10	485.00	48.50
09/26/13	DFI	<i>Laura Bassett</i> Review Act 34 provisions regarding tax levies and Unlimited Tax and Limited Tax debt, to revise memo on distinctions between LT and UT debt (.6/hr.)	0.60	275.00	165.00
09/26/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - participation conference call with B. Erens of Jones Day, J. Green and D. Massaron to discuss Barclay's proposal with their representatives and attorneys.	0.50	435.00	217.50
09/26/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - conference call with B. Erens of Jones Day and Jon Green to discuss Bank of America Merrill Lynch's proposal with A. Ivey of BAML and L. Stromfeld and T. Horner, their attorneys.	0.90	435.00	391.50
09/26/13	DFI	<i>Harold Bulger Jr.</i> Reviewing and revising Cassie Hare's memorandum on legal restrictions on funds.	1.90	435.00	826.50
09/26/13	DFI	<i>Harold Bulger Jr.</i> Eligibility - Call to Cassie Hare to discuss comments on Memorandum on Restricted Funds.	0.30	435.00	130.50
09/26/13	DFI	<i>Jonathan Green</i> Review proposed revisions to Termination of Allocation Agreement.	0.20	565.00	113.00
09/26/13	DFI	<i>Jonathan Green</i> Conference with D. Hall regarding Barclays.	0.10	565.00	56.50
09/26/13	DFI	<i>Jonathan Green</i> Review Barclays Debtor-In-Possession financing proposal for meeting with Barclays regarding State law issues.	0.30	565.00	169.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/26/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding Restricted Funds Memorandum.	0.10	565.00	56.50
09/26/13	DFI	<i>Jonathan Green</i> Conference with D. Hall regarding Barclays and Bank of America meetings.	0.10	565.00	56.50
09/26/13	DFI	<i>Jonathan Green</i> Conference call with Bank of America regarding Debtor-In-Possession financing proposal, and State law issues and procedures.	0.90	565.00	508.50
09/26/13	DFI	<i>Cassie Hare</i> Drafting a memo regarding the use of funds in revenue accounts.	3.90	165.00	643.50
09/26/13	DFI	<i>Cassie Hare</i> Phone call with Harold Bulger regarding the memo on the use of funds.	0.30	165.00	49.50
09/26/13	DFI	<i>Cassie Hare</i> Revising the memo on the use of revenue funds and other accounts.	0.70	165.00	115.50
09/27/13	DFI	<i>Laura Bassett</i> Revise memo on distinctions between Limited Tax and Unlimited Tax bonds for H. Bulger.	1.20	275.00	330.00
09/27/13	DFI	<i>Harold Bulger Jr.</i> DIP Financing - Participation in conference call with B. Erens, J. Green, D. Massaron on legal issues with Barclay's proposal with representatives of Barclays and Ernst & Young.	1.00	435.00	435.00
09/27/13	DFI	<i>Harold Bulger Jr.</i> Eligibility - Reviewing and revising [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	3.10	435.00	1348.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/27/13	DFI	<i>Jonathan Green</i> Review Barclay's List of Financial and Legal Questions.	0.20	565.00	113.00
09/27/13	DFI	<i>Jonathan Green</i> Conference with B. Erens of Jones Day to discuss restricted funds for financing purposes and collateral availability.	0.20	565.00	113.00
09/27/13	DFI	<i>Jonathan Green</i> Review state and city approval procedures for financing and recommendations from my public law group colleague.	0.20	565.00	113.00
09/27/13	DFI	<i>Jonathan Green</i> Review Restricted Funds Memorandum for use in Eligibility Trial.	0.50	565.00	282.50
09/27/13	DFI	<i>Jonathan Green</i> Review revised Memorandum on Limited and Unlimited Tax Obligation Bonds.	0.30	565.00	169.50
09/27/13	DFI	<i>Cassie Hare</i> Reviewing the memo on the use of revenue funds and emailing that memo to the necessary parties.	0.10	165.00	16.50
09/27/13	DFI	<i>Amanda Van Dusen</i> Telephone calls with Mike McGee (.2), Harold Bulger (.2), Green (.2) regarding restricted funds. Review revised [REDACTED] [REDACTED] (.1). Review C. Hare memo regarding the same (.4). Comment to Harold Bulger regarding the same (.1).	1.20	485.00	582.00
09/29/13	DFI	<i>Amanda Van Dusen</i> Email exchange with Harold Bulger, Dave Massaron regarding DIP and treatment of other debt (.1).	0.10	485.00	48.50
09/30/13	DFI	<i>Laura Bassett</i> [REDACTED]	0.90	275.00	247.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/30/13	DFI	<i>Harold Bulger Jr.</i> Conference call with B. Erens, A. Van Dusen, J. Green and D. Massaron on restricted funds Memorandum [REDACTED] [REDACTED]	1.00	435.00	435.00
09/30/13	DFI	<i>Harold Bulger Jr.</i> Drafting resolution of City Council recommending approval of EM Financing Order (0.70); and drafting letter to City Council from EM recommending adoption of Financing Order (0.50).	1.20	435.00	522.00
09/30/13	DFI	<i>Jonathan Green</i> Conference with D. Massaron regarding state law restrictions and authorization to refinance postpetition loan at exit under plan.	0.40	565.00	226.00
09/30/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding limited tax and unlimited tax general obligation bonds Memorandum.	0.10	565.00	56.50
09/30/13	DFI	<i>Jonathan Green</i> Conference call with B. Erens and Miller Canfield Public Finance Lawyers on Restricted Funds and LTGO and UTGO treatment.	1.10	565.00	621.50
09/30/13	DFI	<i>Jonathan Green</i> Conference with B. Erens regarding pledge for GO Bonds.	0.10	565.00	56.50
09/30/13	DFI	<i>Amanda Van Dusen</i> Conference with Harold Bulger regarding case research related to C. Hare statutory research (.1). [REDACTED] [REDACTED] [REDACTED] Brad Erens, Harold Bulger, Dave Massaron, J. Green regarding millage and restricted revenue issues (1.2). Conference with Jeff McHugh regarding working capital bonds (.1).	1.50	485.00	727.50
			TOTAL	113.40	37,495.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

Eligibility

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/11/13	EL	<i>Jonathan Green</i> Conference with D. Moss regarding scheduling Eligibility Depositions.	0.10	565.00	56.50
09/11/13	EL	<i>Stephen LaPlante</i> Begin analyzing the objections of the Retiree Committee.	0.80	485.00	388.00
09/11/13	EL	<i>Stephen LaPlante</i> Review the response of the State of Michigan to the eligibility objections (1.10).	1.10	485.00	533.50
09/12/13	EL	<i>Jonathan Green</i> Phone conference with D. Moss regarding scheduling Eligibility Depositions.	0.20	565.00	113.00
09/12/13	EL	<i>Stephen LaPlante</i> Continue reviewing the objection to eligibility filed by the Retiree Committee.	0.60	485.00	291.00
09/12/13	EL	<i>Stephen LaPlante</i> Continue reviewing the declaration of K. Orr and the statement of qualifications in conjunction with the non-form eligibility objections.	6.60	485.00	3,201.00
09/13/13	EL	<i>Harold Bulger Jr.</i> Eligibility - conference call with Brad Erens, Jon Green, Dave Massaron to review restricted funds chart and reasons funds are legally restricted.	0.50	435.00	217.50
09/13/13	EL	<i>Jonathan Green</i> Conference with G. Irwin regarding Eligibility Deposition preparation.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/13/13	EL	<i>Jonathan Green</i> Conference with B. Erens and T. Hoffman regarding restricted v. unrestricted funds for eligibility dispute; and further state law issues dealing with debt authority, capacity to borrow, and collateral to be pledged raised by a number of potential lenders under the lending RFP concerning Debtor-In-Possession proposals.	0.80	565.00	452.00
09/14/13	EL	<i>Jonathan Green</i> Conference with D. Moss regarding Deposition preparation for L. Satchel.	0.10	565.00	56.50
09/15/13	EL	<i>Jonathan Green</i> Phone conference with B. Ernes regarding restricted funds that could only be used for a specified purpose because they were pledged or certain enterprise funds.	0.20	565.00	113.00
09/16/13	EL	<i>Harold Bulger Jr.</i> Eligibility - Reviewing Restricted Bond Cash funds and legal restrictions imposed by resolutions, Ordnances, Indentures and Agreement and preparation of Memorandum to Brad Erens and Corrine Ball.	6.10	435.00	2653.50
09/16/13	EL	<i>Jonathan Green</i> Attend portions of K. Orr deposition for eligibility trial.	2.30	565.00	1,299.50
09/17/13	EL	<i>Harold Bulger Jr.</i> Eligibility - Conference call with B. Erens and T. Hoffman of Jones Day and J. Green and D. Massaron to review restricted cash funds and rationale for restrictions.	0.70	435.00	304.50
09/17/13	EL	<i>Jonathan Green</i> Phone conference with T. Williams regarding cases for Stay of Eligibility Trial.	0.20	565.00	113.00
09/17/13	EL	<i>Jonathan Green</i> Conference with E. Miller regarding C. Moore Deposition.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/17/13	EL	<i>Jonathan Green</i> Preparation for C. Moore Eligibility Deposition.	0.20	565.00	113.00
09/18/13	EL	<i>Jonathan Green</i> Meeting with E. Miller in preparation for C. Moore Deposition concerning Eligibility.	0.50	565.00	282.50
09/18/13	EL	<i>Jonathan Green</i> Review of financing proposal received from Goldman for postpetition financing.	0.30	565.00	169.50
09/19/13	EL	<i>Jonathan Green</i> Attend Deposition of L. Satchel for Eligibility Trial.	3.40	565.00	1,921.00
09/20/13	EL	<i>Jonathan Green</i> Review September 23, 2013 Deposition Notices.	0.10	565.00	56.50
09/20/13	EL	<i>Jonathan Green</i> Phone conference with G. Shumaker regarding Deposition Notices; and coordination of Depositions.	0.20	565.00	113.00
09/20/13	EL	<i>Jonathan Green</i> Phone conference with H. Lennox regarding depositions; Stay of Eligibility arguments; and Mediation status.	0.30	565.00	169.50
09/20/13	EL	<i>Jonathan Green</i> Phone conference with G. Irwin regarding Deposition schedule.	0.20	565.00	113.00
09/20/13	EL	<i>Jonathan Green</i> Phone conference with D. Moss regarding Eligibility Depositions.	0.20	565.00	113.00
09/23/13	EL	<i>Jonathan Green</i> Review Interrogatories to Retiree Committee.	0.20	565.00	113.00
09/25/13	EL	<i>Jonathan Green</i> Conference with B. Erens regarding restricted Enterprise Funds for the insolvency analysis in connection with eligibility..	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

TOTAL 26.20 13,126.00

Emergency Manager Matters

Date	Task	Timekeeper/Description	Hours	Rate	Amount
09/17/13	EMM	<i>Colin Battersby</i> CUACG v. JENKINS - At request of Saunteel Jenkins and with approval of Mr. Orr, performed review and analysis of application for leave to file complaint for writ of quo warranto, including law cited in application; research regarding plaintiff's standing, other defenses to claim, including whether Detroit was created by authority of the state of Michigan, whether petitioner complied with requirement to tender claim to attorney general.	6.00	325.00	1950.00
09/18/13	EMM	<i>Colin Battersby</i> Research regarding Home Rule (1 hr); Attention to petitioner's correspondence with AG conferring standing (.5 hrs); Began preparation of response (.3 hrs)	1.80	325.00	585.00
		TOTAL	7.80		2,535.00

Fees and Fee Examiner

Date	Task	Timekeeper/Description	Hours	Rate	Amount
09/03/13	FE	<i>Jonathan Green</i> Review Statement of Debtor regarding Fee Order.	0.10	565.00	56.50
09/04/13	FE	<i>Jonathan Green</i> Review proposed Fee Order for purposes of implementation, and conference with J. Ellman regarding same.	0.40	565.00	226.00
09/04/13	FE	<i>Jonathan Green</i> Conference with J. Ellman regarding Fee Review Order.	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	FE	<i>Harold Bulger Jr.</i> Fee Examiner Compliance - Conference call with Jon Green and Jeff Ellman of Jones Day to discuss Fee Examiner's Order and Invoice and reporting requirements.	0.50	435.00	217.50
09/06/13	FE	<i>Jonathan Green</i> Prepare for meeting with J. Ellman regarding Fee Examiner procedures and implementation.	0.40	565.00	226.00
09/06/13	FE	<i>Jonathan Green</i> Phone conference with H. Bulger and J. Ellman regarding compliance with Fee Examiner Order.	0.40	565.00	226.00
09/06/13	FE	<i>Jonathan Green</i> Review Retiree Committee's Objection and comments to proposed Fee Examiner Order.	0.20	565.00	113.00
09/06/13	FE	<i>Stephen LaPlante</i> Review the order appointing the fee examiner in the proposed fee order and the Retiree Committee's comments to the fee order.	0.70	485.00	339.50
09/07/13	FE	<i>Jonathan Green</i> Review Billing Categories for Fee Examiner Reports.	0.10	565.00	56.50
09/09/13	FE	<i>Harold Bulger Jr.</i> Reviewing Fee Examiner's Reporting requirements under Fee Review Order to determine proper categories for tasks in Detroit's Chapter 9 case based on categories in Chapter 11 cases	0.80	435.00	348.00
09/10/13	FE	<i>Jonathan Green</i> Review proposed revisions to the Fee Examiner Order.	0.20	565.00	113.00
09/11/13	FE	<i>Jonathan Green</i> Review and prepare Memorandum Summary of Fee Examiner Order.	0.50	565.00	282.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/12/13	FE	<i>Jonathan Green</i> Review J. Ellman's comments regarding Fee Examiner Order.	0.10	565.00	56.50
09/18/13	FE	<i>Jonathan Green</i> Review Fee Examiner requirements, and J. Seidman Memorandum regarding same.	0.20	565.00	113.00
09/19/13	FE	<i>Jonathan Green</i> Conference with H. Bulger regarding Fee Examiner Contract, and funds information.	0.10	565.00	56.50
09/20/13	FE	<i>Jonathan Green</i> Memorandum to J. Seidman regarding Miller Canfield Fee Contracts.	0.10	565.00	56.50
09/24/13	FE	<i>Harold Bulger Jr.</i> Working on Detroit Engagement Contract amendment to comply with Fee Examiner's Order and email to J. Edwards of Corporation counsel's office.	1.20	435.00	522.00
09/24/13	FE	<i>Harold Bulger Jr.</i> Administration- telephone call with Saul Green on Second Contract Amendment to comply with Fee Examiner's Order.	0.10	435.00	43.50
09/30/13	FE	<i>Jonathan Green</i> Review Fee Examiner Monthly Submission.	0.10	565.00	56.50
		TOTAL	6.30		3,165.50

General Litigation

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/03/13	GL	<i>Stephen LaPlante</i> Correspond with D. Moss regarding the expansion of Miller Canfield's engagement for privilege analysis in document production.	0.20	485.00	97.00
09/03/13	GL	<i>Stephen LaPlante</i> Review the contracts with the city for changes in the scope of engagement for D. Moss of Jones Day.	0.50	485.00	242.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/03/13	GL	<i>Stephen LaPlante</i> Telephone call with D. Moss of Jones Day regarding the scope of employment of Miller Canfield over time for privilege in the document production.	0.20	485.00	97.00
09/03/13	GL	<i>Kimberly Scott</i> Coordinate collection and review of MCPS' records pertaining to work undertaken by Miller Canfield on behalf of the City of Detroit, in response to objectors' discovery requests. (2.10) Communications with K. Byrd regarding City of Detroit's response to objectors' discovery requests. (0.70) Begin developing a process to identify non-responsive documents from potentially responsive documents, as well as privileged and protected documents, prior to turning the documents over to Jones Day's review vendor to eliminate records that do not pertain to any work performed on behalf of the City of Detroit. (3.40)	6.20	335.00	2077.00
09/04/13	GL	<i>Kimberly Scott</i> Communications with K. Byrd (0.20) and P. Shane (0.30) regarding MCPS' production. Continue developing process for identifying responsive and privileged or protected records (0.60).	1.10	335.00	368.50
09/04/13	GL	<i>Phillip Shane</i> Communications with K. Scott regarding MCPS' production (0.3); research and plan data collection of MCPS custodians' email and other electronic documents to search for responsive documents, respond to objectors' discovery requests and create privilege log (0.8).	1.10	210.00	231.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/04/13	GL	<i>John Willems</i> Communications with Kim Scott and Misbah Shahid regarding request from Fire Commissioner regarding information requested by bankruptcy counsel.	0.30	395.00	118.50
09/04/13	GL	<i>John Willems</i> Review request from Fire Commissioner for compilation of meetings regarding fire department restructuring and related information requested by bankruptcy counsel for purposes of responding to discovery requests.	0.30	395.00	118.50
09/05/13	GL	<i>Michael Brennan</i> Assembly of collective bargaining agreements to be provided to Samantha Woo at Jones Day.	1.00	240.00	240.00
09/05/13	GL	<i>Jonathan Green</i> Review Discovery Requests of Miller Canfield, in connection with preparation for the postpetition financing, Mary Hale of Jones Day asked Miller Canfield to commence compiling email that may be relevant in the financing dispute and search terms that should be used.	0.10	565.00	56.50
09/05/13	GL	<i>Jonathan Green</i> Prepare for discovery compliance concerning requests to produce documents in connection with eligibility.	0.20	565.00	113.00
09/05/13	GL	<i>Stephen LaPlante</i> Follow up on Miller Canfield document production in response to discovery request/call with K. Scott.	0.50	485.00	242.50
09/05/13	GL	<i>Stephen LaPlante</i> Telephone call with M. Hartmann regarding questions of scope and privilege for the document production.	0.20	485.00	97.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/05/13	GL	<i>Kimberly Scott</i> Research and plan data collection of MCPS documents internal records pertaining to work undertaken by Miller Canfield on behalf of the City of Detroit to respond to objectors' discovery requests and privilege log. (4.10) Identify categories of documents potentially responsive to objectors' document requests. Contact Miller Canfield custodians to identify where the custodians stored potentially responsive document, to identify the scope of their involvement in the work performed for the City of Detroit that may be encompassed by the objectors' discovery requests, and to identify the work which might be covered by a common interest doctrine.(4.30)	8.40	335.00	2814.00
09/05/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	2.20	290.00	638.00
09/05/13	GL	<i>Phillip Shane</i> Research and plan data collection of MCPS custodians' email and other electronic documents to search for responsive documents, respond to objectors' discovery requests and create privilege log.	3.20	210.00	672.00
09/06/13	GL	<i>Jonathan Green</i> Meeting with H. Lennox and Jones Day regarding discovery compliance and process for eligibility discovery procedures.	2.10	565.00	1,186.50
09/06/13	GL	<i>Jonathan Green</i> Conference with M. Hale of Jones Day regarding required document production that would be likley for the financing motion	0.10	565.00	56.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	GL	<i>Jonathan Green</i> Review Objection of Gabriel Roeder to Document Production on basis of confidential and proprietary information.	0.20	565.00	113.00
09/06/13	GL	<i>Michael Hartmann</i> Calls to Kim Scott regarding document discovery (.50). Attend meeting with Heather Lennox, Kevin Byrd, Jon Green and Mike McGee regarding document discovery (1.50). Memos to team regarding document discovery (1.0). E-mails to Lennox and Byrd regarding document discovery and privilege review (.50). Calls from team regarding document production (1.00).	4.50	520.00	2340.00
09/06/13	GL	<i>Dawn Kraft</i> Review internal document management system and files to identify location of documents potentially responsive to discovery requests.	0.40	325.00	130.00
09/06/13	GL	<i>Stephen LaPlante</i> Review the Objections and Responses to the City's Discovery Request filed by Gabriel Roeder.	0.20	485.00	97.00
09/06/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications. (4.20) Draft memo setting forth preliminary culling process regarding same. (2.10)	6.30	335.00	2110.50
09/06/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	1.80	290.00	522.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	GL	<i>Phillip Shane</i> Research and plan data collection of MCPS custodians' email and other electronic documents to search for responsive documents, respond to objectors' discovery requests and create privilege log (1.2); work on data processing and culling of MCPS documents for discovery responses and privilege log (2.7).	3.90	210.00	819.00
09/07/13	GL	<i>Jonathan Green</i> Extensive discovery was requested of MC concerning the SWAPS settlement. The attorneys in the firm conducting the discovery searches needed to coordinate both the search terms they were using, as well as appropriate cut-off dates. There were a number of discussions to coordinate those efforts.	0.20	565.00	113.00
09/07/13	GL	<i>Michael Hartmann</i> Respond to several questions from T. Scott regarding document production.	0.50	520.00	260.00
09/07/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications. (8.30) Revise memo documenting culling process used to respond to objectors' discovery requests. (2.20)	10.20	335.00	3417.00
09/07/13	GL	<i>Phillip Shane</i> Work on data processing and culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log.	3.80	210.00	798.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/08/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications. (5.80) Revise memo documenting culling process used to respond to objectors' discovery requests. (0.90).	6.70	335.00	2244.50
09/08/13	GL	<i>Phillip Shane</i> Work on data processing and culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log.	4.30	210.00	903.00
09/09/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications.	9.10	335.00	3048.50
09/09/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	1.90	290.00	551.00
09/09/13	GL	<i>Phillip Shane</i> Work on processing and culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log.	13.50	210.00	2835.00
09/09/13	GL	<i>John Willems</i> Review and organize emails and documents in preparation for responding to Objector's discovery requests.	2.60	395.00	1027.00
09/10/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications.	5.20	335.00	1742.00
09/10/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	3.20	290.00	928.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/10/13	GL	<i>Phillip Shane</i> Work on culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log.	3.60	210.00	756.00
09/10/13	GL	<i>John Willems</i> Review and identify responsive emails and documents in preparation for responding to Objector's discovery requests.	4.50	395.00	1777.50
09/11/13	GL	<i>Michael Brennan</i> Retrieval and uploading via FTP site of comparable fire union contracts for delivery to Samantha Woo at Jones Day.	0.50	240.00	120.00
09/11/13	GL	<i>Michael Hartmann</i> Call from M. Shadid regarding interrogatory responses (.20). E-mail, two phone calls with K. Byrd (Jones Day) regarding same (.30).	0.50	520.00	260.00
09/11/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications.	8.60	335.00	2881.00
09/11/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	1.80	290.00	522.00
09/11/13	GL	<i>Phillip Shane</i> Work on culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log.	4.90	210.00	1029.00
09/11/13	GL	<i>John Willems</i> Review and identify responsive emails and documents in preparation for responding to Objector's discovery requests.	5.00	395.00	1975.00
09/12/13	GL	<i>Kimberly Scott</i> Respond to objectors' discovery requests by identifying potentially responsive records and potentially privileged or protected communications.	9.40	335.00	3149.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/12/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	3.10	290.00	899.00
09/12/13	GL	<i>Phillip Shane</i> Work on culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log.	2.80	210.00	588.00
09/12/13	GL	<i>John Willems</i> Review and identify responsive emails and documents in preparation for responding to Objector's discovery requests.	4.50	395.00	1777.50
09/13/13	GL	<i>Kimberly Scott</i> Finalize review of documents determined to be privileged or protected. (5.30) Edit privilege log. (3.40)	8.70	335.00	2914.50
09/13/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	2.70	290.00	783.00
09/13/13	GL	<i>Phillip Shane</i> Work on culling of MCPS documents for Detroit bankruptcy discovery responses and privilege log (5.6); generate final privilege log and provide to Jones Day (1.2).	6.80	210.00	1428.00
09/13/13	GL	<i>John Willems</i> Review and identify responsive emails and documents in preparation for responding to Objector's discovery requests.	5.20	395.00	2054.00
09/16/13	GL	<i>Jonathan Green</i> Phone conference with S. Woo regarding coordination of documents for L. Satchel.	0.20	565.00	113.00
09/16/13	GL	<i>Jonathan Green</i> Second phone conference with S. Woo regarding L. Satchel documents.	0.20	565.00	113.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/16/13	GL	<i>Jonathan Green</i> Conference with L. Satchel regarding discovery preparation materials.	0.10	565.00	56.50
09/16/13	GL	<i>Jonathan Green</i> Review status of Deposition preparation for L. Satchel.	0.10	565.00	56.50
09/16/13	GL	<i>Stephen LaPlante</i> Review correspondence regarding deposition preparation for the City.	0.20	485.00	97.00
09/16/13	GL	<i>Kimberly Scott</i> Communications with M. McGee (.10) and K. Byrd (0.10) regarding content of records produced in response to objectors' document requests.	0.20	335.00	67.00
09/16/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	6.00	290.00	1740.00
09/16/13	GL	<i>John Willems</i> Review, analyze and identify responsive emails and documents to prepare response to Bankruptcy Objectors' discovery requests.	3.80	395.00	1501.00
09/17/13	GL	<i>Stephen LaPlante</i> Telephone call with M. Nelson of the state attorney general's office regarding discovery issues.	0.20	485.00	97.00
09/17/13	GL	<i>Kimberly Scott</i> Communications with M. Nelson from Michigan Attorney General's Office regarding privilege and common interest determinations in responding to objectors' discovery requests. (0.20) Assess contents of records produced in response to objectors' discovery requests. (1.10)	1.30	335.00	435.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/17/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	3.00	290.00	870.00
09/17/13	GL	<i>John Willems</i> Review, analyze and compile responsive emails and documents to prepare response to Bankruptcy Objectors' discovery requests.	4.10	395.00	1619.50
09/18/13	GL	<i>Kimberly Scott</i> Assess contents of records produced in response to objectors' discovery requests.	1.20	335.00	402.00
09/18/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	1.00	290.00	290.00
09/18/13	GL	<i>Phillip Shane</i> Set up various saved searches in Relativity database to return McGee emails (1.2); organize and review sampling of results (3.2); telephone conference and email correspondence with Attorney Scott regarding same (0.4).	4.80	210.00	1008.00
09/18/13	GL	<i>John Willems</i> Review, analyze and compile responsive emails and documents to prepare response to Bankruptcy Objectors' discovery requests.	3.20	395.00	1264.00
09/19/13	GL	<i>Colin Battersby</i> Draft response to application for leave to file action quo warranto (3.5 hrs); Review corporate documents to confirm control by Robert Davis (.8 hrs); Review order of Judge Hathaway regarding bond requirements (.7 hrs)	5.00	325.00	1625.00
09/19/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	1.00	290.00	290.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/19/13	GL	<i>John Willems</i> Review and compile and organize responsive emails and documents in preparation for responding to Objector's discovery requests.	7.90	395.00	3120.50
09/20/13	GL	<i>Colin Battersby</i> At request of Saunteel Jenkins and with approval of Mr. Orr, edited response to petition for leave to file action for issuance of writ of quo warranto.	1.00	325.00	325.00
09/20/13	GL	<i>M. Shahid</i> Worked on compiling relevant emails from February 25, 2013 to July 18, 2013 in response to discovery requests.	1.00	290.00	290.00
09/20/13	GL	<i>John Willems</i> Review, analyze and compile responsive emails and documents to prepare response to Bankruptcy Objectors' discovery requests.	4.20	395.00	1659.00
09/23/13	GL	<i>Stephen LaPlante</i> Review the discovery requests to the Retiree Committee.	0.30	485.00	145.50
09/23/13	GL	<i>M. Shahid</i> Reviewed and collated relevant emails for document response.	1.00	290.00	290.00
09/26/13	GL	<i>M. Shahid</i> Reviewed and collated relevant emails for document response.	2.00	290.00	580.00
09/30/13	GL	<i>M. Shahid</i> Reviewed and collated relevant emails for document response.	3.60	290.00	1044.00
			TOTAL	235.60	75,477.00

Labor and Employment

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
-------------	-------------	-------------------------------	--------------	-------------	---------------

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

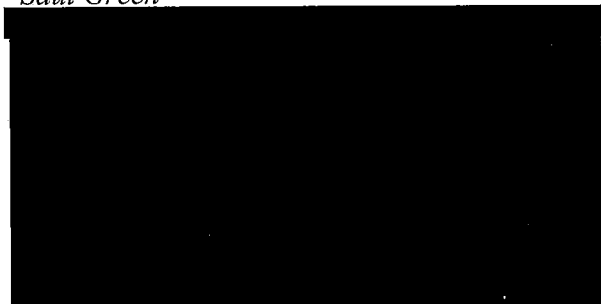
Invoice # 1226289

09/03/13	LE	<i>M. Shahid</i> Met with Saul Green, Mike McGee and others to discuss progress in Detroit Bankruptcy Case and restructuring issues.	2.00	290.00	580.00
09/06/13	LE	<i>John Willems</i> Review edit and draft compilation of meetings with Fire administration and related information requested by bankruptcy counsel for purposes of responding to discovery requests.	1.30	395.00	513.50
09/09/13	LE	<i>John Willems</i> Transmit information and documents regarding meetings with Detroit Fire Fighters Association to Jones Day attorneys.	0.20	395.00	79.00
09/09/13	LE	<i>John Willems</i> Compile information and documents regarding meetings with Detroit Fire Fighters Association in preparation for responding to Objector's discovery requests.	1.40	395.00	553.00
22*		TOTAL	4.90		1,725.50

Pension and OPEB Matters

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
-------------	-------------	-------------------------------	--------------	-------------	---------------

09/03/13	OPEB	<i>Saul Green</i>	0.70	580.00	406.00
----------	------	-------------------	------	--------	--------



MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/03/13	OPEB	<i>Kenneth Sachs</i> Conference with S. Green as to pension matters (.50). Conference call with S. Grffin (Jones Day) to discuss status of restructuring matters (.80). Review Milliman actuarial documents and conference with M. Riehl and S. Griffin (Jones Day) (.50), Research Board composition matters and discuss with J. Willems (.50).	2.30	340.00	782.00
09/04/13	OPEB	<i>Saul Green</i> Review Jones Day draft document and information order regarding pension systems and Doug Reich charts supporting document request (.60). Participate on Pension Taskforce conference call (1.60).	2.20	580.00	1276.00
09/04/13	OPEB	<i>Kenneth Sachs</i> Conference with M. Riehl and S. Griffin (Jones Day) to review document request materials (1.10). Pension task force meeting (1.40). Research question from Jones Day as to composition of pension board (1.60).	4.10	340.00	1394.00
09/05/13	OPEB	<i>Saul Green</i> Discussion with Kenneth Sachs regarding preparation of Emergency Manager Order to obtain pension systems documents and information.	0.30	580.00	174.00
09/05/13	OPEB	<i>Kenneth Sachs</i> Review pension documents from Jones Day (.60). Review pension protections (e.g., retroactive elimination of same) in Michigan Constitution and case law (.70). Conference with S. Green to discuss pension matters and potential freeze of benefits(.70)	2.00	340.00	680.00
09/06/13	OPEB	<i>Kenneth Sachs</i> Review pension documents (1.00). Conference with S. Giffin to discuss document request and related plan design concerns (1.60).	2.60	340.00	884.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/07/13	OPEB	<i>Kenneth Sachs</i> Review case law regarding emergency manager powers, and review relevant materials.	0.80	340.00	272.00
09/08/13	OPEB	<i>Kenneth Sachs</i> Review case law and related materials regarding pension benefits and related Constitutional protections (1.50), Review pension materials from Jones Day (.50).	2.00	340.00	680.00
09/10/13	OPEB	<i>Kenneth Sachs</i> Review potential 457 retirement plan options and defined contribution designs for conference with S. Griffin (Jones Day).	0.60	340.00	204.00
09/11/13	OPEB	<i>Saul Green</i> Review proposed Emergency Manager document request/order for the General Retirement System and the Police and Fire Retirement System.	0.80	580.00	464.00
09/11/13	OPEB	<i>Kenneth Sachs</i> Review pension materials from Jones Day as to document request.	0.90	340.00	306.00
09/12/13	OPEB	<i>Kenneth Sachs</i> Review articles regarding pension plan and related legal challenges.	0.40	340.00	136.00
09/15/13	OPEB	<i>Kenneth Sachs</i> Review pension materials for call to Jones Day to discuss status of implementation of new plans.	0.70	340.00	238.00
09/16/13	OPEB	<i>Kenneth Sachs</i> Conference with E. Miller and review State of Michigan Health Exchange status and review legislation as to establishment of same (2.00). Conference with S. Griffin as to retirement plan matters and implementation of new plans (.60).	2.60	340.00	884.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/17/13	OPEB	<i>Laura Bassett</i> Phone call with Ken Sachs regarding Michigan health coverage "exchange" election (.20). Conference with Cassie Hare on same (.10). Research on same (.20)	0.50	275.00	137.50
09/17/13	OPEB	<i>Kalman Goren</i> Conference with Ken Sachs regarding retiree health and authority to elect other than Exchange.	0.60	465.00	279.00
09/17/13	OPEB	<i>Cassie Hare</i> Met with Laura Bassett regarding MI's health exchange program.	0.10	165.00	16.50
09/17/13	OPEB	<i>Cassie Hare</i> Researching information and legislation regarding Michigan's health exchange.	0.70	165.00	115.50
09/17/13	OPEB	<i>Kenneth Sachs</i> Research State of Michigan actions as to establishment of Health Care Exchange (1.00), Conference with E. Miller to discuss Michigan Health Care Exchanges (.50).	1.50	340.00	510.00
09/23/13	OPEB	<i>Saul Green</i> Review final Emergency Manager Order No. 16 regarding production of documents for GRS and PFRS.	0.30	580.00	174.00
09/23/13	OPEB	<i>Kenneth Sachs</i> Review System's request for pension information (.30). Conference with Jones Day to discuss same (.30).	0.60	340.00	204.00
09/25/13	OPEB	<i>Kenneth Sachs</i> Pension Task Force meeting (1.00). Review related correspondence regarding document production to System (.70). Review Miller Canfield data site for requested documents (.80).	2.50	340.00	850.00

MILLER, CANFIELD, PADDOCK AND STONE

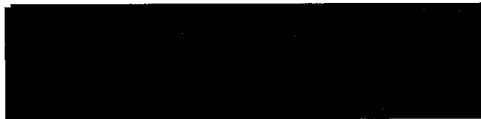
Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/26/13	OPEB	<i>Saul Green</i> Review drafts of responses to Retiree Committee Requests for Documents and Information.	0.50	580.00	290.00
09/26/13	OPEB	<i>Kenneth Sachs</i> Conference with Jones Day to discuss document request and production of pension materials (.90). Review related correspondence as to production of pension materials (.30).	1.20	340.00	408.00
09/27/13	OPEB	<i>Saul Green</i> Review Retiree Committee Pension Requests Response and related documents.	0.70	580.00	406.00
09/27/13	OPEB	<i>Kenneth Sachs</i> Review pension materials from Jones Day.	0.90	340.00	306.00
09/29/13	OPEB	<i>Kenneth Sachs</i> Review materials as to status of pension plan and related funding concerns.	0.90	340.00	306.00
09/30/13	OPEB	<i>Saul Green</i> Review Three Amigos pension, OPRB final draft responses to questions submitted by the Bankruptcy Court Retiree Committee seeking information of pension and OPEB proposals	0.40	580.00	232.00
09/30/13	OPEB	<i>Kenneth Sachs</i> Review response to request for pension documents and related correspondence.	0.60	340.00	204.00
		TOTAL	35.00		1,3218.50

Plan of Adjustment

<u>Date</u>	<u>Task</u>	<u>Timekeeper/Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/03/13	POFA	<i>Jonathan Green</i> 	1.40	565.00	791.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/30/13	POFA	<i>Jonathan Green</i> Meeting with Jones Day Lawyers regarding proposed Plan treatment.	0.20	565.00	113.00
TOTAL			1.60		904.00

Water and Sewer

Date	Task	Timekeeper/Description	Hours	Rate	Amount
09/02/13	WS	<i>Amanda Van Dusen</i> [DWSD] Review Jeffco briefs and settlement documents regarding Monoline voting rights.	0.50	485.00	242.50
09/03/13	WS	<i>Harold Bulger Jr.</i> [REDACTED] Reviewing Articles of Incorporation.	0.80	435.00	348.00
09/03/13	WS	<i>Harold Bulger Jr.</i> [REDACTED] Drafting Master Ordinance for Water Bonds.	1.70	435.00	739.50
09/03/13	WS	<i>Harold Bulger Jr.</i> Telephone call with Susan Brown of US Bank, Water & Sewer Bond Trustee concerning rationale for 2012 and 2013 Trust Indentures for Water & Sewer Bonds, respectively.	0.20	435.00	87.00
09/03/13	WS	<i>David Massaron</i> [DSWD] Call with Valerie Brader initially. A. Van Dusen join later to discuss State issues with respect to new regional sewer and water authority.	0.80	325.00	260.00
09/03/13	WS	<i>David Massaron</i> [DSWD] Incorporate comments from A. Van Dusen, and Heather Lennox in articles of incorporation.	0.90	325.00	292.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/03/13	WS	<i>Amanda Van Dusen</i> Emails regarding Jones Day comments on Water Authority Articles and distribution of the same (.2). Conferences with Dave Massaron regarding Water Authority Articles (.3). Telephone call with J. Green regarding Jeffco holdings and plan regarding insurers (.2). Review, comment on Articles of Authority (.6). Telephone call with Dave Massaron and V. Brader regarding State questions on Water Authority (1.1). Follow up on the same with Dave Massaron (.1). Emails from Wolfson regarding O & M definition (.1). Begin review of Jeffco Disclosure Statement (.3).	2.90	485.00	1406.50
09/04/13	WS	<i>Jonathan Green</i> Review Detroit Department of Water and Sewerage (DWSD") Lease update.	0.20	565.00	113.00
09/04/13	WS	<i>David Massaron</i> [DSWD] - Revise and incorporate working group comments from H. Lennox (Jones Day) and A. Van Dusen (.4). Circulate same to working group (.2).	0.60	325.00	195.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

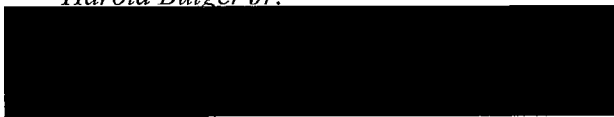

09/04/13	WS	<i>Amanda Van Dusen</i> [DWSD] Conferences with Dave Massaron regarding lease alternative (.1). Conference with Mike McGee regarding non lease alternative (.3). Review Wolfson comments on draft lease (.3). Telephone call with B. Sedlak and B. Altes (Jones Day) regarding the same (.3). Prepare and send B. Sedlak comments on lease; comments and sample State Building Authority lease, Cobo legislation language (.6). Review Wolfson comments on Articles of Incorporation and comment on the same (.4). Conference with Dave Massaron regarding the same (.1). Emails with Dave Massaron and B. Sedlak regarding document distribution (.1). Emails with H. Lennox and B. Sedlak (Jones Day) regarding participation in 9/6/13 meeting (.1). Email exchange with Frank Coughlin (Assured) regarding DWSD term discussion (.1).	2.40	485.00	1164.00
09/05/13	WS	<i>Harold Bulger Jr.</i> [REDACTED] continue drafting Water Bond Master Ordinance and reviewing Trust Indenture for outstanding Detroit Bonds.	5.60	435.00	2436.00
09/05/13	WS	<i>Jonathan Green</i> Review September 4, 2013 draft of proposed DSWD Lease.	0.80	565.00	452.00
09/05/13	WS	<i>Cassie Hare</i> [REDACTED]	4.40	165.00	726.00
09/05/13	WS	<i>Cassie Hare</i> [REDACTED]	1.00	165.00	165.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/05/13	WS	<i>Amanda Van Dusen</i> [DWSD] Conference call with H. Lennox, B. Sedlak Jones Day), K. Buckfire and K. Hazzard (Miller Buckfire) regarding private placement alternative and 9/6/13 meeting with Counties (1.0). Review comments from Fillingham, Wolfson regarding Articles and lease (.7). Conferences with Dave Massaron regarding the same (.1). Pull privatization research (.3). Review the same (.8). Conference with Mike McGee regarding the same (.1). [DWSD] Emails with Terence Workman at Assured (.1). Review insurer response to DWSD terms (.3). Review Oakland County comments on terms (.3).	3.70	485.00	1794.50
09/06/13	WS	<i>Harold Bulger Jr.</i> 	1.20	435.00	522.00
09/06/13	WS	<i>Jonathan Green</i> Review H. Lennox and K. Buckfire comments to Monolines DSWD Term Sheet.	0.10	565.00	56.50
09/06/13	WS	<i>Jonathan Green</i> Review and consider Assured's proposed Terms Sheet for DSWD.	0.50	565.00	282.50
09/06/13	WS	<i>Jonathan Green</i> Review DSWD Time Line; and preparation for meeting with Counties.	0.40	565.00	226.00
09/06/13	WS	<i>Jonathan Green</i> Meeting with Counties regarding DSWD Term Sheet, and initial draft documents.	2.50	565.00	1,412.50
09/06/13	WS	<i>Cassie Hare</i> 	1.00	165.00	165.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/06/13	WS	Cassie Hare [REDACTED]	1.20	165.00	198.00
09/06/13	WS	Cassie Hare Researching the issue of whether an authority is authorized to provide water and sewerage outside of its territory, and limitations are placed on rates.	2.80	165.00	462.00
09/06/13	WS	Amanda Van Dusen [DWSD] Preliminary review of Dykema comments on Articles (.2). Conference with Dave Massaron regarding follow up with Ann Fillingham (Dykema) and Wolfson of DWSD (.1). Working group meeting with Counties and DWSD (2.8). Conferences with Cassie Hare regarding research regarding extraterritorial service and transfer by lease (.7). Check Charter and Home Rule Act regarding sale (.3). Emails among M. Barnes and Jaye Quadrossi (Oakland County) and D. Massaron regarding Oakland County call on 9/9/13 (.2). Email from Wolfson regarding follow up (.1). Time explanation: J. Green left meeting early.	4.40	485.00	2134.00
09/08/13	WS	Cassie Hare [REDACTED]	1.60	165.00	264.00
09/08/13	WS	Amanda Van Dusen [REDACTED] [REDACTED] (1.8). Emails with Dave Massaron regarding the same (.1).	2.20	485.00	1067.00
09/09/13	WS	Harold Bulger Jr. Drafting Bond Ordinance for [REDACTED] [REDACTED] in conjunction with new Water Trust Indenture.	3.30	435.00	1435.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

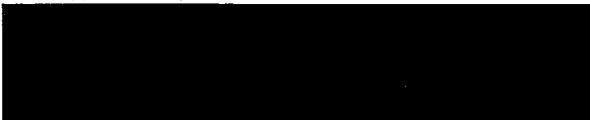



09/09/13	WS	<i>Cassie Hare</i> [REDACTED]	0.30	165.00	49.50
09/09/13	WS	<i>Cassie Hare</i> [REDACTED]	2.50	165.00	412.50
09/09/13	WS	<i>Cassie Hare</i> [REDACTED]	0.60	165.00	99.00
09/09/13	WS	<i>Cassie Hare</i> [REDACTED]	0.20	165.00	33.00
09/09/13	WS	<i>Amanda Van Dusen</i> Conference with H. Bulger regarding Master Bond Ordinance (.2). Research Detroit debt to DWSD (.1). Conference call with Oakland County officials regarding their structuring proposal (.8). Conference with C. Hare regarding lease research (.2). Telephone call with D. Massaron (.3). and Heather Lennox (.2) regarding follow up with DWSD. Email exchange regarding next call with Monolines (.1).	1.90	485.00	921.50
09/10/13	WS	<i>Harold Bulger Jr.</i> Continued drafting Master Water Bond Ordinance for [REDACTED]	3.80	435.00	1653.00
09/10/13	WS	<i>Cassie Hare</i> [REDACTED]	0.10	165.00	16.50
09/10/13	WS	<i>Cassie Hare</i> [REDACTED]	0.10	165.00	16.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289



09/10/13	WS	<i>Amanda Van Dusen</i> Conference with H. Bulger on DWSD (.1). Emails with C. Ball and others at Jones Day regarding trustee on DWSD bonds (.1). Emails regarding 9/11/13 meeting at DWSD (.1). Telephone call with D. Massaron regarding Master Bond Ordinance (.2). Review with C. Hare analysis on lease and water rates (.3).	0.80	485.00	388.00
09/11/13	WS	<i>Harold Bulger Jr.</i> Continue drafting of Master Water Bond Ordinance	2.10	435.00	913.50
09/11/13	WS	<i>Cassie Hare</i> 	1.00	165.00	165.00
09/11/13	WS	<i>Cassie Hare</i> 	3.50	165.00	577.50
09/11/13	WS	<i>Cassie Hare</i> 	0.10	165.00	16.50
09/11/13	WS	<i>Cassie Hare</i> 	0.90	165.00	148.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/11/13	WS	<i>Amanda Van Dusen</i> [DWSD] Meeting at DWSD to review numbers, structuring issues and possible rate impact of transfer to authority (3.3). Telephone call with B. Sedlak (Jones Day) regarding follow up on foregoing issues (.1). Emails regarding 9/13/13 meeting regarding Articles, Lease (.1). Conference with J. Karamoko regarding EPA regulations (.1). Emails internally regarding alternative trustees for DWSD (.1). Telephone call with Sedlak regarding 9/13/13 call with insurers and follow up on DWSD meeting (.2). Telephone call with C. Ball, H. Lennox, Jeff Bjork (for National) regarding DWSD trustee (.4). Emails with C. Ball, H. Lennox regarding the same (.2). Review DWSD trust indenture (.1). Review Macomb proposal (.2). Emails with H. Lennox (Jones Day) regarding the same (.1).	4.90	485.00	2376.50
09/12/13	WS	<i>Harold Bulger Jr.</i> Drafting of revisions to Master Water Bond Ordinance.	2.70	435.00	1174.50
09/12/13	WS	<i>Cassie Hare</i> Researching information regarding home rule, statutory interpretation, and state control vs. local control with respect to establishment of water authority.	2.00	165.00	330.00
09/12/13	WS	<i>Cassie Hare</i> 	0.80	165.00	132.00
09/12/13	WS	<i>Cassie Hare</i> 	0.10	165.00	16.50
09/12/13	WS	<i>Jelani Karamoko</i> Researched legal authority of executive orders and currentness of federal regulations governing federal grants to local water systems.	1.00	165.00	165.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/12/13	WS	<i>Jelani Karamoko</i> [REDACTED]	1.00	165.00	165.00
09/12/13	WS	<i>Amanda Van Dusen</i> Conference with Green and Dave Massaron regarding DWSD trustee replacement request from Monolines (.3). Email exchange with Ball and H. Lennox regarding the same (.1). Review DWSD trust indenture and ordinance (.4). Conference call with H. Lennox and Assured and NCFG counsel (1.0). Emails to PBFN group regarding alternative trustees, Michigan qualifications and experience (.1).	1.90	485.00	921.50
09/13/13	WS	<i>Cassie Hare</i> Researching additional information [REDACTED]	0.50	165.00	82.50
09/13/13	WS	<i>Jelani Karamoko</i> Researched federal regulations and executive orders of local water systems that receive federal grants.	3.00	165.00	495.00
09/13/13	WS	<i>Jelani Karamoko</i> Researched legal authority and expiration of executive orders.	0.50	165.00	82.50
09/13/13	WS	<i>Amanda Van Dusen</i> Conference call with DWSD team regarding Articles and Lease (2.8). Emails with C. Ball regarding Trustee switch (.1). Email exchange with H. Lennox, Haggard regarding Macomb proposal (.1).	3.00	485.00	1455.00
09/15/13	WS	<i>Harold Bulger Jr.</i> Revising Master Bond Ordinance for [REDACTED] [REDACTED]	1.60	435.00	696.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/15/13	WS	<i>Cassie Hare</i> [REDACTED]	1.50	165.00	247.50
09/15/13	WS	<i>Cassie Hare</i> [REDACTED]	1.30	165.00	214.50
09/15/13	WS	<i>Amanda Van Dusen</i> Email with Dave Massaron regarding next steps on DWSD articles/lease (.1). Email exchange with Corrine Ball regarding preparation for depositions on enterprises (.1). Review Wayne and Oakland comments on articles and lease (.5). Review Fillingham memo on bifurcation (.1).	0.80	485.00	388.00
09/16/13	WS	<i>Harold Bulger Jr.</i> Drafting and revising Master Water Supply System Bond ordinance for [REDACTED]	1.80	435.00	783.00
09/16/13	WS	<i>Cassie Hare</i> [REDACTED]	0.50	165.00	82.50
09/16/13	WS	<i>Cassie Hare</i> [REDACTED]	0.80	165.00	132.00
09/16/13	WS	<i>Jelani Karamoko</i> [REDACTED]	5.20	165.00	858.00
09/16/13	WS	<i>Amanda Van Dusen</i> Conference call with C. Ball, H. Lennox, K. Buckfire, K. Herman regarding DWSD trustee (.6). Review Macomb County comments on Authority articles/lease (.5).	1.10	485.00	533.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/17/13	WS	<i>Jelani Karamoko</i> Completed initial research on federal regulations [REDACTED] [REDACTED]	1.20	165.00	198.00
09/17/13	WS	<i>Jelani Karamoko</i> Conference with A. Van Dusen on initial research [REDACTED] [REDACTED]	0.30	165.00	49.50
09/17/13	WS	<i>Amanda Van Dusen</i> Emails regarding trustee (.1). Conference with J. Karamoko regarding update on water/sewer privatization research (.3). Compile four sets of Articles of Incorporation comments into matrix (.9). Conference with D. Massaron regarding the same (.2). Review Wolfson response to Macomb proposal (.2).	1.70	485.00	824.50
09/18/13	WS	<i>Amanda Van Dusen</i> Email exchange with Lennox, Sedlak (Jones Day) and Massaron regarding 9/19/13 meetings on DWSD authority, attendance, subject (.2). Telephone call with Dave Massaron regarding the same (.1). Conference with D. Massaron regarding preparation of matrix regarding county comments on articles of incorporation (.1).	0.40	485.00	194.00
09/19/13	WS	<i>Jelani Karamoko</i> Drafted case law and federal regulation updates to DWSD regionalization Proposal Memo.	2.50	165.00	412.50
09/19/13	WS	<i>Amanda Van Dusen</i> Email with Lennox, Sedlak regarding water customer meeting (.1). Review rate simplification memos from DWSD (.4). Review updated Hare memo on lease. (.2).	0.70	485.00	339.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289


09/20/13	WS	<i>Harold Bulger Jr.</i> Revising Master Water Ordinance for [REDACTED]	1.30	435.00	565.50
09/20/13	WS	<i>Jelani Karamoko</i> Completed [REDACTED] [REDACTED] regionalization.	3.50	165.00	577.50
09/20/13	WS	<i>Amanda Van Dusen</i> Review Wilmington proposal (.3). Conference call regarding preliminary draft DWSD numbers (1.3). Review Sedlak lease matrix (.2). Conference with Dave Massaron regarding 9/19/13 meeting (.2).	2.00	485.00	970.00
09/21/13	WS	<i>Harold Bulger Jr.</i> Assets - Continued revising Master Bond ordinance for [REDACTED]	2.10	435.00	913.50
09/23/13	WS	<i>Amanda Van Dusen</i> Email exchange with H. Lennox regarding mediation expectations on DWSD.	0.10	485.00	48.50
09/24/13	WS	<i>Harold Bulger Jr.</i> Revising Master Water Bond Ordinance for [REDACTED]	1.20	435.00	522.00
09/24/13	WS	<i>Amanda Van Dusen</i> Review revised Miller Buckfire numbers regarding DWSD savings if transferred to authority (.2).	0.20	485.00	97.00
09/25/13	WS	<i>Amanda Van Dusen</i> Email exchange with Dave Massaron regarding retail agreement (.1). Telephone call with Lennox, Sedlak and Haggard regarding DWSD articles and lease (1.6). Edit contact list for Ken Buckfire (.2).	1.90	485.00	921.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/26/13	WS	<i>Amanda Van Dusen</i> Review Karamoko update of 2006 water and sewer system sale analysis (.3). Conference call with Jones Day, Miller Buckfire and Conway regarding DWSD numbers runs and related analysis (1.1). Compile and send comments regarding the same (1.4). Emails with same group regarding lease payments/COPS savings (.1).	2.90	485.00	1406.50
09/27/13	WS	<i>Amanda Van Dusen</i> Review UMB proposal (.1). Emails with Lennox regarding the same (.1). Conference with Dave Massaron regarding revisions to Articles (.4). Finish revised Water/Sewer Authority Articles (3.1). Email names for private sector meeting to K. Buckfire (.1). Email revised Articles to Jones Day, Miller Buckfire (.1). Conference with Dave Massaron regarding lease payments (.1).	4.00	485.00	1940.00
09/29/13	WS	<i>Amanda Van Dusen</i> Review and comment on B. Sedlak (Jones Day) revisions to DWSD lease (1.4).	1.40	485.00	679.00
09/30/13	WS	<i>Jonathan Green</i> Conference with A. Van Dusen regarding DSWD issues.	0.40	565.00	226.00
09/30/13	WS	<i>Jelani Karamoko</i> Consulted with Amanda Van Dusen on research assignment related to the Detroit Water Department restructuring.	0.20	165.00	33.00
09/30/13	WS	<i>Jelani Karamoko</i> Reviewed the Bolt case and recent MI Supreme Court cases governing imposition of tax levies and user fees for water utility systems.	1.50	165.00	247.50
09/30/13	WS	<i>Jelani Karamoko</i> 	1.50	165.00	247.50

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

09/30/13	WS	<i>Amanda Van Dusen</i>	1.00	485.00	485.00
		Email with B. Sedlak regarding Lease comments (.1). Review H. Lennox comments on draft numbers presentations (.2). Review H. Lennox comments on Authority articles (.2). Identify case law on diversion of enterprise revenue (.3). Conference with J. Karamoko regarding expanding and documenting analysis regarding the same (.1). Emails with Lennox regarding DWSD trustee calls (.1).			
09/30/13	WS	<i>Amanda Van Dusen</i>	0.20	485.00	97.00
		Conference with J. Green regarding coordination of advice regarding DWSD with Jones Day (.2).			
		TOTAL	133.80		47,383.00

FEES DUE THIS MATTER..... \$

LESS 10% DISCOUNT..... \$

TOTAL FEES DUE \$

Summary by Task

Task		Hrs.	Amount
ASM	Automatic Stay Matters	257.60	102,278.50
CA	Case Administration	42.90	22,302.50
CH	Court Hearings	19.00	9,775.00
COP	COP/Swap Matters	7.80	3,880.00
DFI	Debt and Financing Issues	113.40	37,495.50
EL	Eligibility	26.20	13,126.00
EMM	Emergency Manager Matters	7.80	2,535.00
FE	Fees and Fee Examiner	6.30	3,165.50
GL	General Litigation	235.60	75,477.00
LE	Labor and Employment Matters	4.90	1,725.50
OPEB	Pension and OPEB Matters	35.00	13,218.50
POFA	Plan of Adjustment	1.60	904.00
WS	Water and Sewer Matters	133.80	47,383.00
	TOTAL	891.90	\$333,266.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

TASK CATEGORY TOTALS BY PERSONNEL

CATEGORY/TASK	NAME	HOURS	HOURLY RATE	AMOUNT
ASM				
	Carlson, Eric D.	77.50	350.00	27,125.00
	Fusco, Timothy	20.00	540.00	10,800.00
	Green, Jonathan S.	21.90	565.00	12,373.50
	LaPlante, Stephen S.	37.10	485.00	17,993.50
	Spinner, Ronald A.	15.50	315.00	4,882.50
	Swanson, Marc N.	85.60	340.00	29,104.00
		257.60		102,278.50

CA				
	Bulger Jr., Harold W.	1.50	435.00	652.50
	Green, Jonathan S.	20.10	565.00	11,356.50
	Hartmann, Michael	2.20	520.00	1144.00
	LaPlante, Stephen S.	17.00	485.00	8,245.00
	Spinner, Ronald	0.50	315.00	157.50
	Swanson, Marc N.	0.20	340.00	68.00
	Van Dusen, Amanda	1.40	485.00	679.00
		42.90		22,302.50

CH				
	Green, Jonathan S.	7.00		3,955.00
	LaPlante, Stephen S.	12.00		5,820.00
		19.00		9,775.00

COP				
	Bulger, Harold	3.50	435.00	1,522.50
	Green, Jonathan S.	3.40	565.00	1,921.00
	LaPlante, Stephen	.90	485.00	436.50
		7.80		3,880.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

DFI				
	Bassett, Laura M	10.10	275.00	2,777.50
	Bulger Jr., Harold W.	26.30	435.00	11,440.50
	Green, Jonathan S.	19.60	565.00	11,074.00
	Hare, Cassie J	36.60	165.00	6,039.00
	Karamoko, Jelani	8.50	165.00	1,402.50
	LaPlante, Steven	0.20	485.00	97.00
	Swanson, Marc N.	8.30	340.00	2,822.00
	Van Dusen, Amanda	3.80	485.00	1,843.00
		113.40		37,495.50

EL				
	Bulger, Harold	7.30	435.00	3,175.50
	Green, Jonathan S.	9.80	565.00	5,537.00
	LaPlante, Stephen S.	9.10	485.00	4,413.50
		26.20		13,126.00

EMM				
	Battersby, Colin	7.80	325.00	2,535.00
		7.80		2,535.00

FE				
	Bulger Jr., Harold W.	2.60	435.00	1,131.00
	Green, Jonathan S.	3.00		1,695.00
	LaPlante, Stephen S.	0.70		339.50
		6.30		3,165.50

GL				
	Battersby, Colin	6.00	325.00	1,950.00
	Brennan, Michael	1.50	240.00	360.00
	Green, Jonathan S.	3.50	565.00	1,977.50
	Hartmann, Michael	5.50	520.00	2,860.00
	Kraft, Dawn	0.40	325.00	130.00
	LaPlante, Stephen S.	2.50	485.00	1,212.50
	Scott, Kimberly L.	82.60	335.00	27,671.00
	Shahid, Misbah	35.30	290.00	10,237.00
	Shane, Phillip	52.70	210.00	11,067.00
	Willems, John	45.60	395.00	18,012.00
		235.60		75,477.00

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

LE				
	Shahid, Misbah	2.00	290.00	580.00
	Willems, John	2.90	395.00	1,145.50
		4.90		1,725.50

OPEB				
	Bassett, Laura M	.50	275.00	137.50
	Goren, Kalman G.	.60	465.00	279.00
	Green, Saul A.	5.90	580.00	3,422.00
	Hare, Cassie	0.80	165.00	132.00
	Sachs, Kenneth J.	27.20	340.00	9,248.00
		35.00		13,218.50

POFA				
	Green, Jonathan S.	1.60		904.00
		1.60		904.00

WS				
	Bulger, Harold	29.40	435.00	12,789.00
	Green, Jonathan S.	4.90	565.00	2,768.50
	Hare, Cassie	28.80	165.00	4,752.00
	Karamoko, Jelani	21.40	165.00	3,531.00
	Massaron, David	2.30	325.00	747.50
	Van Dusen, Amanda	47.00	485.00	22,795.00
		133.80		47,383.00

COSTS

Copying (925 copies)	92.50
Copying - Color (80 copies)	8.00
Court fees	
PAYEE: Wayne County Circuit Court; REQUEST#: 349213; DATE: 9/16/2013. - Copies of court docs rel. case, re relief from stay motion and prep for debtors reply	69.75
PAYEE: Michigan Court of Appeals; REQUEST#: 349238; DATE: 9/16/2013. - copies of Appeals case related case for Motion for Relief from Stay matter	16.50
PAYEE: Wayne County Circuit Court; REQUEST#: 349261; DATE: 9/17/2013. - copies case related to motion for relief matter; urgent rush check	220.50
PAYEE: Deborah L. Kremlick - U.S. Dist. Court; REQUEST#: 349265; DATE: 9/17/2013. - Transcript City of Detroit case, 9/1013	441.35

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

Delivery services/messengers

VENDOR: Federal Express Corporation INVOICE#: 239679762 DATE: 9/10/2013 15.18
INV: 239679762 Shipment Date: 20130904 Sender: Shirley Markulin, Ship to: Charles
Moore, Conway MacKenzie, Inc, 401 S Old Woodward Ave Ste 340,
BIRMINGHAM, MI 48009

VENDOR: Federal Express Corporation INVOICE#: 239679762 DATE: 9/10/2013 20.42
INV: 239679762 Shipment Date: 20130905 Sender: Shirley Markulin, Ship to:
Benjamin Rosenblum, Jones Day, 222 E 41st St, NEW YORK, NY 10017

VENDOR: United Parcel Service/Carol Stream,IL INVOICE#: 000000460266383 38.62
DATE: 10/2/2013
INV: 000000460266383 Shipment Date: 20130916 Sender: Amanda Van Dusen, Ship
to: Brian Sedlak, Jones Day, 77 W Wacker Dr Ste 3500, Chicago, IL 60601

VENDOR: United Parcel Service/Carol Stream,IL INVOICE#: 000000460266383 5.30
DATE: 10/2/2013
INV: 000000460266383 Shipment Date: 20130916 Sender: Amanda Van Dusen, Ship
to: Brian Sedlak, Jones Day, 77 W Wacker Dr Ste 3500, Chicago, IL 60601

Meals

PAYEE: Comerica/Catania; REQUEST#: 349495; DATE: 9/20/2013. - 9/16 - Lunch 212.00
regarding Deposition of K. Orr for Eligibility.

Other

VENDOR: Lois M. Garrett; INVOICE#: 13-53846-9/27/13; DATE: 9/27/2013 - 1224.75
8/21/13, 8/28/13 and 9/19/13 transcript and transcriptions services of hearings held and
expedited deliveries upon request

Postage 1.32

Validated Parking

Validated Parking(6) - Melissa Roy; Bill Wolfson; Anthony Monoco; Mr. Nash; J. 90.00
Quadrosi; Megan Barnes.

Validated Parking(3) - Sandra Ramocan; J. Fallon; Videographer [Depositions of: 45.00
Kevyn Orr and Lamont Satchel)

Parking - J. Fallon. 15.00

COSTS DUE THIS MATTER..... \$ 2,516.19

FEES BILLED THIS INVOICE.....\$ 333,266.00

LESS 10% DISCOUNT..... \$ 33,326.60

TOTAL FEES DUE.....\$ 299,939.40

MILLER, CANFIELD, PADDOCK AND STONE

Attorney-Client/Attorney Work Product Privileged

November 18, 2013

Invoice # 1226289

COSTS BILLED THIS INVOICE..... \$ 2,516.19

TOTAL AMOUNT DUE..... \$ 302,455.59

EXHIBIT G



Fee Examiner
 Shaw Fishman Glantz & Towbin LLC
 321 N. Clark Street
 Suite 800
 Chicago, IL 60654

Statement of Account for Actuarial Consulting – City of Detroit
 Post-Petition Services

Invoice Identification No: 0335-DET01-SEPT13/091 Invoice Date: 11/20/2013

Previous Outstanding Balance	\$ 153,868.79
Payment Received (Thank You)	0.00
For professional employee benefit consulting services	<u>126,205.19</u>
Amount Due:	\$ 280,073.98

Please remit payment within 15 days of receipt. A return envelope is enclosed for your convenience.

The Invoice ID No. should be noted on your check.

A detailed accounting of services rendered is enclosed for your review.

Email: detroitfeeexaminer@shawfishman.com

If paying by check, please detach and return with your payment.

Invoice ID No.	Invoice Date	Amount Due	Amount Enclosed
0335-DET01- SEPT13/091	11/20/2013	\$280,073.98	

Wire Instructions:

Wells Fargo Bank
 999 Third Avenue
 Seattle WA 98104
 ABA # 121000248
 Acct Name: Milliman
 Acct # 4159648724

Please make the check payable to: **Milliman, Inc.**

Milliman, Inc.
 Attention: **Diane Loehr**
 1 Penn Plaza, 38th Floor
 New York, NY 10019



Invoice Identification No: 0335-DET01-SEPT13/081

Invoice Date: 11/20/2013

**Actuarial Consulting – City of Detroit
Detail of Fees for the period 09/01/2013 through 09/30/2013**

See attached for post-petition services

Total

\$126,205.19

**Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No. 2870758**

Project Code and Description	Position	Hourly Rate	Hours	Total Charge
Pension Plans				
3 Alternative Design Matrix and Scenarios	Consulting Actuary	420	13.1	5,502.00
	Actuary	395	1.8	711.00
	Actuary	375	0.2	75.00
				6,288.00
7 Pension Task Force	Consulting Actuary	420	9.1	3,822.00
	Actuary	395	28.4	11,218.00
				15,040.00
10 Ten Year Projection	Consulting Actuary	420	1.1	462.00
				462.00
12 Mediation and Litigation Support	Consulting Actuary	420	17.3	7,266.00
				7,266.00
13 Direct Expenses				
	<u>Description</u>		<u>Category</u>	<u>Date</u>
	K. Warren airline tickets for round trip from Philadelphia PA to Detroit MI		Airline	985.80 8/19/2013
	K. Warren transport to Philadelphia airport		Mileage & Tolls	31.75 8/19/2013
	G. Bowen airline tickets for round trip from Philadelphia PA to Detroit MI		Airline	892.80 8/19/2013
	G. Bowen and K. Warren taxi to /from Detroit airport and client		Taxi	127.00 8/19/2013
	G. Bowen transport to Philadelphia airport		Mileage & Tolls	25.43 8/19/2013
	G. Bowen meal expense while in Detroit		Meals	15.00 8/19/2013
	GB and KW hotel expense while in Detroit to attend client meeting		Lodging	508.33 8/19/2013
	K. Warren parking expense at Philadelphia airport		Parking	28.00 8/19/2013
	G. Bowen transport from Philadelphia to Washington DC for deposition		Mileage & Tolls	164.46 9/24/2013
	G. Bowen and K. Warren hotel expense while in Washington Dc for deposition		Lodging	860.30 9/24/2013
	GB, KW and Tlm Muth meal exp in Washington DC for deposition (6 meals)		Meals	214.20 9/24/2013
	K. Warren transport from Philadelphia to Washington DC for deposition		Mileage & Tolls	154.84 9/24/2013
				4,007.91
Total Pension Plans				33,063.91

Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No. 2870758

Project Code and Description	Position	Hourly Rate	Hours	Total Charge
Health Plans				
D Health Care Task Force and Alternative Projections				
	Consulting Actuary	615	1.0	615.00
	Actuary	345	0.4	138.00
	Senior Actuarial Analyst	290	12.1	3,509.00
	Administrative / Clerical	160	30.3	4,848.00
	Administrative / Clerical	99	2.0	198.00
				9,308.00
E Plan Design Pricing and Carrier Data and Bids				
	Consulting Actuary	615	1.0	615.00
	Consulting Actuary	475	14.3	6,792.50
	Consulting Actuary	440	1.0	440.00
	Actuary	345	0.8	276.00
	Senior Actuarial Analyst	200	25.6	5,120.00
	Actuarial Analyst	180	23.5	4,230.00
				17,473.50
G Implementation Assistance				
	Consulting Actuary	615	35.0	21,525.00
	Actuary	345	42.2	14,559.00
				36,084.00
H Work with MMSA				
	Consulting Actuary	615	4.3	2,644.50
				2,644.50
I Review of City Proposals and RFPs				
	Consulting Actuary	615	15.0	9,225.00
	Actuary	345	20.0	6,900.00
	Senior Actuarial Analyst	200	6.8	1,360.00
	Actuarial Analyst	180	11.5	2,070.00
				19,555.00

**Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No. 2870758**

Project Code and Description	Position	Hourly Rate	Hours	Total Charge
J Direct Expenses				
	<u>Category</u>			<u>Date</u>
S. Cuomo taxi to airport New York	Taxi		40.03	8/21/2013
S. Cuomo taxi from airport New York	Taxi		42.43	8/21/2013
S. Cuomo taxi from Detroit airport to client and return to Detroit airport	Taxi		86.00	8/21/2013
S. Cuomo airline tickets for round trip from Detroit MI to New York	Airline / Train		1,399.80	8/21/2013
J. Kaslander airline tickets for round trip from Detroit MI to New York	Airline / Train		1,380.80	8/21/2013
J. Kaslander taxi to airport Newark NJ	Parking		33.00	8/21/2013
S. Cuomo mileage to airport Newark NJ	Mileage & Tolls		13.84	8/28/2013
S. Cuomo taxi to airport Detroit MI	Taxi		41.33	8/28/2013
S. Cuomo taxi from airport Detroit MI	Taxi		44.79	8/28/2013
S. Cuomo airline tickets for round trip from Detroit MI to Newark NJ	Airline / Train		1,399.80	8/28/2013
J. Kaslander airline tickets for round trip from Detroit MI to Newark NJ	Airline / Train		1,373.80	8/28/2013
S. Cuomo mileage from Newark airport	Mileage & Tolls		8.48	9/11/2013
S. Cuomo train to Newark airport	Airline / Train		12.50	9/11/2013
S. Cuomo mileage to Detroit airport	Mileage & Tolls		17.63	9/11/2013
S. Cuomo mileage from Detroit airport	Mileage & Tolls		17.63	9/11/2013
S. Cuomo mileage to and from client meeting Detroit	Mileage & Tolls		27.69	9/11/2013
S. Cuomo airline tickets for round trip from Detroit MI to Newark NJ	Airline / Train		1,258.80	9/11/2013
S. Taranto mileage to Newark airport	Mileage & Tolls		31.25	9/24/2013
S. Taranto meal expense while in Detroit MI	Meals		40.13	9/24/2013
S. Taranto parking at Newark airport	Parking		54.00	9/24/2013
S. Taranto cab from Detroit airport to client office	Taxi		65.00	9/24/2013
S. Taranto mileage to Newark airport	Mileage & Tolls		13.84	9/25/2013
S. Taranto cab to Detroit airport from client office	Taxi		90.00	9/25/2013
S. Cuomo airline from Las Vegas to Detroit MI to New York NY	Airline / Train		275.90	9/25/2013
S. Taranto mileage expense to and from Newark train station	Mileage & Tolls		45.81	9/28/2013
S. Taranto train from Newark to Washington DC for deposition	Airline / Train		262.00	9/30/2013
			<u>8,076.28</u>	
Total Health Plans				<u><u>93,141.28</u></u>
Grand Total				<u><u>126,205.19</u></u>

Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No 2870758
Pension Plan - Details

<u>Name</u>	<u>Postion</u>	<u>Project Code</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>	<u>Fee</u>	<u>Date of Service</u>
Bowen, Glenn	Consulting Actuary	7	0.2	420	84.00	09/03/2013
Bowen, Glenn	Consulting Actuary	3	0.3	420	126.00	09/04/2013
Warren, Kathy	Actuary	7	2.3	395	908.50	09/04/2013
Bowen, Glenn	Consulting Actuary	7	0.3	420	126.00	09/04/2013
Bowen, Glenn	Consulting Actuary	7	2.0	420	840.00	09/04/2013
Bowen, Glenn	Consulting Actuary	7	0.4	420	168.00	09/06/2013
Bowen, Glenn	Consulting Actuary	7	0.8	420	336.00	09/09/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	09/10/2013
Bowen, Glenn	Consulting Actuary	7	0.3	420	126.00	09/10/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	09/11/2013
Warren, Kathy	Actuary	7	0.7	395	276.50	09/11/2013
Bowen, Glenn	Consulting Actuary	7	0.2	420	84.00	09/11/2013
Bowen, Glenn	Consulting Actuary	3	0.3	420	126.00	09/12/2013
Bowen, Glenn	Consulting Actuary	7	0.8	420	336.00	09/12/2013
Warren, Kathy	Actuary	7	0.3	395	118.50	09/13/2013
Bowen, Glenn	Consulting Actuary	7	0.6	420	252.00	09/13/2013
Bowen, Glenn	Consulting Actuary	3	0.4	420	168.00	09/16/2013
Warren, Kathy	Actuary	7	0.2	395	79.00	09/16/2013
Bowen, Glenn	Consulting Actuary	7	0.2	420	84.00	09/16/2013
Bowen, Glenn	Consulting Actuary	3	2.0	420	840.00	09/17/2013
Warren, Kathy	Actuary	7	2.0	395	790.00	09/17/2013
Bowen, Glenn	Consulting Actuary	3	2.5	420	1,050.00	09/18/2013
Warren, Kathy	Actuary	7	1.8	395	711.00	09/18/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	09/20/2013
Warren, Kathy	Actuary	7	1.0	395	395.00	09/20/2013
Bowen, Glenn	Consulting Actuary	3	2.0	420	840.00	09/21/2013
Bowen, Glenn	Consulting Actuary	3	3.0	420	1,260.00	09/22/2013
Warren, Kathy	Actuary	7	1.8	395	711.00	09/22/2013
Warren, Kathy	Actuary	7	7.5	395	2,962.50	09/23/2013
Bowen, Glenn	Consulting Actuary	12	8.0	420	3,360.00	09/23/2013
Warren, Kathy	Actuary	12	8.0	395	3,160.00	09/24/2013
Bowen, Glenn	Consulting Actuary	12	9.0	420	3,780.00	09/24/2013
Warren, Kathy	Actuary	7	0.3	395	118.50	09/25/2013
Bowen, Glenn	Consulting Actuary	7	1.4	420	588.00	09/25/2013
Bowen, Glenn	Consulting Actuary	10	0.9	420	378.00	09/25/2013
Bowen, Glenn	Consulting Actuary	3	0.5	420	210.00	09/26/2013
Warren, Kathy	Actuary	7	2.5	395	987.50	09/26/2013
Bowen, Glenn	Consulting Actuary	7	1.0	420	420.00	09/26/2013
Bowen, Glenn	Consulting Actuary	10	0.2	420	84.00	09/26/2013
Bowen, Glenn	Consulting Actuary	3	0.2	420	84.00	09/27/2013

Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No 2870758
Pension Plan - Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Bowen, Glenn	Consulting Actuary	7	1.2	420	504.00	09/27/2013
Bowen, Glenn	Consulting Actuary	3	1.3	420	546.00	09/30/2013
Wade, Dan	Consulting Actuary	3	0.2	375	75.00	09/30/2013
Warren, Kathy	Actuary	3	1.8	395	711.00	09/30/2013
Total Pension Plans					29,056.00	

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

Pension Plan

1. Update Actuarial Projections
 - Replicate the GRS valuation results from the most recently performed valuation for the Police and Fire and General Retirement Plans
 - Update the projections for participant and asset data as of a more current date
2. Estimate Impact of Non-Contractual Benefits
 - Calculate the present value under various scenarios of benefits that are not determined under the contract or collective bargaining agreement, but based on benefits granted by the Retirement Committees
 - Provide other technical and actuarial support to City professional advisors
3. Alternative Design Matrix and Scenarios
 - Provide estimates of the impact to the General and Police/Fire Plans' liability, funded status and cash flows of alternative plan designs, including
 - Changes in the level of future benefits earned
 - Changes to current benefits and plan features
 - Changes to an alternative plan delivery vehicle such as a defined contribution plan
 - Other changes as described by the City's professional teams
 - Provide estimates of above changes to the City's required contributions
 - Provide estimates of the impact to individual participants
4. Other Consideration
 - Assistance to the City's professional advisors in matters not specifically described in other projects
5. Pension Arbitration
 - Preparation and testimony related to various pension arbitration discussions
 - Review and response to other issues arising from arbitration
6. Pension Water Authority
 - Work related specifically to the pension benefits of the Water Authority, including design and financial discussions, financial and actuarial projections, funding requirements and other actuarial analysis, or other requests made by the City's professional advisors
7. Pension Task Force
 - Participate in regular calls with the Task Force
 - Perform requested analysis and projections based on the scenarios requested by the Task Force
8. Annuity Interest
 - Review of the interest rate issues inherent in the Annuity Plan; discussion with the City's professional advisors

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

9. Calculation Review
 - Review of individual participant benefit calculations performed by the Retirement Board or GRS
10. Ten Year Projection
 - Ten year projection of plan liabilities, cash flows, funding requirements, plan solvency and other related financial and actuarial measures
11. Annuity Plan
 - Work related to issues and questions on the Annuity plan, including calculations, review of plan provision, discuss and research related to the assumptions
12. Direct Expenses
 - Travel time, travel expense, conference call fees associated with bridge lines

Health Plan

- A. Update Actuarial Projections
 - Replicate the GRS valuation results from the most recently performed valuation for the Police and Fire and General Postretirement Health Plans
 - Update the projections for participant and asset data as of a more current date
- B. Cost Savings Opportunities
 - For active plans, develop and evaluate alternative health plan designs, including
 - Cash flow impact
 - Pricing analysis (carrier cost, expected value of design changes)
 - Participant impact
 - For retiree plans, develop and evaluate alternative health plan designs, including
 - Cash flow impact
 - Pricing analysis (carrier cost, expected value of design changes)
 - Participant impact
- C. Plan Design Matrix with Cash Flow and Liability
 - Develop a baseline health plan cash projection by group over the next few fiscal years
 - Based on the opportunities identified above, provide the following:
 - Projected cash flow by group, benefit design and participant/City spend
 - Impact of design relative to baseline plan

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

- D. Health Care Task Force and Alternative Projections
 - Participate in the Health Care Task Force calls and meetings regarding proposed future active and retired health benefit design
 - Provide actuarial and consulting support, including:
 - Carrier discussions and evaluations
 - Alternative financial arrangements (self-insured, fully insured, stop loss)
 - Cash flow impact
 - Pricing analysis (carrier cost, expected value of design changes)
 - Participant impact
 - Impact to present value of benefits for retiree medical plans
- E. Plan Design Pricing and Carrier Data and Bids
 - Once target benefit design(s) determined, provide the following support to the City and the City's professional advisors:
 - Discussion with carriers on the pricing, design and funding of the benefit designs
 - Lead the competitive bid and renewal process
 - Evaluate and negotiate pricing and performance guarantees
 - Facilitate data flow and information between the City and the carriers
 - Review proposed contract terms
- F. Medicare Part D Attestation
 - Provide actuarial attestation services for the City's plan year beginning July 1, 2013 with respect to the City's intention to apply for and qualify for Retiree Drug Subsidy under Medicare Part D
- G. Implementation Assistance
 - Once design determined, provide the following support
 - Overall project planning and management
 - Participation in regular calls with City and professional advisors, providing strategic input, research, analysis, issue resolution and other support
 - Assistance in drafting participant communications
 - Assistance with carrier issues
 - Assistance with eligibility vendor issues
 - Participation in development of solution for pre-Medicare retirees, including determination of facilitator role and evaluation of vendors
 - Includes providing support in interactions with active and retired employees, unions, the Retiree Committee and related legal and other challenges

Milliman Inc.
Description of Project Codes
City of Detroit
Contract No. 2870758

- H. Work with MMSA
 - Assist the City in determining role and scope of MMSA work
 - Support MMSA and the City in the development of eligibility and enrollment process
 - Provide other technical support as needed
- I. Review of City Proposals and RFPs
 - In addition to the work related to the design and implementation of the new City plans, evaluate and advise on other benefits-related proposals received by the City
- J. Direct Expenses
 - Travel time, travel expense, conference call fees associated with bridge lines

Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan - Details

Name	Postion	Project Code	Hours Billed	Hourly Rate	Fee	Date of Service
Taranto, Suzanne	Consulting Actuary	G	1.0	615	615.00	09/01/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	4.5	200	900.00	09/03/2013
Taranto, Suzanne	Consulting Actuary	G	3.0	615	1,845.00	09/03/2013
Cuomo, Susie	Actuary	G	3.7	345	1,276.50	09/03/2013
Reardon, Jeff	Administrative / Clerical	D	0.3	160	48.00	09/03/2013
Roma, Markella	Senior Actuarial Analyst	D	0.2	290	58.00	09/03/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	3.5	200	700.00	09/04/2013
Taranto, Suzanne	Consulting Actuary	G	4.0	615	2,460.00	09/04/2013
Cuomo, Susie	Actuary	G	4.0	345	1,380.00	09/04/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.8	200	160.00	09/05/2013
Taranto, Suzanne	Consulting Actuary	H	3.3	615	2,029.50	09/05/2013
Cuomo, Susie	Actuary	G	2.0	345	690.00	09/05/2013
Roma, Markella	Senior Actuarial Analyst	D	0.3	290	87.00	09/05/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/06/2013
Taranto, Suzanne	Consulting Actuary	G	3.0	615	1,845.00	09/06/2013
Cuomo, Susie	Actuary	G	5.3	345	1,828.50	09/06/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	09/08/2013
Cuomo, Susie	Actuary	E	0.8	345	276.00	09/09/2013
Kaslander, Jaime	Actuarial Analyst	E	6.8	180	1,224.00	09/09/2013
Kozlowski, Vincent	Consulting Actuary	E	1.0	475	475.00	09/09/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	6.8	200	1,360.00	09/09/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	09/09/2013
Cuomo, Susie	Actuary	I	6.0	345	2,070.00	09/09/2013
Roma, Markella	Senior Actuarial Analyst	D	0.2	290	58.00	09/09/2013
Kaslander, Jaime	Actuarial Analyst	E	4.6	180	828.00	09/10/2013
Kozlowski, Vincent	Consulting Actuary	E	6.0	475	2,850.00	09/10/2013
Taranto, Suzanne	Consulting Actuary	I	4.5	615	2,767.50	09/10/2013
Cuomo, Susie	Actuary	I	5.0	345	1,725.00	09/10/2013
Reardon, Jeff	Administrative / Clerical	D	5.5	160	880.00	09/10/2013
Roma, Markella	Senior Actuarial Analyst	D	2.0	290	580.00	09/10/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/11/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	2.2	200	440.00	09/11/2013
Cuomo, Susie	Actuary	I	1.0	345	345.00	09/11/2013
Cuomo, Susie	Actuary	G	3.5	345	1,207.50	09/11/2013
Kaslander, Jaime	Actuarial Analyst	E	5.1	180	918.00	09/12/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/12/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	2.3	200	460.00	09/12/2013
Schmidt, Robert	Consulting Actuary	E	0.6	440	264.00	09/12/2013
Schmidt, Robert	Consulting Actuary	E	0.2	440	88.00	09/12/2013
Taranto, Suzanne	Consulting Actuary	I	0.5	615	307.50	09/12/2013

Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan - Details

<u>Name</u>	<u>Postion</u>	<u>Project Code</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>	<u>Fee</u>	<u>Date of Service</u>
Cuomo, Susie	Actuary	I	7.0	345	2,415.00	09/12/2013
Kaslander, Jaime	Actuarial Analyst	E	0.8	180	144.00	09/13/2013
Kozlowski, Vincent	Consulting Actuary	E	0.8	475	380.00	09/13/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.9	200	180.00	09/13/2013
Taranto, Suzanne	Consulting Actuary	G	3.5	615	2,152.50	09/13/2013
Cuomo, Susie	Actuary	G	5.0	345	1,725.00	09/13/2013
Schmidt, Robert	Consulting Actuary	E	0.2	440	88.00	09/15/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	09/15/2013
Cuomo, Susie	Actuary	G	1.3	345	448.50	09/15/2013
Kaslander, Jaime	Actuarial Analyst	E	0.3	180	54.00	09/16/2013
Kozlowski, Vincent	Consulting Actuary	E	0.7	475	332.50	09/16/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	3.1	200	620.00	09/16/2013
Kaslander, Jaime	Actuarial Analyst	I	4.4	180	792.00	09/16/2013
Taranto, Suzanne	Consulting Actuary	G	2.5	615	1,537.50	09/16/2013
Cuomo, Susie	Actuary	I	1.0	345	345.00	09/16/2013
Cuomo, Susie	Actuary	G	0.6	345	207.00	09/16/2013
Cuomo, Susie	Actuary	D	0.4	345	138.00	09/16/2013
Reardon, Jeff	Administrative / Clerical	D	8.0	160	1,280.00	09/16/2013
Kaslander, Jaime	Actuarial Analyst	E	0.5	180	90.00	09/17/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/17/2013
Kaslander, Jaime	Actuarial Analyst	I	3.1	180	558.00	09/17/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	I	0.3	200	60.00	09/17/2013
Taranto, Suzanne	Consulting Actuary	G	2.0	615	1,230.00	09/17/2013
Taranto, Suzanne	Consulting Actuary	G	2.0	615	1,230.00	09/17/2013
Cuomo, Susie	Actuary	G	1.0	345	345.00	09/17/2013
Cuomo, Susie	Actuary	G	0.3	345	103.50	09/17/2013
Reardon, Jeff	Administrative / Clerical	D	5.0	160	800.00	09/17/2013
Roma, Markella	Senior Actuarial Analyst	D	0.1	290	29.00	09/17/2013
Kaslander, Jaime	Actuarial Analyst	E	0.9	180	162.00	09/18/2013
Kozlowski, Vincent	Consulting Actuary	E	0.8	475	380.00	09/18/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.5	200	100.00	09/18/2013
Kaslander, Jaime	Actuarial Analyst	I	1.5	180	270.00	09/18/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	I	4.0	200	800.00	09/18/2013
Taranto, Suzanne	Consulting Actuary	I	5.0	615	3,075.00	09/18/2013
Cuomo, Susie	Actuary	G	2.0	345	690.00	09/18/2013
Kaslander, Jaime	Actuarial Analyst	E	0.6	180	108.00	09/19/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/19/2013
Taranto, Suzanne	Consulting Actuary	E	1.0	615	615.00	09/19/2013
Kaslander, Jaime	Actuarial Analyst	I	0.7	180	126.00	09/19/2013
Taranto, Suzanne	Consulting Actuary	H	1.0	615	615.00	09/19/2013

Milliman Inc.
September 2013 Invoice
City of Detroit
Contract No 2870758
Health Plan - Details

<u>Name</u>	<u>Postion</u>	<u>Project Code</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>	<u>Fee</u>	<u>Date of Service</u>
Taranto, Suzanne	Consulting Actuary	D	1.0	615	615.00	09/19/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/20/2013
Kaslander, Jaime	Actuarial Analyst	I	1.8	180	324.00	09/20/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	I	2.5	200	500.00	09/20/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	09/20/2013
Taranto, Suzanne	Consulting Actuary	G	0.5	615	307.50	09/22/2013
Cuomo, Susie	Actuary	G	1.5	345	517.50	09/23/2013
Reardon, Jeff	Administrative / Clerical	D	2.2	160	352.00	09/23/2013
Roma, Markella	Senior Actuarial Analyst	D	5.0	290	1,450.00	09/23/2013
Kozlowski, Vincent	Consulting Actuary	E	0.3	475	142.50	09/24/2013
Cuomo, Susie	Actuary	G	0.4	345	138.00	09/24/2013
Cuomo, Susie	Actuary	G	0.5	345	172.50	09/24/2013
Cuomo, Susie	Actuary	G	0.2	345	69.00	09/24/2013
Reardon, Jeff	Administrative / Clerical	D	3.0	160	480.00	09/24/2013
Cuomo, Susie	Actuary	G	2.5	345	862.50	09/25/2013
Cuomo, Susie	Actuary	G	2.0	345	690.00	09/25/2013
Taranto, Suzanne	Consulting Actuary	I	5.0	615	3,075.00	09/25/2013
Reardon, Jeff	Administrative / Clerical	D	2.5	160	400.00	09/25/2013
Roma, Markella	Senior Actuarial Analyst	D	0.1	290	29.00	09/25/2013
Kaslander, Jaime	Actuarial Analyst	E	2.1	180	378.00	09/26/2013
Kozlowski, Vincent	Consulting Actuary	E	0.2	475	95.00	09/26/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.3	200	60.00	09/26/2013
Cuomo, Susie	Actuary	G	2.1	345	724.50	09/26/2013
Taranto, Suzanne	Consulting Actuary	G	1.5	615	922.50	09/26/2013
Kaslander, Jaime	Actuarial Analyst	E	1.8	180	324.00	09/27/2013
Kozlowski, Vincent	Consulting Actuary	E	0.8	475	380.00	09/27/2013
Savaglio, Gabrielle	Senior Actuarial Analyst	E	0.7	200	140.00	09/27/2013
Cuomo, Susie	Actuary	G	2.0	345	690.00	09/27/2013
Reardon, Jeff	Administrative / Clerical	D	3.8	160	608.00	09/27/2013
Roma, Markella	Senior Actuarial Analyst	D	2.8	290	812.00	09/27/2013
Roma, Markella	Senior Actuarial Analyst	D	1.0	290	290.00	09/28/2013
Kozlowski, Vincent	Consulting Actuary	E	0.5	475	237.50	09/29/2013
Kozlowski, Vincent	Consulting Actuary	E	0.2	475	95.00	09/30/2013
Cuomo, Susie	Actuary	G	0.8	345	276.00	09/30/2013
Cuomo, Susie	Actuary	G	1.5	345	517.50	09/30/2013
Taranto, Suzanne	Consulting Actuary	G	6.0	615	3,690.00	09/30/2013
NI, Dong Yun (Helen)	Administrative / Clerical	D	2.0	99	198.00	09/30/2013
Roma, Markella	Senior Actuarial Analyst	D	0.4	290	116.00	09/30/2013
Total Health Plans					85,065.00	

EXHIBIT H

Pepper Hamilton LLP
Attorneys at Law

Suite 1800
4000 Town Center
Southfield, MI 48075-1505
Main Number: 248.359.7300
Fax Number: 248.359.7700

Invoice Number: 10835244
Client/Matter Number: 140967.00003
October 15, 2013

Kevyn Orr, Emergency Manager
City of Detroit
2 Woodward Avenue, Suite 1126
Detroit, MI 48226

Requesting Attorney: Robert S. Hertzberg

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED from September 1, 2013 through September 30, 2013
as follows:

Re: Bankruptcy

Fees	\$ 137,013.50
Expenses	\$ 6,655.98
Total Fees and Expenses	\$ 143,669.48
Less 15% Holdback of Fees	(20,552.03)
TOTAL	\$123,117.46

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 2

Summary of Time by Task Code

<u>Task</u>	<u>Hours</u>	<u>Fees</u>
B110 Case Administration	1.20	812.00
B160 Fee Examiner Matters	3.50	2,615.00
B190 Eligibility Issues	15.90	10,981.00
B191 Assumption Motion/Syncora	181.60	117,993.00
B195 Non-Working Travel	15.00	4,612.50
Total	<u>217.20</u>	<u>137,013.50</u>

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 3

Time Detail by Task Code

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/11/13	R. Hertzberg	Review letter from Department of Treasury on taxes.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Review post-petition contract log to determine whether any post-petition contracts impacted the agreement with the swaps counterparties (B191).	0.10	800.00	80.00
09/13/13	R. Hertzberg	Review summary of post-petition loan terms to become familiar with the proposed terms on which the City would seek to obtain post-petition financing, since such financing is subject to court approval [Redacted] [Redacted] (B230).	0.20	800.00	160.00
09/16/13	R. Hertzberg	Email H. Lennox re following up with the Department of Treasury re letter on taxes.	0.10	800.00	80.00
09/17/13	R. Hertzberg	Review Zike stipulation.	0.20	800.00	160.00
09/23/13	D. Kovsky-Apap	Review motion for relief from stay and motion to expedite hearing filed by the Michigan Council 25 of the American Federation of State, County & Municipal Employees ("AFSCME") to determine whether the motions had any relation to	0.40	430.00	172.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 4

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
		or impact on the objections that AFSCME was pursuing relative to the City's eligibility to be a debtor in bankruptcy (B190).			
	Total B110 Case Administration		<hr/> 1.20		<hr/> 812.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 5

TASK CODE: B160 Fee Examiner Matters

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/03/13	R. Hertzberg	Review proposed fee order and conference with D. Kovsky re same.	0.30	800.00	240.00
09/03/13	R. Hertzberg	Review statement by City regarding fee review order.	0.10	800.00	80.00
09/03/13	D. Kovsky-Apap	Confer with R. Hertzberg re fee examiner motion and proposed order.	0.20	430.00	86.00
09/03/13	D. Kovsky-Apap	Review debtor's statement re proposed fee examiner order.	0.10	430.00	43.00
09/07/13	R. Hertzberg	Review Retiree Committee comments on fee examiner order.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Review fee examiner order.	0.20	800.00	160.00
09/15/13	R. Hertzberg	Email J. Ellman re process for submission and approval of bills.	0.20	800.00	160.00
09/17/13	D. Kovsky-Apap	Work on fees for submission.	0.20	430.00	86.00
09/19/13	R. Hertzberg	Review memo from J. Seidman re requirements for initial submission to fee examiner.	0.20	800.00	160.00
09/24/13	R. Hertzberg	Review and code August bill.	1.10	800.00	880.00
09/27/13	R. Hertzberg	Review examiner order for letter requirements.	0.20	800.00	160.00
09/27/13	R. Hertzberg	Review letter to R. Fishman re compliance requirements.	0.20	800.00	160.00
09/27/13	R. Hertzberg	Telephone call with J. Ellman re issue related to letter to fee examiner.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 6

09/27/13	R. Hertzberg	Revise letter to fee examiner.	<u>0.10</u>	800.00	<u>80.00</u>
Total B160 Fee Examiner Matters			3.50		2,615.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 7

TASK CODE: B190 Eligibility Issues

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/03/13	R. Hertzberg	Telephone call with G. Shumaker re deposition, eligibility and admissibility.	0.30	800.00	240.00
09/03/13	D. Kovsky-Apap	Confer with R. Hertzberg re preparation for eligibility litigation.	0.20	430.00	86.00
09/04/13	R. Hertzberg	Review objections of Retirements Systems to eligibility.	0.60	800.00	480.00
09/04/13	R. Hertzberg	Review objection by Police Members Association to eligibility.	0.40	800.00	320.00
09/04/13	R. Hertzberg	Review AFSCME objection to eligibility.	0.80	800.00	640.00
09/04/13	R. Hertzberg	Review objections to eligibility filed by AFSCME, the Detroit Police Officers Association ("DPOA"), the United Auto Workers ("UAW"), etc.	0.80	800.00	640.00
09/04/13	R. Hertzberg	Emails with Jones Day team re interrogatory request of Detroit Police Association Redacted .	0.20	800.00	160.00
09/04/13	R. Hertzberg	Review subpoenas to Snyder and Dillon.	0.10	800.00	80.00
09/06/13	R. Hertzberg	Review hearing notice on state protective order and email G. Shumaker re same.	0.20	800.00	160.00
09/06/13	R. Hertzberg	Review motion for protective order by the State.	0.20	800.00	160.00
09/07/13	R. Hertzberg	Review response of Retirement Funds to	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 8

		scheduling order.			
09/07/13	R. Hertzberg	Review response of Retirement Systems to scheduling order.	0.20	800.00	160.00
09/07/13	D. Kovsky-Apap	Review responses/objections to court's order re objections to eligibility.	0.50	430.00	215.00
09/08/13	R. Hertzberg	Emails with G. Shumaker re protection motion of state.	0.20	800.00	160.00
09/08/13	R. Hertzberg	Emails with D. Kovsky re docket for Tuesday's hearings and email G. Shumaker re same.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review memo from D. Kovsky re court hearings.	0.10	800.00	80.00
09/10/13	R. Hertzberg	Conference with D. Kovsky re court hearings.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Conference with Jones Day team re discussion with C. Johnson and motion to withdraw the reference by Retirees.	0.50	800.00	400.00
09/10/13	R. Hertzberg	Telephone call with D. Moss re issues on deposition notices.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review revised deposition notices and document letter.	0.10	800.00	80.00
09/10/13	D. Kovsky-Apap	Attend hearing on eligibility order and motion to quash. This was an omnibus hearing covering a number of motions (the "Omnibus Hearing"). The two main agenda items were the State's motion to quash document and deposition subpoenas directed to the Governor and other high-ranking officials,	2.50	430.00	1,075.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 9

		and the Court's clarification of the discovery, briefing and other procedures relating to the eligibility trial.			
09/10/13	D. Kovsky-Apap	Draft email to C. Ball and D. Heiman re Omnibus Hearing.	0.30	430.00	129.00
09/10/13	D. Kovsky-Apap	Receive and review objection to eligibility filed by Retiree Committee.	0.40	430.00	172.00
09/11/13	R. Hertzberg	Review notice of receipt of withdrawal request.	0.10	800.00	80.00
09/11/13	R. Hertzberg	Email C. DiPompeo re withdrawal by Retirees.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Review Retirees' motion to withdraw the reference.	0.50	800.00	400.00
09/11/13	R. Hertzberg	Email G. Shumaker re position of UAW and retirees on Orr deposition and telephone call with G. Shumaker and G. Irwin re same.	0.50	800.00	400.00
09/11/13	D. Kovsky-Apap	Review motion to withdraw reference.	0.30	430.00	129.00
09/12/13	R. Hertzberg	Review transmission of motion to withdraw reference and email G. Shumaker.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with G. Irwin and G. Shumaker re issues related to our document production.	0.20	800.00	160.00
09/12/13	D. Kovsky-Apap	Attend to service of deposition notice.	0.10	430.00	43.00
09/13/13	R. Hertzberg	Review first amended eligibility order.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Emails with G. Irwin re Redacted	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 10

		Redacted			
09/13/13	R. Hertzberg	Review motion for stay by Retiree Committee.	0.30	800.00	240.00
09/13/13	R. Hertzberg	Review Retired Detroit Police Members Association ("RDPMA") document response.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Review response to discovery by the unions representing the City's uniformed fire and police employees.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Review response of UAW to discovery.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Review response to discovery by the American Federation of Labor and Congress of Industrial Organizations ("AFL-CIO"), a national trade union center, the largest federation of unions in the United States, made up of fifty-seven national and international unions.	0.10	800.00	80.00
09/13/13	D. Kovsky-Apap	Review Retiree Committee's motion to stay proceedings and motion for expedited hearing.	0.40	430.00	172.00
09/14/13	R. Hertzberg	Review motion to expedite by Retirees.	0.10	800.00	80.00
09/14/13	R. Hertzberg	Review discovery responses by DRS and DPSU.	0.20	800.00	160.00
09/14/13	R. Hertzberg	Review responses to discovery requests by City.	0.60	800.00	480.00
09/16/13	R. Hertzberg	Review order setting expedited hearing on stay.	0.10	800.00	80.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 11

09/18/13	R. Hertzberg	Emails with G. Shumaker re Redacted emergency court hearing.	0.20	800.00	160.00
09/18/13	R. Hertzberg	Review order granting motion to expedite and scheduling expedited hearing on AFSCME's motion to compel testimony of Kevyn Orr and other witnesses.	0.10	800.00	80.00
09/18/13	R. Hertzberg	Email Jones Day team re AFSCME motion.	0.10	800.00	80.00
09/18/13	R. Hertzberg	Telephone call with G. Shumaker re Redacted [Redacted]	0.20	800.00	160.00
09/18/13	R. Hertzberg	Email H. Lennox re Redacted [Redacted]	0.10	800.00	80.00
09/18/13	R. Hertzberg	Review motion of AFSCME to compel testimony of Orr and other witnesses.	0.40	800.00	320.00
09/19/13	R. Hertzberg	Review motion by Retirees to stay deadlines pending motion to withdraw reference.	0.10	800.00	80.00
09/19/13	R. Hertzberg	Review response by City to motion by Retirees to stay deadlines pending motion to withdraw reference.	0.10	800.00	80.00
09/19/13	R. Hertzberg	Emails with T. Cullen and B. Rosenblum re deposition of K. Buckfire on eligibility.	0.20	800.00	160.00
09/19/13	R. Hertzberg	Email G. Shumaker re deposition of Buckfire.	0.10	800.00	80.00
09/27/13	R. Hertzberg	Review opinion and order denying motion to stay pending reference motion.	0.30	800.00	240.00
Total B190 Eligibility Issues			15.90		10,981.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 12

TASK CODE: B191 Assumption Motion/Syncora

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/01/13	R. Hertzberg	Telephone call with D. Kovsky re status on TRO order and other matters.	0.20	800.00	160.00
09/03/13	R. Hertzberg	Review emails from G. Shumaker and C. Ball re issues on Orr deposition.	0.20	800.00	160.00
09/03/13	R. Hertzberg	Emails with C. Ball and R. Vitali re dealing with casinos issue in Syncora litigation.	0.20	800.00	160.00
09/03/13	R. Hertzberg	Review order granting protective order.	0.10	800.00	80.00
09/03/13	R. Hertzberg	Review Redacted	0.20	800.00	160.00
09/03/13	R. Hertzberg	Emails with L. Nelson Redacted	0.20	800.00	160.00
09/03/13	R. Hertzberg	Review order on additional parties for mediation.	0.10	800.00	80.00
09/03/13	R. Hertzberg	Review additional casino information in data room.	0.20	800.00	160.00
09/03/13	R. Hertzberg	Telephone call with D. Heiman re update on mediation.	0.20	800.00	160.00
09/03/13	R. Hertzberg	Emails with L. Nelson and G. Shumaker re casino information and data room.	0.30	800.00	240.00
09/03/13	R. Hertzberg	Emails with C. Ball and J. Candler re issues raised by MGM Grand casino related to the City's motion to assume (the "Assumption Motion") the optional forbearance and termination	0.20	800.00	160.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 13

Date	Attorney	Description	Hours	Rate	Amount
		agreement (the "FOTA") with UBS AG, Merrill Lynch Capital Services, Inc. and SBS Financial Services (collective, the "Swap Counterparties").			
09/03/13	R. Hertzberg	Review amended notice of video deposition of Malhotra.	0.10	800.00	80.00
09/03/13	D. Kovsky-Apap	Review order setting hearing.	0.10	430.00	43.00
09/03/13	D. Kovsky-Apap	Correspondence with G. Stewart re order setting hearing.	0.10	430.00	43.00
09/03/13	D. Kovsky-Apap	Confer with R. Hertzberg re K. Orr deposition.	0.20	430.00	86.00
09/03/13	D. Kovsky-Apap	Review transcript of deposition of K. Orr.	1.50	430.00	645.00
09/03/13	D. Kovsky-Apap	Review emails to and from Jones Day trial team raising issues re Redacted 	0.20	430.00	86.00
09/03/13	D. Kovsky-Apap	Review new mediation order.	0.10	430.00	43.00
09/03/13	D. Kovsky-Apap	Email from S. Hackney re the proposed stipulated order (the Dissolution Order") dissolving the temporary restraining order ("TRO") that the City had obtained against Syncora Guarantee Inc. ("Syncora"), one of the	0.10	430.00	43.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 14

		monoline insurers of the Swap Agreements.			
09/03/13	D. Kovsky-Apap	Finalize and oversee uploading of proposed Dissolution Order.	0.20	430.00	86.00
09/03/13	D. Kovsky-Apap	Follow up with S. Hackney re proposed Dissolution Order.	0.10	430.00	43.00
09/04/13	R. Hertzberg	Emails with L. Nelson, G. Shumaker and H. Lennox re issues related to information in data room.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Emails with G. Shumaker re casinos and litigation.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Emails with G. Stewart re Redacted	0.20	800.00	160.00
09/04/13	R. Hertzberg	Review MGM's mediation statement.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Review mediation statement of Greektown.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Telephone call with J. Candler re position of MGM in litigation.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Email C. Ball re understanding reached with MGM.	0.10	800.00	80.00
09/04/13	R. Hertzberg	Telephone call with J. Calton re concerns raised by the Motor City and Greektown casinos regarding language in the proposed Dissolution Order.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Email C. Ball re concerns raised by the Motor City and Greektown casinos regarding language in the proposed	0.10	800.00	80.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 15

Dissolution Order.					
09/04/13	R. Hertzberg	Emails with C. Ball re extension from the Swap Counterparties on certain deadlines in the FOTA.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Email from G. Shumaker re letter from S. Hackney and proposed response to issues raised by Mr. Hackney regarding the Assumption Motion.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Email to G. Shumaker re thoughts on response to issues raised by Mr. Hackney regarding the Assumption Motion.	0.10	800.00	80.00
09/04/13	R. Hertzberg	Emails with C. Ball, G. Stewart and T. Cullen re Redacted	0.20	800.00	160.00
09/04/13	R. Hertzberg	Emails with C. Ball re status with Syncora and preparing for settlement meeting.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Email from J. Calton re demand to amend order dissolving TRO.	0.10	800.00	80.00
09/04/13	R. Hertzberg	Email Jones Day team re position on demand to amend order dissolving TRO.	0.10	800.00	80.00
09/04/13	R. Hertzberg	Emails with C. Dube and R. Vitali re position of casinos on order.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Review transcript of hearing in regard to objections stated on the record by Greektown Casino regarding the Assumption Motion.	0.20	800.00	160.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 16

09/04/13	R. Hertzberg	Email G. Shumaker re [Redacted] [Redacted]	0.10	800.00	80.00
09/04/13	R. Hertzberg	Emails with C. Ball and G. Shumaker re [Redacted] [Redacted]	0.20	800.00	160.00
09/04/13	R. Hertzberg	Emails with C. Ball, D. Moss and G. Shumaker re [Redacted] [Redacted]	0.60	800.00	480.00
09/04/13	R. Hertzberg	Telephone call with G. Shumaker re document request by Syncora.	0.20	800.00	160.00
09/04/13	R. Hertzberg	Emails with D. Kovsky re [Redacted] [Redacted]	0.20	800.00	160.00
09/04/13	R. Hertzberg	Review documents to be produced to Hackney/Syncora and proposed enclosure letter.	0.20	800.00	160.00
09/04/13	D. Kovsky-Apap	Email from chambers re need for stipulation to entry of order dissolving TRO.	0.10	430.00	43.00
09/04/13	D. Kovsky-Apap	Additional email from chambers re proposed order.	0.10	430.00	43.00
09/04/13	D. Kovsky-Apap	Draft stipulation to dissolve TRO.	0.30	430.00	129.00
09/04/13	D. Kovsky-Apap	Correspondence with S. Hackney re stipulation.	0.10	430.00	43.00
09/04/13	D. Kovsky-Apap	Attend to filing of stipulation and proposed order.	0.10	430.00	43.00
09/04/13	D. Kovsky-Apap	Email from J. Calton re proposed order.	0.10	430.00	43.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 17

09/04/13	D. Kovsky-Apap	Review correspondence with R. Hertzberg and Jones Day team re casinos' concerns about proposed order.	0.20	430.00	86.00
09/04/13	D. Kovsky-Apap	Review casinos' mediation statements.	0.30	430.00	129.00
09/04/13	D. Kovsky-Apap	Email to Jones Day team re casinos' mediation position.	0.10	430.00	43.00
09/04/13	D. Kovsky-Apap	Review notices of execution of subpoenas.	0.20	430.00	86.00
09/05/13	R. Hertzberg	Review Syncora motion to withdraw reference and notice and opportunity for hearing and transmittal to district court.	0.40	800.00	320.00
09/05/13	R. Hertzberg	Emails with G. Shumaker and T. Cullen re [Redacted]	0.20	800.00	160.00
09/05/13	R. Hertzberg	Emails with Jones Day team re reference motion by Syncora.	0.20	800.00	160.00
09/05/13	R. Hertzberg	Review notice of receipt from district court of motion to withdraw the reference.	0.10	800.00	80.00
09/05/13	R. Hertzberg	Correspondence from S. Hackney re question on role of the Detroit General Retirement Fund Service Corporation and the Detroit Police and Fire Retirement Fund Service Corporation (together, the "Service Corporations" or "Service Corps.") in the 2005 and 2006 Swap Agreements.	0.10	800.00	80.00
09/05/13	R. Hertzberg	Emails with Jones Day team [Redacted]	0.20	800.00	160.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 18

		Redacted			
09/05/13	R. Hertzberg	Review Syncora's notice of witnesses.	0.20	800.00	160.00
09/05/13	R. Hertzberg	Email G. Shumaker re Syncora's notice of witnesses.	0.10	800.00	80.00
09/05/13	R. Hertzberg	Emails with C. Ball re Redacted	0.20	800.00	160.00
09/05/13	R. Hertzberg	Email C. DiPompeo re information on rebuttal witnesses.	0.20	800.00	160.00
09/05/13	R. Hertzberg	Review draft timeline of events involved in the swap transactions with the Swap Counterparties.	0.20	800.00	160.00
09/05/13	R. Hertzberg	Review emails with C. Ball and G. Shumaker on Redacted	0.20	800.00	160.00
09/05/13	R. Hertzberg	Emails with C. DiPompeo re timing on responding to reference motion.	0.20	800.00	160.00
09/05/13	R. Hertzberg	Review Ambac Assurance Corporation ("Ambac") witness list.	0.20	800.00	160.00
09/05/13	R. Hertzberg	Review witness list by Financial Guaranty Insurance Company ("FGIC").	0.20	800.00	160.00
09/06/13	R. Hertzberg	Review Redacted	0.20	800.00	160.00
09/06/13	R. Hertzberg	Emails with C. Ball and G. Shumaker re proposed findings for the evidentiary hearing on the Assumption Motion.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 19

09/06/13	R. Hertzberg	Emails with G. Shumaker re Redacted	0.10	800.00	80.00
09/06/13	R. Hertzberg	Review notice of receipt and assignment of motion to withdraw reference.	0.10	800.00	80.00
09/06/13	R. Hertzberg	Emails with J. Telpner and C. Ball re Redacted	0.10	800.00	80.00
09/06/13	R. Hertzberg	Review D. Cole witness list.	0.10	800.00	80.00
09/06/13	R. Hertzberg	Review letter from S. Shumaker and documents to S. Hackney.	0.20	800.00	160.00
09/06/13	R. Hertzberg	Emails with S. Hackney and G. Shumaker re proposal for testimony at hearing.	0.20	800.00	160.00
09/06/13	R. Hertzberg	Emails with D. Moss and G. Shumaker re Redacted	0.20	800.00	160.00
09/06/13	R. Hertzberg	Review affidavit of T. Snyder, a witness designated by an objecting party to testify at the trial on the Assumption Motion. The purpose of the affidavit was to identify the subject matter of Mr. Snyder's proposed testimony.	0.20	800.00	160.00
09/06/13	R. Hertzberg	Review affidavit of A. Schwarzman, a witness designated by an objecting party to testify at the trial on the Assumption Motion. The purpose of the affidavit was	0.10	800.00	80.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 20

		to identify the subject matter of Ms. Schwarzman's proposed testimony.			
09/06/13	R. Hertzberg	Review Redacted [REDACTED]	0.50	800.00	400.00
09/06/13	R. Hertzberg	Telephone call with R. Bennett re status of [REDACTED] [REDACTED]	0.20	800.00	160.00
09/06/13	R. Hertzberg	Conference call with Jones Day team re rebuttal witnesses Redacted [REDACTED]	0.90	800.00	720.00
09/06/13	R. Hertzberg	Email S. Hackney re clarification on document production.	0.10	800.00	80.00
09/06/13	R. Hertzberg	Email C. English re request for information on [REDACTED] [REDACTED]	0.10	800.00	80.00
09/06/13	R. Hertzberg	Conference call Redacted [REDACTED]	0.60	800.00	480.00
09/06/13	R. Hertzberg	Emails with G. Shumaker and check with Johnson re Redacted [REDACTED]	0.20	800.00	160.00
09/06/13	R. Hertzberg	Emails with J. Telpner and G. Shumaker re Redacted [REDACTED]	0.10	800.00	80.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 21

09/06/13	R. Hertzberg	Email with G. Shumaker re rebuttal witnesses' depositions and response on testimony.	0.20	800.00	160.00
09/07/13	R. Hertzberg	Emails with G. Shumaker re language requested by the casinos for inclusion in proposed order on Assumption Motion.	0.20	800.00	160.00
09/07/13	R. Hertzberg	Review draft response of motion to withdraw reference.	0.30	800.00	240.00
09/07/13	R. Hertzberg	Review revisions to draft response to objections to Assumption Motion by C. Ball.	0.20	800.00	160.00
09/07/13	R. Hertzberg	Provide revisions to Jones Day trial team on draft response to objections to Assumption Motion.	0.20	800.00	160.00
09/07/13	R. Hertzberg	Emails with C. Ball re language changes by casinos and board approval issue.	0.20	800.00	160.00
09/07/13	R. Hertzberg	Emails with C. Ball re status Redacted	0.20	800.00	160.00
09/07/13	R. Hertzberg	Email G. Shumaker re J. Calton's statement of Greektown casino's position on the proposed Assumption Order.	0.10	800.00	80.00
09/07/13	R. Hertzberg	Emails with C. Ball, G. Shumaker and D. Kovsky re issues related to casinos and order entered previously by Court.	0.30	800.00	240.00
09/07/13	R. Hertzberg	Emails with R. Bennett re Redacted	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 22

09/07/13	R. Hertzberg	Review ^{Redacted} ^{Redacted}	0.40	800.00	320.00
09/07/13	R. Hertzberg	Email C. Ball re questions re ^{Redacted}	0.10	800.00	80.00
09/07/13	R. Hertzberg	Emails with D. Kovsky and G. Shumaker re ^{Redacted}	0.20	800.00	160.00
09/07/13	D. Kovsky-Apap	Review Syncora's motion to withdraw the reference.	0.30	430.00	129.00
09/07/13	D. Kovsky-Apap	Review Syncora's notice of motion and opportunity to respond.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review correspondence re assignment of district court judge.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review rules and case law re time to respond to motion.	0.50	430.00	215.00
09/07/13	D. Kovsky-Apap	Correspondence with Jones Day team re inaccuracy of Syncora's notice.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review letter from S. Hackney re Service Corporations' role in the Swap Agreements.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review notices of execution of subpoenas.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review emails re responding to Syncora's motion.	0.20	430.00	86.00
09/07/13	D. Kovsky-Apap	Receive and review multiple disclosures of rebuttal witnesses and exhibits for evidentiary hearing.	0.30	430.00	129.00
09/07/13	D. Kovsky-Apap	Email from D. Moss re rebuttal witnesses.	0.10	430.00	43.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 23

09/07/13	D. Kovsky-Apap	Review correspondence with Syncora re request for additional materials.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review response of Gabriel Roeder to subpoena.	0.20	430.00	86.00
09/07/13	D. Kovsky-Apap	Review emails re casinos' request for amendment to order dissolving TRO.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review docket and update working group re status of order dissolving TRO.	0.20	430.00	86.00
09/07/13	D. Kovsky-Apap	Review emails from C. Ball re draft response to Syncora's motion to withdraw the reference.	0.10	430.00	43.00
09/07/13	D. Kovsky-Apap	Review deposition transcript of K. Orr.	0.80	430.00	344.00
09/08/13	R. Hertzberg	Email C. Ball re DIP Redacted	0.10	800.00	80.00
09/08/13	R. Hertzberg	Email D. Kovsky re wrong response date by Syncora on reference motion.	0.10	800.00	80.00
09/08/13	R. Hertzberg	Telephone call with D. Kovsky re Redacted Redacted	0.20	800.00	160.00
09/08/13	R. Hertzberg	Conference call with Jones Day team re response to Syncora motion to withdraw reference.	0.70	800.00	560.00
09/08/13	R. Hertzberg	Email to C. Ball re analysis Redacted	0.20	800.00	160.00
09/08/13	R. Hertzberg	Email J. Telpner Redacted Redacted	0.20	800.00	160.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 24

09/08/13	D. Kovsky-Apap	Confer with R. Hertzberg re Service Corporation issues.	0.10	430.00	43.00
09/08/13	D. Kovsky-Apap	Research re [Redacted] [Redacted] [Redacted] [Redacted]	2.20	430.00	946.00
09/08/13	D. Kovsky-Apap	Continue reviewing deposition transcript of K. Orr.	0.70	430.00	301.00
09/09/13	R. Hertzberg	Emails with G. Stewart and T. Cullen re [Redacted] [Redacted]	0.20	800.00	160.00
09/09/13	R. Hertzberg	Conference call with Jones Day team re [Redacted] [Redacted]	0.30	800.00	240.00
09/09/13	R. Hertzberg	Meet with C. Ball re preparation for mediation.	0.70	800.00	560.00
09/09/13	R. Hertzberg	Attend mediation with parties and Judge Rosen.	9.50	800.00	7,600.00
09/09/13	R. Hertzberg	Meet with D. Heiman re mediation.	1.00	800.00	800.00
09/09/13	D. Kovsky-Apap	Review notice of additional mediation dates and email to C. Ball and D. Heiman re same.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Receive and review notice of hearing.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Correspondence with R. Hertzberg re order dissolving TRO.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Email from G. Shumaker re casinos' request to modify order.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Review Syncora's proposed	0.20	430.00	86.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 25

		hearing procedures.			
09/09/13	D. Kovsky-Apap	Confer with R. Hertzberg re assignment of judge.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Review notice of transmittal of case.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Review local rules re assignment of appeals and motions to withdraw reference.	0.20	430.00	86.00
09/09/13	D. Kovsky-Apap	Confer with R. Hertzberg re hearing on the Assumption Motion.	0.10	430.00	43.00
09/09/13	D. Kovsky-Apap	Email from B. Bennett re hearing on the Assumption Motion.	0.10	430.00	43.00
09/10/13	R. Hertzberg	Emails with Jones Day team re motion to withdraw and response.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Email G. Shumaker re response to memo filed by Syncora.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review mediator disclosure letter.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Emails with G. Shumaker and H. Bulger re Redacted	0.20	800.00	160.00
09/10/13	R. Hertzberg	Emails with G. Shumaker and D. Moss re deposition of Kirkland associate.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Telephone call with D. Kovsky re preparation re deposition of Kirkland associate.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Emails with G. Shumaker re Redacted	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 26

		Redacted			
09/10/13	R. Hertzberg	Review Order dissolving TRO.	0.10	800.00	80.00
09/10/13	R. Hertzberg	Conference call with Jones Day re issues related to mediation.	0.60	800.00	480.00
09/10/13	R. Hertzberg	Emails with G. Shumaker re issue on withdrawing reference motion.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Telephone call with G. Shumaker re issue on withdrawing reference motion.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Emails with J. Calton re concerns raised by the casinos regarding language in the as-entered order dissolving the TRO against Syncora..	0.20	800.00	160.00
09/10/13	R. Hertzberg	Conference with D. Kovsky re concerns raised by the casinos regarding language in the as-entered order dissolving the TRO against Syncora.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Emails with J. Calton re TRO order and issues on payment.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review notice of appeal and notice of requirements re stay order.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review deposition notices and document request on rebuttal witnesses.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Email D. Moss re changes to deposition notices and document request on rebuttal witnesses.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 27

09/10/13	R. Hertzberg	Telephone calls with D. Moss (2) and D. Kovsky re additional issues on depositions of witnesses identified by various objectors in connection with the hearing on the Assumption Motion.	0.40	800.00	320.00
09/10/13	R. Hertzberg	Emails with G. Shumaker and C. English re concerns raised by Ambac Redacted	0.20	800.00	160.00
09/10/13	R. Hertzberg	Conference with D. Kovsky re additional information for deposition preparation on A. Schwarzman.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review deposition schedule on rebuttal witnesses sent to Hackney.	0.10	800.00	80.00
09/10/13	R. Hertzberg	Emails with G. Shumaker re Redacted and approach to implementing tolling.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Email R. Tesler re arrangement for deposition in Chicago.	0.20	800.00	160.00
09/10/13	R. Hertzberg	Review letter to S. Hackney on documents for deposition.	0.10	800.00	80.00
09/10/13	R. Hertzberg	Emails with D. Moss re final deposition notice and the objectors' possible withdrawal of Spencer, one of their proposed witnesses for the trial on the Assumption Motion..	0.20	800.00	160.00
09/10/13	R. Hertzberg	Telephone call with D. Heiman re status of mediation.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 28

09/10/13	D. Kovsky-Apap	Confer with R. Hertzberg re preparation for deposition objectors' witness in connection with the trial on the Assumption Motion.	0.20	430.00	86.00
09/10/13	D. Kovsky-Apap	Prepare for deposition of Syncora witness.	1.90	430.00	817.00
09/10/13	D. Kovsky-Apap	Conference call with R. Hertzberg, G. Shumaker and B. Rosenblum re motions to withdraw the reference and notice of appeal.	0.50	430.00	215.00
09/10/13	D. Kovsky-Apap	Review Syncora notice of appeal.	0.10	430.00	43.00
09/10/13	D. Kovsky-Apap	Receive and review notice from court re filing designations.	0.10	430.00	43.00
09/10/13	D. Kovsky-Apap	Correspondence with J. Calton and discussion with R. Hertzberg and G. Shumaker re order dissolving TRO.	0.30	430.00	129.00
09/10/13	D. Kovsky-Apap	Telephone conference with D. Moss re deposition notices.	0.20	430.00	86.00
09/10/13	D. Kovsky-Apap	Work on deposition notices.	0.40	430.00	172.00
09/10/13	D. Kovsky-Apap	Attend to filing and service of deposition notices.	0.40	430.00	172.00
09/11/13	R. Hertzberg	Conference with D. Kovsky re issues on deposition objectors' witness in connection with the trial on the Assumption Motion.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Emails with G. Shumaker and S. Hackney re document production.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Email J. Rossman re	0.10	800.00	80.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 29

		deposition issues.			
09/11/13	R. Hertzberg	Review order on the lawsuit filed in New York by Syncora against the Swap Counterparties. At one point it was pending before Judge Kaplan in the Southern District of New York before being transferred to Detroit.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Review amended witness/exhibit list by Syncora.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Email G. Shumaker re amended witness/exhibit list by Syncora.	0.10	800.00	80.00
09/11/13	R. Hertzberg	Review case plan and Orr direct for assumption hearing.	0.60	800.00	480.00
09/11/13	R. Hertzberg	Redacted	0.20	800.00	160.00
09/11/13	R. Hertzberg	Review the timeline of the City's negotiations with Syncora regarding a possible nondisclosure agreement.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Review objectors' proposed hearing procedure and emails with G. Shumaker re status of same.	0.40	800.00	320.00
09/11/13	R. Hertzberg	Review information for use at A. Schwarzman deposition.	0.30	800.00	240.00
09/11/13	R. Hertzberg	Emails with B. Rosenblum and G. Stewart re Redacted	0.20	800.00	160.00
09/11/13	R. Hertzberg	Email C. Ball re withdrawal of witness by FGIC.	0.10	800.00	80.00
09/11/13	R. Hertzberg	Review Redacted	0.40	800.00	320.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 30

		Redacted			
09/11/13	R. Hertzberg	Telephone call with R. Bennett re proposed tolling.	0.20	800.00	160.00
09/11/13	R. Hertzberg	Email Jones Day team re terms re proposed tolling.	0.10	800.00	80.00
09/11/13	R. Hertzberg	Conference with D. Kovsky re preparation of stipulation with defendants Syncora and the casinos to stay all proceedings and to toll the defendants' time to move for withdrawal of the reference of the adversary proceeding against them (the "Tolling Agreement").	0.10	800.00	80.00
09/11/13	R. Hertzberg	Conference with D. Kovsky re Redacted	0.20	800.00	160.00
09/11/13	R. Hertzberg	Email C. Ball re attendance at mediation.	0.10	800.00	80.00
09/11/13	D. Kovsky-Apap	Correspondence with R. Hertzberg re tolling agreement.	0.10	430.00	43.00
09/11/13	D. Kovsky-Apap	Prepare for deposition of Syncora rebuttal witness.	7.50	430.00	3,225.00
09/12/13	R. Hertzberg	Emails with C. Ball, K. Buckfire and D. Heiman re issues related to mediation.	0.30	800.00	240.00
09/12/13	R. Hertzberg	Emails with K. Buckfire and T. Snyder re issues related to mediation.	0.10	800.00	80.00
09/12/13	R. Hertzberg	Emails from C. English re document demand and deposition of G. Greendale, a witness designated by	0.20	800.00	160.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 31

Date	Attorney	Description	Hours	Rate	Amount
		objectors to testify at the trial on the Assumption Motion.			
09/12/13	R. Hertzberg	Emails with Jones Day team re how to respond.	0.30	800.00	240.00
09/12/13	R. Hertzberg	Emails with D. Kovsky re Tolling Agreement with Syncora and FGIC and review same.	0.40	800.00	320.00
09/12/13	R. Hertzberg	Telephone call with G. Shumaker re casino on tolling and issues on documents.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with G. Shumaker re rebuttal deposition of S. Bhatti.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with B. Rosenblum, G. Shumaker and G. Stewart re which documents to produce.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Review G. Greendale CV.	0.10	800.00	80.00
09/12/13	R. Hertzberg	Emails with M. Summers and D. Moss re depositions information.	0.10	800.00	80.00
09/12/13	R. Hertzberg	Telephone call with G. Shumaker re deposition of rebuttal witness and mediation.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Telephone call with mediator Redacted	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with Jones Day team re document request by Syncora and response.	0.30	800.00	240.00
09/12/13	R. Hertzberg	Conference call with Jones Day team re issues on tolling and mediation.	0.60	800.00	480.00
09/12/13	R. Hertzberg	Emails with G. Shumaker and D. Kovsky re refusal to	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 32

		produce documents on A. Schwarzman.			
09/12/13	R. Hertzberg	Review deposition notice on Bhatti and email D. Moss re same.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Attend mediation of Syncora case.	8.50	800.00	6,800.00
09/12/13	R. Hertzberg	Review proposed tolling stipulation.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with G. Neal, G. Shumaker and C. English re additional witnesses.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with G. Shumaker and B. Rosenblum re proposed tolling stipulation revisions.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with G. Stewart, B. Rosenblum and G. Shumaker re position on document, stipulation and questions.	0.20	800.00	160.00
09/12/13	R. Hertzberg	Emails with C. DiPompeo and G. Shumaker re E&Y document production.	0.20	800.00	160.00
09/12/13	D. Kovsky-Apap	Receive and review notice of deposition of S. Bhatti.	0.10	430.00	43.00
09/12/13	D. Kovsky-Apap	Correspondence with R. Hertzberg re deposition of S. Bhatti.	0.10	430.00	43.00
09/12/13	D. Kovsky-Apap	Prepare for deposition.	1.20	430.00	516.00
09/12/13	D. Kovsky-Apap	Take deposition of Syncora witness A. Schwarzman, who was designated to testify at the trial on the Assumption Motion.	3.00	430.00	1,290.00
09/12/13	D. Kovsky-Apap	Draft tolling stipulation.	0.40	430.00	172.00
09/12/13	D. Kovsky-Apap	Correspondence with R.	0.10	430.00	43.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 33

Date	Attorney	Description	Hours	Rate	Amount
		Hertzberg re tolling stipulation.			
09/12/13	D. Kovsky-Apap	Revise tolling stipulation.	0.30	430.00	129.00
09/12/13	D. Kovsky-Apap	Telephone conference with R. Hertzberg re deposition of Syncora witness.	0.10	430.00	43.00
09/12/13	D. Kovsky-Apap	Draft and circulate to R. Hertzberg and Jones Day trial team a summary of deposition.	0.30	430.00	129.00
09/12/13	D. Kovsky-Apap	Email Jones Day team re Redacted Pension Obligation Certificates of Participation indirectly issued by the Service Corporations in 2005 and 2006 (the "COPs").	0.30	430.00	129.00
09/12/13	D. Kovsky-Apap	Correspondence with G. Shumaker and R. Hertzberg re Redacted	0.10	430.00	43.00
09/12/13	D. Kovsky-Apap	Confer with D. Moss re filing discovery.	0.20	430.00	86.00
09/12/13	D. Kovsky-Apap	Begin reviewing rough draft of transcript of deposition.	0.40	430.00	172.00
09/13/13	R. Hertzberg	Email B. Rosenblum re requesting objectors stipulation on exhibits and issues with exhibits.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Email Jones Day team re Redacted	0.30	800.00	240.00
09/13/13	R. Hertzberg	Review Retirement Systems objection to assumption motion.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 34

09/13/13	R. Hertzberg	Email C. Ball re Review Retirement Systems objection to assumption motion.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Review revised tolling stipulation.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Emails with Jones Day team re revised tolling stipulation.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Conference with D. Kovsky re processing revised tolling stipulation.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Emails with S. Hackney and D. Kovsky re issues on proposed tolling agreement.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Conference with D. Kovsky re issues raised by Syncora.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Emails with Jones Day team re Tolling Agreement and issues.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Review E&Y engagement letter.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Review series of E&Y projections.	0.40	800.00	320.00
09/13/13	R. Hertzberg	Review draft of joint statement of stipulated facts.	0.30	800.00	240.00
09/13/13	R. Hertzberg	Review memo on ^{Redacted} 	0.40	800.00	320.00
09/13/13	R. Hertzberg	Review revised stipulation on tolling.	0.10	800.00	80.00
09/13/13	R. Hertzberg	Emails with B. Rosenblum and G. Shumaker re issues on FGIC documents.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Telephone call with C. Ball re information on mediation	0.30	800.00	240.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 35

		and Redacted			
09/13/13	R. Hertzberg	Email G. Stewart Redacted	0.10	800.00	80.00
09/13/13	R. Hertzberg	Telephone call with G. Shumaker re tolling agreement, mediation and trial prep.	0.30	800.00	240.00
09/13/13	R. Hertzberg	Email B. Rosenblum and G. Shumaker re exhibits and	0.20	800.00	160.00
09/13/13	R. Hertzberg	Review Redacted	0.20	800.00	160.00
09/13/13	R. Hertzberg	Email G. Shumaker re Redacted	0.20	800.00	160.00
09/13/13	R. Hertzberg	Emails with G Shumaker, G. Stewart and C. DiPompeo re E&Y document production.	0.20	800.00	160.00
09/13/13	R. Hertzberg	Emails with C. Ball, B. Rosenblum, and G. Shumaker re questions on the tolling agreement.	0.30	800.00	240.00
09/13/13	R. Hertzberg	Conference with D. Kovsky re tolling agreement.	0.20	800.00	160.00
09/13/13	D. Kovsky-Apap	Receive and review comments to draft tolling stipulation.	0.10	430.00	43.00
09/13/13	D. Kovsky-Apap	Revise draft tolling stipulation.	0.10	430.00	43.00
09/13/13	D. Kovsky-Apap	Review and analyze Redacted	0.20	430.00	86.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 36

09/13/13	D. Kovsky-Apap	Confer with R. Hertzberg and email to Jones Day team re local rule.	0.20	430.00	86.00
09/13/13	D. Kovsky-Apap	Correspondence with S. Hackney re tolling stipulation.	0.20	430.00	86.00
09/13/13	D. Kovsky-Apap	Confer with R. Hertzberg re Redacted	0.20	430.00	86.00
09/13/13	D. Kovsky-Apap	Review transcript of deposition of Syncora witness.	0.80	430.00	344.00
09/13/13	D. Kovsky-Apap	Prepare for S. Bhatti deposition.	1.60	430.00	688.00
09/13/13	S. Henry	Communications with D. Kovsky-Apap re filing tolling stipulation	0.20	235.00	47.00
09/15/13	R. Hertzberg	Emails with S. Hackney, D. Kovsky and C. Ball re revised tolling stipulation.	0.20	800.00	160.00
09/15/13	R. Hertzberg	Review proposed exhibit list for trial.	0.20	800.00	160.00
09/15/13	R. Hertzberg	Conference call with Jones Day team re preparation steps for Syncora trial.	0.90	800.00	720.00
09/15/13	R. Hertzberg	Emails with D. Kovsky and S. Hackney re revised tolling agreement and approval.	0.20	800.00	160.00
09/15/13	R. Hertzberg	Telephone call with D. Kovsky re Redacted	0.20	800.00	160.00
09/15/13	D. Kovsky-Apap	Correspondence with C. Ball, defendants re tolling stipulation.	0.20	430.00	86.00
09/15/13	D. Kovsky-Apap	Review audio file of hearing related to Redacted	1.10	430.00	473.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 37

		Redacted			
09/15/13	D. Kovsky-Apap	Draft memorandum re Redacted	3.80	430.00	1,634.00
09/15/13	D. Kovsky-Apap	Work on motion in limine to exclude testimony of Syncora rebuttal witness.	2.00	430.00	860.00
09/16/13	R. Hertzberg	Review CV on Bhatti.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Email Jones Day team re potential issues with this witness - Bhatti.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Email G. Shumaker re update on deposition and position of responding to Syncora trial memo.	0.10	800.00	80.00
09/16/13	R. Hertzberg	Conference call with B. Landon and J. Green re issues raised by pension funds on the Assumption Motion.	0.50	800.00	400.00
09/16/13	R. Hertzberg	Emails with G. Shumaker re status with Retirees, rebuttal witnesses deposition and motion in limine.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Review ex parte motion and objection of the Retiree Committee to the motion to assume forbearance agreement.	0.40	800.00	320.00
09/16/13	R. Hertzberg	Emails with D. Moss and G. Irwin re motion to compel response on privilege.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with S. Hackney re status on approval by all parties on tolling stipulation.	0.10	800.00	80.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 38

09/16/13	R. Hertzberg	Emails with C. Ball and K. Buckfire re request by Retirees to enlarge time on assumption hearing.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with G. Shumaker re use of rebuttal witness Bhatti.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Email C. English re Ambac's withdrawal of rebuttal witness.	0.10	800.00	80.00
09/16/13	R. Hertzberg	Telephone call with Judge Rhodes' office re procedure for trial on assumption motion.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with B. Rosenblum re revised proposed order on Assumption Motion and reservation language requested.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Review memo on [Redacted] and proposed demonstrative exhibit prepared by Jones Day.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Review and revise proposed motion in limine on Schwarzman.	0.40	800.00	320.00
09/16/13	R. Hertzberg	Emails with J. Telpner and B. Rosenblum re [Redacted]	0.20	800.00	160.00
09/16/13	R. Hertzberg	Telephone call with D. Kovsky re revisions to the motion in limine.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Email C. Ball re objection by Retirees to assumption.	0.10	800.00	80.00
09/16/13	R. Hertzberg	Emails with D. Kovsky re US Bank signoff and casino	0.10	800.00	80.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 39

		issue on tolling.			
09/16/13	R. Hertzberg	Telephone call with D. Kovsky re expert witness and seeking consent on motion in limine.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with J. Telpner, G. Stewart and C. Ball re [REDACTED] demonstrative exhibit.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with D. Kovsky re striking witness and Kirkland's position and reply brief on motion to dismiss.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Telephone call with J. Calton re status of tolling agreement and request for change.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Review revised motion in limine.	0.30	800.00	240.00
09/16/13	R. Hertzberg	Telephone call with D. Kovsky re motion in limine.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Email J. Calton re authority of casinos to sign.	0.10	800.00	80.00
09/16/13	R. Hertzberg	Emails with C. DiPompeo re letter from G. Shumaker to objector.	0.10	800.00	80.00
09/16/13	R. Hertzberg	Emails with C. DiPompeo re document production.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with G. Stewart re revisions to motion and filing of same.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Review and revise memo on stay issue related to Syncora.	0.40	800.00	320.00
09/16/13	R. Hertzberg	Telephone call with D. Kovsky re issues re Syncora.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Review and revise motion to expedite on Schwarzman	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 40

		motion.			
09/16/13	R. Hertzberg	Review revised motion in limine.	0.20	800.00	160.00
09/16/13	R. Hertzberg	Emails with D. Kovsky re revised motion in limine.	0.10	800.00	80.00
09/16/13	D. Kovsky-Apap	Draft email to counsel for casinos and US Bank re tolling stipulation.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Telephone conference with S. Hackney re tolling stipulation.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Voicemail from J. Calton re tolling stipulation.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Telephone conference with S. Hackney re proposed rebuttal witness and motion in limine.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Emails from/to R. Hertzberg re tolling stipulation.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Confer with R. Hertzberg re resolution of casinos' concerns.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Email from W. Smith re tolling stipulation.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Confer with R. Hertzberg re Syncora's New York lawsuit Redacted	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Multiple emails to M. Hammer re tolling stipulation.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Confer with R. Hertzberg re motion to expedite.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Confer with L. Welwarth re review of docket re discovery procedures.	0.10	430.00	43.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 41

09/16/13	D. Kovsky-Apap	Work on motion in limine and related exhibits.	3.80	430.00	1,634.00
09/16/13	D. Kovsky-Apap	Receive and review comments from G. Shumaker on motion in limine.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Revise motion in limine.	0.40	430.00	172.00
09/16/13	D. Kovsky-Apap	Draft motion to shorten notice and expedite hearing.	0.50	430.00	215.00
09/16/13	D. Kovsky-Apap	Attend to filing and service of motion in limine and motion to expedite.	0.20	430.00	86.00
09/16/13	D. Kovsky-Apap	Receive and review CV and draft affidavit of rebuttal witness designated by D. Sole.	0.20	430.00	86.00
09/16/13	D. Kovsky-Apap	Review email from R. Hertzberg re rebuttal witness.	0.10	430.00	43.00
09/16/13	D. Kovsky-Apap	Review court orders [REDACTED]	0.30	430.00	129.00
09/16/13	D. Kovsky-Apap	Confer with C. DiPompeo re deposition of potential expert witness.	0.10	430.00	43.00
09/16/13	L.S. Welwarth	Search for court's order/guidance on [REDACTED]	0.50	250.00	125.00
09/17/13	R. Hertzberg	Email with G. Shumaker and L. Haidostian re depositions of Snyder.	0.20	800.00	160.00
09/17/13	R. Hertzberg	Conference with D. Kovsky re deposition preparation on rebuttal witnesses.	0.50	800.00	400.00
09/17/13	R. Hertzberg	Emails with C. DiPompeo	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 42

		and D. Kovsky re issues related to rebuttal witnesses and cancellation.			
09/17/13	R. Hertzberg	Review order expediting on motion in limine.	0.10	800.00	80.00
09/17/13	R. Hertzberg	Email G. Shumaker re approach to Bhatti.	0.20	800.00	160.00
09/17/13	R. Hertzberg	Telephone call with G. Shumaker re Redacted [REDACTED]	0.50	800.00	400.00
09/17/13	R. Hertzberg	Review proposed Buckfire direct.	0.30	800.00	240.00
09/17/13	R. Hertzberg	Review draft omnibus reply of City to assumption approval.	0.50	800.00	400.00
09/17/13	R. Hertzberg	Conference call with D. Kovsky, G. Shumaker, J. Jurgens and J. Clark re deposition of Bhatti.	0.50	800.00	400.00
09/17/13	R. Hertzberg	Email G. Shumaker re dealing with anticipated motions in limine.	0.10	800.00	80.00
09/17/13	R. Hertzberg	Emails with G. Stewart re tolling agreement and pending motion to dismiss.	0.20	800.00	160.00
09/17/13	R. Hertzberg	Telephone call with C. Ball re status with COPs and Retirees on objection.	0.20	800.00	160.00
09/17/13	R. Hertzberg	Review tolling order and emails with G. Stewart re same.	0.20	800.00	160.00
09/17/13	R. Hertzberg	Email S. Hackney re withdrawing reference motion.	0.10	800.00	80.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 43

09/17/13	R. Hertzberg	Begin review of A. Schwarzman transcript.	0.60	800.00	480.00
09/17/13	R. Hertzberg	Telephone call with G. Shumaker re issues related to trial of assumptions motion.	0.30	800.00	240.00
09/17/13	R. Hertzberg	Emails with S. Hackney re update on position on exhibits.	0.10	800.00	80.00
09/17/13	R. Hertzberg	Review order adjourning the motion of Schwarzman.	0.10	800.00	80.00
09/17/13	R. Hertzberg	Emails with Jones Day team re order adjourning motion.	0.10	800.00	80.00
09/17/13	R. Hertzberg	Prepare to take deposition of rebuttal witness Bhatti.	2.90	800.00	2,320.00
09/17/13	D. Kovsky-Apap	Confer with M. Hammer re proposed Tolling Agreement.	0.20	430.00	86.00
09/17/13	D. Kovsky-Apap	Correspondence with S. Hackney re proposed Tolling Agreement.	0.10	430.00	43.00
09/17/13	D. Kovsky-Apap	Finalize and attend to filing of stipulation and proposed order.	0.20	430.00	86.00
09/17/13	D. Kovsky-Apap	Correspondence with Jones Day team re cancellation of depositions.	0.20	430.00	86.00
09/17/13	D. Kovsky-Apap	Draft notice of cancellation.	0.10	430.00	43.00
09/17/13	D. Kovsky-Apap	Participate in conference call with R. Hertzberg, G. Shumaker and J. Jurgens re deposition of S. Bhatti.	0.40	430.00	172.00
09/17/13	D. Kovsky-Apap	Prepare for deposition of S. Bhatti.	6.20	430.00	2,666.00
09/17/13	D. Kovsky-Apap	Receive and review order setting hearing on motion in limine.	0.10	430.00	43.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 44

09/17/13	D. Kovsky-Apap	Correspondence with C. DiPompeo re demonstratives for hearing.	0.10	430.00	43.00
09/17/13	D. Kovsky-Apap	Receive and review order adjourning hearings.	0.10	430.00	43.00
09/17/13	D. Kovsky-Apap	Confer with R. Hertzberg and G. Shumaker re order adjourning hearings.	0.20	430.00	86.00
09/17/13	D. Kovsky-Apap	Telephone to/from chambers re equipment for hearing.	0.10	430.00	43.00
09/17/13	D. Kovsky-Apap	Telephone from chambers re hearing on motion to dismiss.	0.10	430.00	43.00
09/17/13	D. Kovsky-Apap	Confer with R. Hertzberg and email to S. Hackney re motion to withdraw the reference.	0.10	430.00	43.00
09/18/13	R. Hertzberg	Conference call with Jones Day team re assumption motion adjournment and running side by side DIP and status with other objectors.	0.50	800.00	400.00
09/18/13	R. Hertzberg	Review update email from C. Ball on Redacted	0.20	800.00	160.00
09/18/13	R. Hertzberg	Telephone call with D. Kovsky re follow up on casinos and assumption motion.	0.20	800.00	160.00
09/18/13	R. Hertzberg	Continue preparation for deposition of Bhatti.	0.60	800.00	480.00
09/18/13	R. Hertzberg	Telephone call with D. Heiman re report on mediation and assumption motion.	0.30	800.00	240.00
09/18/13	R. Hertzberg	Attend deposition of S.	2.50	800.00	2,000.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 45

		Bhatti.			
09/18/13	R. Hertzberg	Emails with G. Shumaker re issues related to designation of the depositions.	0.10	800.00	80.00
09/18/13	R. Hertzberg	Email to Jones Day team re deposition of Bhatti.	0.20	800.00	160.00
09/18/13	R. Hertzberg	Review proposed demonstrative exhibits.	0.30	800.00	240.00
09/18/13	R. Hertzberg	Review proposed filing of banks to assumption motion.	0.50	800.00	400.00
09/18/13	R. Hertzberg	Telephone call with G. Shumaker re motion to strike on Bhatti.	0.10	800.00	80.00
09/18/13	R. Hertzberg	Review amended disclosure of hearing witnesses and exhibits by Ambac.	0.10	800.00	80.00
09/18/13	R. Hertzberg	Conference call with D. Heiman and bank attorneys re discussion of mediation status.	1.10	800.00	880.00
09/18/13	R. Hertzberg	Review response of Syncora to motion in limine on Schwarzman.	0.30	800.00	240.00
09/18/13	R. Hertzberg	Email Jones Day team re replying to response of Syncora to motion in limine on Schwarzman.	0.10	800.00	80.00
09/18/13	R. Hertzberg	Emails with Jones Day team re summary of bank call.	0.20	800.00	160.00
09/18/13	R. Hertzberg	Review Redacted	0.20	800.00	160.00
09/18/13	R. Hertzberg	Email from S. Hackney re procedure on dealing with exhibits.	0.10	800.00	80.00
09/18/13	D. Kovsky-Apap	Telephone to chambers re demonstratives for hearing.	0.10	430.00	43.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 46

09/18/13	D. Kovsky-Apap	Correspondence with C. DiPompeo re demonstratives for hearing.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Email from C. Ball re revised draft of proposed order on the Assumption Motion and casino status.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Telephone conference with B. Rosenblum re revised draft of proposed order on the Assumption Motion and casino status.	0.20	430.00	86.00
09/18/13	D. Kovsky-Apap	Review updated revised draft of proposed order on the Assumption Motion.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Confer with R. Hertzberg re potential adjournment of hearing.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Prepare for deposition of rebuttal witness.	1.20	430.00	516.00
09/18/13	D. Kovsky-Apap	Attend deposition of rebuttal witness.	2.50	430.00	1,075.00
09/18/13	D. Kovsky-Apap	Telephone from chambers re demonstratives and email to C. DiPompeo re same.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Review emails re casino status on proposed order.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Review joinder in motion to withdraw reference.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Review motion to compel testimony.	0.30	430.00	129.00
09/18/13	D. Kovsky-Apap	Telephone conference with R. Hertzberg and G. Shumaker re motion to compel.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Review objection to motion	0.40	430.00	172.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 47

		to withdraw reference.			
09/18/13	D. Kovsky-Apap	Receive and review order setting hearing.	0.10	430.00	43.00
09/18/13	D. Kovsky-Apap	Discussions with R. Hertzberg and G. Shumaker re motion in limine to exclude testimony of S. Bhatti.	0.30	430.00	129.00
09/18/13	D. Kovsky-Apap	Draft motion in limine, motion to shorten notice/expedite hearing and related exhibits.	1.70	430.00	731.00
09/19/13	R. Hertzberg	Emails with C. Ball re issues raised by K. Buckfire [REDACTED]	0.20	800.00	160.00
09/19/13	R. Hertzberg	Review objectors motion in limine to preclude testimony regarding litigation success and motion for expedited hearing.	0.40	800.00	320.00
09/19/13	R. Hertzberg	Review objectors' motion in Limine to preclude testimony on DIP financing and motion to expedite hearing.	0.30	800.00	240.00
09/19/13	R. Hertzberg	Review and revise proposed motion in limine on Bhatti and motion to expedite.	0.40	800.00	320.00
09/19/13	R. Hertzberg	Telephone call with G. Shumaker re Bhatti motion, exhibits at trial and joint statement.	0.30	800.00	240.00
09/19/13	R. Hertzberg	Email D. Heiman re [REDACTED]	0.10	800.00	80.00
09/19/13	R. Hertzberg	Conference call with D. Heiman, C. Ball, T. Cullen,	0.80	800.00	640.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 48

		K. Buckfire and J. Doak re Redacted			
09/19/13	R. Hertzberg	Second conference call with D. Heiman, C. Ball, T. Cullen, K. Buckfire and J. Doak re discussion of adjourning assumption motion and DIP financing proposal impact.	0.30	800.00	240.00
09/19/13	R. Hertzberg	Review orders granting expedited hearings on two motions in limine.	0.10	800.00	80.00
09/19/13	R. Hertzberg	Review objectors' revisions to joint statement of operative facts.	0.40	800.00	320.00
09/19/13	R. Hertzberg	Review Redacted	0.20	800.00	160.00
09/19/13	R. Hertzberg	Emails with Jones Day team Redacted	0.10	800.00	80.00
09/19/13	R. Hertzberg	Email with D. Heiman re Redacted	0.10	800.00	80.00
09/19/13	R. Hertzberg	Email C. Ball re Redacted	0.20	800.00	160.00
09/19/13	R. Hertzberg	Review Judge Perris Redacted	0.20	800.00	160.00
09/19/13	R. Hertzberg	Email C. Ball re Redacted	0.10	800.00	80.00
09/19/13	R. Hertzberg	Email E. Harris re position	0.10	800.00	80.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 49

Date	Person	Description	Time	Rate	Amount
		of Swap Counterparties on request to extend briefing schedule on the Assumption Motion.			
09/19/13	R. Hertzberg	Emails with C. Ball, H. Hawkins and G. Shumaker re reply brief extension.	0.40	800.00	320.00
09/19/13	R. Hertzberg	Telephone calls with Judge Rhodes' office (2) re extension on briefs.	0.20	800.00	160.00
09/19/13	R. Hertzberg	Telephone call with C. Ball re status on reply.	0.20	800.00	160.00
09/19/13	R. Hertzberg	Telephone call with G. Shumaker re status on reply and adjournment.	0.20	800.00	160.00
09/19/13	R. Hertzberg	Email Judge Perris re [Redacted]	0.20	800.00	160.00
09/20/13	R. Hertzberg	Emails with C. Ball and T. Mayer re position of COP holders on reservation of rights language.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Emails with C. Ball and H. Hawkins re terms for adjournment of hearing on assumption.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Conference call with T. Mayer and C. Ball re position of COPs holders.	0.40	800.00	320.00
09/20/13	R. Hertzberg	Emails with B. Bennett re information requested by T. Mayer for mediation.	0.10	800.00	80.00
09/20/13	R. Hertzberg	Emails with G. Shumaker re adjournment and impact on motions in limine.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Emails with C. Ball re status of adjournment and [Redacted]	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 50

09/20/13	R. Hertzberg	Email Judge Perris [Redacted] [Redacted]	0.10	800.00	80.00
09/20/13	R. Hertzberg	Review appearance notice on Ambac.	0.10	800.00	80.00
09/20/13	R. Hertzberg	Review emails with D. Heiman and Judge Perris [Redacted] [Redacted]	0.20	800.00	160.00
09/20/13	R. Hertzberg	Telephone call with B. Bennett re issues related to mediation.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Review [Redacted] [Redacted]	0.30	800.00	240.00
09/20/13	R. Hertzberg	Review order granting hearing on Bhatti.	0.10	800.00	80.00
09/20/13	R. Hertzberg	Review order granting expedited hearing and motion to expedite on motion to admit deposition of Orr and Buckfire and motion to admit certain deposition testimony of Orr and Buckfire.	0.40	800.00	320.00
09/20/13	R. Hertzberg	Telephone call with D. Heiman re open issues for adjournment.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Emails with G. Shumaker and G. Stewart re proposed stipulation of US Bank and Syncora on facts and requesting our approval.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Telephone call with G. Shumaker re motions in limine and terms for adjournment.	0.30	800.00	240.00
09/20/13	R. Hertzberg	Email with D. Heiman re [Redacted] [Redacted]	0.10	800.00	80.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 51

		Redacted			
09/20/13	R. Hertzberg	Review proposed joint exhibit list.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Emails with T. Mayer re Redacted	0.20	800.00	160.00
09/20/13	R. Hertzberg	Email with R. Gordon re position on withdrawal of objection.	0.10	800.00	80.00
09/20/13	R. Hertzberg	Review supplemental objection by the Retirement Systems to the assumption motion.	0.30	800.00	240.00
09/20/13	R. Hertzberg	Emails with Judge Perris re Redacted	0.20	800.00	160.00
09/20/13	R. Hertzberg	Telephone call with D. Heiman re request for settlement information.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Email with G. Stewart re status on adjournment.	0.10	800.00	80.00
09/20/13	R. Hertzberg	Emails with D. Heiman re adjournment, terms and how to implement.	0.30	800.00	240.00
09/20/13	R. Hertzberg	Continue review of Schwarzman deposition.	1.80	800.00	1,440.00
09/20/13	R. Hertzberg	Email Jones Day team re reply brief filing.	0.10	800.00	80.00
09/20/13	R. Hertzberg	Emails with H. Hawkins, M. Ellenberg and D. Heiman re adjournment, reply brief and Redacted	0.20	800.00	160.00
09/20/13	R. Hertzberg	Email D. Heiman and H. Hawkins re update on adjournment.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 52

09/20/13	R. Hertzberg	Telephone call with G. Shumaker re issue related to adjournment.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Emails with C. Ball and B. Rosenblum re [Redacted] preparing for trial.	0.20	800.00	160.00
09/20/13	R. Hertzberg	Conference call with Jones Day team re preparation for trial and [Redacted] the counter-parties and others.	2.10	800.00	1,680.00
09/21/13	R. Hertzberg	Emails with B. Rosenblum re emails from Judge Rosen and cancellation of trial.	0.20	800.00	160.00
09/21/13	R. Hertzberg	Emails with C. Ball and D. Heiman re status of and resulting issue from terms of adjournment.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Telephone call with Chris, Judge Rhodes' clerk, re status of motion.	0.10	800.00	80.00
09/23/13	R. Hertzberg	Review order adjourning hearing on assumption.	0.10	800.00	80.00
09/23/13	R. Hertzberg	Emails with G. Shumaker re order adjourning and reason for changes by the Judge.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Emails with D. Heiman, C. Ball and G. Shumaker re stipulation to adjourn trial and motions and issues surrounding same.	0.30	800.00	240.00
09/23/13	R. Hertzberg	Telephone call with D. Kovsky re stipulation to adjourn trial and motions and issues surrounding same.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Emails with D. Kovsky re stipulation to adjourn trial	0.20	800.00	160.00

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 53

		and motions and issues surrounding same.			
09/23/13	R. Hertzberg	Email C. Ball re approach to stipulation on settlement.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Emails with J. Doak, D. Heiman and C. Ball re Redacted	0.20	800.00	160.00
09/23/13	R. Hertzberg	Email G. Shumaker and C. Ball re open issues on Syncora.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Conference with D. Kovsky re issues on motion for judge.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Emails with B. Rosenblum re adjournment.	0.10	800.00	80.00
09/23/13	R. Hertzberg	Review and revise proposed motion and order to adjourn assumption motion.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Email G. Shumaker re approval of adjournment.	0.10	800.00	80.00
09/23/13	R. Hertzberg	Telephone call with A. Perez re requirements of court for hearings.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Telephone call with J. Green re entry of stipulation on adjourning motion.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Email with C. Ball and G. Stewart re changes to proposed motion.	0.20	800.00	160.00
09/23/13	R. Hertzberg	Conference with D. Kovsky re changes to proposed motion.	0.20	800.00	160.00
09/23/13	D. Kovsky-Apap	Confer with R. Hertzberg re motion to adjourn.	0.10	430.00	43.00
09/23/13	D. Kovsky-Apap	Draft motion to adjourn and	0.90	430.00	387.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 54

		proposed order.			
09/23/13	D. Kovsky-Apap	Email from C. Ball re motion to adjourn.	0.10	430.00	43.00
09/23/13	D. Kovsky-Apap	Revise proposed order.	0.10	430.00	43.00
09/23/13	D. Kovsky-Apap	Attend to filing of motion to adjourn and proposed order.	0.10	430.00	43.00
09/23/13	D. Kovsky-Apap	Correspondence with C. DiPompeo re time to respond to motion to withdraw the reference.	0.30	430.00	129.00
09/23/13	D. Kovsky-Apap	Receive and review order adjourning hearings.	0.10	430.00	43.00
09/24/13	R. Hertzberg	Review docket minute entry on Syncora.	0.10	800.00	80.00
09/24/13	R. Hertzberg	Telephone call with D. Kovsky re Syncora appeal status.	0.20	800.00	160.00
09/24/13	D. Kovsky-Apap	Confer with R. Hertzberg re appellate designations.	0.10	430.00	43.00
09/24/13	D. Kovsky-Apap	Receive and review Syncora's appellate designations.	0.20	430.00	86.00
09/25/13	R. Hertzberg	Emails with C. Ball re [REDACTED]	0.20	800.00	160.00
09/25/13	R. Hertzberg	Review six minute entries docketed by the Court on Syncora matters.	0.10	800.00	80.00
09/25/13	R. Hertzberg	Conference call with C. Ball, G. Stewart and G. Shumaker re motion on stay and issues related to assumption hearing schedule.	0.50	800.00	400.00
09/25/13	R. Hertzberg	Telephone calls (3) with D. Kovsky re motions on stay and assumption schedule.	0.50	800.00	400.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 55

09/25/13	R. Hertzberg	Review objections to address issues in scheduling motion.	0.30	800.00	240.00
09/25/13	R. Hertzberg	Review emails Redacted 	0.30	800.00	240.00
09/25/13	R. Hertzberg	Email from B. Smith re position on stipulation by USB.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Email Jones Day team re issues related to the mediation procedure.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Telephone call with D. Kovsky re issue or hearing procedures for assumption motion.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Telephone calls (2) with D. Kovsky re questions on the proposed motion.	0.30	800.00	240.00
09/25/13	R. Hertzberg	Review revised motion to set hearing on assumption motion.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Telephone call with D. Kovsky re revisions to motion to set hearing on assumption motion.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Email D. Kovsky re final revisions to motion on assumption hearing.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Email Jones Day team re final revisions to motion on assumption hearing.	0.10	800.00	80.00
09/25/13	R. Hertzberg	Review designation on appeal by Syncora.	0.20	800.00	160.00
09/25/13	R. Hertzberg	Telephone call with D.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 56

		Kovsky re issues on contempt motion.			
09/25/13	R. Hertzberg	Emails with G. Shumaker reposition on proposed motion to schedule assumption.	0.20	800.00	160.00
09/25/13	D. Kovsky-Apap	Work on the Ex Parte Motion Of City Of Detroit For Entry Of Order Setting Hearing On (1) Motion Of Debtor For Entry Of An Order (I) Authorizing The Assumption Of That Certain Forbearance And Optional Termination Agreement Pursuant To Section 365(A) Of The Bankruptcy Code, (Ii) Approving Such Agreement Pursuant To Rule 9019, And (Iii) Granting Related Relief [Dkt No. 157]; (2) Debtor's Motion In Limine To Exclude Testimony Of Alexandra Schwarzman [Dkt No. 893]; (3) Objectors' Motion In Limine To Preclude Debtor From Offering Evidence Regarding The Likelihood Of Success, Complexity, And Expense Of Claims The City Seeks To Settle With The Forbearance And Optional Termination Agreement [Dkt No. 933]; (4) Objectors' Motion In Limine To Preclude Debtor From Offering Evidence Regarding The City's Need To Obtain Casino Revenues In Connection With Its Debtor-In-Possession	1.50	430.00	645.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 57

		Financing Efforts [Dkt No. 935]; (5) Debtor's Motion In Limine To Exclude Testimony Of Saqib Bhatti [Dkt. No. 944]; And (6) Objectors' Motion To Admit Certain Deposition Testimony Of Kevyn Orr And Kenneth Buckfire [Dkt No. 954]; and a related motion to expedite the foregoing.			
09/25/13	D. Kovsky-Apap	Work on motion and brief Redacted	6.20	430.00	2,666.00
09/26/13	R. Hertzberg	Review and revise Redacted	0.70	800.00	560.00
09/26/13	R. Hertzberg	Email Jones Day team re Redacted	0.20	800.00	160.00
09/26/13	R. Hertzberg	Emails with G. Shumaker re Redacted	0.20	800.00	160.00
09/27/13	R. Hertzberg	Emails with C. Ball re issues related to the Kaplan litigation.	0.20	800.00	160.00
09/27/13	R. Hertzberg	Review amendment to objection by retirees to assumption motion.	0.20	800.00	160.00
09/27/13	R. Hertzberg	Telephone call with G. Shumaker re dealing with Syncora appeal designation.	0.20	800.00	160.00
09/27/13	R. Hertzberg	Emails with Jones Day team re deadlines on Syncora appeal.	0.20	800.00	160.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 58

09/27/13	R. Hertzberg	Emails with G. Irwin and G. Shumaker re responding to motions in limine.	0.20	800.00	160.00
09/27/13	R. Hertzberg	Emails with C. Ball re handling of appeal.	0.10	800.00	80.00
09/30/13	D. Kovsky-Apap	Receive and review notice re hearings.	0.10	430.00	43.00
Total B191 Assumption Motion/Syncora			<u>181.60</u>		<u>117,993.00</u>

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 59

TASK CODE: B195 Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/08/13	R. Hertzberg	Travel to New York for meeting with FGIC and Syncora (billed at 1/2 rate).	3.50	400.00	1,400.00
09/10/13	R. Hertzberg	Travel back to Detroit from mediation (billed at 1/2 rate).	4.00	400.00	1,600.00
09/10/13	D. Kovsky-Apap	Travel to/from court (@50%).	1.80	215.00	387.00
09/12/13	D. Kovsky-Apap	Travel to/from Chicago. (@50%)	5.70	215.00	1,225.50
Total B195 Non-Working Travel			15.00		4,612.50

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 60

Summary of Attorney Hours

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
R. Hertzberg	Partner	130.70	777.05	101,560.00
D. Kovsky-Apap	Partner	85.80	411.21	35,281.50
L.S. Welwarth	Associate	0.50	250.00	125.00
S. Henry	Paralegal	0.20	235.00	47.00
		<hr/>		<hr/>
		217.20		137,013.50

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 61

Summary of Timekeeper by Task Code

TASK: B110 Case Administration

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	0.80	800.00	640.00
Kovsky-Apap, D.	Partner	0.40	430.00	172.00
Total B110		1.20		812.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 62

TASK: B160 Fee Examiner Matters

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	3.00	800.00	2,400.00
Kovsky-Apap, D.	Partner	0.50	430.00	215.00
Total B160		<u>3.50</u>		<u>2,615.00</u>

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 63

TASK: B190 Eligibility Issues

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	11.20	800.00	8,960.00
Kovsky-Apap, D.	Partner	4.70	430.00	2,021.00
Total B190		15.90		10,981.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 64

TASK: B191 Assumption Motion/Syncora

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	108.20	800.00	86,560.00
Kovsky-Apap, D.	Partner	72.70	430.00	31,261.00
Welwarth, L.S.	Associate	0.50	250.00	125.00
Henry, S.	Paralegal	0.20	235.00	47.00
Total B191		181.60		117,993.00

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 65

TASK: B195 Non-Working Travel

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Hertzberg, R.	Partner	7.50	400.00	3,000.00
Kovsky-Apap, D.	Partner	7.50	215.00	1,612.50
Total B195		15.00		4,612.50

City of Detroit
Client/Matter Number: 140967.00003
October 15, 2013

Invoice: 10835244
Page 66

Summary of Expenses

<u>Expenses</u>	<u>Value</u>
Meals	34.85
Deposition Transcripts	2,806.57
Duplicating	58.30
Messenger Service - Overnight Courier	15.23
Postage	0.92
Telephone	4.56
Travel Expense	3,521.55
Local Transportation	214.00
Total	<u>6,655.98</u>

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 67

Detail of Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
09/11/13	DUP	DUP - Kusch Janet O. - 09/11/2013	3	0.20	0.60
09/11/13	TEL	Soundpath conference call	1	4.56	4.56
09/13/13	DUP	DUP - Kusch Janet O. - 09/13/2013	1	0.20	0.20
09/16/13	DUP	DUP - Kusch Janet O. - 09/16/2013	1	0.20	0.20
09/16/13	DUP	DUP - Kusch Janet O. - 09/16/2013	1	0.20	0.20
09/17/13	DUP	DUP - Kusch Janet O. - 09/17/2013	1	0.20	0.20
09/17/13	DUP	DUP - Kusch Janet O. - 09/17/2013	1	0.20	0.20
09/17/13	TRV	HERTZBERG 090813 - AIRFARE	1	1,480.80	1,480.80
09/18/13	DUP	DUP - Thomas Deborah A. - 09/18/2013	520	0.10	52.00
09/20/13	DUP	DUP - Kusch Janet O. - 09/20/2013	3	0.10	0.30
09/20/13	TRV	KOVSKY-APAP 091213 - AIRFARE	1	727.90	727.90
09/20/13	TRV	KOVSKY-APAP 091213 - AIRFARE	1	1,086.80	1,086.80
09/23/13	TXI	Local Transportation - PEPPER HAMILTON LLP WRIGHT TRANSPORTATION FOR DEBORAH KOVSKY-APAP ON 9/12/13-TO/FROM DTW	1	168.00	168.00
09/24/13	CON	Meals - ROBERT S. HERTZBERG - TRAVEL TO NEW YORK 9/9-10/13 FOR MEETING AT K&E	1	34.85	34.85
09/24/13	DUP	DUP - Kusch Janet O. - 09/24/2013	2	0.10	0.20
09/24/13	DUP	DUP - Kusch Janet O. - 09/24/2013	18	0.10	1.80
09/24/13	MES4	FedEx: Michelle Walker Fina DETROIT	1	15.23	15.23
09/24/13	TRV	Travel Expense - ROBERT S. HERTZBERG - TRAVEL TO NEW YORK 9/9-10/13 FOR MEETING AT K&E	1	563.95	563.95

City of Detroit
 Client/Matter Number: 140967.00003
 October 15, 2013

Invoice: 10835244
 Page 68

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
09/25/13	DPT1	Deposition Transcripts - ALDERSON REPORTING CO. INC. HERTZBERG DEPOSITION OF ALEXANDRA SCHWARZMAN 9/12/13	1	1,133.55	1,133.55
09/27/13	DUP	DUP - Kusch Janet O. - 09/27/2013	24	0.10	2.40
09/27/13	TRV	KOVSKY-APAP 091213 - AIRFARE REFUND	1	(337.90)	(337.90)
09/30/13	DPT1	Deposition Transcripts - ALDERSON REPORTING CO. INC. HERTZBERG DEPOSITION OF SAQIB BHATTI 9/18/13	1	1,253.02	1,253.02
09/30/13	DPT1	Deposition Transcripts - ALDERSON REPORTING CO. INC. HERTZBERG DEPOSITION OF SAQIB BHATTI 9/18/13	1	420.00	420.00
09/30/13	POS	Postage	1	0.46	0.46
09/30/13	POS	Postage	1	0.46	0.46
09/30/13	TXI	Local Transportation - CAROLYN WRIGHT KOVSKY-APAP PARKING FEE TO ATTEND HEARING(S) ON 8/21/13 & 9/10/13	1	20.00	20.00
09/30/13	TXI	Local Transportation - CAROLYN WRIGHT HERTZBERG PARKING FEE TO ATTEND COURT ON AUGUST 28, 29 & 30 (\$5, \$7 & \$7) AND SEPT 12, 2013 (\$7)	1	26.00	26.00
		Total			6,655.98

EXHIBIT I



Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020-1089

Salans FMC SNR
Denton dentons.com

Official Committee of Retirees
c/o Sean Cowley, USDOJ
Office of the U.S. Trustee 211
West Fort St - Suite 700
Detroit, MI 48226
USA

January 29, 2014

Client#: 0227543

Salans FMC SNR Denton Europe LLP

**SUMMARY OF FEES BY PROFESSIONALS FOR SERVICES RENDERED FOR
THE MONTH OF SEPTEMBER 2013 BY SALANS FMC SNR DENTON EUROPE LLP**

NAME OF PARTNER AND/OR OF COUNSEL	YEAR ADMITTED	HOURLY RATE	HOURS BILLED	TOTAL FEES
Claude Montgomery	1978	\$750.00	243.00	\$182,250.00
Anthony Ullman	1985	\$625.00	155.00	\$96,875.00
Lee P. Whidden	1989	\$650.00	17.30	\$11,245.00
Martin S. Baker	1968	\$575.00	24.00	\$13,800.00
Paul C. Gunther	2000	\$490.00	142.50	\$69,825.00
TOTAL			581.80	\$373,995.00

NAME OF ASSOCIATE	YEAR ADMITTED	HOURLY RATE	HOURS BILLED	TOTAL FEES
Charles G. Minkoff	2003	\$375.00	22.00	\$8,250.00
Irina Fayman	2009	\$300.00	7.90	\$2,370.00
Joseph Selby	2010	\$325.00	142.10	\$46,182.50
Jesse C. Weber	2013	\$230.00	68.00	\$15,640.00
TOTAL			240.00	\$72,442.50



January 29, 2014

Client #: 0227543

Salans FMC SNR Denton Europe LLP

NAME OF NON-YEAR LAWYER PROFESSIONAL	ADMITTED	HOURLY RATE	HOURS BILLED	TOTAL FEES
Anthony M.Pabon		\$200.00	0.10	\$20.00
Nina Khalatova		\$200.00	26.30	\$5,260.00
Tabitha Desir		\$200.00	7.00	\$1,400.00
TOTAL			33.40	\$6,680.00

TOTALS 855.20 \$453,117.50

COMBINED TOTALS

Total Hours 855.20
Fee Total \$453,117.50
Disbursement Total \$17,871.30
Invoice Total \$470,988.80

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: Case Administration
Our ref: 0227543.0002

Invoice number 551302377

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in accordance with the attached statement of services

C. Montgomery	11.10	hours @ USD	750	USD	8,325.00
J. Selby	1.10	hours @ USD	325		357.50
J. Weber	3.50	hours @ USD	230		805.00
N. Khalatova	11.30	hours @ USD	200		2,260.00
A. Pabon	0.10	hours @ USD	200		20.00
FEES				USD	11,767.50
			TOTAL	USD	<u>11,767.50</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81570073V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Case Administration
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/01/13	C Montgomery	Communications with D. Heiman and H. Lennox regarding shared transcripts and meeting location.	.10	750.00	75.00
09/02/13	C Montgomery	Conference call with C. Neville and S. Alberts regarding agenda tasks for tomorrow's meeting (.7); note to C. Neville and S. Alberts regarding New York fee notes for case (.2).	.90	750.00	675.00
09/05/13	J Selby	Correspondence with Insurance Brokers regarding Indemnity Coverage.	.20	325.00	65.00
09/05/13	C Montgomery	Communications with S. Alberts regarding insurance issue.	.10	750.00	75.00
09/05/13	C Montgomery	Communication with A. Yearley regarding follow up work on committee assignments.	.10	750.00	75.00
09/06/13	N Khalatova	Review docket and new filings (.1); review bankruptcy calendar; e-mail to bankruptcy group regarding the upcoming deadline and hearing (.1).	.20	200.00	40.00
09/06/13	N Khalatova	Work on P. Gunther's request for copies of the various documents (.2); e-mail copies to P. Gunther (.1); work on C. Montgomery's docketing request and to the Notice of Follow-Up Mediation Sessions (.1); update bankruptcy calendar (.1).	.50	200.00	100.00
09/06/13	J Selby	Conference Call with S. Alberts and Insurance Broker regarding Committee Insurance (.2).	.20	325.00	65.00
09/07/13	C Montgomery	Multiple communications with C. Neville regarding Detroit support office (.4); multiple communications with S. Alberts regarding to do list (.3).	.70	750.00	525.00
09/09/13	N Khalatova	Discussions with C. Montgomery regarding the hearing books and various issues in connection with updating the calendar (.2); update calendar; discussions with J.	1.30	200.00	260.00

81570073V-1

OFFICIAL RETIREE COMMITTEE

551302377

September 30, 2013

Page 2

		Selby and office services regarding the same (.8); create updated bankruptcy calendar of the upcoming events for C. Montgomery (.3).			
09/10/13	N Khalatova	Review docket and new filings (.3); file documents in FileSite and e-mail copies to bankruptcy group (.1); update bankruptcy calendar (.2); create and update separate calendar for City of Detroit (.5); review e-mail correspondence regarding various issues (.1); file in FileSite and organize file (.1).	1.30	200.00	260.00
09/11/13	N Khalatova	Review C. Montgomery's e-mails regarding various issues; file copies in FileSite and organize file (.2); review docket and new filings (.3); e-mail copies to bankruptcy group and file in FileSite (.1); update bankruptcy calendar; e-mail to bankruptcy group regarding the deadlines (.1); review L. Whidden's request regarding draft of the motion to stay; discussion with P. Gunther regarding the same; e-mail the draft to L. Whidden (.1); discussion with J. Selby and IT services regarding the bankruptcy calendar (.1); update bankruptcy calendar and share with the bankruptcy group (.2).	1.10	200.00	220.00
09/11/13	C Montgomery	Early morning communications; conferences with C. Neville, S. Alberts and S. Levine in advance of meeting.	.40	750.00	300.00
09/12/13	A Pabon	Revise docket.	.10	200.00	20.00
09/12/13	N Khalatova	Review docket and first amended order regarding eligibility objections (.2); e-mail a copy of the order to bankruptcy group and file in FileSite (.1); organize file (.1); update bankruptcy calendar (.1); update calendar of the upcoming events (.1); e-mail to bankruptcy group regarding the	.80	200.00	160.00

81570073\V-1

OFFICIAL RETIREE COMMITTEE

551302377

September 30, 2013

Page 3

		deadlines for the following week (.2).			
09/12/13	C Montgomery	Follow up on committee direction to be proactive on public perception of committee and retirees through multiple communications with C. Neville, S. Alberts and G. Wilson regarding press stories on committee activities.	.40	750.00	300.00
09/12/13	C Montgomery	Follow up on committee direction to be proactive on public perception of committee and retirees through communications with S. Alberts and C. Neville regarding press issues.	.50	750.00	375.00
09/13/13	N Khalatova	Review docket and new filings (.3); file copies in FileSite, e-mail to bankruptcy group and organize file (.2); work on C. Montgomery's request for court calendar; review bankruptcy court website and the court calendar (.2); e-mails to C. Montgomery and telephone conference with C. Montgomery regarding the same (.2); work on C. Montgomery's request for linking the upcoming deadlines to the disputes (.2); review docket, review various filings (.2); e-mail to bankruptcy group regarding answers in connection with linking the deadlines to the disputes (.1);	1.40	200.00	280.00
09/13/13	C Montgomery	Communication with K. Nicholls regarding meeting attendance (.1); phone call N. Khalatova regarding court calendar (.1).	.20	750.00	150.00
09/14/13	C Montgomery	Mutiple communications with C. Neville regarding Committee communication issues and Lazard.	.70	750.00	525.00
09/14/13	C Montgomery	Attend breakfast meeting with R. Bloom regarding team coordination and goals.	1.70	750.00	1,275.00
09/14/13	C Montgomery	Follow up communications with R. Bloom regarding Community leaders project and Buckfire deposition (.1); draft extensive	.90	750.00	675.00

81570073V-I

OFFICIAL RETIREE COMMITTEE

551302377

September 30, 2013

Page 4

09/15/13	C Montgomery	communication with C. Neville and S. Alberts regarding coordination and update (.7); communication with M. Wilkins regarding blocked email (.1). Follow up on committee direction regarding public preception of committee and retirees through communications with C. Neville regarding coordination planning next week (.2); review Detroit Free Press article regarding City history and pensions (.4).	.60	750.00	450.00
09/16/13	N Khalatova	Review docket and new filings (.3); file documents in FileSite (.1); work on C. Montgomery's request for updated calendar including depositions (.1); discussion with C. Montgomery regarding the same (.1); review C. Montgomery's e-mails regarding the depositions schedule (.1); update bankruptcy calendar and City of Detroit calendar (.6); discussion with IT services regarding the same (.1); discussion with J. Selby regarding the depositions (.1); organize copies of the various documents relating to Motion to Stay and mediation in FileSite (.2); e-mail copies to C. Montgomery (.1); organize file (.1); work on the e-mail to bankruptcy group regarding updated deadlines and depositions (.6); review C. Montgomery's request for the copies of the objections to K. Orr's Petition (.1); review the objections to K. Orr's petition, file copies in FileSite (.5); review the Creditors' responses to the discovery requests and to City of Detroit's objections and responses (.8); e-mail copies of the objections to Orr's Petition, responses to discovery requests and City of Detroit's objections	4.10	200.00	820.00

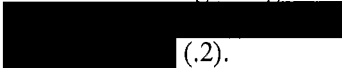
81570073V-1

OFFICIAL RETIREE COMMITTEE

551302377

September 30, 2013

Page 5

		and responses to bankruptcy group (.2).			
09/16/13	J Selby	Correspondence with Broker regarding Insurance for Committee (.3); correspondence with Esquire Court Reporter Scheduling Deposition (.2).	.50	325.00	162.50
09/16/13	C Montgomery	Communications with N. Khalatova regarding calendar processing.	.10	750.00	75.00
09/16/13	C Montgomery	Communication with J. Selby and S. Alberts regarding Retiree committee insurance quotes (.1); review S. Alberts communication regarding committee indemnification insurance (.1); multiple communications with C. Neville regarding Committee meeting timing (.2); communication with S. Alberts regarding general pleading review assignments (.1).	.50	750.00	375.00
09/17/13	N Khalatova	Review docket and new filings (.2); file orders overruling eligibility and other document in FileSite and e-mail to bankruptcy group (.2); review calendar (.1); e-mails to bankruptcy group regarding hearing agendas (.1).	.60	200.00	120.00
09/17/13	J Selby	Conversation with Insurance Broker regarding Financial Information for Quote.	.20	325.00	65.00
09/19/13	C Montgomery	Breakfast meeting with S. Alberts to discuss possible stay regarding results (.4); phone conference with R. Bloom regarding	.60	750.00	450.00
		 (.2).			
09/20/13	C Montgomery	Update phone conference with R. Bloom (.4) evening update call with S. Alberts and C. Neville regarding results of Buckfire deposition, assumption litigation and other case issues (1.0).	1.40	750.00	1,050.00
09/23/13	C Montgomery	Organize task list (.1); discuss committee indemnification issue with J. Selby (.1).	.20	750.00	150.00
09/23/13	J Weber	Summarize Motion for Relief	1.40	230.00	322.00

81570073V-1

OFFICIAL RETIREE COMMITTEE
551302377
September 30, 2013
Page 6

09/24/13	C Montgomery	from Extension Order of Stay Filed by Catherine Phillips, et al. Email from C. Neville regarding proposed committee bylaws and committee suggested revisions (.1); phone conference with S. Alberts regarding next committee meeting (.1); comments on proposed agenda (.1); comments regarding bylaws.	.30	750.00	225.00
09/24/13	C Montgomery	Communication with S. Alberts regarding recent press and follow up on committee direction regarding public perception of committee and retirees (.1); communication with A. Ullman and S. Alberts regarding document work flow issues (.1).	.20	750.00	150.00
09/24/13	J Weber	Review Pacer docket report for potential pleadings to be summarized for the day.	.30	230.00	69.00
09/25/13	C Montgomery	Review J. Copeland summary of case filings(.1); review update status memo (.2).	.30	750.00	225.00
09/25/13	J Weber	Summarize Motion of Debtor for Entry of an Order Extending the Stay to the 36th District Court and Certain Related Parties.	.60	230.00	138.00
09/26/13	J Weber	Summarize Motion for Relief from Automatic Stay Filed by Thomas Gerald Moore to Allow Civil Litigation to Proceed for Discovery Purposes and/or to Recover Any Insurance Coverage Under Defendants' Homeowners Insurance Policies.	.70	230.00	161.00
09/26/13	J Weber	Review Pacer docket report for potential pleadings to be summarized for the day.	.20	230.00	46.00
09/28/13	C Montgomery	Review Guardian article on federal government announcement of \$300 million fund for City (.1); communication exchange regarding same with S. Alberts and C. Neville (.1); communication with R. Bloom regarding same (.1).	.20	750.00	150.00
09/30/13	J Weber	Summarize Motion for Relief	.30	230.00	69.00

81570073V-1

OFFICIAL RETIREE COMMITTEE
551302377
September 30, 2013
Page 7

from the Automatic Stay and to
Waive Provisions of
F.R.Bankr.P.4001(a)(3) filed by
Clifford Properties.

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Eligibility
Our ref: 0227543.0003

Invoice number 551302378

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	105.90	hours @ USD	750	USD	79,425.00
L. Whidden	17.30	hours @ USD	650		11,245.00
A. Ullman	153.00	hours @ USD	625		95,625.00
C. Minkoff	22.00	hours @ USD	375		8,250.00
J. Selby	140.10	hours @ USD	325		45,532.50
J. Weber	50.10	hours @ USD	230		11,523.00
P. Gunther	138.90	hours @ USD	490		68,061.00
T. Desir	6.30	hours @ USD	200		1,260.00
N. Khalatova	5.30	hours @ USD	200		1,060.00
FEES				USD	321,981.50
			TOTAL	USD	<u>321,981.50</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81570955V-1

September 30, 2013


OFFICIAL RETIREE COMMITTEE
Eligibility
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/01/13	C Montgomery	Resume work on eligibility issues outline for objection, [REDACTED]	.90	750.00	675.00
09/01/13	C Montgomery	Review Emergency Manager property report (.1); review Emergency manager Order #14 (.1); review P. Gunther outline [REDACTED] (2.4); review Motion to Quash Subpoena by State and AFSCME Objection (.5); communications with Neville and Alberts regarding Wednesday meeting (.1); review agenda revisions and communications with C. Neville and S. Alberts regarding same(.5); communication from Committee member regarding possible challenges to committee (.1).	3.80	750.00	2,850.00
09/01/13	P Gunther	Review email from C. Soper regarding [REDACTED] (.3); telephone call regarding same (.5); email with O. Pinkas regarding [REDACTED] (.1); continue review of [REDACTED] (3.5); email C. Montgomery regarding outline (.1).	4.50	490.00	2,205.00
09/02/13	P Gunther	Begin drafting [REDACTED]	6.60	490.00	3,234.00
09/02/13	C Montgomery	Continued development of Eligibility objection outline (3.5); confer with C. Neville regarding scheduling for Eligibility dispute and review B. Ceccotti email	4.30	750.00	3,225.00

81570955V-1

09/02/13	C Montgomery	regarding same (.2); communication with A. Ullman regarding same (.1); email and phone conference with A. Ullman regarding coordination of discovery (.4); phone call from L. Whidden regarding task list (.1). Communication with C. Neville [REDACTED]	.10	750.00	75.00
09/02/13	C Montgomery	Confer with C. Neville regarding scheduling for Eligibility dispute and review B. Ceccotti email regarding same (.2); communication with A. Ullman regarding same (.1).	.30	750.00	225.00
09/03/13	A Ullman	Review and analysis of Judge's orders (2.0); analysis of discovery to be taken on issues identified by Judge Rhodes as factual as therefore appropriate for discovery (2.8).	4.80	625.00	3,000.00
09/03/13	P Gunther	Confer with C. Soper regarding [REDACTED] (.2); review same and send email to C. Soper regarding same (.3); telephone call with O. Pinkas [REDACTED] (.3); continue drafting motion to withdraw reference (6.0); legal research [REDACTED] (2.0); continue reviewing eligibility briefs (1.0).	9.80	490.00	4,802.00
09/04/13	A Ullman	Review files regarding identification of deponents for upcoming depositions and schedule for those depositions (1.0); review and analysis of files regarding eligibility issues identified as factual, and thus subjects for discovery, by Judge Rhodes (3.9); phone call with C. Montgomery regarding status of discovery on eligibility issues and deposition schedule (.5).	5.40	625.00	3,375.00
09/04/13	J Selby	Correspondence with [REDACTED]	.20	325.00	65.00

OFFICIAL RETIREE COMMITTEE
 551302378
 September 30, 2013
 Page 3

09/04/13	J Selby		E-mail to C. Montgomery regarding Exhibit A to Orr Declaration.	.20	325.00	65.00
09/04/13	C Minkoff		Participate in conference with P. Gunther regarding legal research projects for Detroit municipal bankruptcy matter (.5); research case law regarding appropriateness of jurisdictional review performed by Bankruptcy Court (1.5).	2.00	375.00	750.00
09/04/13	P Gunther		Telephone call with C. Montgomery regarding withdrawal brief (.2); telephone call with C. Soper regarding mandatory withdrawal section of withdrawal brief (.2); confer with C. Minkoff regarding irreparable harm research (.8); confer with O. Pinkas regarding same (.2); review various bankruptcy dockets for irreparable harm / Stern / withdrawal cases (1.2); legal research regarding irreparable harm and withdrawal / Stern (2.0); continue drafting motion to withdraw reference (5.0); Google research regarding news articles on Detroit bankruptcy to obtain background information for withdrawal motion.(.4).	10.00	490.00	4,900.00
09/04/13	C Montgomery		Communication with A. Ullman regarding Malhotra notice of deposition.	.10	750.00	75.00
09/04/13	C Montgomery		Phone conference with P. Gunther regarding status of Eligibility dispute papers.	.20	750.00	150.00
09/04/13	C Montgomery		Review R. Zuckerman draft language on Constitutionality issues (.4); communication with P. Gunther regarding use of same (.1).	.50	750.00	375.00
09/05/13	A Ullman		Review and analysis of file re: eligibility issues identified as factual, and thus subject for discovery, by Judge Rhodes (5.9);	7.20	625.00	4,500.00

81570955W-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 4

		development of strategy for coordination on eligibility for discussion with other objectors (1.0); phone call with B. Ceccotti re strategy for coordination by objectors on discovery on eligibility issues (0.3).			
09/05/13	N Khalatova	Review bankruptcy calendar; e-mail to bankruptcy group regarding the deadline to submit mediation statement (.1); work on C. Montgomery's request for copies of the Declarations in Support of Eligibility Objections (.1); work on P. Gunther's e-mail with attached eligibility objections and orders (.2); discussion with P. Gunther regarding the request (.1); review docket, review the eligibility objections, declarations in support and exhibits (.5); download declarations with exhibits and e-mail to C. Montgomery and P. Gunther (.7); organize copies of the eligibility objections, declarations in support and orders in FileStie (.2).	1.90	200.00	380.00
09/05/13	J Selby	Conversation with P. Gunther regarding research issues [REDACTED] (.6); research [REDACTED] (1.8); begin research of [REDACTED] (1.5); review draft [REDACTED] (1.0); conversation with P. Gunther regarding [REDACTED] (.2); e-mail to P. Gunther summarizing same (.2); e-mail to C. Montgomery regarding same (.1); research Implications [REDACTED] (1.6);	9.00	325.00	2,925.00

81570955V-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 5

		continue research regarding [REDACTED] (1.6); [REDACTED] (.4).			
09/05/13	C Minkoff	Review and analyze case law [REDACTED]	5.80	375.00	2,175.00
09/05/13	P Gunther	Several conversations with J. Selby regarding mandatory withdrawal research (.8); confer with C. Minkoff [REDACTED] (.1); (2.1); review additional cases [REDACTED] (3.5).	6.50	490.00	3,185.00
09/05/13	C Montgomery	Phone conference with A. Ullman regarding Eligibility schedule and review his spreadsheet regarding same.	.30	750.00	225.00
09/05/13	C Montgomery	Phone call to B. Ceccotti [REDACTED]	.10	750.00	75.00
09/05/13	C Montgomery	Communications with A. Ullman regarding discovery subpoenas for state officials.	.20	750.00	150.00
09/06/13	A Ullman	Review and analysis of file regarding identification of eligibility issues on which discovery should be taken and development of plan for same (5.6); preparation for discussions with other objectors on plans for coordinating discovery (.5).	6.10	625.00	3,812.50
09/06/13	J Selby	Continue [REDACTED] (.8); conversation with P. Gunther regarding [REDACTED] (.2); [REDACTED] (2.5); review of Local Rules for Eastern District of Michigan regarding [REDACTED]	8.50	325.00	2,762.50

81570955V-1

		[REDACTED] (.5); brief Conversation with P. Gunther regarding same (.1); research [REDACTED] [REDACTED] (1.2); conversation with C. Montgomery regarding Notice of Appearance (.2); conversation with N. Khalatova regarding Compilation of Eligibility Objections (.1); review Eligibility Objections (.4); review of Local Rules regarding Citation of Unpublished Cases (.2); conversation with P. Gunther regarding [REDACTED] (.4); edit [REDACTED] [REDACTED] (1.9).			
09/06/13	C Minkoff	Review and analyze case law	7.10	375.00	2,662.50
		[REDACTED]			
09/06/13	P Gunther	Confer with N. Khalatova regarding eligibility brief and declaration (.2); review L. Whidden comments to [REDACTED] [REDACTED] (.3); confer with J. Selby regarding research [REDACTED] [REDACTED] (.8); confer with C. Montgomery regarding status [REDACTED] [REDACTED] (.4); continue editing [REDACTED] [REDACTED] (3.1); review additional case law [REDACTED] (1.8); discuss research with C. Minkoff (.1); confer with M. Terranova regarding formatting [REDACTED] [REDACTED] (.3); email correspondence with O. Pinkas regarding [REDACTED] (.2); discuss irreparable harm research with C. Minkoff (.5); review City eligibility reply and draft email to	8.50	490.00	4,165.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 7

09/06/13	L Whidden	C. Montgomery [REDACTED] (.8). Confer with P. Gunther regarding various aspects of [REDACTED] (.5); review cases an federalism issues (1.4); comment on and edit [REDACTED] (1.2); provide additional comments to P. Gunther regarding same (.5).	2.10	650.00	1,365.00
09/06/13	C Montgomery	Communication with R. Gordon regarding scheduling of eligibility discussion.	.10	750.00	75.00
09/06/13	C Montgomery	Phone conference with A. Ullman regarding eligibility litigation and coordination of discovery issues regarding same (.3); review proposed comments on Eligibility scheduling order and confer with M. Wilkins regarding same (.3).	.60	750.00	450.00
09/06/13	C Montgomery	Multiple communications with M. Wilkins and S. Alberts regarding Eligibility scheduling issues and possible joinder to comments by objectors.	.30	750.00	225.00
09/06/13	C Montgomery	Phone call and email communications with R. Zuckerman [REDACTED] (.2); phone call with A. Ullman regarding eligibility litigation support and mediation statement as background (.3); phone call and email communications with R. Zuckerman [REDACTED] (.2); phone call with A. Ullman regarding eligibility litigation support and mediation statement as background (.3).	.50	750.00	375.00
09/07/13	C Montgomery	Multiple communications with P. Gunther regarding [REDACTED]	6.50	750.00	4,875.00

81570955V-1

[REDACTED] (.5); phone conference with R. Zuckerman regarding [REDACTED] in Eligibility Brief (.4); review City's response to Eligibility objections (.6); communications with J. Selby regarding same and draft outline (.7); communications with P. Gunther regarding additional research issues for [REDACTED] (.3); review [REDACTED] (1.0); review Retirement System objection for similarities (.2); review ASFSCME brief [REDACTED] (.3); review issues for Eligibility brief (.8); review issues [REDACTED] (1.3); review R. Zuckerman [REDACTED] (.3); late evening communication with J. Selby regarding outline (.1).
09/07/13 J Selby Review e-mail from C. Montgomery regarding Eligibility Objection (.1); analyze Reply of City of Detroit to Eligibility Objections in preparation for Draft Objection (Dkt. 765) (2.5); Analyze Dkt. 514, Eligibility Objection by Interested Party Center for Community Justice and Advocacy [REDACTED] (.4); analyze [REDACTED] Dkt. 512 in preparation for draft objection (1.6); analyze Eligibility Objection [REDACTED] To City of Detroit Chapter 9 Petition, [REDACTED] in preparation for draft objection (1.8); analyze Eligibility Objection [REDACTED] in preparation for draft objection (.3); analyze Eligibility Objection [REDACTED]

	9.30	325.00	3,022.50
--	------	--------	----------

		██████████ in preparation for draft objection (2.2); conversation with C. Montgomery regarding ██████████ ██████████ ██████████			
09/07/13	C Minkoff	(.4). Research, review and analyze case law ██████████ ██████████	7.10	375.00	2,662.50
09/07/13	P Gunther	Confer with C. Minkoff regarding ██████████ (.5); telephone call with J. Selby regarding ██████████ (.1); review City reply and City of Michigan AFSCME and other objections to scheduling order (2.4); email correspondence with C. Montgomery regarding various follow-up questions regarding ██████████ (2.1); legal research ██████████ ██████████	6.10	490.00	2,989.00
09/08/13	J Weber	(1.0). Research issues ██████████ ██████████ ██████████ ██████████ (ii) the relationship between ██████████ (iii) ██████████	6.80	230.00	1,564.00
09/08/13	J Weber	Coordinate with Bankruptcy group by phone and email regarding legal research assignments ██████████ ██████████	.20	230.00	46.00
09/08/13	J Selby	Begin Review ██████████ ██████████ ██████████ in preparation for draft	9.70	325.00	3,152.50

		objection (1.3); Analysis of the Objection of the [REDACTED] [REDACTED]			
		(1.0); Conversation with C. Montgomery regarding Outline of Retiree Committee Objection (0.5); Draft Outline of Objection of Retiree Committee Objection (2.5); Conversation with C. Montgomery regarding Edits to Outline (0.3); Begin Draft Eligibility Objection [REDACTED] [REDACTED] (4.1).			
09/08/13	P Gunther	Edits [REDACTED]	12.20	490.00	5,978.00
		(5.2); review C. Minkoff email regarding [REDACTED] [REDACTED] (.2); email correspondence with J. Weber [REDACTED] (.4) telephone call with L. Whidden [REDACTED] (.3); email correspondence with C. Montgomery [REDACTED] (.5); [REDACTED] [REDACTED] (5.8).			
09/08/13	C Montgomery	Dentons team conference call with Lazard regarding scheduling and coordination (.4); conference call with C. Neville and S. Alberts regarding [REDACTED] [REDACTED] (.8); communications with C.Soper regarding [REDACTED] (.1); communications with P. Gunther regarding same (.1); review [REDACTED] (.2); review of City pleadings and declarations on Eligibility again (1.3); follow up	3.50	750.00	2,625.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 11

		with J. Selby (.1); follow up with Whidden (.1); Follow up with Gunther on Reference (.1); review [REDACTED]			
09/08/13	L Whidden	[REDACTED] (.3).	3.50	650.00	2,275.00
		[REDACTED] (3.2); teleconference with P. Gunther regarding same [REDACTED]			
09/08/13	C Montgomery	[REDACTED] (.3). Communication from P. Gunther regarding [REDACTED]	.10	750.00	75.00
09/08/13	C Montgomery	Communications with J. Selby regarding outline (.1); communication from R. Millner regarding [REDACTED] (.3); phone conference with J. Selby regarding [REDACTED] (.3); review [REDACTED] (1.8); review [REDACTED]	7.50	750.00	5,625.00
09/08/13	C Montgomery	envisions to same and revisions to Constitutionality argument (5.0). Phone conference with J. Selby regarding my changes to outline (.4); phone conference with M. Wilkins regarding [REDACTED] (.2); phone call with L. Whidden regarding [REDACTED] (.2); phone call with P. Gunther regarding current status [REDACTED] (.1).	.90	750.00	675.00
09/08/13	C Montgomery	Communications with M. Wilkins [REDACTED]	.10	750.00	75.00
09/09/13	A Ullman	Preparation of deposition outline for deposition of K. Orr on eligibility issues, including identification and analysis of documents to be used in same.	6.80	625.00	4,250.00
09/09/13	J Weber	Research the law on the scope of judicial notice in the 6th Circuit	.50	230.00	115.00

81570955V-1

		for Official [REDACTED]			
09/09/13	J Weber	Draft email response to Paul Gunther discussing my research on the scope of judicial notice in the 6th Circuit [REDACTED]	.60	230.00	138.00
09/09/13	J Weber	Review and revised [REDACTED]	5.60	230.00	1,288.00
09/09/13	J Selby	Draft Eligibility Objection Section regarding [REDACTED] (1.8); [REDACTED] (2.6); E-mail to C. Montgomery regarding same (.1); Conversation with C. Montgomery regarding Edits to Objection (1.5); Conversation with C. Montgomery regarding Edits to Objection (.2); Edit Eligibility Objection (5.5); Conversation with Local Counsel regarding Local Rules (.1).	11.80	325.00	3,835.00
09/09/13	J Selby	Conversation with A. Ullman regarding Case Background.	.30	325.00	97.50
09/09/13	P Gunther	Confer with J. Weber several times regarding edits to ex-parte and Stay motion and review (1.0); confer with C. Montgomery regarding edits to motion to withdraw reference (.5); review eligibility objection (1.0); edit motion to [REDACTED] (10.9); review cases for withdrawal brief regarding interlocutory appeal (1.5).	14.90	490.00	7,301.00
09/09/13	L Whidden	Continue work on to Motion for Stay, including edits; review and insert additional case law; (2.4); confer with C. Montgomery	2.60	650.00	1,690.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 13

09/09/13	C Montgomery	regarding same (.2). Early am communications with L. Whidden regarding motion for stay (.1); early am communications with J. Selby regarding Committee Eligibility objection (.1); review revisions to Eligibility Objection (4.7); communication with N. Khalatova regarding hearing prep (.1); review and propose revision to motion to withdraw reference; in office confer with J. Selby regarding Eligibility objections (5.4); further revisions to same and circulate to C. Neville and S. Alberts (2.0); confer with P. Gunther regarding motion to withdraw reference and review same (.4); review and revise motion for stay pending withdrawal of reference (.6).	13.40	750.00	10,050.00
09/09/13	C Montgomery	Communication from S. Alberts regarding eligibility objection (.1); communication from C. Neville regarding same (.1); communication from F. Jacobs regarding motion to withdraw reference (.1).	.30	750.00	225.00
09/10/13	A Ullman	Preparation for upcoming depositions (7.4); phone calls with A. Ruegger, C. Ramirez regarding same (0.7); review of draft of eligibility objections to be filed with bankruptcy court (0.5).	8.60	625.00	5,375.00
09/10/13	J Weber	Draft short form Motion to Stay Determination of Eligibility Pending Motion to Withdraw the Reference.	.90	230.00	207.00
09/10/13	J Weber	Review Brief in Support of Motion for Stay Pending Decision on Withdrawal of Reference.	.80	230.00	184.00
09/10/13	J Weber	Review and revised legal citations in Motion for Stay Pending Decision on Withdrawal of Reference.	1.00	230.00	230.00
09/10/13	N Khalatova	Discussion with P. Gunther regarding the docket references in	3.10	200.00	620.00

81570955V-1

		Memorandum of Law in Support of Motion to Withdraw the Reference (.1); review the Memorandum of Law (.2); review docket and documents filed under the referenced docket numbers, work on the document containing the docket references with the description (1.2); review Retiree Committee's Objection to Eligibility [REDACTED] (.8); [REDACTED] (.4); discussion with J. Selby regarding the objection and citations (.2); obtain Westlaw case per C. Montgomery's and L. Whidden's requests and e-mail [REDACTED] (.2).			
09/10/13	J Selby	Conversation with A. Ullman regarding Fact Section of the Objection (.3); Review S. Alberts Edits [REDACTED] (.8); Revise [REDACTED] Objection per S. Alberts suggestions (3.5); Conversations with C. Montgomery regarding Objection Edits (.5); E-mail to C. Montgomery with Blackline of Changes (.1); Coordinate Table of Contents and Table of Authorities with Outside Vendor (.3); Correspondence with S. Alberts regarding Comments (.1); Proofread and Edit Objection and Coordinate Filing (5.1); Proofread and Edit Motion for Withdraw of Reference For Filing (1.3).	12.00	325.00	3,900.00
09/10/13	P Gunther	Confer with J. Weber regarding proofing withdrawal brief (.1); confer with N. Khalatova regarding exhibit lists (.2); proof and edit withdrawal brief, table of contents and table of authorities (3.7); edits [REDACTED] (1.0); telephone call with C.	9.10	490.00	4,459.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 15

		Montgomery regarding S. Alberts and C. Neville edits [REDACTED] [REDACTED] (.3); make S. Alberts and C. Neville edits [REDACTED] [REDACTED] (1.5); edit [REDACTED] (2.3).			
09/10/13	C Montgomery	Check hearing calendar (.1); early am prepare for Tuesday hearings (.7); multiple morning emails with C. Neville regarding Motion to withdraw reference (.1); multiple morning emails from S. Alberts regarding retention issues for other professionals (.1); review revisions of Eligibility objection (1.4) attend court hearing regarding courts regular calendar including Eligibility scheduling issues (4.0); multiple phone conferences with J. Selby regarding eligibility draft objection (.5); multiple phone conferences with P. Gunther regarding motion to withdraw reference (.6); multiple conversations with M. Wilkins regarding pleadings to be filed and lunch meeting with M. Wilkins (1.0); review near final draft of objection to Eligibility (1.7); phone conferences with J. Selby regarding same (.3); phone conference R. Zuckerman regarding same (.2); phone call with P. Gunther regarding update on reference pleadings 99 (.2); review and revise same (1.1); review and revise motion for stay (2.3); phone call with L. Whidden regarding same (.2); multiple late evening calls with J. Selby regarding final touch ups to Objection (.3); multiple calls with P. Gunther regarding final touch ups to reference motion (.4); begin review of [REDACTED] [REDACTED] (.2); final check on	15.70	750.00	11,775.00

		Motion to withdraw reference and communications with P. Gunther (.5).			
09/10/13	L Whidden	Incorporate comments of team members to Motion to Stay (.9); confer with C. Montgomery regarding same (.2).	1.10	650.00	715.00
09/11/13	A Ullman	Preparation for upcoming depositions of K. Orr, G. Malhotra and C. Moore (4.6); phone conference with internal team members regarding allocation of responsibility for same (1.0); phone conference [REDACTED] (1.0).	6.60	625.00	4,125.00
09/11/13	J Selby	Respond to C. Montgomery inquiry regarding Mediation Statement and Objection (.1); Phone Call with O. Pinkas regarding Citations (.2); Review and Edit Motion for Stay of Bankruptcy Proceedings and Check Negative Authority Identified by O. Pinkas (2.8); Conversation with P. Gunther regarding Edits (0.2).	3.30	325.00	1,072.50
09/11/13	T Desir	Pulling Documents and preparing Exhibits for upcoming deposition.	1.30	200.00	260.00
09/11/13	P Gunther	Draft press release regarding withdrawal motion (1.2); confer with J. Selby regarding proofing of stay motion (.1); review stay motion and edit (1.6); confer with J. Selby regarding same (.2); email correspondence with L. Whidden and C. Montgomery regarding same (.2); review district court docket regarding withdrawal motion (.1); email correspondence to C. Montgomery regarding transmittal notice (.1); review email correspondence from O. Pinkas regarding stay motion research (.2).	3.70	490.00	1,813.00
09/11/13	L Whidden	Review revisions to Stay Motion	1.10	650.00	715.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 17

09/11/13	C Montgomery	(.6) email exchange with C. Montgomery and P. Gunther regarding same (.5). Past might night communications with Committee regarding eligibility objections and reference motion (.3).	.30	750.00	225.00
09/12/13	A Ullman	Preparation for deposition of K. Orr and G. Malhotra (6.4); resolution of logistical issues relating to court reporter and videographer (.5).	6.90	625.00	4,312.50
09/12/13	J Selby	Abbreviated Conference Call with Committee Members Counsel regarding Discovery (.1); Discuss with A. Ullman regarding Orr Deposition (.3); Begin Review of [REDACTED]	5.10	325.00	1,657.50
09/12/13	T Desir	(3.5); Coordinate Technical Requirements and Court Reporting for Monday's Deposition (.6); Conversation with A. Ullman and C. Montgomery regarding Orr Deposition Issues (.5); Conversation with local counsel regarding Court Reporter (.1). Pulling Documents and preparing Exhibits for upcoming deposition.	.40	200.00	80.00
09/12/13	P Gunther	Additional edits to stay motion, including edits to draft notice and declaration.	2.50	490.00	1,225.00
09/12/13	C Montgomery	Communication with A. Ullman regarding Orr deposition.	.40	750.00	300.00
09/12/13	C Montgomery	Phone conference (6:20 am) with E. McNeil [REDACTED]	.80	750.00	600.00
09/13/13	A Ullman	Preparation of outline for deposition of Orr (8.6); phone calls with R. Millner, L. Bruno, C. Ramirez, J. Selby regarding eligibility depositions (1.6).	10.20	625.00	6,375.00
09/13/13	J Weber	Review legal citations in Motion for Stay Pending Decision on Withdrawal of Reference.	.70	230.00	161.00

81570955V-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 18

09/13/13	J Weber	Review Motion for Stay Pending Decision on Withdrawal of Reference.	.90	230.00	207.00
09/13/13	J Selby	Further correspondence with Court Reporter regarding Deposition (.2); finish Review [REDACTED] (2.5); conversations with A. Ullman [REDACTED] (1.5); draft Deposition Questions regarding [REDACTED] (1.5); conversation with C.Ramirez regarding Document Production (.2); review Hard Drive TIF Documents produced by the City of Detroit (1.2).	7.10	325.00	2,307.50
09/13/13	T Desir	Searching for Organizing and Preparing Deposition Documents.	3.80	200.00	760.00
09/13/13	P Gunther	Additional edits to stay motion, notice, declaration and proposed order (3.8); confer with J. Weber regarding cite checking (.1).	3.90	490.00	1,911.00
09/13/13	L Whidden	Review and comment on Motion to Withdraw the reference on Eligibility issues and edit same (1.4); teleconference with C. Montgomery and P. Gunther regarding same (.6); provide additional edits and comments to P. Gunther after review of case law (1.1).	3.10	650.00	2,015.00
09/13/13	C Montgomery	Phone conference with [REDACTED] [REDACTED] email regarding contact information.	.30	750.00	225.00
09/13/13	C Montgomery	Review stay request for eligibility hearings (.8); multiple communications with M. Wilkins regarding same (.3); multiple communications with P. Gunther [REDACTED]	1.60	750.00	1,200.00

81570955V-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 19

09/13/13	C Montgomery	Evening phone call with P. Gunther regarding Eligibility issues (.4); phone call with L. Whidden regarding same (.2); phone conference with P. Gunther regarding citation problem in motion to withdraw reference papers (.1).	.70	750.00	525.00
09/13/13	N Khalatova	Work on J. Selby's request for copies of the Declarations filed on the docket; file copies in FileSite. (.3).	.30	200.00	60.00
09/14/13	A Ullman	Preparation for deposition of K. Orr and revisions to outline for use at deposition.	8.20	625.00	5,125.00
09/14/13	J Selby	Review and summarize Hard Drive documents produced by debtor [REDACTED] (5.8); phone Calls with Crowne Plaza Detroit and FedEx regarding Delivery of Deposition Exhibits (.5).	6.30	325.00	2,047.50
09/14/13	C Montgomery	Multiple emails regarding City of Detroit Discovery responses to A. Ullman and A. Ruegger.	.20	750.00	150.00
09/14/13	C Montgomery	Review data room [REDACTED] (.8); [REDACTED] (1.0); communication with A. Ullman [REDACTED] (1).	1.90	750.00	1,425.00
09/14/13	C Montgomery	Review documents for same and communication with [REDACTED]	.20	750.00	150.00
09/15/13	A Ullman	Preparation for Orr deposition [REDACTED] (4.7); [REDACTED] (1.0); [REDACTED] (0.7); team phone conference regarding eligibility discovery status/strategy (0.8).	7.20	625.00	4,500.00
09/15/13	J Selby	Re-produce Exhibits for	6.50	325.00	2,112.50

81570955\N-1

Date	Name	Description	Rate	Hours	Amount
09/15/13	C Montgomery	Deposition of Kevyn Orr - Reproduction Necessary due to Failure of FedEx to timely deliver Exhibits to Requested Location in Detroit (6.1); conference call with A. Ullman, C. Neville and C. Montgomery regarding Deposition Scheduling and Materials (0.4). Review A. Ullman deposition outline for K. Orr and comment on same (.4); phone conference with A. Ullman regarding Orr deposition and related objector discovery issues (1.4); [REDACTED] [REDACTED] (.4); phone call from J. Selby regarding [REDACTED] (.1); phone conference with A. Ullman, A. Ruegger, C. Neville, L. Bruno and others re coordination of discovery issues (.7); phone call from A Ullman regarding [REDACTED] [REDACTED] (.5); Forward [REDACTED] (.2) communication with S. Levine [REDACTED] [REDACTED] (.3).	4.70	750.00	3,525.00
09/16/13	A Ullman	Preparation for (1.3) and attendance at (8.4) at Orr deposition.	9.70	625.00	6,062.50
09/16/13	J Selby	Conversations with C. Montgomery regarding Relevant Questions for Buckfire Deposition (.4); Remote Participation to Deposition of Kevyn Orr (3.7); Review Dentons Associate Notes of August 29, 2013 Transcript of Kenneth Buckfire (.4); Review [REDACTED] [REDACTED] (2.8); Draft [REDACTED]	8.80	325.00	2,860.00
09/16/13	P Gunther	(1.5) Review stay motion and cases and	.80	490.00	392.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 21

09/16/13	C Montgomery	select cases for hearing book (.4); review City responses and objections to discovery requests (.4). Communication with J. Selby regarding modification of Orr deposition outline (.3); multiple communications with J. Selby regarding [REDACTED] (.4); communications with Team regarding scheduling of stay hearing regarding motion to withdraw reference (.1); communications with R. Plecha [REDACTED] (.1).	.90	750.00	675.00
09/16/13	C Montgomery	Communication with B. Ceccotti [REDACTED]	.10	750.00	75.00
09/16/13	C Montgomery	Preparations for Buckfire deposition including review of JP Morgan bond analysis (.4); confer with J. Selby [REDACTED] (.2) confer with J. Selby [REDACTED] (.1) communications with S. Levine and A. Ruegger [REDACTED] (.1); confer with P. Gunther regarding cases for stay request on eligibility hearing (.2); communications with A. Ruegger regarding Moore presentation on restructuring retiree benefits (.2) [REDACTED] (.2) review [REDACTED] (.2); communication with C. Neville regarding same (.1).	1.70	750.00	1,275.00
09/17/13	A Ullman	Phone conference with other objectors [REDACTED] (.7); phone conference with Ruegger, Bruno	8.80	625.00	5,500.00

81570955\W-1

		regarding [REDACTED] (2.9); review issues regarding application of privilege asserted by city (.3); phone calls with P. DeChiara and J. Sherwood [REDACTED] (.5).			
09/17/13	J Selby	Review City's Reply to Retiree Committee Objection.	1.10	325.00	357.50
09/17/13	J Selby	Conversation with A. Ullman regarding Key Points of Orr Deposition, Upcoming Depositions and Productions Requests (.4); correspondence regarding Scheduling Moore Deposition (.4); review Deposition of Kevyn Orr [REDACTED] (2.4); draft Correspondence to Debtors Counsel requesting Documents Requested at Orr Deposition (.8); further analysis [REDACTED] (2.4).	6.40	325.00	2,080.00
09/17/13	C Montgomery	Communications with A.Ullman regarding [REDACTED] (.1); communication from M. Karowski regarding [REDACTED] (.1); communication with M. Wilkins regarding [REDACTED] (.1).	.30	750.00	225.00
09/18/13	J Weber	Research various issues and counterarguments to be made with respect to City of Detroit's Reply Brief to [REDACTED]	4.90	230.00	1,127.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 23

09/18/13	J Selby	<p>[REDACTED]</p> <p>Edit Buckfire Deposition Outline regarding DIP Projections (.5); E-mail to C. Montgomery with Buckfire Deposition Outline (.1); Brief Research regarding [REDACTED] [REDACTED] (.8); E-mail to C. Montgomery regarding same (.1); Phone Calls with Local Counsel regarding Submission of Discovery Stipulation (.2); Correspondence with Leah Bruno regarding Document Production [REDACTED] (.3); Edit [REDACTED] (1.1); Draft Stipulation regarding Deposition Extension (1.5); E-mail to A. Ullman regarding same (.1); Review of Document Production for Ernst & Young Engagement Agreement in preparation for [REDACTED] (1.5); E-mails to CR and LB regarding Same (.2); Edit E-mail Correspondence to the City regarding [REDACTED] (.6).</p>	7.00	325.00	2,275.00
09/18/13	J Weber	Meet with Paul Gunther to discuss research regarding various issues and counterarguments to be made with respect to City of Detroit's Reply Brief to our Stay Motion [REDACTED]	.10	230.00	23.00
09/18/13	J Weber	Summarize AFSCME Motion to Compel Testimony of Emergency Manager (Kevyn Orr) and Others.	.80	230.00	184.00
09/18/13	A Ullman	Preparation for Satchel deposition and review documents regarding	7.40	625.00	4,625.00

81570955V-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 24

		same (3.2); analysis of issues raised by [REDACTED]			
09/18/13	P Gunther	(2.1); phone conferences with A. Ruegger, C. Montgomery, Sherwood, P. DeChiara, S. Levine regarding discovery issues. (1.6); review and analysis of debtor's reply to retirees' objections. (0.5). Email correspondence from C. Montgomery regarding proffer of testimony in support of stay motion (.1); review City's reply to Retiree Committee eligibility objection and draft email with proposed responses to (3.1); review proposed [REDACTED] (.5); draft proposed proffer (2.2); review City Reply to Stay motion (.4); draft email to C. Montgomery regarding same (.1); confer with J. Weber regarding [REDACTED] (.3); telephone call with J. Weber regarding same (.3). Communications with A. Ullman regarding coordination of Milliman deposition (.1); review City reply to Committee opposition and communications with team members regarding same (.8); phone call with A. Ullman [REDACTED] (.5) review Orr deposition and reflection impact for Buckfire and prepare for deposition (2.0); phone call from Ryan Plecha [REDACTED] (.2)	7.00	490.00	3,430.00
09/18/13	C Montgomery		3.60	750.00	2,700.00
09/18/13	J Selby		.50	325.00	162.50

81570955V-1


09/19/13	J Selby	Deposition (.2); E-mail to Court Reporter Scheduling Upcoming Depositions and Detailing Requirements (.3). Review and analyze Moore Deposition for information relevant to questioning of Kenneth Buckfire (2.3); conversation with A. Ullman regarding Satchel Deposition and AFSCME motion (.2); e-mail AFSCME motion to C. Montgomery (.1); extended Conversation with C. Montgomery regarding Buckfire Deposition Preparation (1.2).	3.80	325.00	1,235.00
09/19/13	A Ullman	Preparation for and attendance at Satchel deposition (5.5); development of strategy regarding outstanding discovery issues, and emails to C. Montgomery regarding same (1.4); phone conference with A. Ruegger and L. Bruno regarding Moore and Malhotra depositions and strategy regarding same (0.6).	7.50	625.00	4,687.50
09/19/13	P Gunther	Additional edits to proposed proffer of testimony in support of stay motion (1.1); review J. Weber legal research results regarding cases in City Reply to Stay Motion (.3); draft email to C. Montgomery regarding proposed responses to arguments raised by City in Reply brief (.8); make list of recent Chapter 9 filings and calculate filing dates and dates of entry of orders for relief and send email to C. Montgomery regarding same (.9); review and distinguish cases cited in City Reply brief and send several additional emails to C. Montgomery regarding same (.9); additional legal research regarding standards for granting a stay (.5).	4.50	490.00	2,205.00
09/19/13	C Montgomery	Early am prepare for Buckfire deposition (1.6); communication with A. Ullman regarding Moore	10.60	750.00	7,950.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 26

09/20/13	J Selby	Deposition results (.1); review outline from P. Gunther regarding possible evidence proffer (.2); prepare for and attend hearing on stay of Eligibility determination pending Reference motion (7.4); prepare for Buckfire Deposition while at airport including extended phone conference with J. Selby regarding documents (1.3). Early morning preparation for Deposition of Kenneth Buckfire (2.1); participate in Buckfire Deposition via Conference Dial-In (3.7); Conversation with A. Ullman regarding Expert Opinion Foundation (.1); conversation with C. Montgomery regarding Deposition; Correspondence with A. Ruegger regarding document productions (.2).	6.10	325.00	1,982.50
09/20/13	C Montgomery	Continue early am preparation for Buckfire deposition (1.3) 6 am conference with J. Selby in office regarding documents for Buckfire and further revisions to deposition outline (1.7); attend 8am deposition for K. Buckfire, with delayed start (8.0).	11.00	750.00	8,250.00
09/20/13	J Weber	Meet with A. Ullman to discuss research regarding Section 109(c) eligibility provision of bankruptcy code with respect to City of Detroit's proposed adjustment plan.	.10	230.00	23.00
09/20/13	J Weber	Research caselaw regarding 	2.90	230.00	667.00
09/20/13	A Ullman	Preparation for further depositions (2.6); attention legal issues regarding eligibility and analysis of principal cases regarding same. (3.7).	6.30	625.00	3,937.50
09/20/13	J Weber	Summarize Ex Parte Motion of the State of Michigan for Leave to File a Supplemental Response to	.40	230.00	92.00

81570955V-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 27

09/21/13	C Montgomery	the Eligibility Objections Raising Only Legal Issues. Communication from R. Plecha regarding deposition notices sent by City of Detroit go individual objectors and retiree associations (.1); communications with A. Ruegger regarding same (.1).	.20	750.00	150.00
09/21/13	A Ullman	Attention new deposition notices reviewed by city and strategy regarding same (1.7); phone conference with R. Plecha regarding new deposition notices (.4).	2.10	625.00	1,312.50
09/21/13	J Selby	Review and Summarize City of Detroit September 20, 2013 Document Production (3.4); E-mail to A. Ullman regarding same (.2).	3.60	325.00	1,170.00
09/22/13	C Montgomery	Correspondence with J. Selby and A. Ullman regarding new documents produced by City in response to discovery requests (.2); phone conference with A. Ruegger, A. Ullman and C. Neville [REDACTED] (.4).	.40	750.00	300.00
09/22/13	A Ullman	Revisions [REDACTED] (1.3); phone conference with objector group regarding [REDACTED] (.4); internal phone conference regarding Milliman deposition (.6).	2.30	625.00	1,437.50
09/22/13	J Selby	Conversation with A. Ullman regarding Discovery Rules Applicable in Bankruptcy Proceeding (.2); research [REDACTED] (.2); Attention to [REDACTED] (.2); research Federal Bankruptcy Cases [REDACTED] (1.5); review Secondary Authority [REDACTED] (.4); conversation with A.	4.10	325.00	1,332.50

81570955V-1

		Ullman regarding same (.2); review [REDACTED]			
		[REDACTED] (.6); create List of Notices of Deposition per A. Ullman request (.8).			
09/22/13	P Gunther	Email correspondence with J. Copeland regarding sending draft of stay motion (.2); send draft of stay motion (.2).	.40	490.00	196.00
09/23/13	T Desir	Proofing Notices to Take Deposition chart.	.80	200.00	160.00
09/23/13	J Selby	Conversation with C. Montgomery regarding Sept. 20 Document Production from City of Detroit (.2); e-mail Correspondence with R. Plecha regarding [REDACTED] (.1); phone Call with Court Reporter regarding Deposition Transcripts (.1); conversation with T. Desir regarding Notices to Take Deposition (.1); work on C. Montgomery's Request regarding City's 9.20.13 Document Production (.2); circulate Document Production to Internal Team and Committee Financial Advisors (1.2); correspondence with L. Bruno and C. Ramirez regarding [REDACTED] (.2); Further Correspondence regarding Depositions (.4).	2.50	325.00	812.50
09/23/13	C Montgomery	Confer with J. Selby regarding Friday's City document production (.2); review document production folders for documents to be forwarded to Lazard and me (.3); confer with J. Selby regarding updated access to Concordia (.1); communications with C. Ramirez regarding documents for Lazard (.1); review City's request for Interrogatories (.1); review transcript notice and forward same (.1); confer with A. Ullman regarding evidence for RC case and response to City's	2.90	750.00	2,175.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 29

		interrogatories (.2); review City [REDACTED]			
		(1.5); confer with A. Ullman regarding paralegal notices (.1); review [REDACTED] [REDACTED] (.4).			
09/23/13	P Gunther	Review K. Orr deposition (2.3); review Buckfire deposition (1.2).	3.50	490.00	1,715.00
09/23/13	A Ullman	Review deposition transcripts (3.2); review of interrogatories to retirees' committee and development of strategy for response to same (.6); analysis of deposition scheduling issues and preparation for further depositions. (1.4).	5.20	625.00	3,250.00
09/24/13	J Selby	Review Docket for Interrogatory Answers filed by Committee Members (.6); E-mail to A. Ullman regarding same (.3); Correspondence with local counsel regarding Authentication of Depositions (.2); Correspondence with L. Bruno regarding depositions (.2); Conversations with A. Ullman regarding Draft Interrogatory Response (.6).	1.90	325.00	617.50
09/24/13	J Selby	Correspondence with Court Reporter regarding Milliman Deposition.	.30	325.00	97.50
09/24/13	C Montgomery	Review note from R. Zuckerman regarding possible responses to City Reply to Committee objection.	.10	750.00	75.00
09/24/13	A Ullman	Review and analysis of interrogatories served by City and phone calls with counsel for relevant objectors regarding same. (2.7); review deposition transcripts (2.4).	5.10	625.00	3,187.50
09/25/13	A Ullman	Preparation of interrogatory answers and phone calls [REDACTED] [REDACTED] (1.6); development of strategy for	3.80	625.00	2,375.00

81570955V-1

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 30

09/26/13	J Selby	eligibility hearing. (2.2). Further Conversation with A. Ullman regarding Interrogatory Response (.4); Prepare Analysis [REDACTED]	1.10	325.00	357.50
09/26/13	C Montgomery	[REDACTED] (.7). Phone conference with A. Ullman regarding hearing preparation for Judge Rhodes (.6); discuss Judge Rhodes decision regarding denial of stay with P. Gunther (.3); communications with M. Wilkins regarding same (.1).	1.00	750.00	750.00
09/26/13	P Gunther	Review City and State objections to motion to withdraw reference (1.0); review J. Rhodes order denying stay motion (.5); confer with C. Montgomery regarding same and drafting of reply brief (.3); confer with J. Weber regarding obtaining copies of cases cited in briefs [REDACTED] (.3); internal email correspondence and email correspondence with local counsel regarding same (.2).	2.30	490.00	1,127.00
09/26/13	A Ullman	Preparation of answers to interrogatories and development of process for obtaining required information from relevant Committee members (2.3); analysis of financial issues regarding [REDACTED] R. Milner and C.Soper regarding same. (2.4); phone conference with C. Montgomery regarding strategy for depositions and hearing. (0.6); phone conference with A. Ruegger regarding [REDACTED] (0.5); phone conference with L. Bruno regarding preparation for hearing. (0.3).	6.10	625.00	3,812.50
09/26/13	J Weber	Research bankruptcy decisions [REDACTED]	.60	230.00	138.00

81570955V-1

09/26/13	J Weber	[REDACTED] Gather cases for Paul Gunther cited by: (i) [REDACTED]	2.90	230.00	667.00
09/26/13	J Weber	[REDACTED] Meet with Paul Gunther to discuss: (i) gathering and preparing cases cited by [REDACTED]	.20	230.00	46.00
09/27/13	J Selby	[REDACTED] (ii) researching bankruptcy decisions [REDACTED]	3.20	325.00	1,040.00
09/27/13	J Weber	Conversation with A. Ullman regarding Procedure for Verification of Interrogatory Responses (.3); Draft Interrogatory Responses of the Official Committee of Retirees (2.9). Research decisions [REDACTED]	1.40	230.00	322.00
09/27/13	J Weber	[REDACTED] Draft email memo to Paul Gunther summarizing bankruptcy decisions [REDACTED]	1.20	230.00	276.00

09/27/13	J Weber	Research	1.90	230.00	437.00
09/27/13	P Gunther	Confer with J. Weber several times regarding	4.10	490.00	2,009.00
09/27/13	J Weber	Filing Request with Bankruptcy Court for transcript of Hearings dated September 19, 2013.	1.00	230.00	230.00
09/27/13	J Weber	Research and analyzing cases cited by Judge Steven Rhodes in his Opinion denying our motion to stay as well as in City of Detroit's and State of Michigan's objections to our motion to withdraw the reference.	4.60	230.00	1,058.00
09/27/13	A Ullman	Preparation of interrogatory answers and phone calls with S. Lightsey, D. Taylor, M. Nicholson regarding same (1.2); preparation for upcoming depositions (1.4)	2.60	625.00	1,625.00
09/28/13	J Weber	Research and analyzing cases cited by Judge Steven Rhodes in his Opinion denying our motion to stay as well as in City of Detroit's and State of Michigan's objections to our motion to withdraw the reference.	5.30	230.00	1,219.00
09/28/13	J Weber	Review transcript of Setember 19,	1.00	230.00	230.00

OFFICIAL RETIREE COMMITTEE

551302378

September 30, 2013

Page 33

09/29/13	P Gunther	2013 hearing on objections to eligibility. Review J. Weber research of cases cited by City, State and Court (.4) review deposition transcript for 3:00 p.m.hearing (1.3); draft outline of reply brief for motion to withdraw reference (2.0); additional legal research regarding [REDACTED] (3.3).	7.00	490.00	3,430.00
09/29/13	A Ullman	Review Milliman deposition (2.4); development of strategy for eligibility hearing (.6).	3.00	625.00	1,875.00
09/30/13	J Weber	Draft Declaration of Claude Montgomery including excerpts from Setember 19,2013 hearing eligibilty objections.	2.80	230.00	644.00
09/30/13	L Whidden	Confer with P. Gunther regarding reply to withdrawal motion (.4); review cases cited in opinion on mandatory vs permissive withdrawal (.9); review opinion in preparation for drafting section of reply (.5).	1.80	650.00	1,170.00
09/30/13	P Gunther	Confer with J. Weber [REDACTED] (3); confer with R. Zuckerman several times regarding [REDACTED] (1.0); telephone call with C. Montgomery regarding Drafts of reply and appeal brief (1.0); legal research regarding "core" bankruptcy issues, declaratory relief and English courts (2.3); draft reply draft brief for motion to withdraw reference (6.4).	11.00	490.00	5,390.00
09/30/13	J Selby	Correspondence with Dentons Internal Team regarding Document Review (0.2); Conversation with A. Ullman regarding committee member correspondence (0.2).	.40	325.00	130.00
09/30/13	C Montgomery	Phone conference with P. Gunther regarding reply to City and supplemental authority (1.3);	1.70	750.00	1,275.00

81570955V-1

OFFICIAL RETIREE COMMITTEE
 551302378
 September 30, 2013
 Page 34

09/30/13	L Whidden	phone conference with M. Wilkins regarding stay appeal papers (0.4). Confer with P. Gunther regarding reply brief issues and task assignments (.1); review cases cited in the bankruptcy court order denying stay (.9); review opposition papers (.8) and follow up call with P. Gunther regarding counterarguments (.2).	2.00	650.00	1,300.00
09/30/13	A Ullman	Phone calls with R. Shinske, G. Wilson, E. McNeil, T. Renshaw, M. Krawoski regarding interrogatory answers (.7) development of strategy for eligibility hearing and pretrial order (2.6); conference with A. Ruegger, L. Bruno regarding hearing and pre-trial order (.8); preparation for upcoming deposition (.8).	5.10	625.00	3,187.50

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: Litigation
Our ref: 0227543.0004

Invoice number 551302379

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	0.20	hours @ USD	750	USD	150.00
J. Weber	12.10	hours @ USD	230		2,783.00
N. Khalatova	8.40	hours @ USD	200		1,680.00
T. Desir	0.70	hours @ USD	200		140.00
FEES				USD	4,753.00
			TOTAL	USD	<u>4,753.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571606V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Litigation
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/05/13	C Montgomery	Communication with J. Weber regarding nature of lift stay objection for which notice received today.	.10	750.00	75.00
09/06/13	C Montgomery	Communication with J. Selby regarding nature of recent filing notice received today.	.10	750.00	75.00
09/08/13	J Weber	Research Motion for Relief from Automatic Stay recently filed with bankruptcy court in Eastern Michigan by Creditor Devery Jones.	.50	230.00	115.00
09/09/13	N Khalatova	Work on C. Montgomery's request for the Court Calendar and hearing book for September 10, 2013 hearing (.1); review docket and various new filings (.5); e-mail copies of the documents to bankruptcy group and file in FileSite (.1); e-mail to bankruptcy group regarding the notice of hearing and other issues (.2); discussion with P. Gunther regarding the documents for the hearing books and e-mail to C. Montgomery (.2); print and organize eligibility objections, orders, responses and other documents for the hearing books (1.0); work on the index to the documents for the hearing books (.7); review various orders, notices and other filings and prepare Court Calendar Word document for C. Montgomery; (1.2); discussion with J. Selby regarding citations in the Retirees' Committee's Objections (.1); review the objection draft; check citations (.5).	4.60	200.00	920.00
09/09/13	J Weber	Summarize Shirley A. Scott's Response to Debtor's Motion and Brief in Opposition to Motion for	1.30	230.00	299.00

81571606V-1

OFFICIAL RETIREE COMMITTEE

551302379

September 30, 2013

Page 2

09/10/13	J Weber	Relief from Automatic Stay. Summarize Motion for Relief from Stay filed by Creditor Deborah Ann Ryan.	.60	230.00	138.00
09/11/13	J Weber	Summarize Motion for Relief from Stay and Waiving the FRBP 4001(a)(3) filed by Creditor Deborah Ann Ryan.	1.00	230.00	230.00
09/15/13	J Weber	Summarize Motion for Relief from Automatic Stay filed by Third Party Plaintiff Mario's Restaurant, Inc.	1.00	230.00	230.00
09/16/13	N Khalatova	Work on C. Montgomery's request for hearing books for Mediation and Retiree Committee's Motion to Stay (.1); discussions with C. Montgomery regarding the calendar, hearing books, missing documents and other various issues (.3); review docket and the documents relating to the Motion to Stay (.3); print and organize documents for the Motion to Stay hearing book (.6); discussion with P. Gunther regarding the key cases for the hearing book (.1); review the cases (.2); work on the hearing book and index to the documents (.5); review docket, review mediation orders and notices, scheduling orders and notices, declarations, mediation statements, City of Detroit's proposals and other documents for mediation binder (.7); print and organize documents for the binder (.5); work on the mediation binder and index to the documents for the binder (.5).	3.80	200.00	760.00
09/17/13	J Weber	Meet with A. Ullman to discuss research [REDACTED]	.20	230.00	46.00
09/17/13	J Weber	Phone call with J. Copeland to discuss summary of pleadings assignment.	.10	230.00	23.00
09/18/13	J Weber	Phone call with A. Ullman to	.10	230.00	23.00

81571606V-1

OFFICIAL RETIREE COMMITTEE
 551302379
 September 30, 2013
 Page 3

		discuss my research			
		[REDACTED]			
09/18/13	J Weber	Research the law	4.40	230.00	1,012.00
		[REDACTED]			
09/19/13	T Desir	Preparation of Documents for upcoming Deposition.	.70	200.00	140.00
09/19/13	J Weber	Summarize Motion for Clarification of Stay Order Filed by Robert Davis and Citizens United Against Corrupt Government	1.40	230.00	322.00
		[REDACTED]			
09/23/13	J Weber	Summarize Motion for Relief from Extension Order of Stay Filed by NAACP.	1.40	230.00	322.00
09/23/13	J Weber	Meet with A. Ullman to discuss caselaw	.10	230.00	23.00
		[REDACTED]			

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: Mediation
Our ref: 0227543.0005

Invoice number 551302380

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	30.40	hours @ USD	750	USD	22,800.00
N Khalatova	1.30	hours @ USD	200		260.00
FEES				USD	23,060.00
			TOTAL	USD	<u>23,060.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571635V-1

September 30, 2013

**OFFICIAL RETIREE COMMITTEE
Mediation
Statement of Services
from September 1, 2013 to September 30, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/04/13	N Khalatova	Review docket and new filings (.2); review order directing retiree committee and other parties to appear for mediation, motion to quash and for protective order and order granting motion to expedite hearing (.2); e-mail to bankruptcy group regarding the documents and deadlines (.2); update bankruptcy calendar (.2); discussion with P. Gunther regarding the deadline to submit mediation statement (.1); organize file (.2).	1.10	200.00	220.00
09/05/13	C Montgomery	Phone conference with C. Neville regarding Mediation Statement (.4); communication with C. Neville regarding Constitutionality drop in for Mediation statement (.2).	.60	750.00	450.00
09/05/13	C Montgomery	Work on Mediation statement draft at hotel, at Detroit Airport and LaGuardia Airport.	4.00	750.00	3,000.00
09/05/13	C Montgomery	Continued work at LaGuardia airport on mediation draft.	2.50	750.00	1,875.00
09/06/13	C Montgomery	Phone conference with E. Driker regarding pension mediation.	.30	750.00	225.00
09/06/13	C Montgomery	Communication with S. Alberts and C. Neville regarding same.	.20	750.00	150.00
09/06/13	C Montgomery	Further revisions to draft Mediation statement and forward same to Committee for comment (1.8); phone call with C. Neville regarding mediation statement (.3).	2.10	750.00	1,575.00
09/06/13	C Montgomery	Review comments from T. Renshaw regarding [REDACTED] (.3) continued revisions post T. Renshaw and S. Alberts [REDACTED] (3.7); communications and phone call from E. McNeil [REDACTED]	4.20	750.00	3,150.00

OFFICIAL RETIREE COMMITTEE

551302380

September 30, 2013

Page 2

09/06/13	C Montgomery	(.2). Communication with E. Driker and W. Daniels regarding mediation statement.	.10	750.00	75.00
09/06/13	C Montgomery	Continued revisions to draft mediation statement (1.7); early am communication with C. Neville and S. Alberts regarding draft of same and impact of Segal presentation regarding same (.4).	2.10	750.00	1,575.00
09/07/13	C Montgomery	Communications with S. Alberts and C. Neville regarding Mediation.	.20	750.00	150.00
09/13/13	N Khalatova	Discussion with P. Gunther regarding Mediation (.1); review Mediation statement (.1).	.20	200.00	40.00
09/15/13	C Montgomery	Phone call from C. Neville regarding mediation on Tuesday.	.20	750.00	150.00
09/16/13	C Montgomery	Communications with S. Alberts regarding OPEB mediation schedule and recommended participation.	.10	750.00	75.00
09/16/13	C Montgomery	Prepare for mediation by reviewing DIP funding analysis (.4); confer with N. Khalatova regarding accumulation of materials for Tuesday mediation (.2); communications with S. Alberts regarding meeting timing and communication with C. Neville regarding same (.1).	.60	750.00	450.00
09/17/13	C Montgomery	Prepare for mediation discussions (.7); Pre mediation discussion with S. Lightsey, T. Renshaw and C. Neville (1.3); attend mediation with J. Rosen (1.0); attend mediation with Judge Daniel (4.0); Closing mediation with J. Rosen (.5); debrief discussion with T. Renshaw and S. Lightsey (.5); further planning discussions with C. Neville (1.0); review communication from E. Driker (.2); communications with S. Alberts and C. Neville regarding same (.3); communication with C. Bosco regarding next retiree committee meeting (.2).	9.70	750.00	7,275.00

81571635V-1

OFFICIAL RETIREE COMMITTEE
 551302380
 September 30, 2013
 Page 3

09/18/13	C Montgomery	Communication from E. Driker regarding settlement authority (.1); communication with C. Neville regarding same (.1).	.20	750.00	150.00
09/19/13	C Montgomery	Communication with W. Daniel regarding city response timing and related information issues.	.60	750.00	450.00
09/21/13	C Montgomery	Communication from E. Driker regarding October 7 mediation (.1); forward same to committee professionals and exchange comments regarding same (.2); multiple communications with team regarding possible conference call on Sunday regarding pensions (.4).	.70	750.00	525.00
09/22/13	C Montgomery	Communication with S. Alberts and C. Neville [REDACTED]	.20	750.00	150.00
09/23/13	C Montgomery	Communication with Judge Daniel regarding city position on October 1 and extension of benefits (.2); phone conference with Judge Daniel regarding same and draft note of conversation (.6).	.80	750.00	600.00
09/25/13	C Montgomery	Communication with Judge Daniel regarding S. Alberts role (.1); phone conference with Judge Daniel and S. Alberts regarding status of mediation efforts on October 1 deadline (.4); phone conferences with S. Alberts regarding draft response to Judge Daniel on October 1 consequences (.2); review Segal communication regarding same (.1).	.80	750.00	600.00
09/30/13	C Montgomery	Review draft communication to Judge Daniel.	.10	750.00	75.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Assumption Motion
Our ref: 0227543.0006

Invoice number 551302381

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	8.50 hours @ USD	750	USD	6,375.00
J. Weber	0.60 hours @ USD	230		138.00
J. Selby	0.20 hours @ USD	325		65.00
FEES			USD	6,578.00
		TOTAL	USD	<u>6,578.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571694\V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Assumption Motion
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/02/13	C Montgomery	Review forbearance agreement.	.20	750.00	150.00
09/05/13	C Montgomery	Multiple communications with C. Neville regarding Forbearance Scheduling and Eligibility discovery scheduling generally and with respect to DGRS and DPFRS.	.50	750.00	375.00
09/05/13	C Montgomery	Review communications regarding Forbearance objections (.3); attention to rebuttal witness list for Forbearance objectors (.1).	.40	750.00	300.00
09/13/13	C Montgomery	Review draft objection to Forbearance assumption motion (.4); multiple communications with C. Neville regarding same (.3); communications with J. Reed regarding scheduling of notice and timing for filing of Forbearance objections (.2); attention to Forbearance brief while traveling (.6); communication with C. Neville regarding results of objection coordinators phone conference (.1).	1.60	750.00	1,200.00
09/15/13	C Montgomery	Communications with C. Neville regarding Forbearance opposition (1.6); review and suggest revisions to same (2.0).	3.60	750.00	2,700.00
09/16/13	C Montgomery	Multiple communications with J. Reed regarding City's proposed statement of statement of facts regarding Assumption dispute, including identification of earlier draft.	.20	750.00	150.00
09/16/13	C Montgomery	Review objection to assumption motion as circulated late last night (.1); multiple communications with M. Wilkins regarding same (.2); review motion in limine prepared by the objectors and communication with C. Neville regarding same (.3); multiple communications with M. Wilkins	1.30	750.00	975.00

81571694V-1

OFFICIAL RETIREE COMMITTEE

551302381

September 30, 2013

Page 2

		and C. Neville regarding final edits to Forbearance Assumption motion (.6); communications from client regarding Assumption motion (.1); multiple communications with C. Neville regarding final edits to objection (.2).			
09/16/13	C Montgomery	Communication with C. Neville regarding appearance of settlement progress by City.	.10	750.00	75.00
09/17/13	J Weber	Summarize Motion in Limine to Exclude Testimony of Alexandra Schwarzman and Order Granting Debtor's Ex Parte Motion for An Order Shortening Notice and Scheduling An Expedited Hearing on this Motion in Limine.	.60	230.00	138.00
09/18/13	J Selby	Further Correspondence with Swap Insurers Counsel regarding Court Reporter Technical Requirements.	.20	325.00	65.00
09/23/13	C Montgomery	Communication from M. Wilkins regarding scheduling of hearing on Forbearance agreement and respond to same (.1); multiple emails regarding delays anticipated in Forbearance Assumption motion (.2); communication with Team regarding adjournment of same (.1).	.40	750.00	300.00
09/24/13	C Montgomery	Phone call from C. Ball regarding mediation progress question and SWAP DIP process (.1); note to C. Neville and R. Bloom regarding same (.1).	.20	750.00	150.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Committee Meetings and Communications
Our ref: 0227543.0007

Invoice number 551302382

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in accordance with the attached statement of services

C. Montgomery	29.20	hours @ USD	750	USD	21,900.00
FEES				USD	21,900.00
			TOTAL	USD	<u>21,900.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571729\V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Committee Meetings and Communications
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/01/13	C Montgomery	Communication from E. McNeil regarding meeting issue.	.10	750.00	75.00
09/02/13	C Montgomery	Communication from member regarding [REDACTED] (.2); communications with M. Karwoski [REDACTED] (.2).	.40	750.00	300.00
09/03/13	C Montgomery	Attend Retire Committee Meeting (9:15 - 7pm).	8.70	750.00	6,525.00
09/04/13	C Montgomery	Early am review of note from committee member regarding [REDACTED]	.10	750.00	75.00
09/05/13	C Montgomery	Early am communications with S. Alberts regarding DREG meeting.	.10	750.00	75.00
09/05/13	C Montgomery	Draft case update memo #2 (.7); communication from committee member M. Karwoski [REDACTED] (.2).	.90	750.00	675.00
09/05/13	C Montgomery	Review new general case mediation order (.1).	.10	750.00	75.00
09/05/13	C Montgomery	Communication with Committee regarding next meeting and phone call to T. Renshaw regarding same.	.40	750.00	300.00
09/05/13	C Montgomery	Meeting with S. Lightsey and D. Taylor regarding [REDACTED]	1.50	750.00	1,125.00
09/05/13	C Montgomery	Communication from M. Karwoski [REDACTED]	.20	750.00	150.00
09/06/13	C Montgomery	Communication with Committee regarding next weeks meeting.	.20	750.00	150.00
09/11/13	C Montgomery	Attend Retiree Committee meeting including discussions with representatives of City and executive session following City discussions.	7.00	750.00	5,250.00
09/15/13	C Montgomery	[REDACTED]	.40	750.00	300.00

81571729V-1

OFFICIAL RETIREE COMMITTEE

551302382

September 30, 2013

Page 2

09/17/13	C Montgomery	[REDACTED] Phone call from W. Fields-Jacobs [REDACTED]	.40	750.00	300.00
09/18/13	C Montgomery	Attend Retiree Committee Meeting (4.0); dinner discussion with M. Wilkins, C. Neville, S. Alberts regarding results of same and next steps (1.0).	5.00	750.00	3,750.00
09/25/13	C Montgomery	Phone conference with S. Alberts regarding committee call (.2); phone call with R. Bloom regarding approach to committee call (.1); participate in Committee meeting by phone (3.1); phone call from Chair regarding today's meeting (.2).	3.60	750.00	2,700.00
09/25/13	C Montgomery	Phone conference with S. Alberts regarding call from committee chair.	.10	750.00	75.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Meetings with Debtors and Other Parties
Our ref: 0227543.0008

Invoice number 551302383

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	6.70 hours @ USD	750	USD	5,025.00
FEES			USD	5,025.00
		TOTAL	USD	<u>5,025.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571763V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Meetings with Debtors and Other Parties
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/04/13	C Montgomery	Breakfast meeting C. Eitelberg and K. Nicholls regarding meeting with City.	.40	750.00	300.00
09/04/13	C Montgomery	Travel to Meeting with City professionals and continue discussion of unfunded liability questions with C. Eitelberg, K. Nicholls, C. Neville and S. Alberts while traveling (1.0); attend meeting with Lazard, Segal, Dentons, Jones Day, Conway, Miller Buckfire and Guarev Malhotra (2.5); continue discussion with H. Lennox regarding case administration issues (.5).	4.00	750.00	3,000.00
09/04/13	C Montgomery	Resume meeting with City professionals regarding pension funding questions and details of City restructuring proposal.	2.00	750.00	1,500.00
09/16/13	C Montgomery	Multiple communications with S. Alberts regarding exploratory meeting with City Officials (.2); multiple communications with R. Bloom regarding same (.1).	.30	750.00	225.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Municipal Financing
Our ref: 0227543.0009

Invoice number 551302384

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	2.20	hours @ USD	750	USD	1,650.00
I. Fayman	7.90	hours @ USD	300		2,370.00
M. Baker	21.20	hours @ USD	575		12,190.00
FEES				USD	15,985.00

TOTAL USD 16,210.00

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571780\V-1

September 30, 2013

**OFFICIAL RETIREE COMMITTEE
Municipal Financing
Statement of Services
from September 1, 2013 to September 30, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/02/13	C Montgomery	Review city DIP funding proposal (.2); review investigation questions from M. Baker and related communication with R. Millner (.2).	.40	750.00	300.00
09/04/13	C Montgomery	Review M. Baker memo on water and sewer.	.30	750.00	225.00
09/08/13	C Montgomery	Communication with M. Baker and R. Millner regarding water and sewer issues.	.10	750.00	75.00
09/10/13	M Baker	Review and discuss [REDACTED] with Lazard regarding [REDACTED]	2.40	575.00	1,380.00
09/11/13	M Baker	Analysis of several DWSW debt issues (1.8); [REDACTED] (1.0); [REDACTED] (.6).	3.40	575.00	1,955.00
09/17/13	M Baker	Review jurisdiction of DWSD, [REDACTED]	2.80	575.00	1,610.00
09/17/13	C Montgomery	Phone conference with R. Bloom, C. Neville and S. Alberts [REDACTED]	1.00	750.00	750.00
09/20/13	C Montgomery	Confer with M. Baker [REDACTED]	.30	750.00	225.00
09/20/13	I Fayman	Conference call with R. Millner, M. Baker and Lazard bankers regarding [REDACTED] (.8); review of EPA orders and other corporate documents (2.2).	3.00	300.00	900.00
09/20/13	M Baker	Conference call with Lazard and Chicago regarding water debt indenture issues (.8); [REDACTED]	2.20	575.00	1,265.00
09/24/13	M Baker	Review DWSD organization; [REDACTED]	4.00	575.00	2,300.00

81571780V-1

OFFICIAL RETIREE COMMITTEE

551302384

September 30, 2013

Page 2

		wastewater order provisions, directors' letters, analysis of same (3.2); communication with team and financial advisor (.8).			
09/25/13	M Baker	Review matters in DWSD website including Directors' letters and system information.	2.10	575.00	1,207.50
09/25/13	I Fayman	Review of the DWSD corporate documents (By-laws, Detroit charter) and EPA compliance related court decisions.	2.90	300.00	870.00
09/26/13	M Baker	Review DWSD Directors' Reports (1.0); review reorganization of department issues (.9); research (.9); coordinate timing and application of income issues with A. Ullman and R. Millner (.7).	3.50	575.00	2,012.50
09/26/13	I Fayman	Continue review of the court decisions related to EPA compliance.	2.00	300.00	600.00
09/27/13	M Baker	Coordinate with R. Millner regarding DWSD access issues/former employees.	.80	575.00	460.00
09/28/13	C Montgomery	Communication with M. Baker and R. Millner regarding DSWD investigation.	.10	750.00	75.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Pension
Our ref: 0227543.0011

Invoice number 551302385

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	13.40	hours @ USD	750	USD	10,050.00
FEES				USD	10,050.00
			TOTAL	USD	<u>10,050.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571795V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Pension
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/01/13	C Montgomery	Communication with S. Alberts regarding access to RR Donnelly data room for pension materials.	.10	750.00	75.00
09/15/13	C Montgomery	Communication with R. Bloom regarding numbers for City pension deferrals during the era of the Swaps borrowing.	.10	750.00	75.00
09/16/13	C Montgomery	Communications with C. Neville regarding 13th check issue and comparing various sources of information including Moore, Free Press and committee members.	.20	750.00	150.00
09/16/13	C Montgomery	Review and forward information from D. Taylor regarding DPFERS accounts (.4); communication with K. Nicholls regarding same (.1); multiple communications regarding scheduling of OPEB meeting information (.2).	.70	750.00	525.00
09/16/13	C Montgomery	Forward information from D. Taylor to K. Nicholls after review of same.	.20	750.00	150.00
09/18/13	C Montgomery	Review K. Nicholl pension data request and communicate with S. Alberts regarding same (.2); communication with D. Heiman regarding same (.1).	.30	750.00	225.00
09/20/13	C Montgomery	Communication with D. Heiman regarding open pension data inquiries (.1); communicate with K. Nicholls regarding same (.1).	.20	750.00	150.00
09/23/13	C Montgomery	Participate in phone conference regarding Pension presentation planning and options (.8); phone call with R. Bloom regarding follow up on same (.2); review draft joint defense agreements with Retirement System and draft comments for C. Neville and A. Ullman regarding same (.4); review Common interest agreement between City and State	1.80	750.00	1,350.00

81571795\W-1

OFFICIAL RETIREE COMMITTEE

551302385

September 30, 2013

Page 2

		as model for Retirement System and Retiree Committee and comments to C. Neville re same(.4); further conversation with C. Neville regarding common interest agreement with Retirement System (.1).			
09/24/13	C Montgomery	Review and revise common interest agreement for Retirement System (1.0); communication from C. Neville to R. Gordon regarding same and information requirements (.1).	1.10	750.00	825.00
09/25/13	C Montgomery	Study transcript of AFSCME v. City regarding excess retirement system earnings dispute and communication with S. Levine regarding same (0.9).	.90	750.00	675.00
09/29/13	C Montgomery	Case review Inspector General report and draft communication regarding same.	.50	750.00	375.00
09/30/13	C Montgomery	Discuss common interest agreement with C. Neville (.3); review crittendon legal opinion regarding 2011 pension ordinance (.2); review Trustee Sheehan opinion (.1); review plan computations (.2); discussion with R. Gordon and S. McManus regarding common interest (1.0); discussion with A. Yearley regarding same (0.5); review inspector general report (0.3); meeting with Retirement System (4.0); meeting with Lazard and Segal regarding Retirement system.	7.30	750.00	5,475.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRI L. RENSHAW

Matter: OPEB
Our ref: 0227543.0012

Invoice number 551302386

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	7.30	hours @ USD	750	USD	5,475.00
J. Weber	1.70	hours @ USD	230		391.00
J. Selby	0.30	hours @ USD	325		97.50
FEES				USD	5,963.50
			TOTAL	USD	<u>5,963.50</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571807V-1

September 30, 2013

**OFFICIAL RETIREE COMMITTEE
OPEB
Statement of Services
from September 1, 2013 to September 30, 2013**

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/05/13	J Selby	Review C. Montgomery inquiry regarding City of Detroit Bond Offerings.	.30	325.00	97.50
09/09/13	C Montgomery	Participate in phone conference with R. Bloom and S. Alberts regarding OPEB issues.	.80	750.00	600.00
09/11/13	C Montgomery	Communication with R. Bloom and T. Renshaw regarding OPEB assignment.	.20	750.00	150.00
09/12/13	C Montgomery	Review overnight emails from C. Neville regarding OPEB cut back issue.	.20	750.00	150.00
09/12/13	C Montgomery	Phone conference with R. Bloom regarding chair's exploratory assignment (.4); phone conference with C. Leggio regarding Weller settlement (.4).	.80	750.00	600.00
09/12/13	C Montgomery	Communication with S. Alberts and C. Neville regarding retention application process (.2); review DCREA benefits booklet and arrange for copying and send same to benefits team (.5).	.70	750.00	525.00
09/13/13	C Montgomery	Communication with S. Alberts regarding information received from D. Taylor regarding retiree benefits for police and review same information.	.20	750.00	150.00
09/14/13	C Montgomery	Review accumulated mail from C. Neville and S. Alberts regarding OPEB questions and issues.	.30	750.00	225.00
09/18/13	C Montgomery	Communication with S. Alberts regarding impact of automatic stay on OPEB issues (.4); communication from C. Soper regarding irreparable injury and respond to same (.5).	.90	750.00	675.00
09/20/13	C Montgomery	Review City's OPEB response (.1); communication with S. Alberts regarding City's confidentialiyt issue with Gabriel Roder (.1).	.20	750.00	150.00
09/21/13	C Montgomery	Review communication from S.	.40	750.00	300.00

81571807V-1

		Alberts [REDACTED]			
		[REDACTED] (.1); draft response to same covering multiple topics (.3).			
09/24/13	C Montgomery	Phone conference with S. Alberts regarding OPEB filing and communication with mediator (.1); communications from S. Alberts and T. Hutchison regarding OPEB benefits for individual committee members (.1).	.20	750.00	150.00
09/25/13	J Weber	Summarize complaint filed by NAACP against Michigan Governor, Treasurer, and Secretary as research relating to OPEB.	1.70	230.00	391.00
09/25/13	C Montgomery	Phone conference with S. Alberts and D. Barnowski [REDACTED]	.40	750.00	300.00
09/28/13	C Montgomery	Review email and attachment from Buckfire regarding retiree data (1.1); conference call with Professionals (.5).	1.60	750.00	1,200.00
09/28/13	C Montgomery	Multiple communication regarding [REDACTED]	.20	750.00	150.00
09/30/13	C Montgomery	Report from A. Yearley regarding [REDACTED]	.20	750.00	150.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Retention of Professionals
Our ref: 0227543.0013

Invoice number 551302387

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	7.20 hours @ USD	750 USD	5,400.00
M. Baker	2.80 hours @ USD	575	1,610.00
P. Gunther	3.60 hours @ USD	490	1,764.00
FEES		USD	8,774.00
		TOTAL USD	<u>8,774.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571823W-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Retention of Professionals
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/01/13	M Baker	Coordination of questions for financial advisor interviews with R. Millner of Dentons Chicago.	1.50	575.00	862.50
09/02/13	M Baker	Revise questions for financial advisors and circulate to team.	1.30	575.00	747.50
09/02/13	C Montgomery	Communication with M. Wilkins regarding attendance at meeting as local counsel (.2); review [REDACTED] presentation materials (0.5); confer with C. Neville regarding financial adviser presentation (.3).	1.00	750.00	750.00
09/05/13	C Montgomery	Multiple communications with S. Alberts and C. Neville regarding expert privilege issues and method of retention.	.30	750.00	225.00
09/06/13	C Montgomery	Early am communications with C. Neville and M. Wilkins regarding Fee Examiner issues.	.20	750.00	150.00
09/15/13	C Montgomery	Communication with C. Neville regarding [REDACTED]	.10	750.00	75.00
09/19/13	C Montgomery	Confer with M.L. Terranova regarding confirmation of prior conflict lists.	.20	750.00	150.00
09/22/13	C Montgomery	Communications with C. Neville regarding retention application and related documents.	.10	750.00	75.00
09/23/13	C Montgomery	Review and work on fee application, including corrections to retention letter and communication with C. Neville regarding same (1.0); further communications regarding changes to engagement letter (.2).	1.20	750.00	900.00
09/24/13	C Montgomery	Work on Dentons retention pleadings (.2); review Lazard retention and conflicts list (.2); communication with M. Wilkins regarding same (.1); attention to edits to retention letter (.3).	.80	750.00	600.00
09/24/13	P Gunther	Confer several times with C. Montgomery regarding draft declaration for retiree application	3.10	490.00	1,519.00

81571823V-1

OFFICIAL RETIREE COMMITTEE
 551302387
 September 30, 2013
 Page 2

09/25/13	C Montgomery	to hire Dentons as counsel (.3); review other C.9 case dockets for draft applications/declarations (.8); draft declaration (2.0). Early am revise draft C. Neville and C. Montgomery declarations in support of retention (2.5); forward same to S. Alberts and J.C. Reed (.1); review suggested revisions to draft application for Dentons (.4); phone conference with S. Alberts regarding revised declarations (.2).	3.20	750.00	2,400.00
09/25/13	C Montgomery	Communication from C. Neville regarding conflict list for City.	.10	750.00	75.00
09/25/13	P Gunther	Email correspondence from J.C. Reed and C. Montgomery regarding revisions to retention declarations (.2); review revisions (.2) confer with C. Montgomer regarding same (.1).	.50	490.00	245.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL R. RENSHAW

Matter: Due Diligence
Our ref: 0227543.0017

Invoice number 551302388

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	0.60 hours @ USD	750	USD	450.00
FEES			USD	450.00
		TOTAL	USD	<u>450.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571832V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Due Diligence
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/02/13	C Montgomery	Review [REDACTED]	.40	750.00	300.00
09/16/13	C Montgomery	Communication with A. Ullman regarding [REDACTED]	.20	750.00	150.00

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Non-working Travel
Our ref: 0227543.0018

Invoice number 551302389

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in
accordance with the attached statement of services

C. Montgomery	20.30	hours @ USD	750	USD	15,225.00
A. Ullman	2.00	hours @ USD	625		1,250.00
J. Selby	0.40	hours @ USD	325		130.00
FEES				USD	16,605.00
			TOTAL	USD	<u>16,605.00</u>

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571861V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Non-working Travel
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Amount USD</u>
09/02/13	C Montgomery	Travel to LaGuardia Airport for Committee meeting in Detroit (1.0); travel New York to Detroit (1.8).	1.40	750.00	1,050.00
09/03/13	C Montgomery	Airport travel delay at LaGuardia Airport (4.0); travel time LaGuardia Airport to Committee Meeting (5.0)	4.50	750.00	3,375.00
09/04/13	C Montgomery	Travel to airport and Hotel from meeting.	1.00	750.00	750.00
09/05/13	C Montgomery	Travel to New York from Detroit (3.0).	1.50	750.00	1,125.00
09/09/13	C Montgomery	Travel to Detroit from New York (3.0)	1.50	750.00	1,125.00
09/11/13	C Montgomery	Travel to Chicago from Detroit (2.0)	1.00	750.00	750.00
09/14/13	C Montgomery	Travel to and return from meeting with R. Bloom (2.4)	1.20	750.00	900.00
09/15/13	J Selby	Drive A. Ullman from NYC to LaGuardia Airport.	.40	325.00	130.00
09/16/13	C Montgomery	Travel to LaGuardia Airport from office (1.2); retiree travel delay (2.2); travel Laguardia to Detroit (excluding time on other matters)(2.8).	3.10	750.00	2,325.00
09/16/13	A Ullman	Travel Detroit to New York (2.0)..	1.00	625.00	625.00
09/19/13	C Montgomery	Travel to Detroit Metro Airport; Travel Detroit to NYC (4.8)	2.40	750.00	1,800.00
09/19/13	A Ullman	Travel Detroit to New York (2.0).	1.00	625.00	625.00
09/30/13	C Montgomery	Travel to Detroit (2.8); travel to Clark Hill offices in Detroit (2.0); travel from Clark Hill offices to hotel (.6).	2.70	750.00	2,025.00

81571861W-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
CITY OF DETROIT
DETROIT, MI
USA

ATTENTION: TERRIL RENSHAW

Matter: Expenses
Our ref: 0227543.0019

Invoice number 551302390

FOR LEGAL SERVICES rendered from September 1, 2013 to September 30, 2013 in accordance with the attached statement of services

FEES	USD	.00
DISBURSEMENTS:		
Airfare - Anthony Ullman - New York, Detroit	USD	1,451.80
Airfare - Anthony Ullman - New York, Detroit		1,451.80
Out of Town Travel - Anthony Ullman - Detroit, Airport to Hotel		53.50
Out of Town Travel - Anthony Ullman - New York, Airport to Home		38.23
Meals - Anthony Ullman - Detroit - A. Ullman Only		36.25
Hotel - Anthony Ullman - Detroit - One Night Stay		254.75
Airfare - Anthony Ullman - New York, Detroit- Change Departure Time		225.00
Airfare - Anthony Ullman - Detroit, New York -Change Departure Time		225.00
Out of Town Travel - Anthony Ullman - New York to Airport		41.63
Out of Town Travel - Anthony Ullman - New York, Airport to Home		41.79
Out of Town Travel - Anthony Ullman - Detroit, Deposition to Airport		57.50
Out of Town Travel - Anthony Ullman - Detroit, Airport to Deposition		54.90
Meals - Anthony Ullman - Detroit - A. Ullman Only		13.30
Meals - Anthony Ullman - Detroit - A. Ullman Only		2.75
Meals - Anthony Ullman - New York Airport - A. Ullman Only		7.68
Out of Town Travel - VIP Connection Inc.- Claude Montgomery - New York Office to Airport to Detroit		79.64
Meals - Claude Montgomery - Detroit - C. Montgomery, C. Neville, S.		121.76

*Please remit by cheque to the above address,
or by wire transfer to the account of Salans FMC SNR Denton Europe LLP
at Signature Bank 950 Third Avenue New York NY 10022,
Account No. 1500266801; ABA# 026013576; ACH# 026013576; SWIFT/BIC: SIGNUS33 For Credit Salans FMC SNR
Denton Europe LLP*

81571898\V-1

DISBURSEMENTS:

Alberts		
Airfare - Claude Montgomery - New York, Detroit		1,373.52
Airfare - Claude Montgomery - New York, Detroit		40.00
Airfare - Claude Montgomery - Detroit, New York		15.00
Out of Town - Travel Rental Car - Claude Montgomery - Detroit		366.90
Out of Town Travel - Airport Parking - Claude Montgomery - New York, Detroit		66.00
Meals - Claude Montgomery - Detroit - C. Montgomery Only		56.00
Hotel - Claude Montgomery - Detroit - Two Nights Stay		661.42
Airfare - Claude Montgomery - New York to Detroit		729.90
Meals - Claude Montgomery -New York to Detroit - C. Montgomery Only		9.79
Airfare - Claude Montgomery - New York to Detroit		20.00
Airfare - Claude Montgomery - New York to Detroit		15.00
Out of Town Travel - Claude Montgomery - New York to Detroit		99.00
Hotel - Claude Montgomery - Detroit - Two Nights Stay		361.13
Out of Town - Travel Rental Car - Claude Montgomery - Detroit		308.89
Out of Town Travel - Parking - Claude Montgomery - New York, Detroit		132.00
Airfare - Claude Montgomery - New York to Detroit		1,373.52
Airfare - Claude Montgomery - New York to Detroit		40.00
Airfare - Claude Montgomery - Detroit to New York		15.00
Hotel - Claude Montgomery - Detroit - Two Nights Stay		422.05
Out of Town Travel - Claude Montgomery - Detroit		154.43
Airfare - Claude Montgomery - New York to Detroit		1,373.52
Airfare - Claude Montgomery - New York to Detroit		40.00
Airfare - Claude Montgomery - New York to Detroit		15.00
Meals - Claude Montgomery - Detroit - C. Montgomery, C. Neville		87.14
Meals - Claude Montgomery - Detroit - C. Montgomery, C. Neville, S. Alberts, M. Wilkins		247.76
Hotel - Claude Montgomery - Detroit - Three Nights Stay		752.26
Out of Town - Travel Rental Car - Claude Montgomery - Detroit		338.94
Telephones - Soundpath Legal Conferencing		4.03
Out of Town Travel - VIP Connection Inc. - C. Montgomery - Connecticut to New York Office to LaGuardia Airport to Detroit		196.69
Out of Town Travel - VIP Connection Inc.- C. Montgomery - Detroit to New York Airport to Home		189.31
Out of Town Travel - VIP Connection Inc. - C. Montgomery - Connecticut to Jones Day, New York		269.87
Filing / Reporting - ALM		29.00
Consultants - Esquire Deposition Services -		979.29
Out of Town Travel - VIP Connection Inc. - C. Montgomery - New York to Detroit		132.00
Detroit Hotel - Copy and Printing - Claude Montgomery		34.31
Detroit Hotel - Copy and Printing - Claude Montgomery		31.30
Out of Town Travel - Parking - Claude Montgomery - Detroit		15.00
Consultants - Esquire Deposition Services		2,719.05
	TOTAL DISBURSEMENTS	USD 17,871.30
	TOTAL	USD <u>17,871.30</u>

81571898V-1

September 30, 2013

OFFICIAL RETIREE COMMITTEE
Expenses
Statement of Services
from September 1, 2013 to September 30, 2013

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Hourly</u> <u>Rate</u>	<u>Amount</u> <u>USD</u>
-------------	-----------------	--------------------	--------------	------------------------------	-----------------------------

81571898V-1



Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020-1089

Salans FMC SNR Denton
dentons.com

Official Committee of Retirees
Robert M. Fishman
Shaw Fishman Glantz & Towbin LLC
321 N Clark Street, Suite 800
Chicago, IL 60654
USA

November 4, 2013

Invoice No. 1517218

Client: 20008227

Payment Due Upon Receipt

Total This Invoice	\$	953,252.14
--------------------	----	------------

Please return this page with your payment

In the case of mail deliveries to:

Dentons US LLP
Dept. 7247-6670
Philadelphia, PA 19170-6670

OR

In the case of overnight deliveries to:

Dentons US LLP
Attention: Accounting
233 South Wacker Drive
Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citi Private Bank
227 W Monroe, Chicago, IL 60606
ABA Transit # 271070801
Account # 0801051693
Account Name: Dentons US LLP
Swift Code: CITIUS33

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

C. Neville
at 1 212 768 6700



Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020-1089

Salans FMC SNR Denton
dentons.com

Official Committee of Retirees
Robert M. Fishman
Shaw Fishman Glantz & Towbin LLC
321 N Clark Street, Suite 800
Chicago, IL 60654
USA

November 4, 2013

Invoice No. 1517218

For Professional Services Rendered through September 30, 2013:

Matter: 20008227-0001
Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/03/13	S. Alberts	2.30	1,621.50	Meeting with newly retained local counsel and financial advisors to discuss proposed DIP and SWAP agreement, OPEB and pension.
09/03/13	D. Pina	2.40	660.00	Internal communications regarding set-up of extranet (.3); review various databases, extranets and websites setup to manage documents and case information in various large cases and begin to prepare list of categories and sub-categories for City of Detroit committee database (1.1); telephone conference with A. Tait, G. Medina and J. Castillo regarding details for committee extranet (.6); research form used to request reimbursement of expenses by members of committees (.4).
09/04/13	D. Pina	0.70	192.50	Follow-up communications regarding revisions to mock extranet (.4); follow-up external communications regarding admissions to the Eastern District of Michigan and obtaining ECF passwords for C. Neville and S. Alberts (.3).
09/05/13	D. Pina	0.70	192.50	Final review of admission papers for S. Albert and C. Neville (.2); work on supplementing extranet with Retiree/Pension related documents (.5).
09/05/13	S. Alberts	1.20	846.00	Review myriad emails from counsel regarding daily tasks (.2); emails regarding working group list (.1); emails regarding all hands meeting with financial professionals (.2); review docket entries (.2); conference with co-counsel on route to airport regarding varied next assignments (.5).

Official Committee of Retirees
Matter: 20008227-0001
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/06/13	S. Alberts	0.40	282.00	Confer with C. Montgomery and C. Neville regarding status of various case issues (.3); email regarding tasking pleading summaries (.1).
09/06/13	D. Pina	0.30	82.50	Analysis of categories, sub-categories and document names in preparation for committee database (.3).
09/07/13	S. Alberts	0.50	352.50	Emails with working group regarding staffing needs, general case issues.
09/09/13	S. Alberts	0.30	211.50	Emails regarding staffing (.2) and billing (.1).
09/09/13	D. Pina	0.40	110.00	Internal communications regarding supplements to extranet (.1); review documents and update extranet (.3).
09/10/13	D. Pina	0.50	137.50	Communications regarding updates to extranet (.1); supplement extranet (.2); review updates to extranet by G. Medina (.2).
09/10/13	S. Alberts	0.60	423.00	Emails regarding calendaring of matters (.2); review calendar (.2); emails regarding general Committee issues (.2).
09/12/13	S. Alberts	0.70	493.50	Confer with co-counsel regarding staffing and oversight of daily docket (.4); arrange for next week meetings and events (.3).
09/12/13	D. Morris	0.30	142.50	E-mail correspondence with J. Copeland regarding assignment of key research and investigation tasks (0.3).
09/13/13	C. Neville	0.30	268.50	Upload case documents to internal data room (.3).
09/15/13	S. Alberts	0.40	282.00	Multiple emails with C. Neville and C. Montgomery regarding issues to discuss with committee in connection with next week's schedule.
09/16/13	J. Copeland	0.20	67.50	Confer with J. Weber regarding docket review project.
09/16/13	D. Pina	0.60	165.00	Work on extranet updates (.3); internal communications regarding deposition transcripts, exhibits, records and various documents (.3).

Official Committee of Retirees
Matter: 20008227-0001
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/17/13	D. Pina	0.70	192.50	Internal and external communications regarding admissions of C. Neville and S. Alberts to the Michigan Eastern District and Bankruptcy Courts (.4); related communications regarding electronic access to courts (.3).
09/17/13	S. Alberts	2.10	1,480.50	Receive and review updated bankruptcy calendar (.2); confer with J. Copeland regarding summarizing pleadings daily and coordination of work with J. Weber (.2); general download of today's events and strategic issues with co-counsel (1.5); review docket entries (.3).
09/17/13	J. Copeland	1.00	337.50	Confer with S. Alberts and J. Weber regarding docket review project (.2); review local counsel's calendar regarding important filings and pull same (.5); review docket and motion filed 9/16 (.3).
09/18/13	J. Copeland	6.90	2,328.75	Review docket and previously filed Motion In Limine To Exclude Testimony of Alexandra Schwarzman and Motion for Relief from Stay Filed by Interested Parties Detroit Branch NAACP, Michigan State Conference NAACP, Thomas Stallworth III, Maureen Taylor, Rashida Tlaib, and Donnell White (.9); confer with J. Weber regarding same (.3); review certain significant The City's Ex Parte Motion to File an Objection to the Stay Motion in Excess of Page Limit and AFSCME's Motion to Compel Testimony of Kevyn Orr and Others Re: City-State Communications Before July 17, 2013 and Certain Objectors' Motion In Limine to Preclude Evidence Re: The City's 9019 Motion and Certain Objectors' Motion In Limine to Preclude Evidence Re: Casino Revenues motions and related orders, if any (.7); begin summarizing and analyzing certain previously filed pleadings and current motions (2.1); update memo regarding same (.7); call regarding case status and strategy (2.2).
09/18/13	D. Pina	1.00	275.00	External communications with the Court confirming admissions to the court and procedures for ECF Registration with the District Court (.3); prepare statement on behalf of C. Neville and file with the Clerk's Office electronically (.7).

Official Committee of Retirees
Matter: 20008227-0001
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/19/13	J. Copeland	1.40	472.50	Final docket check and e-mail daily docket report (.3); update docket memo (.5); review docket throughout day and confer with J. Weber (.4); search for San Bernardino opinion and e-mail regarding same (.2).
09/19/13	S. Alberts	1.00	705.00	Confer with C. Montgomery and C. Neville regarding staffing of daily docket oversight and reporting (.8); follow up with J. Copeland regarding same (.2).
09/20/13	C. Neville	1.00	895.00	Telephone call with S. Alberts and C. Montgomery regarding open case pension issues and strategic plans (1.).
09/20/13	J. Copeland	0.50	168.75	Review docket, update memo, and draft and send e-mail regarding same.
09/20/13	S. Alberts	2.60	1,833.00	Confer with C. Montgomery and C. Neville (1.0); follow-up with C. Neville (.3); follow-up review for potential hearings next week (1.3).
09/20/13	S. Alberts	1.50	1,057.50	Draft proposed agenda for working group call and circulate (.2); organize materials for filing (.3); confer with co-counsel regarding bylaws, retention papers, whether to retain forensic accountant, media strategy, COPS/SWAPs, OPEB, pension, DIP, notices to retirees, operational improvements from City (1.0).
09/20/13	K. Kamraczewski	0.70	553.00	Review examples of court orders protecting committees for use by underwriters for the committee.
09/21/13	S. Alberts	0.20	141.00	Emails regarding staffing issues.
09/21/13	J. Copeland	0.10	33.75	Finalize and send docket update e-mail.
09/22/13	S. Alberts	0.30	211.50	Email regarding approaching deadlines and meetings (.2); follow-up (.1).
09/23/13	S. Alberts	0.60	423.00	Confer with and emails with co-counsel regarding staffing issues (.2); review docket entries (.4).
09/23/13	J. Copeland	0.30	101.25	Review docket and e-mail team regarding same.
09/23/13	K. Kamraczewski	0.30	237.00	Review Orange County bankruptcy regarding insurance issues regarding comparison to Detroit.

Official Committee of Retirees
 Matter: 20008227-0001
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/24/13	D. Pina	0.60	165.00	Review form of notice of appearance for Michigan Eastern District Court and draft for C. Neville (.6).
09/24/13	J. Copeland	0.70	236.25	Review of Detroit Bankruptcy docket and e-mails regarding same.
09/24/13	S. Alberts	0.80	564.00	Emails regarding general case status issues with co-counsel and work trafficking issues (.3); review docket entries (.2); review relevant press (.3).
09/25/13	J. Copeland	1.40	472.50	Previous day's docket update e-mail (.5); correction and regarding-circulation of memo to committee (.2); review of motions filed (.7).
09/25/13	S. Alberts	0.30	211.50	Emails regarding next week scheduling (.1); emails regarding serving information (.2).
09/26/13	J. Copeland	0.50	168.75	Review docket (.2); update docket-summary memo (.2); email group regarding same (.1).
09/26/13	D. Pina	0.50	137.50	Draft and further revise Notice of Appearance in District Court action (.5).
09/26/13	S. Alberts	0.50	352.50	Email with C. Neville on case status issues (.2); follow-up call with C. Neville (.3).
09/27/13	S. Alberts	2.20	1,551.00	Review summary of 9/26/13 pleadings (.1); email regarding work trafficking issue (.2); review press reports (.4); emails regarding staffing of press (.4); confer with T. Ochs regarding press strategy (1.0); emails with T. Ochs regarding art issue (.1).
09/27/13	J. Copeland	0.30	101.25	Docket review and e-mail with J. Weber.
09/30/13	J. Copeland	0.20	67.50	Review docket and lift-stay motion.
Total Hours		43.00		
Fee Amount				\$22,004.75

Official Committee of Retirees
Matter: 20008227-0001
Invoice No.: 1517218

November 4, 2013

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	1.30	\$1,163.50
S. Alberts	\$705.00	18.50	\$13,042.50
K. Kamraczewski	\$790.00	1.00	\$790.00
D. Morris	\$475.00	0.30	\$142.50
J. Copeland	\$337.50	13.50	\$4,556.25
D. Pina	\$275.00	<u>8.40</u>	<u>\$2,310.00</u>
Totals		43.00	\$22,004.75
Total This Matter			\$22,004.75

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0002
Eligibility

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	O. Pinkas	3.80	2,052.00	Researched stay standard and cases in support of stay analysis.
09/01/13	J. Copeland	2.00	675.00	Research regarding standard for stay of proceeding pending decision on other motion.
09/01/13	C. Soper	2.30	1,092.50	Draft outline for permissive withdrawal of reference.
09/01/13	C. Soper	1.40	665.00	Research permissive withdrawal, core/noncore distinction, [REDACTED]
09/01/13	C. Soper	0.60	285.00	Exchange emails with Paul Gunther regarding permissive withdrawal motion.
09/01/13	C. Soper	0.50	237.50	Conference with Gunther regarding withdrawal of reference motion, cause factors, permissive and mandatory withdrawal application to City of Detroit.
09/01/13	C. Soper	0.30	142.50	Email to Sam Alberts regarding withdrawal.
09/01/13	C. Soper	0.80	380.00	Research San Bernardino/Stockton chapter 9 bankruptcy decisions regarding treatment of pension and other pension employment benefits.
09/02/13	C. Soper	3.80	1,805.00	Draft brief on permissive withdrawal of reference.
09/02/13	C. Soper	2.00	950.00	Revise brief on permissive withdrawal.
09/02/13	C. Soper	1.80	855.00	Read and analyze cases and various filed briefs on eligibility for permissive withdrawal brief section.
09/02/13	C. Soper	0.40	190.00	Email to Gunther regarding permissive withdrawal brief.
09/02/13	R. Zuckerman	1.60	1,260.00	Review of AFSCME, UAW Objections to Eligibility (.6); outline of constitutional issues (.4); review of cases cited in objections (.6).
09/02/13	J. Copeland	4.20	1,417.50	Research regarding standard applicable to stay of proceeding, including analogous standards (2.1); research regarding irreparable harm under said standard (1.2); research regarding [REDACTED] (.9).

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/02/13	O. Pinkas	2.90	1,566.00	Researched cases on irreparable harm in support of stay.
09/03/13	R. Zuckerman	7.80	6,142.50	Review of memoranda regarding constitutional issues [REDACTED] (0.5); Legal research on [REDACTED] (5.2); outline of memorandum on constitutional issues (2.1)
09/03/13	J. Copeland	0.50	168.75	Research regarding abrogation of benefits in stay of proceeding/preliminary injunction context.
09/03/13	O. Pinkas	9.50	5,130.00	Reviewed research by J. Copeland regarding stay standard and irreparable harm [REDACTED] (1.9); drafted stay motion (3.6); call with P. Gunther regarding status of research for and draft of stay motion (.4); researched procedures to expedite stay motion (1.3); and drafted motion to expedite hearing on stay motion (2.3).
09/03/13	C. Soper	0.20	95.00	Email to Gunther regarding motion to withdraw reference.
09/03/13	C. Soper	0.40	190.00	Conference with Gunther regarding motion to withdraw reference.
09/03/13	C. Soper	0.80	380.00	Revise brief on permissive motion to withdraw per Gunther comments (.3), [REDACTED] (.5).
09/03/13	C. Soper	1.10	522.50	Research bankruptcy court ability to construe state statutes.
09/03/13	C. Soper	0.40	190.00	Revise application for cause factors.
09/03/13	C. Soper	0.40	190.00	Revise brief on permissive withdrawal per Paul Gunther comments.
09/04/13	C. Soper	0.20	95.00	Conference with Gunther regarding motion to withdraw.
09/04/13	C. Soper	3.50	1,662.50	Draft mandatory withdrawal of reference section.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/04/13	O. Pinkas	6.10	3,294.00	Drafted motion to expedite hearing on stay motion (.5); emailed to P. Gunther thereon and service lists (.2); call with P. Gunther regarding arguments in support of motion to withdraw the reference and compilation of service lists (.6); considered manner in which to compile service lists, and conference with G. Medina thereon (1.2); and researched financial harm as irreparable injury for stay (3.6).
09/04/13	R. Zuckerman	7.10	5,591.25	Further legal research [REDACTED] (2.3); draft memorandum [REDACTED] (4.8)
09/05/13	O. Pinkas	9.40	5,076.00	Researched irreparable injury cases including financial harm (1.1); researched [REDACTED] irreparable injury (1.5); researched [REDACTED] property (1.1); researched stay standard cases regarding [REDACTED] (1.1); call with P. Gunther regarding progress on stay motion research (.3); and drafted stay motion (4.3).
09/05/13	J. Copeland	0.90	303.75	Continue research regarding [REDACTED] benefits under Michigan law (.9).
09/05/13	C. Soper	2.40	1,140.00	Draft brief section on mandatory withdrawal.
09/06/13	O. Pinkas	1.90	1,026.00	Drafted motion to stay pending decision on withdrawal of the reference.
09/06/13	C. Neville	1.30	1,163.50	Call [REDACTED] regarding coordination on timing for eligibility argument (.8); review objections to order [REDACTED] etc. (.5).
09/06/13	S. Alberts	3.30	2,326.50	Review emails between K. Orr and others concerning enabling statute, etc. (.4) and provide highlights to co-counsel (.2); reviewed responses and objections to eligibility filed by major objecting parties and state, assess to assist in Retiree Committee's response (2.5); review motion to compel hearing on discovery dispute related to eligibility (.2).
09/07/13	R. Zuckerman	7.30	5,748.75	Conference with C. Montgomery regarding [REDACTED] (0.3); Supplemental legal research regarding [REDACTED] (3.5); draft revisions to arguments [REDACTED] (3.5).

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/07/13	C. Neville	0.40	358.00	Review objection to court's proposed order regarding eligibility.
09/07/13	C. Neville	0.60	537.00	Review debtors response to eligibility order.
09/08/13	C. Soper	0.90	427.50	Research regarding ED or WD Mich case challenging [REDACTED]
09/08/13	C. Soper	0.20	95.00	Draft email to C. Montgomery regarding caselaw in ED or WD Mich [REDACTED]
09/09/13	S. Alberts	2.70	1,903.50	Review City response to eligibility and pleading on related discovery to assist co-counsel (2.2); review Draft opposition to eligibility and provide initial comments (.5).
09/09/13	A. Ruegger	3.00	2,685.00	Communications with A. Ullman regarding status of eligibility objections and related discovery (.5); review 08/26 scheduling order and deposition schedule (.7); skim docket, request various objections to eligibility and begin review of objections (1.8).
09/09/13	L. Bruno	0.70	462.00	Various correspondence and conferences with C. Neville and W. Enerson regarding deposition scheduling, issues and coverage.
09/09/13	C. Neville	3.60	3,222.00	Finalize filings on withdrawal.
09/09/13	D. Pina	1.60	440.00	Communications with A. Ruegger regarding Objections to Eligibility (.1); download and distribute updated docket sheet and copies of substantive objections with exhibits (1.5).
09/10/13	D. Pina	1.00	275.00	Continue review of docket and downloading and distributing Objections to Eligibility and exhibits and related filings (1.).
09/10/13	C. Neville	1.40	1,253.00	Review and revise eligibility documents for stay etc. (1.4).
09/10/13	R. Zuckerman	1.10	866.25	Review Committee Draft Objection to Eligibility (0.9); email and conference C. Montgomery regarding same (0.2).
09/10/13	J. Copeland	5.90	1,991.25	Background research regarding [REDACTED] (.5); review objections to eligibility [REDACTED] (.9); pull and begin review of case law regarding eligibility (4.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/10/13	S. Alberts	4.80	3,384.00	Emails regarding filing status of eligibility objection and related motion to withdrawal the reference and motion to stay (.5); review and comment on pleadings (3.7); follow up emails and calls (.6).
09/10/13	C. Ramirez	0.50	225.00	Meeting with A. Ruegger and A. Ullman to discuss case background and fact issue of [REDACTED]
09/10/13	C. Ramirez	8.80	3,960.00	Reading declarations and objections to draft chronology [REDACTED]
09/11/13	S. Alberts	1.30	916.50	Review and begin revising Motion to Stay eligibility hearing and provide comments.
09/11/13	C. Ramirez	8.60	3,870.00	Reading objector's objection and declarations (S. Kreisberg, D. Taylor, S. Lightsey, D. McNamara, M. Young and M. Diaz) (4.9); drafting chronology and background summary [REDACTED] (3.7).
09/11/13	O. Pinkas	0.80	432.00	Scanned and sent numerous marked up stay cases to J. Selby at 620 Fifth (Salans office) per his request.
09/11/13	L. Bruno	1.00	660.00	Teleconference and correspondence with team on status of case, strategy and upcoming discovery schedule.
09/11/13	L. Bruno	0.80	528.00	Review and analyze articles on bankruptcy filings, Ernst & Young materials, Lazard analysis in preparation for eligibility depositions.
09/11/13	J. Copeland	7.30	2,463.75	Research and review case law regarding chapter 9 eligibility and [REDACTED] (3.5); draft e-mail memo regarding same for A. Ruegger (1.6); research regarding [REDACTED] (1.2); review previous chapter 9 cases (1).
09/11/13	R. Zuckerman	0.30	236.25	Review of motion to withdraw the reference
09/12/13	R. Millner	0.40	342.00	Read committee objection to eligibility.
09/12/13	R. Millner	0.50	427.50	Review City July 18 eligibility memo.
09/12/13	L. Bruno	2.00	1,320.00	Review case filings on eligibility and pleadings related to upcoming depositions.

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/13/13	R. Millner	1.30	1,111.50	Analyze City of Detroit consolidated reply to eligibility objections.
09/13/13	R. Millner	0.20	171.00	Review revised order regarding reply to eligibility objections.
09/13/13	J. Copeland	0.90	303.75	Review Moore declaration and exhibits referred to therein (.8); E-mail A. Ruegger regarding same (.1).
09/16/13	S. Alberts	0.20	141.00	Review hearing set on motion to stay and follow up.
09/16/13	W. Enerson	1.00	665.00	Review and analysis of Official Committee of Retirees' objection to eligibility of City as debtor under Chapter 9.
09/17/13	C. Neville	0.30	268.50	Review City response to stay (.3).
09/17/13	C. Soper	1.00	475.00	Research Chapter 9 law regarding stays pending eligibility determination.
09/17/13	O. Pinkas	0.80	432.00	Reviewed motion to stay as filed.
09/17/13	S. Alberts	0.40	282.00	Review City's response to committee's objection to eligibility.
09/18/13	S. Alberts	0.60	423.00	Review City objection to motion to stay (.4); confer with co counsel regarding tomorrow's hearing (.2).
09/18/13	S. Alberts	2.30	1,621.50	Meeting with C. Montgomery and C. Neville regarding eligibility.
09/18/13	O. Pinkas	0.60	324.00	Reviewed objection to eligibility.
09/18/13	C. Soper	0.20	95.00	Emails with Alberts regarding stay pending eligibility determination.
09/18/13	C. Soper	0.40	190.00	Analyze Chapter 9 cases on stay pending eligibility determination.
09/19/13	C. Neville	0.20	179.00	Telephone call with S. Alberts regarding stay motion argument (.2).
09/19/13	J. Chock	0.70	299.25	Review draft arguments from R. Zuckerman regarding the city [REDACTED] (.2); communication with R. Zuckerman regarding [REDACTED] (.2); begin researching contract clause case law [REDACTED] (.3).

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/19/13	S. Alberts	5.40	3,807.00	Attend hearing on Citizens Objection to Claim (3.1); provide download to co-counsel (.2); attend hearings on Eligibility and Motion to Compel (2.1).
09/19/13	S. Alberts	1.00	705.00	Confer with C. Montgomery prior to hearing on potential eligibility issues (.5); confer with C. Montgomery and C. Neville after hearing (on return to airport) (.5).
09/19/13	R. Zuckerman	0.80	630.00	Review of City of Detroit response to Retirees' objections to eligibility
09/19/13	R. Zuckerman	1.00	787.50	Legal research in response to City of Detroit response to Retiree objections to eligibility regarding Michigan violating its own constitution, "necessary but not sufficient" conduct constituting impairment
09/19/13	R. Zuckerman	0.50	393.75	Email C. Montgomery setting forth proposed arguments in response to City regarding eligibility
09/20/13	S. Alberts	2.00	1,410.00	Confer with co-counsel regarding defense strategy (.8); emails regarding defense strategy (.3); working group call (.6); review draft eligibility pleading regarding motion to withdraw reference (.3).
09/20/13	R. Zuckerman	0.70	551.25	Review issues regarding [REDACTED] regarding impairment of pensions
09/20/13	J. Chock	4.80	2,052.00	Communication with R. Zuckerman regarding [REDACTED] (.6); begin researching treatises and case law for analogous areas of law [REDACTED] (4.2).
09/23/13	R. Zuckerman	0.40	315.00	Conference J. Chock regarding legal research on [REDACTED] argument on impairment

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	J. Chock	4.70	2,009.25	Communication with R. Zuckerman regarding [REDACTED] (.5); research Michigan-specific state and federal law for impossibility [REDACTED] (3.2); draft insert summarizing case law supporting position that the City cannot avoid its pension obligations (1.0).
09/23/13	R. Zuckerman	1.30	1,023.75	Legal research regarding impairment [REDACTED]
09/24/13	S. Alberts	7.90	5,569.50	Review and provide various comment on defensive strategy pleadings regarding eligibility related to the draft motion to withdrawal (5.4), review certain cases regarding defensive strategy pleadings regarding eligibility (.7), formulate and follow up request for research on certain eligibility defensive strategy issue (.3); confer with committee member regarding [REDACTED] (.2) and follow up with co-counsel regarding the same (.2); meeting with co-counsel regarding [REDACTED] (.3), email to debtor seeking status of production (.1), follow ups, including request for 2012 rates (.2), emails to Lazard [REDACTED] (.1), obtain Lazard affidavit and review (.2); obtain Segal affidavit and review (.2).
09/24/13	R. Zuckerman	2.50	1,968.75	Review and edit J. Chock draft discussion of City defense that impairment is not caused "by" City or State
09/24/13	J. Chock	1.60	684.00	Go over [REDACTED] case law with R. Zuckerman (1.0), conduct follow up research to find additional case law defining [REDACTED] (.6).
09/25/13	L. Bruno	0.70	462.00	Correspondence regarding preparation for eligibility hearing and strategy for same.
09/26/13	L. Bruno	0.50	330.00	Correspondence with A. Ullman regarding eligibility hearing preparation and disclosures.
09/26/13	L. Bruno	0.70	462.00	Review materials for stipulation of undisputed facts.

Official Committee of Retirees
 Matter: 20008227-0002
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/26/13	L. Bruno	1.00	660.00	Review and analyze order on motion to stay and various correspondence relating to same.
09/26/13	S. Alberts	0.70	493.50	Review our court decision denying stay of motion to withdraw (.5); follow-up with co-counsel (.2).
09/26/13	D. Pina	0.20	55.00	Download and distribute Opinion and Order denying Motion to Stay pending determination of Motion to Withdraw the Reference (.2).
09/27/13	L. Bruno	1.50	990.00	Draft stipulation of undisputed facts and various correspondence relating to eligibility hearing issues.
09/27/13	R. Zuckerman	2.20	1,732.50	Review and analysis of issues raised by City and State papers on withdrawal of reference
09/27/13	C. Neville	0.70	626.50	Review denial of stay (.6); telephone call with S. Levine regarding eligibility order issues (.1).
09/29/13	J. Chock	3.50	1,496.25	Review Committee's Withdrawal brief and City and State's Objections to Withdrawal (1.0); research federal case law [REDACTED] (2.5).
09/30/13	R. Zuckerman	3.20	2,520.00	Review and analysis of issues for reply on motion to withdraw reference (2.8); conference with P. Gunther regarding same (.4).
Total Hours		213.70		
Fee Amount				\$126,005.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	8.50	\$7,607.50
R. Millner	\$855.00	2.40	\$2,052.00
A. Ruegger	\$895.00	3.00	\$2,685.00
L. Bruno	\$660.00	8.90	\$5,874.00
R. Zuckerman	\$787.50	37.80	\$29,767.50
S. Alberts	\$705.00	32.60	\$22,983.00
W. Enerson	\$665.00	1.00	\$665.00

Official Committee of Retirees
Matter: 20008227-0002
Invoice No.: 1517218

November 4, 2013

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
O. Pinkas	\$540.00	35.80	\$19,332.00
C. Ramirez	\$450.00	17.90	\$8,055.00
C. Soper	\$475.00	26.00	\$12,350.00
J. Chock	\$427.50	15.30	\$6,540.75
J. Copeland	\$337.50	21.70	\$7,323.75
D. Pina	\$275.00	<u>2.80</u>	<u>\$770.00</u>
Totals		213.70	\$126,005.50
	Total This Matter		\$126,005.50

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0003
Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/05/13	C. Neville	0.80	716.00	Deposition preparation for Mohatva deposition with W. Emerson.
09/06/13	W. Enerson	4.90	3,258.50	Review Assumption motion for deposition prep (.50); review declarations of Kevyn Orr and Malhotra (.90); review objections filed by AMBAC, Syncora and General Police and Fire Retirement Systems (1.30); Review forbearance agreement, swap agreements and related contracts in preparation of Malhotra deposition (2.2).
09/07/13	W. Enerson	1.90	1,263.50	Continued review of objections to assumption motion and relevant contracts relating to and underlying forbearance agreement in preparation of Malhotra deposition
09/07/13	W. Enerson	2.80	1,862.00	Review deposition of Kenneth Buckfire in preparation of Malhotra deposition
09/08/13	W. Enerson	3.20	2,128.00	Review deposition of Emergency Manager Kevyn Orr in preparation of Malhotra Deposition
09/09/13	W. Enerson	6.20	4,123.00	Attend deposition of Guarav Malhotra.
09/10/13	W. Enerson	0.30	199.50	Draft email to Carole Neville regarding Malhotra deposition testimony regarding forbearance agreement.
09/10/13	W. Enerson	0.80	532.00	Analysis of objection filed by Syncora and related litigation between Syncora and the City regarding access to casino revenue.
09/10/13	A. Ruegger	8.30	7,428.50	Continued review of objections to eligibility filed by various unions (1.0); communication with A. Ullman regarding measures to prepare for 09/16 and 09/18 depositions (.4); communications with A. Ullman and C. Ramirez regarding deposition preparation tasks (.5); brief J. Copeland [REDACTED] issues to be prepared for depositions (.6); review statements [REDACTED] in City filings and various objections (3.0); begin outline of [REDACTED] depositions (2.8).

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/10/13	A. Ruegger	0.50	447.50	Communications with C. Neville and A. Ullman regarding 09/17 Snyder deposition and 09/18 deposition.
09/10/13	L. Bruno	0.50	330.00	Review materials and correspondence on upcoming depositions.
09/10/13	J. Chock	3.30	1,410.75	Review filed objections to detroit chapter 9 bankruptcy (0.7); review Michigan Attorney General Memo regarding constitutionality of Detroit bankruptcy filing (0.5); research and review case law [REDACTED] review and comment on draft objection brief(1.0).
09/10/13	J. Copeland	0.30	101.25	Meeting with A. Ruegger regarding upcoming depositions (.3)
09/11/13	D. Pina	3.00	825.00	Meet with C. Ramirez regarding exhibits to AFSCME Objection (.2); download, label and distribute exhibits to objection (.8); further analyze and identify objections to eligibility filed by all creditors, organizations, unions and groups (1.5); analyze docket and identify related orders and motions (.5).
09/11/13	A. Ruegger	8.30	7,428.50	Continued review of 06/14 City proposal and related City filings in preparation for 09/16 and 09/18 depositions (3.5); teleconference with A. Ullman and union counsel regarding same deposition (.9); communications with A. Ullman regarding [REDACTED] testimony issues (.7); review 09/10 committee objection to eligibility and mediation statement (.8); review C. Ramirez outline and discussion revisions to same with same (.5); review J. Copeland research regarding [REDACTED] (1.6); review UAW/Debtor communications regarding document productions and depositions (.3).
09/11/13	A. Ruegger	0.20	179.00	Communications with C. Neville regarding 09/17 and 09/18 depositions and preparations for same.
09/11/13	A. Ruegger	0.40	358.00	Review emails for potential use at 09/16 Orr deposition.
09/11/13	L. Bruno	0.50	330.00	Various correspondence on deposition scheduling and strategy.

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/11/13	R. Millner	0.30	256.50	Telecon A. Ruegger regarding Millman deposition.
09/12/13	C. Ramirez	8.90	4,005.00	Reading Declarations and Objections (3.8); Revising Chronology and Summary of Organizations (2.1); Drafting Orr Declaration and deposition Summary (3.0).
09/12/13	D. Pina	0.50	137.50	Communications regarding pleadings (.1); download and distribute updated docket and Declaration of Charles Moore for A. Ruegger in preparation for Moore deposition (.4).
09/12/13	D. Morris	6.00	2,850.00	Confer with D. Barnowski regarding litigation environment and outlining tasks necessary for evaluation of prospective litigation (0.6); conference with M. Maryn and D. Barnowski regarding [REDACTED] (1.0); status call with litigation working group (0.2); investigation for potential basis in City documents for [REDACTED] (3.4); research regarding potential authority for [REDACTED] (0.8).
09/13/13	D. Morris	5.70	2,707.50	Review CBAs to identify operative language [REDACTED] (3.4); research regarding [REDACTED] (1.5); confer with litigation working group regarding theories of litigation (.8).
09/13/13	D. Pina	2.00	550.00	Communications with C. Ramirez regarding Summary of Organizations (.2); review objections to eligibility and update schedule (1.8).
09/13/13	C. Ramirez	10.80	4,860.00	Review of Documents produced by Government in response to our August 23, 2013 requests (5.4); Revising Summary [REDACTED] (2.1); drafting summary of [REDACTED] (0.6); assist draft questions for K. Orr deposition (2.7).
09/13/13	A. Ruegger	1.20	1,074.00	Communications with Dentons Team regarding deposition schedule and coverage for respective depositions.
09/13/13	L. Bruno	0.50	330.00	Teleconference and correspondence with Lazard [REDACTED]

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/13/13	L. Bruno	0.50	330.00	Teleconference with A. Ullman on discovery strategy issues.
09/13/13	L. Bruno	3.00	1,980.00	Review and analyze materials on bankruptcy filing and [REDACTED]
09/13/13	L. Bruno	0.70	462.00	Review discovery pleadings on eligibility issues in preparation for upcoming depositions.
09/13/13	R. Millner	0.20	171.00	Telecon A. Ullman regarding Millman deposition.
09/13/13	R. Millner	0.10	85.50	Email to A. Ullman regarding Segal Consulting conference.
09/13/13	R. Millner	0.20	171.00	Telecon K. Nicholl at Segal Consulting regarding Millman issues.
09/13/13	C. Neville	1.10	984.50	Review discovery responses (.8); organize call to discuss major issues (.3).
09/13/13	C. Neville	1.20	1,074.00	Review and revise stay motion (1.2).
09/13/13	J. Copeland	1.70	573.75	Review procedures relating to relief from the stay and withdrawal of the reference (1.7).
09/14/13	C. Neville	0.20	179.00	Review discovery issue (.2).
09/14/13	C. Ramirez	8.60	3,870.00	Reviewing documents from Government's Production of Documents in Response to the Requests of Objectors Served on August 23, 2013 regarding Eligibility Litigation.
09/14/13	L. Bruno	3.50	2,310.00	Review and analyze case materials and filings in preparation for upcoming depositions.
09/14/13	D. Morris	2.80	1,330.00	Research regarding applicable legal standards for potential theories of litigation.
09/15/13	W. Enerson	0.70	465.50	Participate in internal team conference regarding litigation strategy.
09/15/13	W. Enerson	0.80	532.00	Research Michigan state and federal cases regarding [REDACTED]
09/15/13	L. Bruno	1.00	660.00	Participate in teleconference on litigation strategy and correspondence related to same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/15/13	L. Bruno	1.80	1,188.00	Review and analyze case materials and pleadings for upcoming depositions of G. Malhotra (1.0); participate in teleconference and correspondence with C. Montgomery, C. Neville, A. Ullman, A. Ruegger re: strategy for upcoming depositions (.8).
09/15/13	A. Ruegger	4.00	3,580.00	Review Moore declaration and begin outline for 09/18 deposition (1.7); participate in call with A. Ullman [REDACTED] (.6); participate in call with Dentons Team regarding [REDACTED] depositions (.7); communications with Dentons Team regarding privilege issues [REDACTED] (1.0).
09/15/13	C. Ramirez	0.70	315.00	Group conference call to discuss upcoming depositions and our goals for each deposition.
09/15/13	C. Neville	1.60	1,432.00	Telephone call with regarding deposition of eligibility witnesses (.8); prepare documents for deposition (.8).
09/15/13	R. Millner	0.20	171.00	Read and respond to emails from C. Montgomery and S. Albert regarding [REDACTED]
09/16/13	R. Millner	0.80	684.00	Multiple telecons with A. Ruegger regarding [REDACTED]
09/16/13	R. Millner	0.90	769.50	Telecon with [REDACTED]
09/16/13	R. Millner	0.10	85.50	Telecon Selby regarding deposition scheduling.
09/16/13	R. Millner	0.30	256.50	Telecon Chris Fox of AFSC regarding [REDACTED]
09/16/13	R. Millner	0.10	85.50	Email S. Albert regarding [REDACTED]

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/16/13	A. Ruegger	10.30	9,218.50	Review draft Q&A for Orr deposition for relevance to Moore deposition (.9); review court filings for use in Moore deposition (3.2); outline Moore deposition questions (2.0); communications with R. Millner regarding [REDACTED] (1.5); communications with Millner [REDACTED] (1.0); communications with S. Alberts regarding OPEB issues (.4); communications with [REDACTED] (.5); communications with J. Selby regarding logistical arrangements for Moore deposition (.8).
09/16/13	L. Bruno	0.80	528.00	Correspondence with members of Committee regarding eligibility depositions scheduling and strategy.
09/16/13	L. Bruno	3.00	1,980.00	Review and analyze deposition transcripts in preparation for further depositions.
09/16/13	L. Bruno	1.00	660.00	Review court filings and discovery responses for deposition preparation.
09/16/13	L. Bruno	0.80	528.00	Teleconferences with members of Committee [REDACTED]
09/16/13	L. Bruno	1.50	990.00	Review documents and deposition preparation.
09/16/13	J. Copeland	6.00	2,025.00	Review chapter 13 of the Detroit City Code (1.8); research strategy [REDACTED] (1.1); research regarding [REDACTED] (.7); review and [REDACTED] (2.3); e-mail D. Barnowski regarding same (.1).
09/16/13	C. Ramirez	8.40	3,780.00	Analysis and Document review of government production of 9-13-2013
09/16/13	D. Morris	5.30	2,517.50	Revise data requests (0.5); confer with D. Barnowski regarding research (0.4); research regarding legal authority [REDACTED] (4.4).
09/16/13	J. Reed	1.80	972.00	Review draft stipulated facts regarding assumption motion (.8); and review draft motions [REDACTED] (1)

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/16/13	D. Pina	0.50	137.50	Communications with A. Ruegger regarding docket updates (.1); review and distribute updated docket sheet and copies of filings related to qualifications and Debtor's Reply to Objections to Eligibility (.4).
09/17/13	D. Morris	4.80	2,280.00	Conference call with local counsel regarding litigation options (0.5); confer with working group regarding litigation position and potential options (1.0); research regarding authority for prospective claims (2.4); draft outline of prospective litigation position and alternatives (0.9).
09/17/13	W. Enerson	1.60	1,064.00	Summarize deposition of G. Malhotra.
09/17/13	A. Ruegger	8.20	7,339.00	Continued review of [REDACTED] Moore declaration and City court filings and integrate excerpts from same [REDACTED] deposition outline (6.7); communications with A. Ullman regarding [REDACTED] (.5); teleconference with various objector's counsel regarding deposition and discovery schedule (.7); communications with R. Millner, [REDACTED] (.3).
09/17/13	C. Ramirez	8.20	3,690.00	Analysis and Document review of government production of 9-13-2013
09/17/13	D. Pina	0.60	165.00	Communications with L. Bruno and C. Ramirez regarding deposition transcripts, deposition exhibits, related correspondence and document productions (.2); review copies of documents received from L. Bruno and C. Ramirez and organize electronic case file (.4).
09/17/13	L. Bruno	1.50	990.00	Participate in teleconference with co-counsel (A. Ullman, J. Teele, R. Plecha, S. Levine) on deposition scheduling [REDACTED]
09/17/13	L. Bruno	0.50	330.00	Teleconference with co-counsel [REDACTED]
09/17/13	L. Bruno	1.50	990.00	Review and analyze Orr deposition [REDACTED]
09/17/13	L. Bruno	5.00	3,300.00	Review and analyze depositions, declarations and materials filed by Detroit [REDACTED]

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/17/13	L. Bruno	0.50	330.00	Correspondence with C. Bosco on deposition issues.
09/18/13	L. Bruno	1.50	990.00	Teleconferences with co-counsel (J. Teele, A. Ullman, M. Economy, and C. Bosco) on deposition scheduling and strategy and various follow up correspondence relating to same.
09/18/13	L. Bruno	1.50	990.00	Review and analyze [REDACTED]
09/18/13	L. Bruno	5.00	3,300.00	Review and analyze City's court pleadings, declarations and materials [REDACTED]
09/18/13	L. Bruno	0.30	198.00	Correspondence with City attorney on Malhotra deposition issues.
09/18/13	A. Ruegger	8.20	7,339.00	Take C. Moore deposition, and appear at same while others question the witness, [REDACTED] (7.0); communications with A. Ullman and Bruno regarding [REDACTED] (1.2).
09/18/13	C. Ramirez	8.30	3,735.00	Analysis and review of government production of 9-13-2013 (2.3); research [REDACTED] (3.6); reviewing documents in virtual data room (2.4).
09/18/13	D. Morris	8.30	3,942.50	Teleconference with working group regarding anticipated OPEB litigation (0.1); review analysis identifying potential concern regarding same (0.1); e-mail correspondence with D. Barnowski regarding procedural framework (0.4); confer with D. Barnowski regarding pleading structure (0.6); coordinate logistics for Retiree Committee teleconference (0.1); draft summary regarding [REDACTED] (0.3); draft and revise outline of Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay (5.4); draft analysis [REDACTED] (0.2); conference with J. Copeland regarding research needs (0.1); review model pleadings (1.0).
09/18/13	R. Millner	0.20	171.00	Read Ullman [REDACTED] emails regarding deposition scheduling.

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/18/13	M. Economy	3.30	1,881.00	Meet with L. Bruno regarding Malhotra deposition (.5); begin drafting deposition questions [REDACTED] (1.0); review and analyze Malhotra declaration (1.8).
09/18/13	C. Neville	0.80	716.00	Review Moore deposition transcript (.8).
09/19/13	M. Economy	8.00	4,560.00	Draft analysis/deposition questions regarding [REDACTED] (1.3); review Orr deposition transcript, declaration, and exhibits (2.1); draft analysis (.3); draft analysis/deposition questions regarding [REDACTED] (2.5); review [REDACTED] (1.5); various correspondence with L. Bruno regarding analysis [REDACTED] (.3).
09/19/13	C. Ramirez	7.90	3,555.00	Document Review and Analysis of Government's 9-13-2013 production
09/19/13	R. Millner	0.10	85.50	Email to Ullman regarding Orr deposition.
09/19/13	R. Millner	0.30	256.50	Teleconferences with Ruegger regarding [REDACTED]
09/19/13	R. Millner	0.40	342.00	Review additional [REDACTED]
09/19/13	R. Millner	0.80	684.00	Telephone conference with [REDACTED] and Art Ruegger regarding [REDACTED]
09/19/13	R. Millner	0.30	256.50	Review City 6/13 presentation regarding restructure [REDACTED]
09/19/13	R. Millner	0.60	513.00	Further analyze G. Roeder work [REDACTED]
09/19/13	A. Ruegger	1.00	895.00	Teleconference with R. Millner, [REDACTED] and [REDACTED] regarding [REDACTED] (1.0).
09/19/13	J. Copeland	2.40	810.00	Research [REDACTED] (1.1); e-mail dan and sam regarding same (.2); begin researching [REDACTED] (1.1).

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/19/13	D. Morris	4.30	2,042.50	Teleconference with D. Barnowski regarding strategy and needed research [REDACTED] (0.2); research in support of potential Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay (4.1).
09/19/13	A. Ruegger	5.20	4,654.00	Communications with R. Millner and AFSCME representative regarding [REDACTED] (.3); communications with A. Ullman and L. Bruno [REDACTED] (.9); teleconference R. Millner (.8); review [REDACTED] for 09/24 deposition (3.2).
09/19/13	L. Bruno	1.00	660.00	Various correspondence on deposition scheduling and strategy.
09/19/13	L. Bruno	0.80	528.00	Teleconferences regarding [REDACTED] strategy with A. Ruegger and A. Ultman.
09/19/13	L. Bruno	5.00	3,300.00	Review and analyze depositions, declarations and materials for deposition preparation and draft outline for same.
09/19/13	L. Bruno	1.00	660.00	Teleconference and various correspondence with [REDACTED] on deposition issues.
09/20/13	L. Bruno	5.00	3,300.00	Preparation for and take deposition of G. Malhotra.
09/20/13	L. Bruno	0.50	330.00	Additional correspondence regarding Malhotra deposition and [REDACTED]
09/20/13	L. Bruno	0.70	462.00	Various correspondence regarding Deposition Notice and strategy relating to same.
09/20/13	D. Ackerman	0.50	292.50	Conference with D. Barnowski and [REDACTED] regarding research issues [REDACTED]
09/20/13	D. Morris	1.70	807.50	Review J. Copeland analysis regarding results of research (0.3); confer with working group [REDACTED] (0.7); confer with D. Barnowski and D. Ackerman regarding needed research (0.5); teleconference with C. Soper [REDACTED] (0.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/20/13	J. Reed	3.60	1,944.00	Review local rule 2003-4 (.3); begin drafting [REDACTED] (1); research motions [REDACTED]
09/20/13	J. Copeland	0.10	33.75	E-mail regarding Orr Deposition transcript.
09/20/13	J. Copeland	3.70	1,248.75	Continue researching [REDACTED] (2.2); confer with D. Morris regarding [REDACTED] (.2); finalize brief e-mail memorandum for [REDACTED] (.9); respond to question regarding same (.4).
09/20/13	A. Ruegger	7.30	6,533.50	Communications with C. Ramirez, J. Copeland and A. Ullman and Dentons Litigation Support regarding access to City document production [REDACTED] (.8); search data room for possible [REDACTED] documents (1.0); review summaries of 09/19 court hearings (.3); review and forward [REDACTED] (2.0); continued review of [REDACTED] (2.1); confirm that best versions of documents were copied to DC hotel for 9/24 deposition (.6); review Ullman letter to Jones Day reserving rights regarding 10/23 hearing testimony (.2); review Bruno summary of [REDACTED] (.3); communications with Ullman and Bruno regarding [REDACTED] (.3).
09/20/13	D. Ackerman	1.50	877.50	Electronic research regarding legal issues related to a potential procedural due process claim to be raised on behalf of our clients.
09/20/13	D. Ackerman	1.00	585.00	Review of background materials (briefs from other lawsuits) to familiarize myself with the subject matter of the litigation.
09/20/13	R. Millner	1.50	1,282.50	Work on Milliman deposition preparation.
09/20/13	C. Soper	0.10	47.50	Conference with D. Barnowski [REDACTED]
09/20/13	C. Soper	0.10	47.50	Conference with D. Morris regarding motion to withdraw reference [REDACTED]

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/20/13	C. Soper	1.10	522.50	Research [REDACTED] email to Barnowski.
09/20/13	C. Ramirez	4.10	1,845.00	Document review and analysis of government 9-13-2013 production (2.3); pulling documents from docket to ascertain identity of key government personnel (1.8).
09/20/13	M. Economy	5.00	2,850.00	[REDACTED] (.7); attend Malhotra deposition (4.3).
09/20/13	C. Neville	1.60	1,432.00	Review Kevin Orr deposition (1.6).
09/21/13	D. Ackerman	2.00	1,170.00	Research consisting of electronic database searches and review of reported decisions concerning [REDACTED] proof and pleading standards, pertinent to a contemplated motion for preliminary injunction [REDACTED]
09/21/13	A. Ruegger	2.80	2,506.00	Communications with C. Montgomery, A. Ullman and rest of Dentons Team regarding coordination of depositions of Committee members noticed by City on 09/20 (2.1); teleconference with counsel to RDPFFA and DRCCA [REDACTED] (.4); communications with C. Neville, Ullman and Montgomery regarding various issues [REDACTED] (.3).
09/21/13	L. Bruno	0.80	528.00	Participate in teleconference on deposition scheduling and strategy and various follow up correspondence relating to same.
09/21/13	D. Morris	4.80	2,280.00	Draft Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay.
09/21/13	L. Bruno	1.30	858.00	Various correspondence with A. Ullman, C. Montgomery and Committee on deposition notices for Committee members and strategy on same.
09/22/13	L. Bruno	1.10	726.00	Additional correspondence regarding deposition notices (.6); Participate in teleconference on deposition scheduling and strategy and various follow up correspondence relating to same (.5).

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/22/13	D. Morris	8.80	4,180.00	Draft and revise Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay regarding OPEB (7.1); review K. Buckfire deposition (1.7).
09/22/13	C. Soper	0.80	380.00	Draft Motion [REDACTED]
09/22/13	C. Neville	0.40	358.00	Call with litigators regarding [REDACTED] (.4).
09/22/13	J. Copeland	1.80	607.50	Confer with S. Alberts, C. Soper, and P. Gunther regarding various issues relating to potential filings (.5); review motions previously filed (.4); begin drafting documents for a potential filing (.9).
09/22/13	A. Ruegger	2.90	2,595.50	Communications with Dentons team regarding various issues [REDACTED] (1.4); teleconference with Committee members counsel regarding [REDACTED] (.4); teleconference with C. Montgomery, A. Ullman and C. Neville [REDACTED] (.5); communications with Ullman regarding same (.6).
09/22/13	D. Barnowski	4.00	2,610.00	Continue preparation of injunction papers, affidavits, supporting brief and motion (2.4), review and analysis of caselaw pertinent to same (.5), and related attention to legal and strategy (.6) issues concerning development of issues (.5).
09/22/13	D. Ackerman	2.50	1,462.50	Research consisting of electronic database searches and review of reported decisions concerning the [REDACTED] proof and pleading standards, pertinent to a contemplated motion for preliminary injunction [REDACTED]
09/22/13	D. Ackerman	1.30	760.50	Draft memorandum to D. Barnowski and D. Morris summarizing research consisting of electronic database searches and review of reported decisions concerning [REDACTED] proof and pleading standards, pertinent to a contemplated motion for preliminary injunction [REDACTED]

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/22/13	D. Ackerman	0.40	234.00	Review and respond to emails from D. Barnowski and D. Morris regarding research consisting of electronic database searches and review of reported decisions concerning the [REDACTED] proof and pleading standards, pertinent to a contemplated motion for preliminary injunction [REDACTED]
09/22/13	C. Neville	0.60	537.00	Telephone call with litigators regarding [REDACTED] (.6).
09/22/13	J. Chock	2.20	940.50	Continue researching [REDACTED]
09/23/13	D. Barnowski	8.80	5,742.00	Continue preparation of injunction papers, affidavits, supporting brief and motion (4.2); research of law concerning same (2.1); multiple teleconferences with experts concerning preparation of materials to use in same (1.2); attention to strategy issues concerning next steps (1.3).
09/23/13	D. Ackerman	1.10	643.50	Electronic research consisting of electronic database searches and review of reported decisions concerning [REDACTED] proof and pleading standards, pertinent to a contemplated motion for preliminary injunction [REDACTED]
09/23/13	D. Ackerman	1.20	702.00	Draft memorandum to D. Barnowski D. Morris regarding research consisting of electronic database searches and review of reported decisions concerning the procedural due process proof and pleading standards, pertinent to a contemplated motion for preliminary injunction concerning the potential cancellation of bargained-for benefits.
09/23/13	D. Ackerman	0.50	292.50	Conferences with D. Barnowski regarding follow-up electronic database searches and review of reported decisions concerning a potential federal or state constitutional challenge [REDACTED]

November 4, 2013

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	D. Ackerman	1.00	585.00	Review previously-filed briefs for [REDACTED] [REDACTED]
09/23/13	D. Ackerman	1.60	936.00	Follow-up electronic database searches and review of reported decisions concerning a potential federal or state constitutional challenge [REDACTED]
09/23/13	D. Ackerman	0.30	175.50	Conferences with D. Barnowski regarding follow-up electronic database searches and review of reported decisions concerning a potential federal or state constitutional challenge [REDACTED]
09/23/13	D. Ackerman	0.20	117.00	Review and respond to emails from D. Barnowski regarding follow-up electronic database searches and review of reported decisions concerning a potential federal or state constitutional challenge [REDACTED]
09/23/13	J. Copeland	4.80	1,620.00	Continue drafting [REDACTED] [REDACTED] (3.9); e-mail and confer with S. Alberts and C. Soper regarding same (.3); review [REDACTED] (.6); .
09/23/13	R. Millner	0.20	171.00	Telecon with [REDACTED] and A. Ruegger regarding [REDACTED]
09/23/13	R. Millner	0.20	171.00	Telecon A. Ruegger regarding pension actuary issues.
09/23/13	R. Millner	2.00	1,710.00	Analyze [REDACTED] transcript and exhibits.
09/23/13	R. Millner	4.00	3,420.00	Detailed preparation [REDACTED] [REDACTED]

November 4, 2013

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	A. Ruegger	5.90	5,280.50	Continued review [REDACTED] (3.0); communications with Montgomery, Ullman and RDPFFA counsel [REDACTED] (.2); teleconference with R. Millner and [REDACTED] (1.0); communications with Millner regarding topics [REDACTED] (.9); communications with T. Ciantra [REDACTED] (.8).
09/23/13	D. Morris	5.40	2,565.00	Research in support of Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay and Complaint (2.6); revise Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay, inserting cites to factual record (0.7); draft and revise Memorandum of Law in Support of Motion for a Preliminary Injunction or, in the Alternative, Relief from the Automatic Stay (0.4); teleconference with working group regarding litigation (0.8); review email correspondence and the City's response to the Committee's 9/16/13 OPEB Information Request, which sought additional information about the City's proposed 2014 Retiree Health Care Plan (0.9).
09/23/13	C. Soper	0.50	237.50	Conference with Copeland regarding [REDACTED]
09/23/13	C. Soper	0.20	95.00	Conference with Danny Morris regarding [REDACTED]
09/23/13	C. Soper	2.40	1,140.00	Research [REDACTED]
09/23/13	C. Soper	2.90	1,377.50	Draft motion [REDACTED]
09/23/13	D. Pina	0.70	192.50	Internal communications regarding deposition transcripts and exhibits thereto (.2); contact court reporter and collect electronic copies of transcripts (.2); coordinate set-up of shared folder for case files and documents with G. Singleton (.3).
09/23/13	L. Bruno	0.70	462.00	Various correspondence regarding deposition issues and transcripts.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	L. Bruno	0.80	528.00	Review eligibility interrogatories and discovery letter (.7) and correspondence regarding same (.1).
09/23/13	L. Bruno	0.80	528.00	Draft letter to City of Detroit on discovery issues relating to Ernst & Young retention.
09/23/13	L. Bruno	1.80	1,188.00	Review and analyze [REDACTED]
09/24/13	L. Bruno	0.70	462.00	Various correspondence [REDACTED]
09/24/13	L. Bruno	0.80	528.00	Correspondence [REDACTED]
09/24/13	L. Bruno	0.70	462.00	Draft letter to city on deposition issues and correspondence related to same.
09/24/13	C. Soper	0.20	95.00	Revise [REDACTED]
09/24/13	C. Soper	1.60	760.00	Revise [REDACTED]
09/24/13	C. Soper	0.70	332.50	Draft and research [REDACTED]
09/24/13	D. Morris	5.50	2,612.50	Interview declarants (1.6); draft and revise declarations (2.6); e-mail correspondence with declarants regarding declarations (0.5); review affidavit (0.2); confer with D. Barnowski and T. Hutchinson regarding background for pleading (0.2); confer with D. Barnowski regarding evidentiary needs (0.4).
09/24/13	D. Barnowski	5.30	3,458.25	Continued assessment of strategy and legal options [REDACTED] (.9); continued preparation [REDACTED] (2.2); review and analysis [REDACTED] (.7); review, analysis and revisions [REDACTED] (.6); teleconference [REDACTED] to [REDACTED] (.9).
09/24/13	C. Ramirez	8.60	3,870.00	Document Review and Analysis of Government production from 9-13-2013

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/24/13	A. Ruegger	7.30	6,533.50	Meeting with R. Millner, K. Nicholl and C. Eitelberg regarding topics for Milliman deposition (.7); appear at Bowen (Milliman) deposition in Washington D.C., including miscellaneous conferences with union counsel during breaks (6.6).
09/24/13	C. Neville	2.10	1,879.50	Review and revise draft brief for injunction on OPEB benefits (2.1).
09/24/13	R. Millner	1.00	855.00	Meeting with [REDACTED]
09/24/13	R. Millner	6.00	5,130.00	Take deposition of Milliman witness Bowen.
09/24/13	J. Copeland	6.30	2,126.25	Continue [REDACTED] (4.1); e-mails regarding same to S. Alberts and C. Soper (.3); call with C. Soper regarding [REDACTED] (.3); research issues [REDACTED] (1.6).
09/25/13	C. Ramirez	10.60	4,770.00	Document Review and Analysis of City of Detroit Production from 9-13-2013
09/25/13	A. Ruegger	1.50	1,342.50	Communications with A. Ullman [REDACTED] (.7); review [REDACTED] (.8).
09/25/13	D. Morris	7.10	3,372.50	Review submissions [REDACTED] (1.6); interview [REDACTED] (1.8); [REDACTED] (1.3); e-mail [REDACTED] (0.3); correspondence with [REDACTED] (0.3); draft letter to potential declarant (0.2); review related filings (0.9); status call with working group (0.7); revise [REDACTED] (0.3).
09/25/13	D. Barnowski	4.50	2,936.25	Preparation of injunction papers, affidavits, supporting brief and motion (2.5); continued research and analysis pertinent to same (1.1); work with Segal and Lazard [REDACTED] (.9).

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/25/13	L. Bruno	0.50	330.00	Correspondence with team regarding deposition exhibits and document production analysis.
09/25/13	L. Bruno	1.80	1,188.00	Review and analyze deposition and exhibits [REDACTED]
09/26/13	C. Soper	0.30	142.50	Review S. Alberts email regarding [REDACTED]
09/26/13	C. Soper	0.30	142.50	Email regarding [REDACTED]
09/26/13	T. Hutchinson	1.30	1,007.50	Read [REDACTED] (1.1); Follow-up conversation [REDACTED] (.2).
09/26/13	D. Barnowski	6.50	4,241.25	Complete [REDACTED] (2.7); review and analysis [REDACTED] (.8); attention to communications from City (.3); review [REDACTED] (2.7).
09/26/13	D. Morris	7.80	3,705.00	Review [REDACTED] (2.1); confer with D. Barnowski [REDACTED] (0.3); e-mail correspondence [REDACTED] (0.4); [REDACTED] (0.8); [REDACTED] (1.7); draft declarations (2.4); teleconference with counsel for committee members [REDACTED] (0.1).
09/26/13	A. Ruegger	3.00	2,685.00	Review [REDACTED] (1.9) communications with C. Neville and R. Millner [REDACTED] (.3); review court opinion denying stay (.6); forward [REDACTED] (.2).
09/26/13	S. Alberts	0.20	141.00	Review summary of City's motion for extension of automatic stay.

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/26/13	S. Alberts	5.10	3,595.50	Email with co-counsel regarding status [REDACTED] (.2); follow-up email (.2); follow-up email (.1); confer with co-counsel regarding [REDACTED] (.4); review and provide comment on [REDACTED] (3.7); confer with co-counsel (.3) [REDACTED] (.2).
09/27/13	A. Ruegger	0.90	805.50	[REDACTED]
09/27/13	J. Copeland	0.30	101.25	Call with D. Morris [REDACTED]
09/27/13	D. Morris	3.70	1,757.50	[REDACTED] (1.6); e-mail correspondence [REDACTED] (0.4); [REDACTED] (0.8); confer with T. Ochs [REDACTED] (0.2); [REDACTED] pleadings (0.4); e-mail correspondence with J. Copeland [REDACTED] (0.2); confer with J. Copeland [REDACTED]
09/27/13	D. Barnowski	2.00	1,305.00	Review and analysis [REDACTED] (.5); attention [REDACTED] (.7); teleconference [REDACTED] (.3); attention to [REDACTED] (.3); attention [REDACTED] (.2).
09/27/13	T. Ochs	2.00	800.00	Internal call [REDACTED] (.2); read [REDACTED] (1.8).
09/27/13	L. Bruno	0.50	330.00	Various correspondence regarding deposition scheduling and preparation.
09/27/13	L. Bruno	0.30	198.00	Correspondence on document production issues.
09/29/13	R. Zuckerman	1.00	787.50	Review papers [REDACTED]
09/30/13	A. Ruegger	1.00	895.00	Review Jones Day email and communications with A. Ullman regarding preparation for 10/23 hearing (.3); review 09/10 Committee objection to eligibility for 10/23 hearing arguments (.7).

Official Committee of Retirees
 Matter: 20008227-0003
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/13	A. Ruegger	2.30	2,058.50	Communications with C. Ramirez regarding review of City document production (.3); prepare and circulate document review list of relevant categories (.3); continued review of [REDACTED] (.6); meeting with Ullman and Bruno (by phone) regarding pre-hearing order and work to negotiate/prepare same (.8); communications with Ullman, Bruno and Ramirez regarding document review process going forward (.3).
09/30/13	L. Bruno	0.50	330.00	Correspondence with J. Selby and C. Ramirez regarding document production analysis issues.
09/30/13	L. Bruno	1.30	858.00	Correspondence and teleconference [REDACTED]
09/30/13	L. Bruno	0.30	198.00	Correspondence with Committee and City Counsel regarding depositions and deposition scheduling.
09/30/13	R. Millner	0.20	171.00	Telecon A. Ullman regarding materials needed for pretrial order.
09/30/13	C. Ramirez	6.70	3,015.00	Document review and analysis of City of Detroit production from 9-13-2013 regarding Eligibility Issue (5.0); draft index of City of Detroit production (1.7).
Total Hours		513.10		
Fee Amount				\$313,684.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	10.40	\$9,308.00
D. Barnowski	\$652.50	31.10	\$20,292.75
R. Millner	\$855.00	21.00	\$17,955.00
A. Ruegger	\$895.00	90.70	\$81,176.50
J. Reed	\$540.00	5.40	\$2,916.00
L. Bruno	\$660.00	65.10	\$42,966.00

Official Committee of Retirees
Matter: 20008227-0003
Invoice No.: 1517218

November 4, 2013

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
R. Zuckerman	\$787.50	1.00	\$787.50
S. Alberts	\$705.00	5.30	\$3,736.50
W. Enerson	\$665.00	23.20	\$15,428.00
D. Ackerman	\$585.00	15.10	\$8,833.50
M. Economy	\$570.00	16.30	\$9,291.00
C. Ramirez	\$450.00	91.80	\$41,310.00
C. Soper	\$475.00	11.20	\$5,320.00
D. Morris	\$475.00	82.00	\$38,950.00
J. Chock	\$427.50	5.50	\$2,351.25
J. Copeland	\$337.50	27.40	\$9,247.50
T. Hutchinson	\$775.00	1.30	\$1,007.50
D. Pina	\$275.00	7.30	\$2,007.50
T. Ochs	\$400.00	<u>2.00</u>	<u>\$800.00</u>
Totals		513.10	\$313,684.50
Total This Matter			\$313,684.50

Official Committee of Retirees
Matter: 20008227-0004
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0004
Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	C. Neville	2.00	1,790.00	Begin draft of mediation statement in connection with the OPEB and Pension mediation.
09/04/13	S. Alberts	0.50	352.50	Conference with co-counsel regarding mediation statement issues.
09/05/13	S. Alberts	2.40	1,692.00	Review certain documents and draft benefits section of mediation statement (1.8) and follow up thereon (.6).
09/05/13	C. Neville	5.70	5,101.50	Draft first section and modify all sections on OPEB injunction to stop City from terminating coverage (4.8); teleconference [REDACTED] mediation statement (0.4); review [REDACTED] addition (0.5).
09/05/13	D. Pina	2.00	550.00	Communications with C. Neville regarding documents needed from the Detroit Retirement System website (.2); review and download annual reports, auditors reports, charters, related statutes and distribute soft copies via e-mail to C. Neville (.9); assemble binder containing retiree documents (.6); draft index of documents in binder and prepare for submission to mediator with Mediation Statement (.3).
09/06/13	D. Pina	0.10	27.50	Follow-up regarding filing of binder with Mediator (.1).
09/06/13	S. Alberts	3.20	2,256.00	Revise mediation statement, including adding additional citations (2.3); follow-up emails regarding further changes (.4); received revised draft, review and provide comments (.5).
09/06/13	C. Neville	3.80	3,401.00	Revise mediation statement (2.6); preparation of additional info for mediation judges (1.2).
09/09/13	C. Neville	0.20	179.00	Communication with Judge Pervis regarding Swap mediation.
09/12/13	A. Ruegger	0.80	716.00	Communications with Dentons team regarding meet and confer conference.

Official Committee of Retirees
Matter: 20008227-0004
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/12/13	L. Bruno	0.50	330.00	Various correspondence and conference calls with Committee and City Counsel regarding upcoming depositions.
09/12/13	C. Neville	0.30	268.50	Chambers visit for discussion regarding protocol (.3).
09/15/13	C. Neville	1.70	1,521.50	Telephone call with Shirley Lightsey regarding mediation protocol (.4); preparation for mediation (1.3).
09/16/13	C. Neville	1.00	895.00	Preparation for mediation (1.).
09/17/13	C. Neville	8.00	7,160.00	Attend mediation on OPEB and Pension (6.5); meeting with committee delegates in advance of mediation (1.5).
09/17/13	C. Neville	0.70	626.50	Memo to professionals regarding mediation (.7).
09/17/13	S. Alberts	0.30	211.50	Receive interim reports on mediation discussions.
09/19/13	C. Neville	0.30	268.50	Communication with Judge Daniel regarding retiree demographics (.2); review communication from C. Montgomery to Judge Daniel (.1).
09/20/13	C. Neville	0.20	179.00	Communication with Judge Perris regarding continuance (.2).
09/21/13	C. Neville	0.20	179.00	Communication with C. Montgomery regarding pension meeting protocol (.2).
09/26/13	C. Neville	0.10	89.50	Review communications from Judge Daniel regarding delay (.1).
09/26/13	S. Alberts	1.30	916.50	Emails with Judge Daniel regarding October 1 OPEB mailing (.1); follow-up communications (.1) seeking to delay mailing until October 8 (1.1).
09/26/13	J. Copeland	0.20	67.50	Review mediation e-mails/statements (.2).
09/27/13	S. Alberts	0.30	211.50	Emails with Judge Daniel regarding OPEB status and Monday mediation (.2 and .1).
09/27/13	C. Neville	0.20	179.00	Telephone call with S. Levine regarding mediation (.2).
09/30/13	S. Alberts	0.80	564.00	Draft email to J. Daniel regarding today's meeting with City (.5); receive comments and revise email to J. Daniel (.2); receive comment to email to J. Daniel and looped in main mediation email address (.1).

Official Committee of Retirees
Matter: 20008227-0004
Invoice No.: 1517218

November 4, 2013

Total Hours 36.80

Fee Amount \$29,733.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	24.40	\$21,838.00
A. Ruegger	\$895.00	0.80	\$716.00
L. Bruno	\$660.00	0.50	\$330.00
S. Alberts	\$705.00	8.80	\$6,204.00
J. Copeland	\$337.50	0.20	\$67.50
D. Pina	\$275.00	<u>2.10</u>	<u>\$577.50</u>
Totals		36.80	\$29,733.00
Total This Matter			\$29,733.00

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0005
 Assumption Motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	C. Neville	2.00	1,790.00	Review of COPs documents from City secured site.
09/01/13	G. Besen	4.10	2,214.00	Review objections to Assumption Motion
09/02/13	C. Neville	2.10	1,879.50	Communication with Judge Ferris (.3); continue analysis of COPs documents for objection (1.8).
09/02/13	C. Neville	0.50	447.50	Telephone call with J. Koppele [REDACTED]
09/02/13	G. Besen	6.10	3,294.00	Review Objections to Assumption Motion (5.3). Teleconference with Carole Neville regarding Committee's objection [REDACTED] (.8).
09/03/13	C. Neville	1.40	1,253.00	Meeting with Lazard regarding COPs structure (.8); meeting with Lazard and Dentons regarding mediation position on swaps (.6).
09/03/13	G. Besen	5.30	2,862.00	Email exchanges with Carole Neville regarding strategy [REDACTED] (.4). evaluation of underlying documents [REDACTED] (3.2). Email and teleconferences with Carole Neville regarding transactional documents [REDACTED] (.3). Teleconference with J. Koppelle regarding reading of transactional documents [REDACTED] (.4). Teleconference with C. Nevill, J. [REDACTED] (1).
09/04/13	G. Besen	3.20	1,728.00	Continue review and analysis of underlying transactional documents [REDACTED] (2.8); teleconference with Carole Neville regarding transactional documents [REDACTED] (.4)
09/04/13	C. Neville	0.50	447.50	Telephone call with objecting parties [REDACTED]

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/04/13	C. Neville	0.40	358.00	Telephone call with aligned objecting parties [REDACTED]
09/04/13	W. Enerson	0.80	532.00	Emails with C. Neville regarding assumption motion; review [REDACTED]
09/05/13	J. Reed	4.20	2,268.00	Research [REDACTED] (1); draft motion [REDACTED] (1); review memo regarding COPs and swaps (.5); review debtor's motion to assume and exhibits attached thereto (1.7).
09/05/13	C. Neville	0.40	358.00	Review proposed hearing procedures in multiple versions.
09/05/13	G. Besen	3.70	1,998.00	Teleconference with C. Neville regarding objection to assumption motion (.03). Draft [REDACTED] (3.4).
09/05/13	C. Neville	0.30	268.50	Teleconference with objection parties regarding [REDACTED].
09/06/13	G. Besen	4.80	2,592.00	Draft Objection to Assumption motion (4.1). Email exchanges and teleconference with Carole Neville regarding transactional documents [REDACTED] (.7)
09/06/13	C. Neville	1.10	984.50	Review proposed procedures for hearing (.3); review responses from objectors (.6); review City reply (.1); review proposed pleading on procedures (.1).
09/06/13	J. Reed	2.50	1,350.00	Continue drafting [REDACTED] (2.3); circulate draft to [REDACTED] (.2)
09/06/13	J. Reed	2.10	1,134.00	Review objections to assumption motion (2.1).
09/07/13	C. Neville	2.60	2,327.00	Draft [REDACTED] (1.2); [REDACTED] (1.4).
09/07/13	G. Besen	3.70	1,998.00	Draft [REDACTED]
09/08/13	G. Besen	4.20	2,268.00	Draft [REDACTED] (3.5). Teleconference with C. Neville regarding [REDACTED] (.7).

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/08/13	C. Neville	3.70	3,311.50	[REDACTED] (2.4); review transcripts (Kevin Orr) (1.3).
09/09/13	J. Reed	3.90	2,106.00	Research [REDACTED] (1.7); [REDACTED] (1); draft [REDACTED] [REDACTED] (1.2)
09/09/13	C. Neville	0.80	716.00	Communication with defense group regarding [REDACTED] (.8).
09/09/13	G. Besen	1.10	594.00	Email exchanges with [REDACTED] regarding [REDACTED] (.4); Teleconference with [REDACTED] regarding depositions taken in connection with hearing on Assumption Motion. (.5); email exchanges with Carole Neville [REDACTED] (.2)
09/10/13	C. Neville	1.00	895.00	[REDACTED] (1.).
09/10/13	J. Reed	6.60	3,564.00	Research [REDACTED] (3.2); review and revise [REDACTED] (2.4); discuss [REDACTED] with C Neville (1)
09/11/13	C. Neville	3.20	2,864.00	Attend telephone call with [REDACTED] (.8); revise [REDACTED] (2.4).
09/12/13	C. Neville	1.50	1,342.50	Work [REDACTED] (.8); telephone call with defense group [REDACTED] (.7).
09/12/13	J. Reed	2.70	1,458.00	Consider [REDACTED] (.7); review, [REDACTED] (2)
09/13/13	J. Reed	6.70	3,618.00	Research regarding [REDACTED] (2.2); edit draft [REDACTED] (3.2).
09/13/13	S. Alberts	0.90	634.50	Review and comment on [REDACTED]
09/13/13	C. Neville	0.30	268.50	Review production from Buckfire regarding DIP (.3).

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/13/13	C. Neville	0.70	626.50	COPs - [REDACTED] (.7).
09/13/13	W. Enerson	1.10	731.50	Review [REDACTED]
09/14/13	J. Reed	5.50	2,970.00	Read [REDACTED] (1.3); read [REDACTED] (1); revise [REDACTED] (3.2)
09/15/13	S. Alberts	0.40	282.00	Review and comment [REDACTED]
09/15/13	C. Neville	3.00	2,685.00	Finalize [REDACTED] (2.6); review proposed agenda for hearing (.4).
09/16/13	C. Neville	1.20	1,074.00	Call with Lazard [REDACTED] (1.2).
09/16/13	C. Neville	3.70	3,311.50	Communication with objectors [REDACTED] (.2); communications [REDACTED] (.1); finalize [REDACTED] (3.4).
09/16/13	S. Alberts	0.30	211.50	Review [REDACTED]
09/17/13	C. Neville	1.00	895.00	Work [REDACTED] (.6); work [REDACTED] (.4).
09/18/13	S. Alberts	0.50	352.50	Confer with co-counsel [REDACTED] (.3); email regarding [REDACTED] (.2).
09/18/13	C. Neville	0.40	358.00	Telephone call with S. Hackney regarding [REDACTED] (.2); communications regarding [REDACTED] (.2).
09/18/13	C. Neville	0.30	268.50	Correct statement of facts (.3).
09/19/13	C. Neville	1.20	1,074.00	Review [REDACTED] (.4); work on designation [REDACTED] (.8).
09/20/13	C. Neville	3.50	3,132.50	Telephonic meeting with objectors [REDACTED] (.4); communication with objectors regarding [REDACTED] (.3); preparation for hearing (2.8).
09/20/13	C. Neville	0.40	358.00	Preparation of exhibit letter for court (.4).

Official Committee of Retirees
 Matter: 20008227-0005
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	C. Neville	0.30	268.50	Communication with Judge Perris regarding [REDACTED] (.1); communication with objectors regarding [REDACTED] (.2).
09/24/13	C. Neville	0.40	358.00	Review motion for continuance (.1); telephone call with Corinne Ball regarding association objections and motion (.3).
09/26/13	C. Neville	0.30	268.50	Telephone call with Ryan Plecha [REDACTED] (.3).
09/27/13	C. Neville	0.10	89.50	Communication with objectors [REDACTED] (.1).
Total Hours		112.70		
Fee Amount				\$75,038.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	38.30	\$34,278.50
G. Besen	\$540.00	36.20	\$19,548.00
J. Reed	\$540.00	34.20	\$18,468.00
S. Alberts	\$705.00	2.10	\$1,480.50
W. Enerson	\$665.00	<u>1.90</u>	<u>\$1,263.50</u>
Totals		112.70	\$75,038.50
Total This Matter			\$75,038.50

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0006
 Committee Meetings and Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	S. Alberts	0.60	423.00	Review and comment on Tuesday agenda (.1); review follow-up (.1); review and comment on Committee agenda issues (.1) and follow up (.1); follow up with certain Committee member regarding retention of local counsel, financial advisor, OPEB, eligibility, and general bankruptcy case administration (.2).
09/02/13	S. Alberts	0.40	282.00	Review emails from retiree committee member on [REDACTED] (.2); emails with co-counsel regarding committee issues (.2).
09/02/13	C. Neville	0.20	179.00	Communication with committee regarding Tuesday meeting.
09/02/13	C. Neville	2.00	1,790.00	Preparation for Committee meeting.
09/03/13	C. Neville	9.00	8,055.00	Meeting with committee [REDACTED] rechecking interviews and committee deliberations regarding same.
09/03/13	S. Alberts	1.10	775.50	Committee meetings [REDACTED] (.7); follow up meeting with certain member regarding inter committee issue and arrange for follow up (.4).
09/04/13	S. Alberts	0.40	282.00	Conference with co-counsel regarding committee issues (.3); emails with R. Plecha [REDACTED] (.1).
09/04/13	S. Alberts	0.10	70.50	Follow-up with UST regarding committee appointment.
09/05/13	S. Alberts	3.20	2,256.00	Meeting with counsel to Committee Member re [REDACTED] (.8); follow up with members and counsel (1.6); follow up with co-counsel re related issues (.3); conference with co-counsel [REDACTED] (.2); emails with another committee member and co-counsel [REDACTED] (.3).
09/05/13	C. Neville	0.30	268.50	Provide guidelines for committee members regarding expenses.

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/05/13	C. Neville	0.30	268.50	Communication with committee member regarding composition issue.
09/06/13	S. Alberts	1.10	775.50	Confer with member counsel regarding follow-up to yesterday's meeting and other pending case issues (.3) and forward summary to co-counsel (.2); confer with member [REDACTED] (.3); emails then call with [REDACTED] (.3).
09/08/13	S. Alberts	0.10	70.50	Email with member regarding certain report.
09/09/13	S. Alberts	0.60	423.00	Draft minutes of 9/3 meeting and circulate (.4); follow-up revisions (.1); email to Committee members (.1).
09/09/13	C. Neville	0.80	716.00	Work on documents for committee member meeting (.8).
09/10/13	S. Alberts	1.20	846.00	Draft and circulate committee agenda for tomorrow (.7); emails regarding logistics of tomorrow's committee and City meeting (.5).
09/11/13	S. Alberts	1.40	987.00	Committee discussion following meeting with City (1.2); follow up with certain committee members (.2).
09/11/13	C. Neville	6.60	5,907.00	Attend committee meeting including presentation from City (5.); preparation for committee meeting with professionals (1.6).
09/12/13	C. Neville	3.80	3,401.00	Attend meeting with DRCEA (Detroit Retired City Employees Association) (3.); attend meeting with retired police and firefighter (3.5).
09/12/13	S. Alberts	1.10	775.50	Several emails regarding Committee's desire to respond [REDACTED] (.8); email with committee members regarding pending materials (.3).
09/16/13	R. Millner	0.20	171.00	Teleconference with K. Kamraczewski regarding [REDACTED]
09/16/13	R. Millner	0.10	85.50	Read email from K. Kamraczewski [REDACTED]
09/16/13	K. Kamraczewski	0.40	316.00	Review [REDACTED]
09/16/13	K. Kamraczewski	1.10	869.00	Evaluate and analyze [REDACTED]

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/16/13	K. Kamraczewski	0.70	553.00	Multiple e-mails to/from T. Bowen [REDACTED]
09/16/13	S. Alberts	0.90	634.50	Confer with co-counsel regarding Wednesday Committee issues (.2); review [REDACTED] emails regarding [REDACTED] and follow up calls (.7).
09/16/13	C. Neville	2.00	1,790.00	Meeting with Sharon Levine and Michael Artz regarding [REDACTED] (2.).
09/17/13	C. Neville	0.20	179.00	Telephone call with Tom Ochs regarding [REDACTED] (.2).
09/17/13	R. Millner	0.30	256.50	Read email from Bowen [REDACTED]
09/17/13	R. Millner	0.30	256.50	Telephone conference with [REDACTED]
09/17/13	R. Millner	0.20	171.00	Telephone conference with [REDACTED]
09/17/13	S. Alberts	2.30	1,621.50	Assess Committee formation and organizational issues and draft and circulate first for internal approval and then to Committee agenda of tomorrow's meeting (.3); draft and circulate bylaws and voting records for approval first for internal approval and then to Committee minutes of last Committee meeting (.3); review policy (.3); email communications (.2), then call about [REDACTED] (.4) and follow up information provisions and communications regarding same (.3); confer with committee member [REDACTED] (.2); prepare for tomorrow's committee call (.3).
09/17/13	K. Kamraczewski	0.60	474.00	Prepare for conference [REDACTED]
09/17/13	K. Kamraczewski	0.40	316.00	Conference call [REDACTED]
09/17/13	K. Kamraczewski	0.70	553.00	Review e-mail from [REDACTED]
09/17/13	K. Kamraczewski	0.80	632.00	Prepare analysis [REDACTED]

Official Committee of Retirees
Matter: 20008227-0006
Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/17/13	K. Kamraczewski	0.90	711.00	Review order appointing committee application [REDACTED]
09/17/13	K. Kamraczewski	0.50	395.00	Conference call with [REDACTED] [REDACTED]
09/17/13	K. Kamraczewski	1.80	1,422.00	Multiple telephone calls and e-mails [REDACTED] [REDACTED] committee.
09/18/13	K. Kamraczewski	0.30	237.00	Review bankruptcy [REDACTED] [REDACTED]
09/18/13	K. Kamraczewski	0.60	474.00	Review bankruptcy [REDACTED] [REDACTED]
09/18/13	K. Kamraczewski	0.50	395.00	Review e-mail between [REDACTED] [REDACTED]
09/18/13	K. Kamraczewski	0.80	632.00	Review issues [REDACTED] [REDACTED]
09/18/13	D. Barnowski	2.50	1,631.25	Attend Committee meeting and assist in [REDACTED]
09/18/13	S. Alberts	7.60	5,358.00	Review materials, including insurance coverage materials, and prepare documents for Committee meeting (2.5); pre-Committee professionals meeting (.8); Committee meeting (3.0); follow up discussions with individual Committee members (1.3).
09/18/13	R. Millner	0.10	85.50	Read K. Kamraczewski email regarding [REDACTED]
09/18/13	R. Millner	0.20	171.00	Read fee examiner order as relates to committee expenses.
09/18/13	R. Millner	0.10	85.50	Telephone conference with K. Kamraczewski [REDACTED]
09/18/13	R. Millner	0.10	85.50	Emails to [REDACTED] [REDACTED]
09/18/13	D. Morris	1.80	855.00	Teleconference with Retirees Committee regarding [REDACTED] [REDACTED] (1.8).
09/18/13	C. Neville	0.10	89.50	Conference with J. Christine Reed regarding notice to retirees (.1).

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/18/13	C. Neville	4.00	3,580.00	Attend committee meeting (3.); attend call with professionals regarding committee meeting (1.).
09/19/13	R. Millner	0.10	85.50	Telephone with K. Kamraczewski regarding Committee insurance issues.
09/19/13	K. Kamraczewski	0.70	553.00	Multiple e-mails to/from T. Bowen regarding policy placement for committee.
09/19/13	S. Alberts	0.80	564.00	Review case summary to Committee and send forward to Committee (.2); confer with R. Plecha [REDACTED] issues (.2); email to A. Ruegger about hearing outcome (.2); emails [REDACTED] (.2).
09/20/13	K. Kamraczewski	0.40	316.00	E-mail to/from [REDACTED]
09/23/13	C. Neville	3.20	2,864.00	Meeting with committee member counsel (1.); work on coordination of bylaw comments (1.4); committee professional call (.8).
09/23/13	S. Alberts	0.30	211.50	Email with Committee member regarding status of committee call (.1); email with member regarding treatment of certain assets (.2).
09/24/13	S. Alberts	0.90	634.50	Draft and circulate minutes of 9/18 meeting (.3), draft and circulate agenda for 9/25 meeting (.3), confer with co-counsel regarding tomorrow's Committee meeting (.2); emails with co-counsel regarding status of Committee insurance (.1).
09/24/13	C. Neville	1.10	984.50	Review agenda and revised minutes for meeting and mark up (.8); telephone call with S. Alberts regarding issues at committee meeting (.3);.
09/24/13	J. Reed	5.60	3,024.00	Review local rule 2003-4 (.3); draft notice to retirees regarding appointment of committee (1.4); draft motion to establish information sharing procedures (3.9).
09/25/13	C. Neville	1.20	1,074.00	Attend committee meeting by phone in part (1.2).
09/25/13	D. Barnowski	1.30	848.25	Attend portion of Committee meeting; follow up strategy call concerning next steps.

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/26/13	S. Alberts	1.80	1,269.00	Emails with C. Neville regarding Committee Bylaws (.2); email to Committee regarding [REDACTED] (.5); [REDACTED] (.3); Committee member invoice inquiry (.1); email with Committee member [REDACTED] (.3); email to Committee regarding need for interim call and follow-ups (.1); email to Committee regarding case issues and cancelation of tomorrow's Committee call (.2); modify Committee email list (.1).
09/27/13	S. Alberts	1.90	1,339.50	Email regarding supplementing Committee distribution list (.1); email to Committee canceling OPEB call (.2); email to Committee supplementing explanation for cancelation of OPEB call (.3); confer with Committee member regarding next Monday's OPEB meeting with City (.2); emails with Committee Member regarding art issue (.2); email regarding Monday OPEB meeting (.1); arrange and respond [REDACTED] (.1); email to Committee [REDACTED] (.2); follow-up status update with Committee members (.3); email with G. Wilson [REDACTED] (.1 and .1).
09/27/13	C. Neville	0.60	537.00	Revise retiree notice circulation (.6).
09/27/13	S. Alberts	0.10	70.50	Review general case notice to retirees.
09/27/13	C. Neville	0.20	179.00	Revise bylaw again (.2).
09/28/13	S. Alberts	0.10	70.50	Emails regarding Notice to Creditors.
09/28/13	S. Alberts	0.10	70.50	Email with T. Renshaw regarding invoice and follow-up.
09/29/13	S. Alberts	0.70	493.50	Email with Committee member regarding [REDACTED] (.1); email with Committee member [REDACTED] (.1); confer with Mesirow [REDACTED] (.5).
09/29/13	T. Ochs	1.00	400.00	Review additional retiree statements on the harm that the City's proposal would do to them if their health care was cut.
09/29/13	S. Alberts	0.10	70.50	Follow-up email regarding art .

Official Committee of Retirees
 Matter: 20008227-0006
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/13	T. Ochs	2.00	800.00	Conference call with Dentons lawyers, Committee members, [REDACTED]
09/30/13	T. Ochs	1.00	400.00	Internal team call follow up to Committee meeting.
09/30/13	K. Kamraczewski	1.80	1,422.00	Research information [REDACTED]
09/30/13	S. Alberts	1.80	1,269.00	Email to co-counsel regarding status of Committee Bylaws (.1); email with Committee member regarding OPEB Meeting question scope (.1); emails with co-counsel regarding Committee insurance issues (.1); emails with insurance broker (.1); confer with with insurance broker and possible insurers (.8); respond to Committee member inquiry [REDACTED] (.1); email to Committee members regarding today's OPEB meeting with City Professionals (.3); confer with Committee Member [REDACTED] (.2); email with Committee member regarding questions asked at today's meeting with City (.1).
09/30/13	C. Neville	0.20	179.00	Communication with Shirley Lightsey regarding [REDACTED] (.2).
Total Hours		96.40		
Fee Amount				\$73,366.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	35.80	\$32,041.00
D. Barnowski	\$652.50	3.80	\$2,479.50
R. Millner	\$855.00	1.70	\$1,453.50
J. Reed	\$540.00	5.60	\$3,024.00
S. Alberts	\$705.00	30.70	\$21,643.50
K. Kamraczewski	\$790.00	13.00	\$10,270.00
D. Morris	\$475.00	1.80	\$855.00

Official Committee of Retirees
Matter: 20008227-0006
Invoice No.: 1517218

November 4, 2013

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Ochs	\$400.00	<u>4.00</u>	<u>\$1,600.00</u>
Totals		96.40	\$73,366.50
Total This Matter			\$73,366.50

Official Committee of Retirees
 Matter: 20008227-0007
 Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0007
 Meetings with Debtors and Other Parties

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	C. Neville	0.10	89.50	Communication with P. Herman regarding DIP RFP.
09/04/13	S. Alberts	6.90	4,864.50	Pre-meeting with professionals regarding issues to discuss with City professionals in part (includes travel in which issues were discussed) (1.4); meeting with City professionals in part (4.8); follow up with co-counsel regarding next steps (.7).
09/04/13	C. Neville	5.50	4,922.50	Attend all day meeting with the City regarding finances led by Ernst & Young.
09/11/13	S. Alberts	5.20	3,666.00	Prepare for meeting with City, including discussion with co-professionals (.4); Retiree Committee discussions with City professionals and EM (4.5); follow up with certain professionals regarding meeting (.3).
09/25/13	S. Alberts	0.20	141.00	Emails with Debtor regarding meeting with Administration (.2).
09/30/13	D. Barnowski	3.00	1,957.50	Teleconference meeting with Jones Day (Evan Miller and Kathy Livingston) to discuss proposed plan booklet and gather information.
09/30/13	C. Neville	5.50	4,922.50	Meeting with Retirement System and Retiree Committee professionals [REDACTED] (5.5).
Total Hours		26.40		
Fee Amount				\$20,563.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	11.10	\$9,934.50
D. Barnowski	\$652.50	3.00	\$1,957.50
S. Alberts	\$705.00	<u>12.30</u>	<u>\$8,671.50</u>

Official Committee of Retirees
Matter: 20008227-0007
Invoice No.: 1517218

November 4, 2013

Totals		26.40	\$20,563.50
	Total This Matter		\$20,563.50

Official Committee of Retirees
Matter: 20008227-0008
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0008
Municipal Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	R. Millner	0.50	427.50	Telecon M. Baker regarding preparation of list of questions for financial advisors regarding water and sewer issues.
09/02/13	R. Millner	0.40	342.00	Email to M. Baker regarding additional questions for financial advisors regarding water and sewer issues.
09/11/13	R. Millner	0.20	171.00	Telecon M. Baker regarding water and sewer department restructuring issues.
09/12/13	R. Millner	0.50	427.50	Analyze docket in Jefferson County regarding testimony of experts on water and sewer issues.
09/12/13	R. Millner	1.40	1,197.00	Work on analysis of legal organization of water and sewer department for restructuring purposes.
09/12/13	C. Soper	0.70	332.50	Research on use of sewer and gas experts in prior chapter 9 cases.
09/13/13	C. Soper	0.50	237.50	Conference with Millner regarding water and sewer.
09/13/13	R. Millner	0.80	684.00	Telecon Lazard, Bosco, Sorenson and M. Baker regarding water and sewer finance issues.
09/13/13	R. Millner	0.10	85.50	Telecon M. Baker regarding water and sewer issues.
09/13/13	R. Millner	0.50	427.50	Work on review of water and sewer documents from Miller Buckfire document room.
09/13/13	R. Millner	1.30	1,111.50	Work on analysis of statutes and bond offering memorandum relating to Detroit water and sewerage system.
09/14/13	S. Alberts	0.30	211.50	Emails with co-counsel regarding general case issues.
09/16/13	C. Soper	1.70	807.50	Research and analyze City Charter provisions and Michigan state statutory provisions as to Detroit Water and Sewer Department to determine operations of Department.
09/16/13	R. Millner	0.20	171.00	Telecon C. Soper regarding research on Michigan statutes for water and sewer issues.

November 4, 2013

Official Committee of Retirees
 Matter: 20008227-0008
 Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/17/13	C. Soper	2.30	1,092.50	Research and analyze board of water commissioners bylaws, city charter, and city ordinances regarding Detroit Water and Sewer Department to determine corporate structure and jural entity status.
09/18/13	R. Millner	0.50	427.50	Telephone conference with M. Baker and C. Soper regarding legal questions as to organization of water and sewer department.
09/18/13	R. Millner	1.80	1,539.00	Review orders and materials relating to City litigation relating to water and sewer department.
09/18/13	C. Soper	1.20	570.00	Research and analyze EPA litigation between US and DWSD, review orders entered by court as to changes in Board of Water Commissioner Bylaws and DWSD operating charter.
09/18/13	C. Soper	0.60	285.00	Conference with Millner and Barton regarding DWSD.
09/18/13	C. Soper	0.70	332.50	Research Detroit city departments' executive authority [REDACTED].
09/19/13	C. Soper	1.20	570.00	Review and analyze deposition transcript of ORR regarding DWSD (.4), search and analyze DWSD website and City of Detroit website for information regarding DWSD structure (.8).
09/19/13	C. Soper	0.40	190.00	Conference with Millner regarding DWSD structure.
09/19/13	C. Soper	4.70	2,232.50	Draft email memo to Millner regarding DWSD structure, interplay with EPA litigation, [REDACTED]
09/19/13	R. Millner	1.60	1,368.00	Review Detroit charter and statutes regarding water and sewer issues.
09/19/13	R. Millner	0.50	427.50	Further analyze Cox decision regarding sewer issues.
09/20/13	R. Millner	0.90	769.50	Telephone conference with Carlo Bosco, Martin Baker, Chris Soper regarding water and sewer asset use and value issues.
09/20/13	R. Millner	0.10	85.50	Telephone conference Martin Baker regarding water and sewer asset issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/20/13	C. Soper	0.30	142.50	Conference with Millner regarding DWSD and applicable bonds/corporate authority.
09/20/13	C. Soper	0.20	95.00	Review materials and prepare for call with Lazard regarding DWSD.
09/20/13	C. Soper	0.90	427.50	Conference with Lazard, Millner, Baker regarding DWSD operations, pension benefits, OPEB.
09/25/13	R. Millner	0.60	513.00	Work on analysis of statutes and ordinances regarding water and sewer.
09/25/13	C. Soper	0.50	237.50	Conference with Millner regarding DWSD operations and bond indentures.
09/26/13	C. Soper	0.50	237.50	Research materials and bond/indentures.
09/26/13	C. Soper	0.40	190.00	Analyze sewer and gas financial statements.
09/26/13	C. Soper	0.50	237.50	Conference with M. Baker, R. Millner, and A. Ullman regarding DWSD financing, [REDACTED]
09/26/13	C. Soper	0.50	237.50	Conference with Millner regarding DWSD financing, bond indentures, and statutory authorization.
09/26/13	R. Millner	0.60	513.00	Telecon with Anthony Ullman regarding water and sewer financial statements and eligibility questions.
09/26/13	R. Millner	0.60	513.00	Telecon C. Soper regarding research and analysis of facts in Michigan statutes regarding water and sewer department assets and revenue.
09/26/13	R. Millner	0.80	684.00	Review financial statements for water and sewerage operations of DWSD.
09/26/13	R. Millner	0.10	85.50	Email to A. Ullman regarding water and sewer issues and eligibility.
09/26/13	R. Millner	0.30	256.50	Review Standard & Poor's report on water and sewer bonds.
09/26/13	S. Alberts	0.50	352.50	Confer [REDACTED] (.3); follow-up emails with co-counsel (.2).

Official Committee of Retirees
 Matter: 20008227-0008
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/27/13	R. Millner	0.30	256.50	Telecon M. Baker regarding DWSD asset questions.
09/27/13	R. Millner	0.20	171.00	Telecon [REDACTED] regarding asset issues.
09/27/13	R. Millner	2.10	1,795.50	Review orders, stipulations and several judicial opinions involving DWSD.
09/27/13	C. Soper	1.00	475.00	Review and analyze [REDACTED] (.4); conference with Millner regarding memo to Ullman regarding DWSD financing (.6).
09/30/13	C. Soper	0.50	237.50	Conference with Millner regarding bond issues and indenture.
09/30/13	C. Soper	0.50	237.50	Research Orange County Chapter 9 plan and confirmation order.
09/30/13	C. Soper	0.50	237.50	Research and analyze [REDACTED] as applicable to DWSD.
09/30/13	C. Soper	0.30	142.50	Conference with R. Millner regarding bond issues.
09/30/13	C. Soper	0.50	237.50	Conference with R. Millner regarding bond issues, indentures, [REDACTED]
09/30/13	C. Soper	0.30	142.50	Research and analyze bond indentures, board bylaws, [REDACTED]
09/30/13	R. Millner	0.30	256.50	Telecons C. Soper regarding statute ordinance research and asset questions.
09/30/13	R. Millner	3.00	2,565.00	Analyze water department bond and indenture circular papers [REDACTED]
09/30/13	J. Reed	3.10	1,674.00	Begin reviewing select bond issuance information to determine treatment and possible classification of bonds under any plan of adjustment.
Total Hours		45.50		
Fee Amount				\$29,674.00

Official Committee of Retirees
Matter: 20008227-0008
Invoice No.: 1517218

November 4, 2013

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
R. Millner	\$855.00	20.20	\$17,271.00
J. Reed	\$540.00	3.10	\$1,674.00
S. Alberts	\$705.00	0.80	\$564.00
C. Soper	\$475.00	<u>21.40</u>	<u>\$10,165.00</u>
Totals		45.50	\$29,674.00
Total This Matter			\$29,674.00

i

Official Committee of Retirees
Matter: 20008227-0009
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0009
Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/14/13	S. Alberts	0.30	211.50	Emails with co-counsel regarding upcoming settlement and issues.
Total Hours		0.30		
Fee Amount				\$211.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$705.00	<u>0.30</u>	<u>\$211.50</u>
Totals		0.30	\$211.50
Total This Matter			\$211.50

Official Committee of Retirees
Matter: 20008227-0010
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0010
Pension

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	S. Alberts	0.60	423.00	Emails regarding access to data room for pension materials (.2); review [REDACTED] (.4).
09/02/13	S. Alberts	2.40	1,692.00	Conference with E. Miller regarding pension and OPEB structure and proposal (1.5); review certain pension and OPEB authority (.9).
09/05/13	S. Alberts	1.00	705.00	Review materials provided by Committee member regarding potential affect on retirees of proposed cuts.
09/11/13	R. Millner	0.20	171.00	Review retiree committee mediation statement.
09/12/13	R. Millner	0.70	598.50	Analyze Orr declaration related to city financial condition.
09/12/13	R. Millner	1.10	940.50	Review analysis of pension retirement issues in City June 14 and City 2013 proposal.
09/12/13	J. Copeland	6.10	2,058.75	Review Michigan's emergency Manager law (1.1); review pleading filed in previous chapter 9 case (.4); e-mail regarding same with team (.3); review data room and information available therein (.3); review the June 14 proposal by the City (.7); review Weller Complaint and consent judgment (.7); begin review [REDACTED] (2); daily call regarding above with team (.3); review mediation statement (.3).
09/12/13	D. Morris	0.80	380.00	Research regarding Michigan Pensions Clause (0.8).
09/13/13	J. Copeland	1.20	405.00	Search for Detroit municipal documents and ordinances, City Council Resolutions and City Charters (.8); e-mail with D. Barnowski regarding certain issues (.1); call with ream regarding above (.3).
09/13/13	R. Millner	0.30	256.50	Read Segal Consulting memo regarding pension valuation matters.
09/13/13	R. Millner	0.80	684.00	Work on review of [REDACTED] retrieved from Miller Buckfire document room.

Official Committee of Retirees
 Matter: 20008227-0010
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/14/13	J. Copeland	0.30	101.25	Review e-mails regarding health care issues (.1) and begin looking for certain ordinances (.2).
09/15/13	J. Copeland	4.60	1,552.50	Review Detroit ordinances, [REDACTED] its various articles (1.3); e-mail barnowski regarding same (.2); review [REDACTED] (.3); review [REDACTED] (2.2); research [REDACTED] (.6).
09/15/13	R. Millner	0.50	427.50	Work on review of Milliman letters.
09/16/13	R. Millner	0.40	342.00	Analyze 9/11 City presentation regarding pension.
09/16/13	S. Alberts	0.80	564.00	Confer with A. Ruegger regarding [REDACTED] (.4); emails regarding [REDACTED] (.2); confer with E. Miller (.1) and email (.1).
09/16/13	W. Enerson	1.10	731.50	Draft [REDACTED]
09/17/13	C. Neville	0.60	537.00	Work [REDACTED] (.6).
09/17/13	R. Millner	0.40	342.00	Analyze Moore Declaration [REDACTED]
09/17/13	R. Millner	0.50	427.50	Analyze Mulhotren declaration [REDACTED]
09/17/13	R. Millner	0.40	342.00	Review Committee mediation statement.
09/17/13	R. Millner	0.70	598.50	Analyze 2012 Gabriel Roeder draft report on actuarial valuation of general retirement system.
09/17/13	R. Millner	0.50	427.50	Analyze 2011 Gabriel Roeder Report on Police and Fire system.
09/17/13	R. Millner	0.50	427.50	Analyze Gabriel Roeder 2011 Report on General Retirement System
09/17/13	R. Millner	0.50	427.50	Analyze 2012 Gabriel Roeder Report on Police and Fire Retirement
09/17/13	R. Millner	2.60	2,223.00	Analyze [REDACTED]

Official Committee of Retirees
 Matter: 20008227-0010
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/17/13	W. Enerson	0.50	332.50	Revise [REDACTED].
09/18/13	R. Millner	0.70	598.50	Further analyze 9/11 and 6/20 City pension presentations.
09/18/13	R. Millner	2.80	2,394.00	Analyze [REDACTED].
09/18/13	S. Alberts	1.50	1,057.50	Confer with E. Miller regarding retiree issues (.2); confer with City professionals about OPEB and pension issues (1.1); follow-up discussion with committee professionals (.2).
09/18/13	J. Copeland	0.50	168.75	Review Detroit City Council 1977-78 closing resolutions and confer with D. Morris regarding research issues.
09/19/13	R. Millner	0.90	769.50	Teleconference with [REDACTED].
09/19/13	A. Ruegger	0.50	447.50	Review [REDACTED] (.5).
09/20/13	S. Alberts	0.30	211.50	Confer with C. Montgomery and C. Neville regarding actuarial calculations.
09/21/13	S. Alberts	0.20	141.00	Emails with C. Montgomery and C. Neville regarding pension information identification.
09/21/13	C. Neville	1.20	1,074.00	Communications with [REDACTED] (.2); revise [REDACTED] (1.).
09/22/13	R. Millner	1.30	1,111.50	Analyze Segal [REDACTED].
09/23/13	S. Alberts	0.70	493.50	Confer with working group regarding pensions.
09/23/13	R. Millner	0.50	427.50	Analyze [REDACTED].
09/23/13	C. Neville	2.90	2,595.50	Draft [REDACTED] (2.8); communication [REDACTED] (.1).
09/24/13	C. Neville	2.60	2,327.00	Revise [REDACTED] (2.6).

Official Committee of Retirees
 Matter: 20008227-0010
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/25/13	J. Copeland	6.10	2,058.75	E-mails regarding research issues with S. Alberts and C. Soper (.2); call C. Soper [REDACTED] (.3); research issues [REDACTED] (5); team strategy call (.6);
09/26/13	C. Soper	0.70	332.50	Research and review pension report filed by auditor.
09/26/13	C. Neville	0.20	179.00	Communication with [REDACTED] (.2).
09/26/13	C. Neville	1.20	1,074.00	Review email from Andrew Yearly [REDACTED] (.1); review pension proposal [REDACTED] (.2); communication with E. Driker [REDACTED] (.8).
09/26/13	A. Ruegger	0.20	179.00	Review summary of auditor general and inspector general report regarding pension actions (.2)
09/27/13	C. Neville	0.50	447.50	Review [REDACTED] (.5).
09/27/13	C. Neville	0.60	537.00	Review so-called auditor report (.6).
09/27/13	S. Alberts	0.50	352.50	Email with C. Montgomery and C. Neville regarding census data (.1); emails with C. Montgomery and C. Neville (.1 and .2) regarding proposed change to Pension Closing System (.3); seek pension report identified in press from City (.1).
09/27/13	C. Neville	1.20	1,074.00	Communication with [REDACTED] (.1); communication with [REDACTED] (.1); work on response to article regarding pension audit (1.).
09/27/13	C. Neville	0.60	537.00	Meeting reminder [REDACTED] (.2); review [REDACTED] presentation (.4).
09/28/13	S. Alberts	0.30	211.50	Receive and review [REDACTED] presentation.
09/30/13	S. Alberts	0.30	211.50	Email regarding status of statement [REDACTED] (.2); receive information on [REDACTED] (.2) and follow-up (.1).

Official Committee of Retirees
 Matter: 20008227-0010
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/13	C. Neville	1.10	984.50	Work [REDACTED] (1.1).
09/30/13	C. Neville	1.30	1,163.50	Meeting with Lazard [REDACTED] (1.3).
Total Hours		61.50		
Fee Amount				\$41,277.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	14.00	\$12,530.00
R. Millner	\$855.00	16.30	\$13,936.50
A. Ruegger	\$895.00	0.70	\$626.50
S. Alberts	\$705.00	8.60	\$6,063.00
W. Enerson	\$665.00	1.60	\$1,064.00
C. Soper	\$475.00	0.70	\$332.50
D. Morris	\$475.00	0.80	\$380.00
J. Copeland	\$337.50	<u>18.80</u>	<u>\$6,345.00</u>
Totals		61.50	\$41,277.50
Total This Matter			\$41,277.50

November 4, 2013

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1517218

Matter: 20008227-0011
 OPEB

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	S. Alberts	0.50	352.50	Emails with M. Maryn regarding status of certain OPEB issues (.3); review emails with Debtor's counsel, E. Miller, regarding Wednesday meeting and related OPEB issues (.2).
09/02/13	S. Alberts	0.80	564.00	Conference with Mr. Maryn and E. Miller regarding various case issues.
09/08/13	S. Alberts	1.50	1,057.50	Emails with C. Montgomery and C. Neville regarding status of various tasks (.3); confer with [REDACTED] working group regarding various case issues (.5); confer with C. Montgomery and C. Neville regarding various case issues (.7).
09/09/13	S. Alberts	1.30	916.50	Confer with with professional working group regarding OPEB issues (.9); follow up emails regarding next steps (.2); emails with working group for call on OPEB (.2).
09/10/13	S. Alberts	2.30	1,621.50	Review [REDACTED] and respond (.2); confer with B. Fried regarding OPEB issue and staffing (.3), confer with (separately) three recommended professionals regarding OPEB issues (.5); working group meeting on OPEB issues and next steps (1.0); transfer materials to OPEB working group (.3).
09/10/13	D. Barnowski	2.80	1,827.00	Team meeting (.70); analysis of background and legal issues (.80), and initial research concerning OPEB issues (1.30).
09/10/13	D. Morris	1.90	902.50	Confer with working group regarding potential OPEB issues (1.0); review Retirees' Mediation Statement as background as introduction to key issues (0.9).
09/10/13	T. Hutchinson	1.00	775.00	Conference call with S. Alberts and D. Barnowski regarding retiree health benefits.
09/11/13	D. Morris	0.90	427.50	Review City's proposals for restructuring of OPEB for apparent authority (0.2); teleconference with working group [REDACTED] (0.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/11/13	D. Barnowski	2.50	1,631.25	Team meeting to discuss strategy [REDACTED]
09/11/13	S. Alberts	2.20	1,551.00	Review materials concerning OPEB issues (including entire flight to Detroit) (1.1); follow up messages with co-counsel regarding OPEB issues and strategy and need for call (.6); confer with working group regarding OPEB issues and next steps (.5).
09/11/13	S. Alberts	2.10	1,480.50	Confer with C. Montgomery and C. Neville regarding various OPEB issues.
09/12/13	S. Alberts	3.00	2,115.00	Emails (.1), then telephone call with E. Miller regarding OPEB issues (.5); email to Committee seeking OPEB documents (.2); OPEB: review certain case authority of treatment of OPEB (1.3); email with co-counsel regarding OPEB issues (.3); telephone call with co-counsel regarding potential injunction regarding OPEB cancelation (.4); emails with co-counsel regarding OPEB production issues (.2).
09/12/13	D. Barnowski	4.30	2,805.75	Team teleconference meeting [REDACTED]
09/12/13	T. Hutchinson	1.00	775.00	Discussion with D. Barnowski regarding retiree health benefits.
09/12/13	T. Hutchinson	1.20	930.00	Review materials regarding retiree health benefits.
09/13/13	D. Barnowski	3.50	2,283.75	Teleconference [REDACTED] about OPEB (.40); attention to strategy concerning OPEB issues (.80); related research and analysis of materials pertinent to same (1.30); review and analysis of options available going forward (1.0).

November 4, 2013

Official Committee of Retirees
Matter: 20008227-0011
Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/13/13	S. Alberts	4.70	3,313.50	Multiple emails with co-counsel regarding Monday's meeting [REDACTED] (.5); receive, review and forward to co-counsel on issue materials on OPEB [REDACTED] (1.6); email to local counsel [REDACTED] (.2); assess information on OPEB, emails with co-counsel [REDACTED] (2.4).
09/13/13	S. Alberts	0.80	564.00	Emails with co-counsel regarding staffing issues and next week's OPEB retiree payments (.5); review docket entries (.3).
09/14/13	S. Alberts	0.70	493.50	Emails with co-counsel regarding review of certain materials (.3); receive and review [REDACTED] (.4).
09/14/13	D. Barnowski	2.00	1,305.00	Research [REDACTED]
09/15/13	D. Barnowski	3.30	2,153.25	Revise discovery requests for City [REDACTED]
09/15/13	S. Alberts	0.70	493.50	Review relevant legal authority [REDACTED]
09/16/13	D. Barnowski	5.30	3,458.25	Review [REDACTED] (2.0); review and [REDACTED] (1.6); analyze options and strategy issues going forward (1.7).
09/16/13	S. Alberts	4.50	3,172.50	Prepare for meeting by reviewing additional legal authority [REDACTED] issue (3.7); confer with OPEB professional working group (.8).
09/16/13	T. Hutchinson	4.50	3,487.50	Review OPEB-related documents in anticipation of meeting (1.5); prepare for meeting (1.); attend meeting on retiree health care costs (2.).
09/17/13	T. Hutchinson	0.40	310.00	Conversation with D. Barnowski regarding retiree health insurance options.

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/17/13	D. Barnowski	4.50	2,936.25	Preparation of pleadings concerning OPEB matter (3.2); review and analysis of legal research concerning same (.8); team meeting to discuss strategy going forward (.5).
09/17/13	J. Copeland	7.30	2,463.75	Continue to review CBAs (2.3); summarize same (.8); e-mail Barnowski regarding same (.1); review [REDACTED] (3.6); review information request (.3); pull case law (.2).
09/17/13	C. Neville	0.40	358.00	Conference with C. Montgomery and S. Alberts regarding action regarding implementation of new health system (.4).
09/17/13	S. Alberts	3.70	2,608.50	Confer with committee professionals regarding needed materials and open issues (1.0); email to H. Lennox seeking status of information requests (.1); receive, review and forward certain info from committee member on retiree benefit plans to Segal (.2); confer with co-counsel regarding OPEB defense strategy (1.4); confer with co-counsel and local counsel regarding OPEB defense strategy (.5); emails with financial and actuarial professions regarding status of information (.3); confer with co-counsel regarding bankruptcy research issue (.2).
09/17/13	C. Soper	0.30	142.50	Conference with Sam Alberts [REDACTED].
09/18/13	D. Barnowski	5.50	3,588.75	Assessment [REDACTED] (.7); [REDACTED] (2.8); supervise preparation of [REDACTED] (.5); review and analysis of [REDACTED] (1.5).
09/18/13	C. Neville	0.80	716.00	Call with Ullman and Jones Day regarding health care coverage (.8).
09/18/13	S. Alberts	0.60	423.00	Confer with co-counsel [REDACTED] (.3); [REDACTED] (.3).
09/18/13	T. Hutchinson	1.90	1,472.50	Prepare and participate on conference call with city representative on retiree health care costs; follow-up regarding same (1.10); follow-up conversation with D. Barnowski regarding retiree health care costs (0.80).

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/19/13	S. Alberts	1.20	846.00	Emails with co-counsel regarding defensive strategy issues (.6) and assess draft pleading intro (.2); emails to City regarding document production (.2); review Committee Production (.2).
09/19/13	D. Barnowski	5.80	3,784.50	Assessment of [REDACTED] (1.0); teleconference with Lazard and Segal about same and materials needed (.6); preparation [REDACTED] (1.3); supervise preparation [REDACTED] (.6); review [REDACTED] (.5); review [REDACTED] (1.8).
09/20/13	C. Neville	0.10	89.50	Review response from City regarding OPEB (.1).
09/20/13	D. Barnowski	4.30	2,805.75	Continued assessment of strategy [REDACTED] (.8); continued [REDACTED] (.5); [REDACTED] (.4); teleconference [REDACTED] (.6).
09/20/13	T. Hutchinson	1.20	930.00	Research on Exchange premium rate and subsidy amounts.
09/21/13	D. Barnowski	2.50	1,631.25	Revision [REDACTED] (.5); attention to strategy [REDACTED] (.5); review [REDACTED] (1.5).
09/21/13	S. Alberts	0.60	423.00	Emails with working group [REDACTED].
09/22/13	S. Alberts	2.10	1,480.50	Emails with co-counsel [REDACTED] (1.2); review [REDACTED] (.6); emails to Committee Member on availability and follow-ups (.3).

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	S. Alberts	2.40	1,692.00	Confer with co-counsel regarding status of briefing (.3); confer with Segal and co-counsel regarding defensive strategy and need for affidavit (.6); emails regarding OPEB defensive information (.3); confer with Committee members regarding OPEB defensive strategy (.5); confer [REDACTED] (.3); confer with Committee member [REDACTED] (.2); emails regarding OPEB mediation (.2).
09/23/13	T. Hutchinson	0.80	620.00	Analyze [REDACTED].
09/23/13	T. Hutchinson	1.30	1,007.50	Discussion with D. Barnowski regarding [REDACTED] (.8) [REDACTED] (.5).
09/24/13	T. Hutchinson	1.60	1,240.00	Analysis of Exchange subsidies for eligible participants.
09/24/13	C. Soper	1.00	475.00	Research other Chapter 9 cases addressing OPEB.
09/24/13	C. Soper	0.20	95.00	Conference with J. Copeland regarding [REDACTED].
09/25/13	C. Soper	0.10	47.50	Conference with J. Copeland [REDACTED].
09/25/13	C. Soper	0.70	332.50	Research use of chapter 9 mechanisms and powers prior to bankruptcy court determination of debtor's eligibility for chapter 9 for reply brief in support of OPEB preliminary injunction adversary proceeding.
09/25/13	C. Soper	0.10	47.50	Conference with J. Copeland regarding operation of section 1114 of the Bankruptcy Code to OPEB for reply brief in support of OPEB preliminary injunction adversary proceeding.
09/25/13	T. Hutchinson	0.70	542.50	Discussion with D. Barnowski relating to [REDACTED].
09/25/13	T. Hutchinson	1.20	930.00	Analysis of premium rates in Michigan for individuals in the Exchanges.

November 4, 2013

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/25/13	S. Alberts	2.10	1,480.50	Confer with [REDACTED] regarding OPEB issues (.2); confer with co-counsel [REDACTED] (.4); confer with Judge Daniel regarding OPEB issues (.4); follow-up call with C. Montgomery (.1); draft, circulate for review and follow-up OPEB mediation statement for Judge Daniel (.7); confer with co-counsel regarding statement (.1); [REDACTED] (.1); follow-up email to Judge Daniel (.1).
09/25/13	S. Alberts	0.30	211.50	Emails with C. Montgomery, C. Neville, [REDACTED] regarding pension discovery to E. Miller at Jones Day.
09/26/13	T. Hutchinson	1.20	930.00	Analysis of City booklet (1.0); follow-up with D. Barnowski regarding same (.2).
09/26/13	J. Copeland	1.30	438.75	Research chapter 9 cases regarding OPEB (.9); legislative history review and e-mails with J. Collins regarding same (.4).
09/27/13	S. Alberts	1.40	987.00	Email from co-counsel regarding OPEB meeting Monday (.2); email to City seeking more data on OPEB (.2); receive and forward City response to OPEB information (.2); call (.1) and email (.1), then call with E. Miller regarding OPEB meeting on Monday (.2); follow-up email with City (.1); emails with professionals about Monday meeting (.3).
09/27/13	T. Hutchinson	0.70	542.50	Read Auditor report of City of Detroit.
09/27/13	T. Ochs	2.00	800.00	Internal conference call with S. Alberts and D. Barnowski for further vetting of retirees for potential use as media spokespeople (1.0); Review OPEB materials (1.0).
09/28/13	T. Hutchinson	1.10	852.50	Read materials and develop questions for Meeting (.7); research late enrollment penalty issues (.4).

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/28/13	S. Alberts	2.70	1,903.50	Email (.1), then confer with Committee member [REDACTED] (.4); OPEB professional call (.5); email (.1) and then call with D. Barnowski regarding OPEB call (.2); emails with another Committee [REDACTED] (.1); follow-up on internal OPEB information request (.2); emails regarding same (.1); confer with S. Lightsey [REDACTED] (.8); review co-counsel OPEB questions (.2); review G. Wilson OPEB question (.1).
09/28/13	D. Barnowski	1.50	978.75	Status update call with S. Alberts (.2); review and analysis of new proposed plan details prepared by City (.3); short memo comparing same to 2012 (1.0).
09/29/13	D. Barnowski	0.80	522.00	Preparation for tomorrow's meeting with Jones Day concerning OPEB issues (.8).
09/29/13	S. Alberts	2.30	1,621.50	Receive and review Segal OPEB questions for City (.3); email to T. Hutchinson regarding OPEB questions (.1); review OPEB inquiry from client; [REDACTED] (.1); follow-up with T. Hutchinson (.1); [REDACTED] (.1); compile, organize (.2) supplement and circulate questions for OPEB meeting (1.2); follow-up with two Committee members (.2).
09/30/13	J. Copeland	4.80	1,620.00	Review letters regarding hardship from retirees (2.8); return phone call from Detroit retiree (.4); reach out to other Detroit retirees (.8); draft affidavit regarding retiree hardship (.6); e-mail to retiree regarding same (.2).
09/30/13	D. Barnowski	1.30	848.25	Preparation for meeting with Jones Day (Evan Miller and Kathy Livingston) concerning proposed OPEB booklet (.5); attention to next steps and strategy (.8).

Official Committee of Retirees
 Matter: 20008227-0011
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/13	S. Alberts	4.30	3,031.50	Email to C. Montgomery regarding today's OPEB meeting with City's professional (.1); email from and response to S. Wohl regarding today (.1); confer with regarding co-counsel regarding today's meeting logistics (.1); email to Committee professionals regarding pre-meeting call (.1); pre-meeting call with Committee professionals (.4); meeting with City professionals regarding OPEB issues (includes break out sessions) (3.2); follow up with co-professionals regarding today's meeting with City (.3).
09/30/13	T. Hutchinson	3.20	2,480.00	Preparation and attendance at meeting at Jones Day regarding OPEB.
Total Hours		143.60		
Fee Amount				\$93,744.75

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	1.30	\$1,163.50
D. Barnowski	\$652.50	49.90	\$32,559.75
S. Alberts	\$705.00	48.80	\$34,404.00
C. Soper	\$475.00	2.40	\$1,140.00
D. Morris	\$475.00	2.80	\$1,330.00
J. Copeland	\$337.50	13.40	\$4,522.50
T. Hutchinson	\$775.00	23.00	\$17,825.00
T. Ochs	\$400.00	<u>2.00</u>	<u>\$800.00</u>
Totals		143.60	\$93,744.75
Total This Matter			\$93,744.75

November 4, 2013

Official Committee of Retirees
Matter: 20008227-0012
Invoice No.: 1517218

Matter: 20008227-0012
Retention of Professionals

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/01/13	C. Neville	1.50	1,342.50	Review FA candidates submission to committee.
09/01/13	S. Alberts	2.10	1,480.50	Review and forward certain potential financial advisors (.1); review and assess presentations and attached materials from potential financial and actual advisors, take notes for Tuesday's interviews (2.0).
09/02/13	S. Alberts	0.50	352.50	Email to financial advisors regarding meeting location (.1); follow up call with certain potential advisor (.2); follow up call with other potential advisor (.2).
09/03/13	S. Alberts	8.70	6,133.50	Conduct interview with Retiree Committee of recommended local counsel and deliberation thereon (.5); interview several potential financial advisors (7.7); advise professionals who were not retained and follow up thereon (.5).
09/03/13	J. Reed	3.90	2,106.00	Research 1103 regarding requirement of court order for retention of professionals hired by 1102 appointed committee (1.8); draft memo regarding same (.8); outline and begin drafting retention application for Dentons (1.3)
09/04/13	J. Reed	9.40	5,076.00	Research preservation of attorney-client privilege where attorneys work with non-attorney professionals (3.7); review internal memo and cases cited therein regarding compelling discovery of non-attorney professionals' work product (2.3); research best practices of engaging non-attorney professionals with intent of applying derivative privilege (3.4)
09/04/13	S. Alberts	0.60	423.00	Conference with co-counsel regarding retention issues (.3) then follow up emails and calls regarding retention and privilege issues (.3).
09/04/13	S. Alberts	1.10	775.50	Follow up regarding service of documents (.1); conference with Local counsel and co-counsel regarding retention and draft Fee Examiner order (1.0).

November 4, 2013

Official Committee of Retirees
 Matter: 20008227-0012
 Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/05/13	S. Alberts	1.00	705.00	Review information and assessment of preservation of privilege (.3) and follow up (.2.); review and assess draft response to fee examiner order and provide comments thereto (.5).
09/05/13	C. Neville	0.20	179.00	Communication with J. Reed regarding privilege issues.
09/05/13	J. Reed	2.80	1,512.00	Draft memo regarding derivative privilege and retaining non-attorney professionals
09/09/13	S. Alberts	0.60	423.00	Emails with C. Montgomery and C. Neville regarding assessment [REDACTED]
09/10/13	S. Alberts	0.20	141.00	Emails with C. Montgomery and C. Neville regarding status of Committee retention issues.
09/11/13	J. Reed	3.80	2,052.00	Review data reports for purpose making adequate disclosure in retention application (1.8); continue drafting retention application (2).
09/11/13	J. Reed	2.40	1,296.00	Research preservation of privilege [REDACTED]
09/16/13	J. Reed	1.00	540.00	Outline language and provisions to be included in Segal retention (1.0).
09/16/13	J. Reed	2.30	1,242.00	Follow up research regarding [REDACTED] (2.3).
09/16/13	J. Reed	4.10	2,214.00	Begin drafting Dentons retention application (1) review report regarding Dentons retention (3.1).
09/17/13	J. Reed	7.10	3,834.00	Draft Dentons retention application (2.7); draft Dentons affidavit for retention (1.3); review draft Segal engagement letter (3.1).
09/18/13	S. Alberts	0.30	211.50	Review and comment on Denton's retention letter.
09/20/13	S. Alberts	0.20	141.00	Emails with C. Montgomery and C. Neville regarding retention issues.
09/21/13	S. Alberts	0.10	70.50	Emails with R. Bloom and A. Yearley of Lazard regarding retention.
09/21/13	C. Neville	1.40	1,253.00	Revise retention application (.4), declaration (.6), and engagement letter (.4).

Official Committee of Retirees
 Matter: 20008227-0012
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/23/13	S. Alberts	5.80	4,089.00	Review and comment on proposed Dentons retention letter (.2); review and revise Lazard retention agreement, notice, application and order (5.0); follow-up with Lazard (.4); confer with co-counsel regarding Segal retention (.2).
09/24/13	S. Alberts	0.80	564.00	Emails with Lazard regarding its application regarding names of parties for which Dentons ran conflicts (.3); emails regarding Segal application and payment structure (.3), emails regarding status of Dentons retention material (.2).
09/24/13	C. Neville	0.60	537.00	Telephone call with Segal regarding retention (.3); communication with S. Alberts regarding Segal retention (.2); revise Dentons retention (.1).
09/25/13	S. Alberts	0.30	211.50	Review and comment to Dentons 2014 Declarations (.2); review other retention issues (.1).
09/25/13	J. Reed	1.00	540.00	Review C Montgomery declaration and edit same
09/26/13	J. Reed	3.40	1,836.00	Discuss retention pleadings with C Montgomery (1.4); research Rule 2014(b) issues (2.0).
09/26/13	C. Neville	0.40	358.00	Revise Segal retention letter per agreement with counsel (.4).
09/26/13	S. Alberts	0.20	141.00	Emails with co-counsel regarding retention issues.
09/27/13	S. Alberts	0.50	352.50	Receive, review and forward Segal retention letter to C. Montgomery and C. Neville (.2); emails with C. Montgomery and C. Neville regarding Dentons' retention application (.3).
09/28/13	S. Alberts	0.30	211.50	Email from Committee member regarding Lazard and Segal retention application (.1); forward to professionals (.1) and respond (.1).
09/29/13	S. Alberts	0.20	141.00	Email from C. Montgomery regarding Lazard retention letter (.1); email with C. Neville regarding task coding (.1); respond to inquiry regarding Committee questions regarding retention letters (.1).
09/30/13	J. Reed	2.40	1,296.00	Edit Dentons retention pleadings and circulate same

November 4, 2013

Official Committee of Retirees
Matter: 20008227-0012
Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/13	S. Alberts	0.70	493.50	Review fee examination order and craft communication per Court's order on Committee professionals (.3); receive co-counsel response (.1) and follow up message to fee examiner (.1); respond to inquiry from co-counsel on structure of retention application (.2).

Total Hours	71.90	
Fee Amount		\$44,274.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	4.10	\$3,669.50
J. Reed	\$540.00	43.60	\$23,544.00
S. Alberts	\$705.00	<u>24.20</u>	<u>\$17,061.00</u>
Totals		71.90	\$44,274.50
Total This Matter			\$44,274.50

Official Committee of Retirees
Matter: 20008227-0013
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0013
Fee Invoices and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/03/13	J. Reed	3.30	1,782.00	Review pleadings regarding fee examiner and proposed fee review order (1); draft memo regarding fee review order and outline form of monthly submissions (2.3)
09/04/13	S. Alberts	1.90	1,339.50	Review fee examiner order and assess potential changes (.4); conference with co-counsel regarding potential changes order issues (.3); conference with fee examiner (.4); follow up with co-counsel (.3); conference with City's counsel regarding fee order issues (.2); follow up with co-counsel regarding need for response and open issue with Debtor (.3).
09/06/13	S. Alberts	1.60	1,128.00	Receive and review 8/9 hearing transcript to determine scope of City consent to committee fees (.4); receive draft response from local counsel regarding fee examination order and provide comments thereto (.5); follow-up comments [REDACTED] (.2); receive [REDACTED] (.1) and review final form of response (.1); follow-up on next steps (.1); review and comments on order concerning billing procedures (.2).
09/08/13	S. Alberts	1.00	705.00	Email with co-counsel regarding form of fee examination order (.1); emails with City's attorney regarding fee examination order (.1); call with City attorney to resolve fee examiner's issue (.5); report discussion to working group and recommend course of action (.3).

November 4, 2013

Official Committee of Retirees
 Matter: 20008227-0013
 Invoice No.: 1517218

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/09/13	S. Alberts	3.70	2,608.50	Review Debtor's proposed draft revised order and provide proposed redline comments thereto (1.7); circulate draft and incorporate comments from other RE professionals (.3); forward redline and clean to Debtors with note (.1); receive and review debtor's revised redline (.2); email comments to Debtor (.2); confer with local regarding covering hearing and open issues on order (.1); confer with Debtor's counsel regarding form of order on open issues (.4); follow-up emails to professionals regarding open issues and recommendations (.2); confer with UST regarding open issues (.3); confer with City regarding UST view (.2); leave message for UST (.1); summarize status for co-counsel (.2); further emails with City (.2); follow-up call with M. Wilkins regarding scope of remaining dispute (.1); follow up with M. Wilkins (.1).
09/10/13	S. Alberts	0.60	423.00	Calls in advance of today's fee examiner hearing (.2); follow up call regarding today's hearing (.2); review proposed form of order and follow up emails (.2).
09/30/13	C. Neville	2.80	2,506.00	Review monthly fee invoice (2.8).
Total Hours		14.90		
Fee Amount				\$10,492.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	2.80	\$2,506.00
J. Reed	\$540.00	3.30	\$1,782.00
S. Alberts	\$705.00	<u>8.80</u>	<u>\$6,204.00</u>
Totals		14.90	\$10,492.00
Total This Matter			\$10,492.00

Official Committee of Retirees
Matter: 20008227-0015
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0015
Plan Issues and Negotiations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/13	C. Neville	0.40	358.00	Review creditor alternative plan proposal (.4).
Total Hours		0.40		
Fee Amount				\$358.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	<u>0.40</u>	<u>\$358.00</u>
Totals		0.40	\$358.00
Total This Matter			\$358.00

November 4, 2013

Official Committee of Retirees
Matter: 20008227-0016
Invoice No.: 1517218

Matter: 20008227-0016
Due Diligence

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/08/13	C. Neville	0.40	358.00	Telephone call with Lazard regarding due diligence.
09/12/13	C. Neville	1.40	1,253.00	Review historical report on detroit deterioration (1.4).
09/13/13	C. Neville	0.80	716.00	Review report regarding City finances (.8).
09/14/13	C. Neville	1.80	1,611.00	Review historical data regarding City finances (1.8).
09/19/13	C. Neville	1.80	1,611.00	Review Harrisberg restructuring Plan [REDACTED] (1.6); review memo from [REDACTED] (.2).
Total Hours		6.20		
Fee Amount				\$5,549.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	6.20	\$5,549.00
Totals		6.20	\$5,549.00
Total This Matter			\$5,549.00

Official Committee of Retirees
Matter: 20008227-0017
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0017
Non-working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/02/13	S. Alberts	2.00	1,410.00	Travel Washington, D.C. to Detroit.
09/02/13	C. Neville	5.00	4,475.00	Travel from NYC to Detroit.
09/04/13	C. Neville	4.00	3,580.00	Travel from Detroit to NYC.
09/05/13	S. Alberts	1.50	1,057.50	Travel Washington, D.C. to Detroit.
09/11/13	S. Alberts	2.70	1,903.50	Travel from downtown to Detroit airport, fly to Washington, D.C.
09/11/13	C. Neville	3.00	2,685.00	Travel from NYC to Detroit.
09/13/13	C. Neville	3.00	2,685.00	Travel from Detroit to NYC.
09/16/13	S. Alberts	2.40	1,692.00	Travel from downtown to Detroit airport, fly to Washington, D.C.
09/16/13	C. Neville	3.00	2,685.00	Travel from NYC to Detroit.
09/17/13	A. Ruegger	2.20	1,969.00	Car and plane travel from NYC to Detroit for Moore deposition in Detroit.
09/18/13	A. Ruegger	3.60	3,222.00	Travel from Moore deposition in Detroit to NYC.
09/19/13	S. Alberts	2.20	1,551.00	Flight from Detroit to Washington, D.C.
09/19/13	C. Neville	3.00	2,685.00	Travel to NYC from Detroit.
09/23/13	A. Ruegger	3.20	2,864.00	Travel from NYC to Washington, DC for Milliman depositions in Washington, DC.
09/23/13	C. Neville	3.00	2,685.00	Travel from NYC to Detroit.
09/23/13	R. Millner	4.50	3,847.50	Travel from Chicago to Washington, DC for Milliman actuary deposition.
09/24/13	R. Millner	4.50	3,847.50	Travel from Washington, DC to Chicago.
09/24/13	A. Ruegger	4.50	4,027.50	Travel from Washington, D.C. hotel to Milliman deposition in Washington, DC (.5); travel from Milliman deposition in Washington, DC to NYC (4.0).
09/25/13	S. Alberts	4.30	3,031.50	Travel from downtown to Detroit airport (.8); return trip fly from Detroit to Washington, D.C. (3.5).
09/25/13	S. Alberts	1.30	916.50	Travel from Washington, DC to Detroit.
09/30/13	C. Neville	2.00	1,790.00	Travel from NYC to Detroit.

Official Committee of Retirees
Matter: 20008227-0017
Invoice No.: 1517218

November 4, 2013

Total Hours	64.90	
Fee Amount		\$54,609.50
LESS 50% DISCOUNT		(\$27,304.75)
Fee Total		\$27,304.75

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	26.00	\$23,270.00
R. Millner	\$855.00	9.00	\$7,695.00
A. Ruegger	\$895.00	13.50	\$12,082.50
S. Alberts	\$705.00	<u>16.40</u>	<u>\$11,562.00</u>
Totals		64.90	\$54,609.50
Total This Matter			\$27,304.75

Official Committee of Retirees
Matter: 20008227-0020
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0020
Expenses

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/3/2013	Airfare CAROLE NEVILLE TRAVEL TO DETROIT 8/28/13 - FLIGHT EXCHANGE FEE	15.00
9/4/2013	Airfare CAROLE NEVILLE TRAVEL TO DETROIT 8/28-8/30/13 - FLIGHT - FROM NYC TO DETROIT AND DETROIT BACK TO NYC	1,413.52
9/4/2013	Airfare CAROLE NEVILLE FLIGHT SERVICE FEE	50.00
9/4/2013	Airfare SAM J ALBERTS TRAVEL AGENCY FEE	15.00
9/5/2013	Airfare CAROLE NEVILLE FLIGHT TO FROM NYC TO DETROIT AND DETROIT BACK TO NYC - DETROIT FOR COMMITTEE MEETING	1,439.80
9/9/2013	Airfare CAROLE NEVILLE SERVICE/EXCHANGE FLIGHT FEE TO DETROIT FOR COMMI	215.00
9/11/2013	Airfare SAM J ALBERTS AIRFARE FROM WASHINGTON DC TO DETROIT AND DETROIT BACK TO WASHINGTON DC	1,531.80
9/16/2013	Airfare CAROLE NEVILLE TRAVEL TO DETROIT FOR MEETING	1,499.80
9/16/2013	Airfare SAM J ALBERTS FLIGHT DCA TO LGA	417.90
9/17/2013	Airfare SAM J ALBERTS AIRFARE FROM WASHINGTON DC TO NYC	360.61
9/17/2013	Airfare ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND DETROIT MI - FROM NYC TO DETROIT	699.90
9/18/2013	Airfare SAM J ALBERTS AIRFARE - ROUNDTRIP TRAVEL TO DETROIT, MI FROM WASHINGTON DC	1,496.80
9/18/2013	Airfare ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND MEETING IN DETROIT - FROM DETROIT TO NYC	698.56
9/18/2013	Airfare CAROLE NEVILLE FLIGHT FROM NYC TO DETROIT AND DETROIT BACK TO NYC	1,499.80
9/19/2013	Airfare CAROLE NEVILLE FLIGHT FROM DETROIT TO NYC	729.90
9/23/2013	Airfare CAROLE NEVILLE FLIGHT TO DETROIT FROM NYC	790.90
9/23/2013	Airfare CAROLE NEVILLE FLIGHT TO DETROIT- SERVICE FEE	20.00
9/23/2013	Airfare ROBERT B MILLNER MILLIMAN DEP IN DC FROM IL TO DC	675.28
9/24/2013	Airfare SAM J ALBERTS FLIGHT FROM DC TO DTW	1,481.80
9/30/2013	Airfare SAM J ALBERTS FLIGHTS FROM DC TO DTW	1,481.80

Official Committee of Retirees
 Matter: 20008227-0020
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/30/2013	Airfare CAROLE NEVILLE FLIGHT TO DETROIT FROM NYC	726.76
9/30/2013	Airfare CAROLE NEVILLE FLIGHT TO/FROM DETROIT SERVICE FEE	15.00
9/30/2013	Airfare CAROLE NEVILLE FLIGHT TO DETROIT - SERVICE FEE	15.00
	SUBTOTAL	17,289.93
9/23/2013	Client Cost - - ESQUIRE DEPOSITION SOLUTIONS, LLC Invoice # 124687 - Moore Deposition	1,670.52
9/27/2013	Client Cost - - ESQUIRE DEPOSITION SOLUTIONS, LLC 9/20/2013 - Guarav Malhotra Deposition	1,972.23
9/20/2013	Client Cost - - VERITEXT CHICAGO REPORTING COMPANY 9/9/2013 - Guarav Malhotra Transcript/Exhibits	874.90
	SUBTOTAL	4,517.65
9/5/2013	Delivery FedEx Airbill #796619784403 09/05/13 Delivery to 401 S Old Woodward Ave Ste BIRMINGHAM, MI	12.70
9/6/2013	Delivery FedEx Airbill #796635821989 09/06/13 Delivery to 901 19th St Rm A1038, DENVER, CO	14.21
9/26/2013	Delivery FedEx Airbill #796783006227 09/26/13 Delivery to 6637 Caledonia Rd, HUBBARD LAKE, MI	18.78
9/26/2013	Delivery FedEx Airbill #796777257982 09/26/13 Delivery to 2630 Lakeshore Rd, APPLGATE, MI	16.53
9/29/2013	Delivery - - WASHINGTON EXPRESS SERVICE LLC FROM DENTONS TO THE SEGAL COMPANY	10.22
	SUBTOTAL	72.44
	Document reproduction @ \$.10/page	195.50
	SUBTOTAL	195.50
9/2/2013	Ground Transportation CAROLE NEVILLE TAXI FROM AIRPORT TO HOTEL	56.00
9/2/2013	Ground Transportation SAM J ALBERTS TAXI	40.00
9/4/2013	Ground Transportation Delivery - PCS LIMO CAR COMPANY to E 28 ST - CAROLE NEVILLE FROM NY LGA TO HOME	118.97
9/11/2013	Ground Transportation SAM J ALBERTS TAXI TO/FROM DTW TO DOWNTOWN DETROIT	120.00
9/12/2013	Ground Transportation CAROLE NEVILLE TAXI FROM HOTEL TO GRACE CHURCH IN DETROIT FOR COMMITTEE MEETING	33.00
9/13/2013	Ground Transportation CAROLE NEVILLE TAXI FROM HOTEL TO AIRPORT IN DETROIT FOR COMMITTEE MEETING	50.00

Official Committee of Retirees
 Matter: 20008227-0020
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/13/2013	Ground Transportation CAROLE NEVILLE TAXI FROM AIRPORT TO OFFICE IN DETROIT FOR COMMITTEE MEETING	59.33
9/16/2013	Ground Transportation SAM J ALBERTS TAXI TO/FROM DTW TO DOWNTOWN DETROIT	43.58
9/16/2013	Ground Transportation SAM J ALBERTS TAXI TO/FROM DTW TO DOWNTOWN DETROIT	43.03
9/16/2013	Ground Transportation Train THOMAS E HUTCHINSON MEETING IN NEW YORK CITY FROM BALTIMORE	358.00
9/17/2013	Ground Transportation ARTHUR H RUEGGER ATTEND MEETING IN DETROIT - CAR SERVICE FROM DTW TO HOTEL	151.60
9/18/2013	Ground Transportation ARTHUR H RUEGGER ATTEND MEETING IN DETROIT - OFFICES OF MILLER CANFIELD TO DETROIT AIRPORT	55.00
9/18/2013	Ground Transportation ARTHUR H RUEGGER ATTEND MEETING IN DETROIT - NY LGA AIRPORT TO HOME	163.51
9/18/2013	Ground Transportation SAM J ALBERTS METRO CAB CAR SERVICE - DOWNTOWN DETROIT TO DETROIT AIRPORT	75.00
9/19/2013	Ground Transportation CAROLE NEVILLE DETROIT - TAXI HOTEL TO AIRPORT	52.00
9/21/2013	Ground Transportation ROBERT B MILLNER CAB TO AIRPORT - MILLIMAN DEP	24.00
9/23/2013	Ground Transportation ROBERT B MILLNER CAB FROM AIRPORT - MILLIMAN DEP	23.00
9/23/2013	Ground Transportation ARTHUR H RUEGGER ATTEND DEPOSITION IN DC - NYC TO WASHINGTON DC	385.00
9/23/2013	Ground Transportation ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND DEPOSITION IN DC - 0	13.00
9/23/2013	Ground Transportation CAROLE NEVILLE TAXI - AIRPORT TO HOTEL	56.00
9/23/2013	Ground Transportation ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND DEPOSITION IN DC - NYC Subway	2.25
9/24/2013	Ground Transportation ROBERT B MILLNER CAB TO/FROM O'HARE	161.00
9/24/2013	Ground Transportation ROBERT B MILLNER CAB TO MILLIMAN DEP	14.00
9/24/2013	Ground Transportation ROBERT B MILLNER CAB FROM MILLIMAN DEP	14.00
9/24/2013	Ground Transportation ARTHUR H RUEGGER ATTEND DEPOSITION IN DC - NY PENN STATION TO HOME (Darien, CT)	179.63
9/24/2013	Ground Transportation CAROLE NEVILLE TAXI - HOTEL TO AIRPORT	55.00
9/25/2013	Ground Transportation SAM J ALBERTS PARKING AT DC AIRPORT	22.00

Official Committee of Retirees
 Matter: 20008227-0020
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/25/2013	Ground Transportation SAM J ALBERTS TAXI LOCAL COUNSEL TO AIRPORT	75.00
9/25/2013	Ground Transportation SAM J ALBERTS TAXI AIRPORT TO LOCAL COUNSEL	75.00
9/30/2013	Ground Transportation SAM J ALBERTS PARKING AT JONES DAY FOR MEETING	20.00
	SUBTOTAL	2,537.90
9/3/2013	Lodging CAROLE NEVILLE HOTEL IN DETROIT FOR MEETING (2 NIGHTS)	344.90
9/5/2013	Lodging SAM J ALBERTS HOTEL (3 NIGHTS)	537.35
9/12/2013	Lodging CAROLE NEVILLE HOTEL FOR COMMITTEE MEETING (2 NIGHTS)	382.55
9/18/2013	Lodging ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND MEETING IN DETROIT -	171.35
9/19/2013	Lodging CAROLE NEVILLE TRAVEL TO DETROIT FOR MEETING (3 NIGHTS)	601.62
9/19/2013	Lodging SAM J ALBERTS HOTEL EXPENSES	182.85
9/24/2013	Lodging ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND DEPOSITION IN DC - (1 NIGHT)	440.83
9/24/2013	Lodging ROBERT B MILLNER MILLIMAN DEP IN DC (1 NIGHT)	440.83
9/24/2013	Lodging CAROLE NEVILLE HOTEL IN DETROIT	282.71
	SUBTOTAL	3,384.99
9/3/2013	Meals CAROLE NEVILLE BREAKFAST (Detroit)	16.23
9/11/2013	Meals SAM J ALBERTS MEALS FOR COMMITTEE AND PROFESSIONALS IN DETROIT	50.00
9/11/2013	Meals SAM J ALBERTS DINNER IN DETROIT	31.00
9/11/2013	Meals SAM J ALBERTS MEAL IN DETROIT	4.97
9/16/2013	Meals SAM J ALBERTS MEAL IN NYC LGA AIRPORT	8.71
9/17/2013	Meals CAROLE NEVILLE DETROIT	8.43
9/17/2013	Meals SAM J ALBERTS SNACK	10.00
9/17/2013	Meals ARTHUR H RUEGGER ATTEND MEETING IN DETROIT - A. RUEGGER ONLY	53.10
9/18/2013	Meals ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND MEETING IN DETROIT -	23.31

Official Committee of Retirees
 Matter: 20008227-0020
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/18/2013	Meals ARTHUR H RUEGGER ATTEND DETROIT MI - A. RUEGGER ONLY	31.79
9/18/2013	Meals CAROLE NEVILLE DETROIT - DINNER	25.48
9/18/2013	Meals ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND MEETING IN DETROIT -	17.84
9/19/2013	Meals SAM J ALBERTS DINNER IN DETROIT	23.38
9/19/2013	Meals SAM J ALBERTS MEAL IN DETROIT	60.41
9/23/2013	Meals ARTHUR H RUEGGER ATTEND DEPOSITION IN DC - A. RUEGGER AND R. MILLNER	148.66
9/24/2013	Meals ROBERT B MILLNER MILLIMAN DEP IN DC	8.00
9/25/2013	Meals SAM J ALBERTS DINNER IN DETROIT	14.17
	SUBTOTAL	535.48
9/3/2013	Miscellaneous Hard - Room rental for committee meeting CAROLE NEVILLE RETIREES COMMITTEE MEETING	775.34
9/5/2013	Miscellaneous Hard CAROLE NEVILLE MEAL FOR 9/5/13 ALL DAY RETIREE COMMITTEE MEETING IN DEARBORN	170.59
9/12/2013	Miscellaneous Hard - Room rental for meeting with City and Committee CAROLE NEVILLE 9/11/13 COMMITTEE MEETING	1,890.55
9/18/2013	Miscellaneous Hard SAM J ALBERTS PARKING	44.00
9/18/2013	Miscellaneous Hard ARTHUR H RUEGGER ADDITIONAL EXPENSES INCURRED TO ATTEND DETROIT M	14.00
9/19/2013	Miscellaneous Hard SAM J ALBERTS WESTIN HOTEL - VALET TIP	4.00
9/23/2013	Miscellaneous Hard ARTHUR H RUEGGER EXPENSES INCURRED TO ATTEND DEPOSITION IN DC - 0	30.00
9/25/2013	Miscellaneous Hard CAROLE NEVILLE COMMITTEE CALL	97.02
	SUBTOTAL	3,025.50
9/16/2013	Lexis	0.00
9/20/2013	WESTLAW	0.00
9/22/2013	WESTLAW	0.00
9/23/2013	WESTLAW	0.00
	Total Disbursements	\$31,559.39
	Total This Matter	\$31,559.39

Official Committee of Retirees
Matter: 20008227-0021
Invoice No.: 1517218

November 4, 2013

Matter: 20008227-0021
Media

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/05/13	S. Alberts	0.10	70.50	Review news piece from Committee member on Governor's post-bankruptcy.
09/12/13	C. Neville	1.00	895.00	Telephone call with press regarding story on benefits (.4); draft press statement regarding stay of OPEB cuts (.6).
09/12/13	C. Neville	0.40	358.00	Communications with committee member regarding press stories and potential response.
09/14/13	C. Neville	0.70	626.50	Review press reports on retirees and retirement system (.7).
09/16/13	S. Alberts	0.60	423.00	Emails and calls with co-counsel regarding press management as directed by the Committee (.4); review calendaring matters (.2).
09/16/13	S. Alberts	0.20	141.00	Review press on case and filings.
09/20/13	S. Alberts	0.30	211.50	Review news on case.
09/25/13	S. Alberts	0.30	211.50	Review press, including New York Times article on pension.
09/25/13	C. Neville	0.10	89.50	Review times article on pension (.1).
09/26/13	S. Alberts	1.80	1,269.00	Emails with C. Neville regarding media on pension auditor report (.2); email to Debtor's counsel seeking press reported auditor's report (.2) and follow-up email (.2); receive and forward CD-Rom of pension information (.3); review email on Greenhill pension communication (.1); follow-up on Greenhill communication (.1); receive, review and forward 2013 Pension Proposal freeze (.5) and follow-up (.2).
09/26/13	T. Ochs	2.00	800.00	Internal conference calls with S. Alberts to discuss legal strategy on the OPEB matters relating to the case and how the Committee will handle media inquiries on this issue (.2). Review retiree statements on the harm that that the City's proposal would do to them if their health care was cut and to identify potential candidates for press/media interviews and newspaper articles in order to prepare Committee for the increased media scrutiny (1.8).

Official Committee of Retirees
 Matter: 20008227-0021
 Invoice No.: 1517218

November 4, 2013

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/28/13	T. Ochs	1.00	400.00	Call with the Committee to discuss potential media/press opportunities in connection with media scrutiny.
09/28/13	S. Alberts	1.00	705.00	Review additional press at directive of Committee on \$300 million Fed/private commitment (.3); follow-up emails to co-counsel regarding same (.1); email to T. Ochs regarding media (.1); follow-up email with co-counsel regarding \$300 million commitment (.3); confer with T. Ochs regarding press issues (.1); emails with local counsel regarding contact information (.1).
09/29/13	S. Alberts	0.30	211.50	At directive of Committee, review news article on City consulting fee (.2); review article on City's efforts to monetize art (.1).
09/29/13	S. Alberts	1.20	846.00	At directive of Committee, review draft media statement on pension and provide recommended comments (.5); follow-up with co-counsel (.4); follow-up with media team (.3).
09/30/13	S. Alberts	0.50	352.50	As directed by Committee, review media on case developments and forward to select Committee professionals (.3); confer with T. Ochs regarding media strategy on various issues (.2).
09/30/13	T. Ochs	1.00	400.00	Newspaper research and review in order to prepare Committee for the increased media scrutiny.
09/30/13	T. Ochs	1.00	400.00	Morning call with S. Alberts regarding press position.
Total Hours		13.50		
Fee Amount				\$8,410.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Neville	\$895.00	2.20	\$1,969.00
S. Alberts	\$705.00	6.30	\$4,441.50
T. Ochs	\$400.00	<u>5.00</u>	<u>\$2,000.00</u>
Totals		13.50	\$8,410.50

Official Committee of Retirees
Matter: 20008227-0021
Invoice No.: 1517218

November 4, 2013

Total This Matter

\$8,410.50

COMBINED TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C. Neville	\$895.00	186.80	\$167,186.00
D. Barnowski	\$652.50	87.80	\$57,289.50
R. Millner	\$855.00	70.60	\$60,363.00
A. Ruegger	\$895.00	108.70	\$97,286.50
G. Besen	\$540.00	36.20	\$19,548.00
J. Reed	\$540.00	95.20	\$51,408.00
L. Bruno	\$660.00	74.50	\$49,170.00
R. Zuckerman	\$787.50	38.80	\$30,555.00
S. Alberts	\$705.00	224.50	\$158,272.50
W. Enerson	\$665.00	27.70	\$18,420.50
K. Kamraczewski	\$790.00	14.00	\$11,060.00
D. Ackerman	\$585.00	15.10	\$8,833.50
M. Economy	\$570.00	16.30	\$9,291.00
O. Pinkas	\$540.00	35.80	\$19,332.00
C. Ramirez	\$450.00	109.70	\$49,365.00
C. Soper	\$475.00	61.70	\$29,307.50
D. Morris	\$475.00	87.70	\$41,657.50
J. Chock	\$427.50	20.80	\$8,892.00
J. Copeland	\$337.50	95.00	\$32,062.50
T. Hutchinson	\$775.00	24.30	\$18,832.50
D. Pina	\$275.00	20.60	\$5,665.00
T. Ochs	\$400.00	<u>13.00</u>	<u>\$5,200.00</u>
TOTALS		1,464.80	\$948,997.50
Discount to Client			(\$27,304.75)
FEE TOTAL			<u>\$921,692.75</u>

Official Committee of Retirees
Invoice #: 1517218

November 4, 2013

COMBINED TOTALS

Total Hours	1,464.80
Fee Total, all Matters	\$ 921,692.75
Disbursement Total, all Matters	\$ 31,559.39
Invoice Total, all Matters	<u>\$ 953,252.14</u>

EXHIBIT J

Category 0001: Case Administration.

This was the first month BWST was employed and the services here include setting up the calendaring format and docketing matters that had occurred since the inception of the case. Services included reviewing the docket and pleadings in the case, updating the calendar, and circulating it to the Committee and all professionals. Services in this category were primarily rendered by a Legal Assistant (Christianne Redmond) and were overseen by BWST members Matthew E. Wilkins and Paula A. Hall. [18.5 hours of work at a value of \$4,170.50].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph: 248.971.1800

Fax: 248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0001
Inv #: 20349

RE: Case Administration

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-07-13	Begin Docket review from time of Committee formation and prepare schedule from Petition Date forward.	0.90	306.00	PH
	Further Docket review, prepare and revise schedule from Petition Date forward.	2.70	918.00	PH
Sep-09-13	Revisions to calendar and summarize for Committee.	1.20	408.00	PH
Sep-10-13	Email communications with M. Wilkins and P. Hall re: creation of Case Calendar.	0.20	27.00	CR
	Create a case calendar to track deadlines, hearing dates, etc. and make additional entries to same per P. Hall.	3.50	472.50	CR
Sep-11-13	Multiple email communications with P. Hall re: new filings / additions to be made to the Case Calendar.	0.20	27.00	CR
	Update the Case Calendar.	0.40	54.00	CR
Sep-12-13	Multiple email communications with P. Hall re: new filings / additions to be made to the Case Calendar.	0.20	27.00	CR
	Update the Case Calendar.	0.40	54.00	CR

REDACTED

Sep-13-13	Review pleadings filed, Amended Order re eligibility objections, and update calendar.	0.40	136.00	PH
Sep-16-13	Review near-term schedule and conference with Dentons counsel C. Montgomery regarding schedule and staffing.	0.30	129.00	MEW
	Review pleadings filed and update calendar.	0.30	102.00	PH
	Telephone with Judge Rhodes' chambers regarding upcoming hearings.	0.10	34.00	PH
	Review email from M. Wilkins re: Memo from C. Neville.	0.10	13.50	CR
	Review email from P. Hall re: new filings / dates to be added to the Case Calendar.	0.10	13.50	CR
	Update the Case Calendar.	0.20	27.00	CR
Sep-17-13	Email communications with M. Wilkins re: preparation of documents to be used at deposition.	0.20	30.00	CR
	Email and telephone communications with D4 team re: printing and delivery of documents to be used at deposition on 9/18/13.	0.20	30.00	CR
Sep-19-13	Review pleadings filed 9/16-9/19.	0.40	136.00	PH
	Review case filings and update calendar regarding same.	0.40	136.00	PH
Sep-23-13	Brief review of 80+ Orders/docket entries re individual eligibility objections.	0.60	204.00	PH
	Update the Case Calendar with recent docket entries.	3.30	445.50	CR
	Email communications with P. Hall.	0.10	13.50	CR
Sep-24-13	Update the Case Calendar.	0.60	81.00	CR
	Multiple email communications with P. Hall.	0.20	27.00	CR
Sep-26-13	Review case/docket activity for Committee	0.20	68.00	PH

REDACTED

	updates.			
	Review email from P. Hall	0.10	13.50	CR
	Update Case Calendar.	0.20	27.00	CR
Sep-29-13	Research recent media publications.	0.30	102.00	PH
Sep-30-13	Research and review Detroit News publication re fraud re pension funds and corr. to co- counsel re same.	0.20	68.00	PH
	Update the Case Calendar.	0.20	27.00	CR
	Email communications with P. Hall and M. Wilkins re: Case Calendar.	0.10	13.50	CR
	Totals	18.50	<u>\$4,170.50</u>	
	Total Fee & Disbursements		<u>\$4,170.50</u>	
	Balance Now Due		<u>\$4,170.50</u>	

TAX ID Number 26-4243140

REDACTED

Category 0002: Eligibility.

This task category includes services relating to the Committee's challenge to the City's eligibility to be a debtor under Chapter 9. During this month, services of BWST professionals primarily included assisting in the drafting of the Committee's objection to eligibility, motion to withdraw the reference of the eligibility determination and motion to stay the eligibility trial pending the district court's determination of the motion to withdraw the reference. Additional services included attendance at hearings related to and arising out of the above objection and motions. Services in this category were rendered by BWST members Matthew E. Wilkins and Paula A. Hall. [56.90 hours of work with a value of \$22,423.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph: 248.971.1800

Fax: 248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0002
Inv #: 20350

RE: Eligibility

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-08-13	Email from C. Montgomery regarding Committee response to other positions taken regarding eligibility and review objections of GRS and AFSCME to scheduling order.	0.50	215.00	MEW
Sep-09-13	Email from Claude Montgomery regarding General Retirement system objection to eligibility.	0.20	86.00	MEW
	Review potential Committee response to objections to eligibility filed by other parties.	0.30	129.00	MEW
	Review working draft of Committee objection to eligibility.	1.20	516.00	MEW
	Review working draft of motion to stay proceedings pending District Court determination on motion to withdraw reference.	0.40	172.00	MEW
	Review Eligibility Objections Order.	0.30	102.00	PH
	Review objections to eligibility filed by AFSCME, and the Detroit Retirement Systems.	0.70	238.00	PH
	Draft limited joinder in Eligibility Objections.	2.20	748.00	PH

REDACTED

Sep-10-13	Attend hearing on procedures for eligibility hearings.	2.00	860.00	MEW
	Review draft of Committee objections to eligibility.	0.70	301.00	MEW
	Meet C. Montgomery of Dentons regarding eligibility procedures hearing, Committee objection to eligibility and Committee motion to withdraw reference.	1.00	430.00	MEW
	Review, revise and draft Committee Objection to City Chapter 9 Eligibility and have filed.	5.00	2,150.00	MEW
	Review and revise Committee Motion to Withdraw Reference of determination of Chapter 9 eligibility and have filed.	2.50	1,075.00	MEW
	Review and revise Committee Motion to Stay Eligibility Proceeding pending determination of motion to withdraw reference by District Court.	1.50	645.00	MEW
	Draft Ex-parte Motion for Expedited Hearing on Stay Motion.	1.00	430.00	MEW
Sep-11-13	Review and revise Motion to Stay Proceedings pending determination of motion to withdraw reference.	0.60	258.00	MEW
	Review transmittal of motion to withdraw reference to District Court.	0.10	43.00	MEW
	Correspondence and conference with Dentons counsel regarding positions taken in other objections to eligibility.	0.40	172.00	MEW
Sep-12-13	Review notice rescheduling hearing on legal objections to eligibility to 10/15 and 10/16 at 10:00 a.m.	0.10	43.00	MEW
Sep-13-13	Review and revise motion to stay deadlines and hearings pending determination on motion to withdraw reference.	2.20	946.00	MEW
	Review, revise and draft sections of Motion to Stay Proceedings pending determination of motion to withdraw reference.	2.40	1,032.00	MEW
	Review and revise Ex-parte Motion to	0.70	301.00	MEW

REDACTED

	Expedite Hearing on Stay Motion (.4); discuss motion with P. Hall (.3).			
	Review and finalize Motion to Stay Proceedings and have filed.	2.00	860.00	MEW
	Review and revise Stay Motion.	0.60	204.00	PH
	Draft and revise Motion for Expedited Hearing.	1.40	476.00	PH
Sep-17-13	Review and analysis of City Reply to Objection to Eligibility.	1.80	774.00	MEW
	Email from and assist A. Ruegger with Charles Moore deposition exhibits.	0.20	N/C	MEW
Sep-18-13	Consult with co-counsel on issue related to injunction.	0.40	150.00	MRT
	Continue review of City's Reply to Committee's objection to eligibility.	0.50	215.00	MEW
	Review Orders re eligibility objections.	0.10	34.00	PH
Sep-19-13	Call with Dan Barnowski (Dentons), coordinate research, and forward Dan email with legal research results.	0.40	N/C	MRT
	Prepare for hearing on Motion to Stay eligibility proceedings pending determination by the District Court of Committee Motion to Withdraw Reference.	1.00	430.00	MEW
	Attend hearing on individual objections to eligibility.	1.50	645.00	MEW
	Attend hearing on individual objections to eligibility.	1.80	774.00	MEW
	Meet with lead counsel (C. Montgomery and S. Alberts) and several Committee members in preparation for hearing on motion to say proceedings pending determination of motion to withdraw the reference.	1.20	516.00	MEW
	Attend hearing on motion to stay proceedings (taken under advisement) and motions to compel discovery regarding communications	3.00	1,290.00	MEW

REDACTED

between Governor and Emergency Manager in advance of bankruptcy filing (granted in part and denied in part).

	Update email to Dentons team regarding hearing and outcome of motion to compel discovery of Governor-EM communications.	0.40	172.00	MEW
	Travel to Court for individual eligibility objections hearing and stay hearing.	1.00	N/C	MEW
	Travel from hearings to office.	0.80	N/C	MEW
Sep-20-13	Review order on motion to compel testimony of EM.	0.10	43.00	MEW
	Review [REDACTED]	0.40	172.00	MEW
Sep-22-13	Review Judge Rhodes' decision regarding propriety of determining constitutional issues.	0.20	86.00	MEW
Sep-23-13	Review Debtor's First Interrogatories to Committee regarding eligibility issues.	0.20	86.00	MEW
	Research [REDACTED]	0.70	238.00	PH
Sep-25-13	Review and analysis of State of Michigan response to Committee motion to withdraw reference.	0.40	172.00	MEW
	Review and analysis of City Response to Motion to Withdraw Reference.	0.80	344.00	MEW
Sep-26-13	Review and analysis of Order Denying Committee Motion to Stay Proceedings Pending Determination of Motion to Withdraw Reference.	0.90	387.00	MEW
	Correspondence with C. Montgomery regarding Order Denying Motion, possible responses.	0.20	86.00	MEW
	Correspondence and discussions with [REDACTED]	0.60	204.00	PH
	Consider Committee options regarding Order	0.40	136.00	PH

REDACTED

denying Stay Motion.

Sep-27-13	Consideration of Committee options in response to denial of motion to stay eligibility proceedings pending determination by District Court of Motion to Withdraw the Reference.	1.60	688.00	MEW
	Strategy call with Paul Gunther of Dentons regarding possible responses to denial of stay motion.	0.30	129.00	MEW
	Review City Notice of Supplemental Authority in Support of Objection to Committee Motion to Withdraw Reference.	0.10	43.00	MEW
Sep-29-13	Discuss litigation strategy with P. Gunther and M. Wilkins.	0.40	136.00	PH
	Research regarding options for response to order denying stay motion.	0.50	170.00	PH
Sep-30-13	Conference with C. Montgomery regarding eligibility issues (.3); email P. Hall regarding eligibility issues (.4); review options regarding decision denying motion to stay proceedings (.5); conference with P. Hall regarding eligibility issues (.3).	1.50	645.00	MEW
	Email P. Hall, M. Dawson regarding eligibility issues.	0.40	172.00	MEW
	Work with M. Wilkins re response to order denying stay motion.	0.70	238.00	PH
	Review Order denying Motion for Stay, related pleadings, [REDACTED]	2.40	816.00	PH
	Totals	56.90	<u>\$22,423.00</u>	

Total Fee & Disbursements

\$22,423.00

Balance Now Due

\$22,423.00

TAX ID Number 26-4243140

REDACTED

Category 0003: Litigation

This task category includes services relating to litigation that does not fall within another discrete category or that cannot be easily allocated to another billing category. In September, services in this category included the consideration of [REDACTED] advising Dentons' attorneys on various procedural aspects of Michigan law and monitoring litigation in the case between the City and other parties. Services in this category were rendered by BWST members Matthew E. Wilkins and Michael J. Turco and by an Associate, Jonathan F. Jorissen. [3.80 hours of work with a value of \$1,119.50].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC
 401 S. Old Woodward Ave
 Suite 400
 Birmingham, MI 48009 USA

Ph:248.971.1800 Fax:248.971.1801

Official Committee of Retirees
 1044 Pentecost Hwy.
 Onsted, MI
 49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0003
 Inv #: 20351

RE: Litigation

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-08-13	Email from C. Neville regarding Syncora litigation.	0.10	43.00	MEW
	Email to P. Hall regarding litigation strategy.	0.20	86.00	MEW
Sep-09-13	Conference with S. Ribiat regarding litigation strategy.	0.30	129.00	MEW
	Email to Dentons attorneys regarding litigation strategy.	0.30	129.00	MEW
Sep-17-13	Participate in strategy call with lead counsel.	0.50	187.50	MRT
Sep-19-13	Legal research regarding [REDACTED]	1.70	425.00	JJ
Sep-25-13	Review City motion to extend stay to 36th District Court and S. Alberts summary.	0.30	N/C	MEW
	Research regarding whether a deposition transcript must be signed by the deponent under the Michigan Court Rules.	0.40	120.00	JJ
Totals		3.80	\$1,119.50	

REDACTED

Invoice #: 20351

Page 2

October 1, 2013

Total Fee & Disbursements

\$1,119.50

Balance Now Due

\$1,119.50

TAX ID Number 26-4243140

REDACTED

Category 0005: Assumption Motion.

This task category includes services relating to the City's motion to assume a pre-petition agreement to exit a SWAP agreement. The City proposes to exit this agreement by the payment of a significant termination fee. Services in this category included the drafting and filing of the Committee's objection to the assumption agreement and were rendered by BWST members Matthew E. Wilkins and Paula A. Hall. [9.7 hours with a value of \$4,027.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph: 248.971.1800

Fax: 248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0005
Inv #: 20353

RE: Assumption Motion

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-13-13	Telephone from Carol Neville regarding SWOPs objection.	0.10	43.00	MEW
	Revise and draft Ex-Parte Motion to Enlarge Time to Object to Assumption Motion and order granting.	0.80	344.00	MEW
	Review draft of objection to assumption motion.	0.50	215.00	MEW
	Review changes to objection to assumption motion.	0.50	215.00	MEW
	Research re procedural issues and leave to file objection.	0.40	136.00	PH
Sep-14-13	Email from S. Alberts regarding revisions to objection to assumption of forbearance agreement.	0.10	43.00	MEW
Sep-15-13	Review and revise Retiree Committee Objection to Assumption of Forbearance Agreement.	0.90	387.00	MEW
Sep-16-13	Work to finalize Committee objection to assumption of forbearance agreement and ex-parte motion to enlarge time to file objection.	1.90	817.00	MEW

REDACTED

	Review, revise, finalize and file objection to assumption motion, ex-parte motion.	2.40	1,032.00	MEW
	Review and prepare objection to assumption motion and motion to enlarge time.	1.00	340.00	PH
Sep-18-13	Review Committee's motion to enlarge time.	0.20	68.00	PH
Sep-20-13	Review and analysis of Supplemental Objection of the Detroit Retirement Systems to assumption motion.	0.30	129.00	MEW
	Email from C. Montgomery regarding hearing on objection to assumption motion.	0.10	43.00	MEW
	Email from C Neville regarding possible adjournment of hearing on assumption motion to time of DIP financing motion.	0.10	43.00	MEW
	Email from C. Montgomery regarding Mediator representation that hearing on assumption motion is to be adjourned.	0.10	43.00	MEW
Sep-23-13	Review order adjourning SWOPs/COPs hearing one day to 9/24/13.	0.10	43.00	MEW
	Review Ex-parte Motion to adjourn assumption hearing.	0.10	43.00	MEW
	Review order adjourning assumption motion without date.	0.10	43.00	MEW
	Totals	9.70	<u>\$4,027.00</u>	

Total Fee & Disbursements \$4,027.00

Balance Now Due \$4,027.00

TAX ID Number 26-4243140

REDACTED

Category 0006: Committee Meetings and Communications.

This task category includes participation in in-person and telephonic Committee meetings and communications with members of the nine-member Committee of Retirees. The Committee has attempted to meet in-person weekly, which meetings are supplemented with update calls between the face-to-face meetings. Services in this category were rendered by BWST members Matthew E. Wilkins and Paula A. Hall. [55.80 hours of work with a value of \$21,437.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph: 248.971.1800

Fax: 248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0006
Inv #: 20354

RE: Committee Meetings and Communications

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-03-13	Committee meeting to discuss overall status and selection of financial advisors.	1.50	645.00	MEW
	Committee meeting to interview and select Committee financial advisors (Lazard and Segal Co. selected).	6.00	2,580.00	MEW
	Meet with Committee to discuss near-term matters, strategy going forward.	1.00	430.00	MEW
	Committee meeting to interview and select Committee financial advisors (Lazard and Segal Co. selected).	0.50	N/C	MEW
	Committee meeting to interview and select Committee financial advisors (Lazard and Segal Co. selected).	2.30	782.00	PH
Sep-10-13	Review proposed agenda for 9/11/13 Committee meeting.	0.10	43.00	MEW
	Email from Committee member regarding [REDACTED]	0.10	43.00	MEW
Sep-11-13	Prepare for and attend Committee meeting in advance of meeting with Mr. Orr and legal and financial advisors.	1.50	645.00	MEW

REDACTED

	Meet with Committee and financial professionals following meeting with EM and team.	1.70	731.00	MEW
	Committee meeting with City of Detroit representatives, and subsequent Committee meeting.	7.80	2,652.00	PH
Sep-12-13	[REDACTED]	2.50	1,075.00	MEW
	[REDACTED]	0.90	N/C	MEW
	Travel from Association meeting to office.	0.80	N/C	MEW
Sep-13-13	Telephone from B. Patek, counsel for Committee member regarding case status, counsel involvement at Committee meetings.	0.30	129.00	MEW
Sep-15-13	Conference call with E. Erman, B. Patek and C. Montgomery to discuss participation by counsel for individual committee members at Committee meetings.	0.40	172.00	MEW
Sep-16-13	Correspondence with C. Montgomery and S. Alberts regarding agenda for 9/18/13 Committee meeting.	0.30	129.00	MEW
Sep-17-13	Review agenda for 9/18 meeting.	0.10	43.00	MEW
	Prepare for 9/18/13 meeting of Committee and professionals.	1.20	516.00	MEW
	Review minutes of 9/11/13 Committee meeting.	0.10	43.00	MEW
Sep-18-13	Prepare for meeting of full Committee and legal and financial professionals.	2.50	1,075.00	MEW
	Meet with legal and financial professionals to [REDACTED]	2.00	860.00	MEW
	Attend meeting of Retirees Committee and legal and financial professionals (discuss pending matters [REDACTED] ongoing review of City's financial condition).	4.00	1,720.00	MEW

REDACTED

	Follow-up on Committee meeting and discuss [REDACTED] [REDACTED]	1.50	645.00	MEW
	Attend Committee meeting.	4.00	1,360.00	PH
Sep-20-13	Email to Committee member representative summarizing Court's decisions on motion to compel testimony (privilege issue between governor's office and EM's office).	0.20	86.00	MEW
Sep-23-13	Email from Committee member regarding [REDACTED]	0.10	43.00	MEW
Sep-24-13	Review proposed changes to Committee by-laws.	0.20	86.00	MEW
	Prepare for meeting (9/25) of Committee, counsel and financial advisors.	0.90	387.00	MEW
	Review pleadings for calendar and prepare for Committee meeting.	0.30	102.00	PH
Sep-25-13	[REDACTED]	1.00	430.00	MEW
	Prepare for Committee meeting [REDACTED] [REDACTED]	2.00	860.00	MEW
	Attend Committee meeting.	3.50	1,505.00	MEW
	Attend Committee meeting.	3.50	1,190.00	PH
Sep-27-13	[REDACTED] [REDACTED]	0.10	43.00	MEW
Sep-30-13	[REDACTED]	0.90	387.00	MEW
	Totals	55.80	\$21,437.00	
	Total Fee & Disbursements			\$21,437.00
	Balance Now Due			\$21,437.00

TAX ID Number 26-4243140

REDACTED

Category 0007: Meetings with Debtors and Other Parties

This task category includes meetings at the outset of the case with the City's representatives and advisors. Generally (and subsequently) such meetings are included in other discrete task categories. In September, services included initial meetings with the City's attorneys and financial advisors, and a meeting with the Emergency Manager. Services in this category were rendered by BWST members Matthew E. Wilkins and Paula A. Hall. [16.20 hours of work with a value of \$5,407.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

File #: 300061-0007

Inv #: 20355

Attention: Terri L. Renshaw, Committee Chair

RE: Meetings with Debtors and Other Parties

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-04-13	Meet with City legal and financial professionals for overview and discussion of City financial condition.	5.00	2,150.00	MEW
	Travel downtown for meeting with City legal and financial professionals.	1.00	N/C	MEW
	Travel from downtown (from meeting with City professionals) to office.	0.80	N/C	MEW
Sep-09-13	Prepare for 9/11 meeting with City.	0.60	204.00	PH
Sep-11-13	Meet with Committee, EM and financial and legal team for financial presentation and question and answer session.	4.50	1,935.00	MEW
	Travel to meeting of Committee and EM and advisors at Book Cadillac Hotel.	0.80	N/C	MEW
	Travel from EM meeting at Book Cadillac to office.	0.90	N/C	MEW
Sep-12-13	Review materials presented by City advisors at meeting of 9/11/13.	1.40	602.00	MEW
Sep-15-13	Review 9/11/13 City Presentation regarding legacy costs restructuring.	1.20	516.00	MEW
	Totals	16.20	\$5,407.00	

REDACTED

Total Fee & Disbursements

\$5,407.00

Balance Now Due

\$5,407.00

TAX ID Number 26-4243140

REDACTED

Category 0009: Pension and OPEB.

This task category includes time relating to both pension and OPEB issues which cannot be separated into the discrete Pension and OPEB billing categories. In September, services in this category included background work on assessing [REDACTED] and were rendered by BWST members Matthew E. Wilkins and Paula A. Hall. [2.2 hours of work with a value of \$856.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

File #: 300061-0009

Inv #: 20357

Attention: Terri L. Renshaw, Committee Chair

RE: Pension and OPEB

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-12-13	Email regarding logistics of review of actuarial data.	0.10	43.00	MEW
Sep-13-13	Conference with Legal Assistant M. Pleban regarding [REDACTED]	0.10	43.00	MEW
Sep-14-13	Emails outlining and addressing City's stated position it can unilaterally stop paying OPEB benefits.	0.40	172.00	MEW
Sep-15-13	Review [REDACTED]	0.20	68.00	PH
Sep-24-13	Review draft document regarding healthcare benefits.	0.10	43.00	MEW
	[REDACTED]	0.30	129.00	MEW
Sep-25-13	[REDACTED]	0.40	136.00	PH
Sep-26-13	[REDACTED]	0.40	136.00	PH
Sep-27-13	[REDACTED]	0.10	43.00	MEW

REDACTED

Voicemail to S. Alberts regarding [REDACTED]	0.10	43.00	MEW
[REDACTED]			

Totals	2.20	\$856.00	
--------	------	----------	--

Total Fee & Disbursements			\$856.00
--------------------------------------	--	--	-----------------

Balance Now Due			\$856.00
------------------------	--	--	-----------------

TAX ID Number 26-4243140

REDACTED

Category 0010: Pension.

This task category includes time relating to efforts to preserve the retirees' constitutionally-guaranteed pensions, in the face of the City's efforts to reduce them significantly. Services in this category include the development and review of options to the proposed pension cuts and work with the Committee's actuaries, financial advisors and counsel. In September, services in this category included an initial meeting with representatives of the General Retirement Systems and review of prepetition litigation concerning pension issues. Services in this category were rendered by BWST member Matthew E. Wilkins. [7.8 hours of work with a value of \$2,666.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797


October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0010

Inv #: 20358

RE: Pension

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-09-13	Review pre-petition pension funds litigation.	0.80	344.00	MEW
	Conference with B. Danek regarding pre-petition pension litigation.	0.20	86.00	MEW
Sep-25-13		0.20	86.00	MEW
Sep-30-13	Meet with GRS professionals to discuss overall case posture.	3.70	1,591.00	MEW
	Meet with Committee professionals regarding OPEB issues.	1.30	559.00	MEW
	Travel to downtown meeting with GRS team.	0.80	N/C	MEW
	Travel from downtown to office.	0.80	N/C	MEW
	Totals	7.80	\$2,666.00	
	Total Fee & Disbursements			\$2,666.00
	Balance Now Due			\$2,666.00

TAX ID Number 26-4243140

REDACTED

Category 0011: OPEB.

This task category includes time relating to efforts to counter the City's proposal to severely cut the healthcare benefits of retirees going forward. Services in this category include the development and review of viable alternatives to the City's proposal [REDACTED]

Services in this category were rendered by BWST members Matthew E. Wilkins and Paula A. Hall, and Associate Brad A. Danek. [9.3 hours of work with a value of \$3,395.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph: 248.971.1800

Fax: 248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0011
Inv #: 20359

RE: OPEB

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-11-13	Email from S. Alberts regarding OPEB issues and approach.	0.10	43.00	MEW
	Email to S. Alberts regarding OPEB issues, alternatives to City proposals.	0.10	43.00	MEW
Sep-17-13	Prepare for and call with Committee professionals regarding healthcare issues.	0.80	344.00	MEW
Sep-18-13	Email from Dentons regarding potential elimination of health care benefits.	0.10	43.00	MEW
Sep-21-13	Email from S. Alberts regarding healthcare issues.	0.10	43.00	MEW
	Email from D. Barnowski regarding healthcare issues.	0.10	43.00	MEW
	Email from C. Montgomery regarding healthcare issues.	0.10	43.00	MEW
	Email from S Alberts regarding healthcare issues.	0.10	43.00	MEW
Sep-24-13	Assist in finalizing C. Carlton declaration for filing.	0.30	102.00	PH
	Receipt and review of draft declaration for	0.10	24.00	BD

REDACTED

retiree Christine Carlton.

	[REDACTED]	2.70	648.00	BD
	[REDACTED]			
	[REDACTED]			
Sep-25-13	Work on OPEB issues with S. Alberts (.6); call with Judge Daniels regarding concerns about City sending out benefits revisions materials (.3); work with S. Alberts to prepare position statement for Judge Daniels (.6).	1.50	645.00	MEW
Sep-26-13	[REDACTED]	0.20	86.00	MEW
	[REDACTED]			
	Email from S. Alberts regarding healthcare benefits issues.	0.10	43.00	MEW
	Email regarding City decision to delay mailing of healthcare benefit change information.	0.10	43.00	MEW
	[REDACTED]	0.40	172.00	MEW
	Research City extension of OPEB booklet mailing.	0.20	68.00	PH
	[REDACTED]	0.30	102.00	PH
	[REDACTED]			
Sep-27-13	Review and consideration of Committee options with respect to City's stated intention to distribute modified healthcare options.	1.20	516.00	MEW
Sep-29-13	Email with memo from S. Alberts regarding OPEB issues.	0.30	129.00	MEW
Sep-30-13	Review Committee report [REDACTED]	0.20	86.00	MEW
	Review S. Alberts report on meeting with City professionals regarding OPEB issues.	0.20	86.00	MEW
	Totals	9.30	<u>\$3,395.00</u>	

Total Fee & Disbursements \$3,395.00

Balance Now Due \$3,395.00

REDACTED

TAX ID Number 26-4243140

REDACTED

Category 0013: Fee Invoices and Applications.

This task category includes time relating to providing fee and expense statements in compliance with the Court's Fee Review Order, and resolving any issues raised by the Fee Examiner. It also includes time relating to the formatting and submission of reimbursement requests from individual Committee members. Services in this category were rendered by Matthew E. Wilkins. [19.0 hours of work with a value of \$8,170.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0013

Inv #: 20361

RE: Fee Invoices and Applications

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-04-13	Meet with Committee professionals regarding proposed fee review order and summarize changes needed to protect Committee.	1.50	645.00	MEW
	Prepare for and conference call with Bob Fishman to discuss proposed fee review order.	0.50	215.00	MEW
Sep-05-13	Outline and draft response to proposed Fee Review Order to provide Committee with equivalent rights thereunder as City.	2.50	1,075.00	MEW
	Continue drafting response to proposed Fee Review order, and circulate to Committee professionals.	3.50	1,505.00	MEW
	Review comments and changes to objection to proposed fee review order from Committee professionals.	0.30	129.00	MEW
	Revise Response to proposed fee review order.	1.00	430.00	MEW
	Review comments from Dentons counsel regarding response to Fee Review Order.	0.20	86.00	MEW
Sep-06-13	Review transcript of hearing on City's Motion for Appointment of Retiree's Committee regarding City's commitment to ensure that Committee's professionals are compensated (.3); correspondence from lead counsel	0.50	215.00	MEW

REDACTED

regarding City position on funding Retirees Committee's professionals (.2).

Correspondence from lead counsel (S. Alberts) regarding response and suggestions regarding proposed Fee Review Order (.2); draft additional sections of Response and circulate to lead counsel for review (1.3).

Further comments from lead counsel (S. Alberts) regarding Response to proposed Fee Review Order (.3); revise Response, finalize and circulate to Retirees Committee for review (.7); finalize and file Response (.5).

Sep-08-13 Email from S. Alberts regarding fee review order (.1); email to and from S. Alberts regarding fee review order (.1).

Review changes proposed by City to Fee Review Order.

Email from S. Alberts regarding fee review order.

Sep-09-13 Review changes to Fee Review Order, make further revisions and forward to S. Alberts for review.

Prepare for and conference with Jeff Ellman regarding terms of Fee Review Order.

Review proposed changes to Fee Review Order from City's counsel.

Conference with S. Alberts regarding Fee Review Order.

Email from S. Alberts regarding open issues on Fee Review Order; review current version of order.

Email from S. Alberts regarding UST comments on Fee Review Order and review current version of order.

Email to J. Ellman regarding Fee Review Order (.1); email from S. Alberts regarding Fee Review Order (.1).

Conference with S. Alberts regarding open

REDACTED

issues in fee review order (.2); discuss possible resolution with Jeff Ellman of Jones Day (.2).

	Prepare for hearing on proposed fee review order.	0.50	215.00	MEW
Sep-10-13	Prepare for, attend and present Committee position on aspects of proposed Fee Review Order.	1.50	645.00	MEW
	Review draft of revised fee order from City counsel Jeffrey Ellman.	0.20	86.00	MEW
Sep-11-13	Review Fee Review Order, as entered by Court.	0.20	86.00	MEW
Sep-16-13	Email from Fee Examiner regarding timeline requirements for initial submissions to Examiner.	0.10	43.00	MEW
	Totals	19.00	<u>\$8,170.00</u>	

Total Fee & Disbursements \$8,170.00

Balance Now Due \$8,170.00

TAX ID Number 26-4243140

REDACTED

Category 0014: Court Hearings

This task category includes preparation for and attendance at hearings concerning matters that do not fit into other discrete categories. No fees were charged in this category in September.

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0014

Inv #: 20362

RE: Court Hearings

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-10-13	Drive to hearings on Fee Examiner Order, procedures for eligibility hearings.	0.80	N/C	MEW
	Travel from Court to office following Fee Review Order hearing.	0.60	N/C	MEW
	Totals	1.40	\$0.00	
	Total Fee & Disbursements			\$0.00
	Balance Now Due			\$0.00

TAX ID Number 26-4243140

REDACTED

Category 0015: Plan Issues and Negotiations.

This task category includes time relating to plan issue proposals, plan negotiations and plan confirmation issues. Services included a consideration of voting issues (for retirees) and a discussion with a third party concerning restructuring options. Services in this category were rendered by BWST member Matthew E. Wilkins. [.3 hours of work with a value of \$129.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0015

Inv #: 20363

RE: Plan Issues and Negotiations

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-12-13	Email from Carol Neville regarding retiree (plan) voting issues.	0.10	43.00	MEW
Sep-23-13	Review suggestions and proposals from interested party with reorganization ideas.	0.20	86.00	MEW
	Totals	0.30	\$129.00	
	Total Fee & Disbursements			\$129.00
	Balance Now Due			\$129.00

TAX ID Number 26-4243140

REDACTED

Category 0016: Due Diligence.

This task category includes time relating to the due diligence review of various assets and potential assets of the City. It largely includes diligence work in connection with valuing the City-owned assets of the Detroit Institute of Arts (“DIA”) and in reviewing the DWSD and alternatives to monetize that asset. Aside from general cash flow, the DIA and the DWSD are the City’s two most valuable assets, and maximizing their values is essential to minimizing the City’s proposed cut to retiree pensions and healthcare. Services in this category were rendered by BWST Associates Michael T. Price and Brad A. Danek. [4.20 hours of work with a value of \$678.00].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph: 248.971.1800

Fax: 248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0016
Inv #: 20364

RE: Due Diligence

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-09-13	[REDACTED]	1.20	288.00	BD
Sep-13-13	[REDACTED]	0.20	26.00	MP
	[REDACTED]	2.50	325.00	MP
	[REDACTED]	0.30	39.00	MP
	Totals	4.20	\$678.00	
	Total Fee & Disbursements		\$678.00	
	Balance Now Due		\$678.00	

TAX ID Number 26-4243140

REDACTED

Category 0020: Expenses.

This category includes reimbursable out-of-pocket expenses incurred in BWST's representation of the Committee. Items such as parking charges, copying charges (at \$.10/page or less), and several overnight and messenger charges and court filing are included. [Expenses total \$305.20].

REDACTED

Brooks Wilkins Sharkey & Turco, PLLC

401 S. Old Woodward Ave
Suite 400
Birmingham, MI 48009 USA

Ph:248.971.1800

Fax:248.971.1801

Official Committee of Retirees
1044 Pentecost Hwy.
Onsted, MI
49265-9797

October 1, 2013

Attention: Terri L. Renshaw, Committee Chair

File #: 300061-0020

Inv #: 20366

RE: Expenses

DISBURSEMENTS

	Motion Fees	150.00	
Sep-05-13	Parking for hearing/conference	10.00	
Sep-11-13	Parking for hearing/conference	18.00	
Sep-30-13	Outside Printing [D4 invoice] 1590 @ 0.08	127.20	
	Totals	<hr/>	\$305.20
	Total Fee & Disbursements		<hr/> \$305.20
	Balance Now Due		<hr/> \$305.20

TAX ID Number 26-4243140

REDACTED

EXHIBIT K

LAZARD

VIA ELECTRONIC MAIL

January 6, 2014

City of Detroit, Michigan
2 Woodward Avenue, Suite 1126
Detroit, MI 48226
Attn: Kevyn D. Orr, Emergency Manager for the City of Detroit

Dear Mr. Orr,

Pursuant to the letter Agreement dated as of September 3, 2013, please find enclosed Lazard's invoice in the amount of \$163,333.33. The invoice reflects the September 2013 prorated Monthly Fee payable upon execution of the Agreement.

Lazard has read and understands the terms of the Court's Fee Review Order dated September 11, 2013 (the "Order"). Lazard has complied with the Order except as expressly noted in this transmittal.

Please arrange payment at your earliest convenience. Wire instructions are included on the invoice for your reference. If you have any questions, please do not hesitate to call me at (212) 632-1993. Thank you very much.

Kind regards,


Bradley Dunn

Enclosure

cc: Ron Bloom – Lazard Frères & Co. LLC
Andrew Yearley - Lazard Frères & Co. LLC

Lazard Frères & Co. LLC
30 Rockefeller Plaza
New York, NY 10112

LAZARD FRÈRES & CO. LLC
30 ROCKEFELLER PLAZA
NEW YORK, N.Y. 10020

NOVEMBER 14, 2013

CITY OF DETROIT, MICHIGAN
2 WOODWARD AVENUE, SUITE 1126
DETROIT, MI 48226

ATTENTION: MR. KEVYN D. ORR
EMERGENCY MANAGER FOR THE CITY OF DETROIT, MI

FEE FOR SERVICES RENDERED PURSUANT
TO THE AGREEMENT LETTER DATED
SEPTEMBER 3, 2013 AS FOLLOWS:

PRORATED SEPTEMBER 2013 \$163,333.33

Wiring Instructions:
Citibank N.A., New York
ABA: # 021000089
FBO: Lazard Freres & Co. LLC
A/C #: 30938315
Attention: Chris Wanfried

YOURS TRULY,
PER PRO. LAZARD FRÈRES & CO. LLC



FORM 532

DETAILS OF HOURS EXPENDED

City of Detroit
Lazard Frères & Co. LLC
Summary of Services Rendered by Project

September 3, 2013 - September 30, 2013

Project #	Project Description	Sep
1	<u>Case Administration</u> Work conducted in connection with Lazard's engagement (mainly the filing of monthly fee applications).	1.0
2	<u>Interface with Professionals, Retiree Committee, City, and Other Parties-In-Interest</u> Calls and meetings with the Retiree Committee, other professionals performing services to the Committee, the City and other third-parties in connection with the Chapter 9 proceedings and other related matters.	238.5
3	<u>Financial Analysis, Presentations and General Diligence</u> Review and analysis of financial information provided by or related to the City, including the City's long-term business plan, financial projections and capital structure. Preparation of documents and presentations related to financial analysis.	209.5
4	<u>Pension / OPEB Matters</u> Participation in calls and meetings and preparation of financial analysis and presentations specifically related to pension and OPEB matters.	106.5
5	<u>Restructuring Plan Review and Negotiations</u> Review and analysis of restructuring alternatives for the City proposed by the City, the Retiree Committee or other third-parties and negotiations related thereto.	0.0
TOTAL		555.5

Summary of Services Rendered by Professional

Name	Sep
Ron Bloom, Managing Director	64.5
Andrew Yearley, Managing Director	110.5
Frank Setian, Managing Director	1.0
Carlo Bosco, Vice President	112.0
Justin Palfreyman, Vice President	16.5
Kevin Henderson, Associate	13.5
Parry Sorensen, Associate	169.0
Jason Shapiro, Analyst	13.0
Sarah Vizachero, Analyst	55.5
TOTAL	555.5

City of Detroit
Time Detail
Lazard Frères & Co. LLC
1 - Case Administration

<u>Date:</u>	<u>Professional:</u>	<u>Description of Work:</u>	<u>Hours:</u>
09/30/13	Parry Sorensen	Update hours	1.0
		September Hours	<u>1.0</u>

City of Detroit

Time Detail

Lazard Frères & Co. LLC

2 - Interface with Professionals, Retiree Committee, City, and Other Parties-In-Interest

<u>Date:</u>	<u>Professional:</u>	<u>Description of Work:</u>	<u>Hours:</u>
09/03/13	Andrew Yearley	Meeting in Detroit with City advisors (including travel)	14.0
09/04/13	Andrew Yearley	Meeting in Detroit with City advisors (including travel)	14.0
09/04/13	Carlo Bosco	Meeting in Detroit with City advisors (including travel)	14.0
09/04/13	Parry Sorensen	Meeting in Detroit with City advisors (including travel)	14.0
09/09/13	Andrew Yearley	Call with City advisors	0.5
09/09/13	Carlo Bosco	Call with City advisors	0.5
09/09/13	Parry Sorensen	Call with City advisors	0.5
09/10/13	Ron Bloom	Meeting with City advisors	3.0
09/10/13	Andrew Yearley	Meeting with City advisors	3.0
09/10/13	Parry Sorensen	Call with City advisors	1.0
09/11/13	Ron Bloom	Meeting in Detroit with City advisors (including travel)	14.0
09/11/13	Andrew Yearley	Meeting in Detroit with City advisors (including travel)	14.0
09/11/13	Parry Sorensen	Meeting in Detroit with City advisors (including travel)	14.0
09/16/13	Ron Bloom	Call with City advisors	0.5
09/16/13	Andrew Yearley	Call with City advisors	0.5
09/16/13	Parry Sorensen	Call with City advisors	0.5
09/16/13	Parry Sorensen	Correspondence with City advisors	0.5
09/18/13	Ron Bloom	Meeting in Detroit with Retiree Committee (including travel)	14.0
09/18/13	Andrew Yearley	Meeting in Detroit with Retiree Committee (including travel)	14.0
09/18/13	Carlo Bosco	Meeting in Detroit with Retiree Committee (including travel)	14.0
09/18/13	Parry Sorensen	Meeting in Detroit with Retiree Committee (including travel)	14.0
09/18/13	Sarah Vizachero	Call with Retiree Committee	5.0
09/19/13	Parry Sorensen	Correspondence with City advisors	0.5
09/20/13	Parry Sorensen	Correspondence with City advisors	0.5
09/23/13	Ron Bloom	Call with Citizens Research Council of Michigan	0.5
09/23/13	Ron Bloom	Call with the Kresge Foundation	0.5
09/24/13	Ron Bloom	Call with State representative	1.0
09/25/13	Ron Bloom	Meeting in Detroit with Retiree Committee (including travel)	14.0
09/25/13	Ron Bloom	Retiree Committee call	3.0
09/25/13	Andrew Yearley	Meeting in Detroit with Retiree Committee (including travel)	14.0
09/25/13	Andrew Yearley	Retiree Committee call	3.0
09/25/13	Carlo Bosco	Retiree Committee call	3.0
09/25/13	Parry Sorensen	Retiree Committee call	3.0
09/25/13	Sarah Vizachero	Retiree Committee call	3.0
09/30/13	Andrew Yearley	Meeting in Detroit with City advisors (including travel)	14.0
09/30/13	Carlo Bosco	Meeting in Detroit (including travel)	9.0
September Hours			238.5

City of Detroit
Time Detail
Lazard Frères & Co. LLC
3 - Financial Analysis, Presentations and General Diligence

Date:	Professional:	Description of Work:	Hours:
09/03/13	Parry Sorensen	Call with counsel	1.0
09/05/13	Carlo Bosco	Due diligence/financial analysis	5.0
09/06/13	Carlo Bosco	Due diligence/financial analysis	5.0
09/06/13	Parry Sorensen	Due diligence/financial analysis	11.0
09/07/13	Carlo Bosco	Due diligence/financial analysis	4.0
09/07/13	Parry Sorensen	Due diligence/financial analysis	10.0
09/08/13	Andrew Yearley	Review analysis	3.0
09/08/13	Carlo Bosco	Due diligence/financial analysis	4.5
09/08/13	Parry Sorensen	Due diligence/financial analysis	12.0
09/09/13	Ron Bloom	Internal meeting	1.0
09/09/13	Andrew Yearley	Internal meeting	1.0
09/09/13	Carlo Bosco	Internal meeting	1.0
09/09/13	Carlo Bosco	Due diligence/financial analysis	6.0
09/09/13	Parry Sorensen	Internal meeting	1.0
09/09/13	Parry Sorensen	Due diligence/financial analysis	10.5
09/09/13	Sarah Vizachero	Internal meeting	1.0
09/10/13	Carlo Bosco	Due diligence/financial analysis	3.5
09/10/13	Parry Sorensen	Due diligence/financial analysis	6.5
09/11/13	Carlo Bosco	Due diligence/financial analysis	1.0
09/12/13	Ron Bloom	Internal meeting	2.0
09/12/13	Ron Bloom	Call with counsel	1.0
09/12/13	Andrew Yearley	Internal meeting	2.0
09/12/13	Andrew Yearley	Call with counsel	1.0
09/12/13	Carlo Bosco	Internal meeting	2.0
09/12/13	Carlo Bosco	Call with counsel	1.0
09/12/13	Parry Sorensen	Due diligence/financial analysis	4.5
09/12/13	Parry Sorensen	Review of recent press	0.5
09/12/13	Parry Sorensen	Call with counsel	1.0
09/12/13	Sarah Vizachero	Due diligence/financial analysis	4.0
09/12/13	Sarah Vizachero	Internal meeting	2.0
09/13/13	Carlo Bosco	Call with counsel	1.0
09/13/13	Parry Sorensen	Review of recent press	0.5
09/13/13	Parry Sorensen	Due diligence/financial analysis	3.5
09/13/13	Parry Sorensen	Liquidity analysis	2.5
09/13/13	Sarah Vizachero	Due diligence/financial analysis	2.0
09/14/13	Carlo Bosco	Due diligence/financial analysis	2.0
09/14/13	Parry Sorensen	Liquidity analysis	0.5
09/16/13	Ron Bloom	Internal meeting	1.0
09/16/13	Andrew Yearley	Internal meeting	1.0
09/16/13	Justin Palfreyman	Financial Analysis, Presentations and General Diligence	1.0
09/16/13	Justin Palfreyman	Financial Analysis, Presentations and General Diligence	3.0
09/16/13	Parry Sorensen	Review of recent press	0.5
09/17/13	Ron Bloom	Internal meeting	1.0
09/17/13	Andrew Yearley	Internal meeting	1.0
09/17/13	Carlo Bosco	Due diligence/financial analysis	3.0
09/17/13	Parry Sorensen	Review of recent press	0.5
09/17/13	Parry Sorensen	Internal meeting	1.0
09/17/13	Parry Sorensen	Due diligence/financial analysis	2.5
09/17/13	Sarah Vizachero	Internal meeting	1.0
09/17/13	Sarah Vizachero	Due diligence/financial analysis	3.0
09/19/13	Carlo Bosco	Due diligence/financial analysis	1.5
09/19/13	Justin Palfreyman	Financial Analysis, Presentations and General Diligence	1.0
09/19/13	Kevin Henderson	Financial analysis/presentations	4.0
09/19/13	Parry Sorensen	Review of recent press	0.5
09/19/13	Jason Shapiro	Financial analysis/presentations	4.0
09/20/13	Ron Bloom	Call with Retiree Committee professionals	0.5
09/20/13	Andrew Yearley	Call with Retiree Committee professionals	0.5
09/20/13	Carlo Bosco	Due diligence/financial analysis	2.0

City of Detroit
Time Detail
Lazard Frères & Co. LLC
3 - Financial Analysis, Presentations and General Diligence

Date:	Professional:	Description of Work:	Hours:
09/20/13	Justin Palfreyman	Financial Analysis, Presentations and General Diligence	3.0
09/20/13	Justin Palfreyman	Call with Retiree Committee professionals	0.5
09/20/13	Kevin Henderson	Financial analysis/presentations	4.0
09/20/13	Parry Sorensen	Review of recent press	0.5
09/20/13	Parry Sorensen	Call with Retiree Committee professionals	0.5
09/20/13	Parry Sorensen	Due diligence/financial analysis	2.5
09/20/13	Parry Sorensen	Review of recent press	0.5
09/20/13	Jason Shapiro	Financial analysis/presentations	4.0
09/20/13	Sarah Vizachero	Call with Retiree Committee professionals	0.5
09/21/13	Carlo Bosco	Due diligence/financial analysis	1.0
09/22/13	Carlo Bosco	Due diligence/financial analysis	1.0
09/23/13	Carlo Bosco	Due diligence/financial analysis	1.5
09/23/13	Parry Sorensen	Due diligence/financial analysis	1.5
09/23/13	Sarah Vizachero	Due diligence/financial analysis	1.5
09/23/13	Sarah Vizachero	Review of recent press	0.5
09/24/13	Ron Bloom	Internal Call	0.5
09/24/13	Andrew Yearley	Internal Call	0.5
09/24/13	Carlo Bosco	Internal Call	0.5
09/24/13	Carlo Bosco	Due diligence/financial analysis	2.0
09/24/13	Justin Palfreyman	Internal Call	0.5
09/24/13	Kevin Henderson	Internal Call	0.5
09/24/13	Parry Sorensen	Review of recent press	0.5
09/24/13	Parry Sorensen	Correspondence with Retiree Committee professionals	2.0
09/24/13	Parry Sorensen	Internal Call	0.5
09/24/13	Jason Shapiro	Internal Call	0.5
09/24/13	Sarah Vizachero	Review of recent press	0.5
09/24/13	Sarah Vizachero	Internal Call	0.5
09/25/13	Carlo Bosco	Due diligence/financial analysis	1.0
09/25/13	Justin Palfreyman	Financial Analysis, Presentations and General Diligence	1.0
09/25/13	Parry Sorensen	Review of recent press	0.5
09/25/13	Parry Sorensen	Correspondence with Retiree Committee professionals	1.0
09/25/13	Parry Sorensen	Due diligence/financial analysis	1.5
09/25/13	Sarah Vizachero	Review of recent press	0.5
09/25/13	Sarah Vizachero	Due diligence/financial analysis	1.0
09/26/13	Carlo Bosco	Due diligence call	1.0
09/26/13	Parry Sorensen	Review of recent press	0.5
09/26/13	Parry Sorensen	Due diligence call	1.0
09/26/13	Parry Sorensen	Due diligence/financial analysis	0.5
09/26/13	Sarah Vizachero	Review of recent press	0.5
09/26/13	Sarah Vizachero	Due diligence call	1.0
09/27/13	Carlo Bosco	Due diligence/financial analysis	1.0
09/27/13	Kevin Henderson	Financial analysis/presentations	2.0
09/27/13	Parry Sorensen	Review of recent press	0.5
09/27/13	Jason Shapiro	Financial analysis/presentations	1.5
09/27/13	Sarah Vizachero	Review of recent press	0.5
09/28/13	Jason Shapiro	Financial analysis/presentations	1.5
09/28/13	Sarah Vizachero	Review of recent press	0.5
09/29/13	Sarah Vizachero	Review of recent press	0.5
09/29/13	Sarah Vizachero	Review of recent press	0.5
09/30/13	Kevin Henderson	Financial analysis/presentations	2.0
09/30/13	Parry Sorensen	Review of recent press	0.5
09/30/13	Jason Shapiro	Financial analysis/presentations	0.5
09/30/13	Sarah Vizachero	Review of recent press	0.5

September Hours

209.5

City of Detroit
Time Detail
Lazard Frères & Co. LLC
4 - Pension / OPEB Matters

Date:	Professional:	Description of Work:	Hours:
09/09/13	Ron Bloom	Call with Committee Professionals	0.5
09/09/13	Andrew Yearley	Call with Committee Professionals	0.5
09/09/13	Carlo Bosco	Call with Committee Professionals	0.5
09/09/13	Parry Sorensen	Call with Committee Professionals	0.5
09/15/13	Andrew Yearley	Review materials for Retiree Committee meeting	1.0
09/15/13	Carlo Bosco	Preparation of materials for Retiree Committee meeting	4.0
09/15/13	Justin Palfreyman	Internal call	0.5
09/15/13	Parry Sorensen	Internal call	0.5
09/15/13	Parry Sorensen	Preparation of materials for Retiree Committee meeting	3.5
09/15/13	Sarah Vizachero	Preparation of materials for Retiree Committee meeting	4.0
09/16/13	Ron Bloom	Meeting with Retiree Committee professionals	2.0
09/16/13	Andrew Yearley	Meeting with Retiree Committee professionals	2.0
09/16/13	Carlo Bosco	Meeting with Retiree Committee professionals	2.0
09/16/13	Carlo Bosco	Financial analysis/presentations	4.0
09/16/13	Parry Sorensen	Meeting with Retiree Committee professionals	2.0
09/16/13	Parry Sorensen	Financial analysis/presentations	3.5
09/16/13	Sarah Vizachero	Meeting with Retiree Committee professionals	2.0
09/16/13	Sarah Vizachero	Financial analysis/presentations	3.0
09/17/13	Ron Bloom	Call with Retiree Committee professionals	1.0
09/17/13	Andrew Yearley	Call with Retiree Committee professionals	1.0
09/17/13	Carlo Bosco	Call with Retiree Committee professionals	1.0
09/17/13	Justin Palfreyman	Call with Retiree Committee professionals	1.0
09/17/13	Parry Sorensen	Call with Retiree Committee professionals	1.0
09/17/13	Sarah Vizachero	Call with Retiree Committee professionals	1.0
09/19/13	Carlo Bosco	Call with Retiree Committee professionals	1.0
09/19/13	Parry Sorensen	Call with Retiree Committee professionals	1.0
09/20/13	Carlo Bosco	Call with Retiree Committee professionals	1.0
09/20/13	Parry Sorensen	Call with Retiree Committee professionals	1.0
09/22/13	Carlo Bosco	Call with Retiree Committee professionals	1.0
09/23/13	Ron Bloom	Call with Retiree Committee professionals	0.5
09/23/13	Ron Bloom	Call with Retiree Committee professionals	1.0
09/23/13	Andrew Yearley	Call with Retiree Committee professionals	0.5
09/23/13	Andrew Yearley	Call with Retiree Committee professionals	1.0
09/23/13	Frank Setian	Call with Retiree Committee professionals	1.0
09/23/13	Carlo Bosco	Call with Retiree Committee professionals	1.0
09/23/13	Justin Palfreyman	Call with Retiree Committee professionals	1.0

City of Detroit
Time Detail
Lazard Frères & Co. LLC
4 - Pension / OPEB Matters

<u>Date:</u>	<u>Professional:</u>	<u>Description of Work:</u>	<u>Hours:</u>
09/23/13	Kevin Henderson	Call with Retiree Committee professionals	1.0
09/23/13	Parry Sorensen	Call with Retiree Committee professionals	0.5
09/23/13	Parry Sorensen	Call with Retiree Committee professionals	1.0
09/23/13	Parry Sorensen	Review/preparation of court filings	1.0
09/23/13	Jason Shapiro	Call with Retiree Committee professionals	1.0
09/23/13	Sarah Vizachero	Call with Retiree Committee professionals	1.0
09/26/13	Ron Bloom	Call with Retiree Committee professionals	0.5
09/26/13	Andrew Yearley	Call with Retiree Committee professionals	0.5
09/26/13	Carlo Bosco	Call with Retiree Committee professionals	0.5
09/26/13	Parry Sorensen	Meeting with advisors	1.0
09/26/13	Parry Sorensen	Call with Retiree Committee professionals	0.5
09/26/13	Sarah Vizachero	Call with Retiree Committee professionals	0.5
09/27/13	Parry Sorensen	Financial analysis	1.0
09/28/13	Ron Bloom	Internal call	0.5
09/28/13	Andrew Yearley	Review financial analysis/presentations	1.0
09/28/13	Andrew Yearley	Internal call	0.5
09/28/13	Carlo Bosco	Internal call	0.5
09/28/13	Carlo Bosco	Review financial analysis/presentations	2.5
09/28/13	Justin Palfreyman	Internal call	0.5
09/28/13	Parry Sorensen	Internal call	0.5
09/28/13	Parry Sorensen	Financial analysis/presentations	6.5
09/28/13	Sarah Vizachero	Internal call	0.5
09/28/13	Sarah Vizachero	Financial analysis/presentations	4.0
09/29/13	Ron Bloom	Internal call	0.5
09/29/13	Andrew Yearley	Review financial analysis/presentations	1.0
09/29/13	Andrew Yearley	Internal call	0.5
09/29/13	Carlo Bosco	Review financial analysis/presentations	1.0
09/29/13	Justin Palfreyman	Internal call	0.5
09/29/13	Parry Sorensen	Internal call	0.5
09/29/13	Parry Sorensen	Financial analysis/presentations	7.0
09/29/13	Sarah Vizachero	Internal call	0.5
09/29/13	Sarah Vizachero	Financial analysis/presentations	7.0
09/30/13	Ron Bloom	Call with Retiree Committee professionals	0.5
09/30/13	Justin Palfreyman	Financial Analysis, Presentations and General Diligence	3.0
09/30/13	Parry Sorensen	Financial analysis/presentations	2.5
09/30/13	Sarah Vizachero	Financial analysis/presentations	2.0
September Hours			<u>106.5</u>

City of Detroit
Time Detail
Lazard Frères & Co. LLC
5 - Restructuring Plan Review and Negotiations

<u>Date:</u>	<u>Professional:</u>	<u>Description of Work:</u>	<u>Hours:</u>
		September Hours	<u>0.0</u>

EXHIBIT L



1920 N Street, NW
 Suite 400
 Washington, DC 20036-1659
 Phone: (202) 833-6400
 Fax: (202) 833-6490

January 29, 2014

City of Detroit Retiree Committee
c/o Carole Neville, Esq.
Denton US LLP
1221 Avenue of the Americas
New York, NY 10020

Invoice #: 218908
Reference #: 13967-002-201300
 13967-001-201300

**Actuarial and Consulting Services to the Official Committee of Retired Employees in the City of Detroit
 Bankruptcy rendered in September 2013.**

Staff Member		Hours	Hourly Rate	Time Value
Atkinson, Howard	Vice President	51.0	\$495	\$25,245.00
Bakich, Kathryn L	Senior Vice President	1.9	\$540	\$1,026.00
Brown, Chad	Actuarial Analyst	1.5	\$210	\$315.00
Eitelberg, Cathie G	Senior Vice President	28.0	\$630	\$17,640.00
Giordano, Alexander J.	Actuarial Analyst	0.2	\$280	\$56.00
Hustead, Joanne L.	Vice President	13.4	\$440	\$5,896.00
Levy, Thomas	Senior Vice President	47.4	\$760	\$36,024.00
Naegele, Ernest N.	Health Consultant	34.6	\$430	\$14,878.00
Nicholl, Kim M.	Senior Vice President	111.5	\$550	\$61,325.00
Perrotta, Andrew P.	Actuarial Analyst	46.3	\$240	\$11,112.00
Skupien, Thomas J.	Actuary	4.9	\$250	\$1,225.00
Strom, Matthew A.	Actuary	11.2	\$445	\$4,984.00
Wohl, Stuart	Senior Vice President	55.1	\$535	\$29,478.50
Grand Total		407.0	\$511.50	\$209,204.50
				- \$31,380.68
				\$177,823.82
				\$7,103.37
				\$184,927.19
				Total Fees and Expenses

EIN #: 13-1835864
 7892506v1



1920 N Street, NW
 Suite 400
 Washington, DC 20036-1659
 Phone: (202) 833-6400
 Fax: (202) 330-5694

January 29, 2014

**City of Detroit Retiree Committee
 c/o Carole Neville, Esq.
 Denton US LLP
 1221 Avenue of the Americas
 New York, NY 10020**

Invoice #: 218908
Reference #: 13967-002-201300
 13967-001-201300

REMITTANCE ADVICE

Total Balance Due:

\$184,927.19

PLEASE PAY WITHIN 30 DAYS.

Remittance Information

By Check:	By Wire Transfer:
P.O. Box 4059 Church Street Station New York, NY 10261-4059	JP MORGAN/CHASE BANK Acct Name: THE SEGAL COMPANY (Acct Type: CHECKING Acct #: 1440-74092 ABA #: 021000021
Please return a copy of this Remittance Advice with your check to assist us in crediting your account.	Please reference client name and invoice.

EIN #: 13-1835864

City of Detroit - September 2013 Invoice

Category	Hours	Time Value
Actuarial Analysis	39.5	\$20,312.00
Case Management	21.9	\$12,304.00
Data Analysis	18.5	\$6,472.00
Document Review	61.5	\$31,287.50
Preparation of Expert Reports	46.8	\$18,119.50
Preparation of Reports for Counsel and/or RC	28.1	\$12,551.50
Retiree Committee Meeting	81.2	\$47,659.00
RC Professionals' Meeting	102.3	\$56,958.00
Research	7.2	\$3,541.00
Total	407.0	\$209,204.50

Summary of Expenses

Air Fare	\$4,506.62
Train Fare	\$819.00
Hotel	\$603.65
Mileage	\$218.07
Parking	\$100.00
Meals	\$187.01
Taxi	\$575.00
Other	\$2.00
Car Rental	\$92.02
Total Expenses	\$7,103.37

Staff Member	Hours	Hourly Rate	Time Value
Atkinson, Howard	51.0	\$495	\$25,245.00
Bakich, Kathryn L	1.9	\$540	\$1,026.00
Brown, Chad	1.5	\$210	\$315.00
Eitelberg, Cathie G	28.0	\$630	\$17,640.00
Giordano, Alexander J.	0.2	\$280	\$56.00
Hustead, Joanne L.	13.4	\$440	\$5,896.00
Levy, Thomas	47.4	\$760	\$36,024.00
Naegele, Ernest N.	34.6	\$430	\$14,878.00
Nicholi, Kim M.	111.5	\$550	\$61,325.00
Perrotta, Andrew P.	46.3	\$240	\$11,112.00
Skupten, Thomas J.	4.9	\$250	\$1,225.00
Siron, Matthew A.	11.2	\$445	\$4,984.00
Wohl, Stuart	55.1	\$535	\$29,478.50
Grand Total	409.0	\$511.50	\$209,204.50

City of Detroit - September 2013 Invoice

Detailed Description of Billing Categories

Actuarial Analysis – preparation of actuarial valuations, analysis of plans and costs and items related to the costs of pension and OPEB (retiree health) benefits. This will include (1) programming, testing, checking and reviewing actuarial programs and software, (2) analysis of results, (3) internal discussions of appropriate actuarial techniques and (4) other actuarial analysis as requested by the Committee or Committee's Professionals.

Case Management – includes (1) internal Segal calls/meetings to keep other assigned Segal senior staff up-to-date on various aspects of the case, (2) billing and invoice work that is outside of our usual process and procedures and (3) internal Segal calls/meetings with assigned staff for project management purposes.

Data Analysis – preparation of data (census and other demographic information that allows actuaries to prepare valuations of benefits) requests and the review of data that is received. This could include time spent modifying such data for use in applicable valuation software.

Document Review– review of documents from the City's data room or received from other professionals (1) in order to understand the City's benefit plans, (2) keep up-to-date on filings, as necessary and (3) review of expert reports, affidavits and declarations from other actuaries and experts.

Preparation of Expert Reports – preparation of expert reports for supporting the Committee's filings. In September, we began preparing the Wohl affidavit in support of the Committee's Injunction of the OPEB changes.

Preparation of Reports for Counsel and/or RC (Retiree Committee) – preparation of actuarial reports for the Retiree Committee or other Professionals. These could be in the form of memorandums, letters, PowerPoint-type presentations or materials provided in an internal-based setting.

Retiree Committee Meeting – telephonic and/or in-person meetings of the Retiree Committee. This may also include time for one-on-one discussions/calls with individual Committee members.

RC Professionals' Meeting – telephonic and/or in-person meetings with other Retiree Committee Professionals. The Retiree Committee Professionals include Dentons, Brooks Wilkins Sharkey & Turco PLLC, and Lazard.

Research – research into federal statutes and laws as related to pension and OPEB benefits as well as market research into health plans (including both the costs and benefits) that may be available to retirees.

City of Detroit - September 2013 Invoice

DATE	DESCRIPTION	AMOUNT
09/03/2013	AIR FARE: Cathie Eitelberg purchased roundtrip ticket on Southwest Airlines to attend Dablor's Professional meeting	\$251.90
09/03/2013	AIR FARE: Kim Nicholl purchased a one-way ticket on United Airlines to attend Dablor's Professional meeting	\$244.90
09/04/2013	AIR FARE: Change fee for Kim Nicholl's flight in order to attend Dablor's Professional meeting	\$75.00
09/11/2013	AIR FARE: Kim Nicholl purchased roundtrip ticket on American Airlines to attend RC meeting in Detroit	\$728.80
09/11/2013	AIR FARE: Howard Atkinson purchased roundtrip ticket on Southwest Airlines to attend Retirees Committee meeting in Detroit	\$471.80
09/11/2013	AIR FARE: Service Fee from Travel Agent for Howard Atkinson's Southwest Airlines ticket	\$35.00
09/11/2013	AIR FARE: Service Fee from Travel Agent for Delta Airlines ticket	\$699.80
09/16/2013	AIR FARE: Stuart Wohl purchased one-way ticket on Delta Airlines ticket	\$35.00
09/16/2013	AIR FARE: Service Fee from Travel Agent for Stuart Wohl's Delta Airlines ticket	\$512.76
09/16/2013	AIR FARE: Tom Levy purchased on-way departure ticket on Air Canada to attend Committee meeting in Detroit	\$537.80
09/16/2013	AIR FARE: Stuart Wohl purchased roundtrip ticket on US Airways to attend Committee meeting in Detroit	\$512.76
09/16/2013	AIR FARE: Tom Levy purchased on-way return ticket on US Airways to attend Retirees Committee meeting in Detroit	\$4,506.62
	TOTAL FOR: AIR FARE	\$2883.00
09/16/2013	TRAIN FARE: Howard Atkinson purchased roundtrip ticket on Amtrak to attend Professionals' meeting in New York City	\$319.00
09/16/2013	TRAIN FARE: Joanne Husted purchased roundtrip ticket on Amtrak to attend Professionals' meeting in New York City	\$25.00
09/16/2013	TRAIN FARE: Joanne Husted has a train ticket exchange fee.	\$35.00
09/16/2013	TRAIN FARE: Service Fee from Travel Agent for Joanne Husted's Amtrak ticket	\$147.00
09/16/2013	TRAIN FARE: Stuart Wohl purchased one-way ticket on Amtrak to attend Professionals' meeting in New York City	\$619.00
	TOTAL FOR: TRAIN FARE	\$1172.45
09/04/2013	HOTEL: Cathie Eitelberg stayed one night at Double Tree in Detroit for Debtor's Professional meeting.	\$172.45
09/04/2013	HOTEL: Kim Nicholl stayed one night at the Double Tree in Detroit for Debtor's Professional meeting	\$298.75
09/11/2013	HOTEL: Kim Nicholl stayed one night at The Westing in Detroit for RC meeting	\$693.65
	TOTAL FOR: HOTEL	\$2542
09/04/2013	MILEAGE: Cathie Eitelberg roundtrip mileage from BWI airport to home in VA	\$25.42
09/11/2013	MILEAGE: Howard Atkinson roundtrip mileage from home to BWI Airport	\$39.03
09/16/2013	MILEAGE: Howard Atkinson roundtrip mileage from home to BWI Train Station	\$35.03
09/17/2013	MILEAGE: Joanne Husted roundtrip mileage from home to BWI Train Station	\$45.20
09/16/2013	MILEAGE: Stuart Wohl one-way mileage from home to BWI Train Station	\$25.42
09/17/2013	MILEAGE: Stuart Wohl one-way mileage from BWI Train Station to home	\$25.42
09/18/2013	MILEAGE: Tom Levy roundtrip mileage from home to Toronto Pearson INT airport	\$26.55
	TOTAL FOR: MILEAGE	\$218.07
09/04/2014	PARKING: Cathie Eitelberg used the parking facilities at BWI airport	\$44.00
09/11/2013	PARKING: Howard Atkinson used the parking facilities at BWI airport	\$32.00
09/16/2013	PARKING: Joanne Husted used the parking facilities at BWI Train Station	\$9.00
09/16/2013	PARKING: Stuart Wohl used the parking facilities at airport	\$22.00
09/18/2013	PARKING: Stuart Wohl used the parking facilities at meeting location	\$3.00
	TOTAL FOR: PARKING	\$100.00
09/04/2013	MEALS: Cathie Eitelberg had breakfast at Grille 39 - Detroit	\$6.89
09/11/2013	MEALS: Kim Nicholl had breakfast at CIBO - Chicago	\$14.63
09/11/2013	MEALS: Kim Nicholl had breakfast at Starbucks - Chicago	\$13.58
09/11/2013	MEALS: Kim Nicholl had dinner at Earl of Sandwich - Detroit	\$9.65
09/11/2013	MEALS: Howard Atkinson had breakfast at McDonalds - Washington DC	\$5.81
09/11/2013	MEALS: Howard Atkinson had breakfast at La Petit - Detroit	\$3.45
09/11/2013	MEALS: Howard Atkinson had breakfast at Coffee Beanery - Detroit	\$2.11
09/11/2013	MEALS: Howard Atkinson had lunch at TGI Fridays - Detroit	\$17.32
09/11/2013	MEALS: Howard Atkinson had dinner at Ruby Tuesday - Detroit	\$20.29
09/16/2013	MEALS: Stuart Wohl had lunch at Food Court - LaGuardia Airport	\$16.53
09/16/2013	MEALS: Joanne Husted had lunch at Zanos	\$8.46
09/16/2013	MEALS: Howard Atkinson had breakfast on Amtrak - Washington DC	\$22.73
09/16/2013	MEALS: Stuart Wohl had lunch with Tom Levy at Shish Kabob - Detroit	\$40.00
09/16/2013	MEALS: Stuart Wohl and Tom Levy at Ruby Tuesday - Detroit	\$187.01
	TOTAL FOR: MEALS	\$381.50
09/04/2013	TAXI: Cathie Eitelberg took taxi from Detroit airport to meeting of Debtor's Professional	\$37.50
09/04/2013	TAXI: Cathie Eitelberg took taxi from hotel to meeting - Detroit	\$36.70
09/04/2013	TAXI: Cathie Eitelberg took taxi from meeting to airport - Detroit	\$35.00
09/04/2013	TAXI: Kim Nicholl took taxi from meeting to airport - Detroit	\$40.00
09/04/2013	TAXI: Kim Nicholl took taxi from airport to home - Chicago	\$40.00
09/11/2013	TAXI: Kim Nicholl took taxi from home to airport - Chicago	\$56.00
09/11/2013	TAXI: Kim Nicholl took taxi from airport to RC meeting - Detroit	\$58.00
09/11/2013	TAXI: Kim Nicholl took taxi from RC meeting to airport - Detroit	\$40.00
09/11/2013	TAXI: Kim Nicholl took taxi from airport to home - Chicago	\$53.70
09/11/2013	TAXI: Howard Atkinson took taxi from airport to RC meeting - Detroit	\$53.00
09/11/2013	TAXI: Howard Atkinson took taxi from RC meeting to airport	\$12.09
09/16/2013	TAXI: Stuart Wohl took taxi from train station to professional's meeting - New York	\$44.00
09/16/2013	TAXI: Stuart Wohl took taxi from meeting to airport - New York	

City of Detroit - September 2013 Invoice

\$16.00
\$15.00
\$975.00
\$2.00
\$2.00
\$92.02
\$92.02

09/30/2013 TAXI: Stuart Wehl took taxi from DC office to Jones Day office for meeting - Washington DC
09/30/2013 TAXI: Stuart Wehl took taxi from Jones Day to DC office after meeting
TOTAL FOR: TAXI
09/16/2013 OTHER: Stuart Wehl paid roundtrip tolls to BWI Train Station
TOTAL FOR: OTHER
09/18/2013 CAR RENTAL: Stuart Wehl rent car from airport to attend Committee meeting in Detroit
TOTAL FOR: CAR RENTAL

City of Detroit - September 2013 Invoice

Category	Staff	Sum of Time	Hourly Rate	Time Value
Actuarial Analysis				
Staff				
Atkinson, Howard		7.7	\$485	\$3,811.50
Eitelberg, Cathie G		1.5	\$630	\$945.00
Levy, Thomas		3.6	\$780	\$2,796.00
Naegale, Ernest N.		1.1	\$480	\$528.00
Nicholl, Kim M.		1.5	\$550	\$825.00
Perrotta, Andrew P.		1.6	\$240	\$384.00
Strom, Matthew A.		10.0	\$445	\$4,450.00
Wohl, Stuart		12.5	\$535	\$6,687.50
Grand Total		38.5		\$20,312.00
TransDate	Staff Name	Time	Time	Narrative
09/13/2013	Naegale, Ernest N.	0.3		Review presentation materials detailing OPEB participant data, plan costs and liabilities for professional advisors' discussion. Review OPEB reports and other information to provide guidance and data for development of OPEB background information for other professionals.
09/13/2013	Wohl, Stuart	2.4		Review Apex and RBC-Pricer pricing of existing plans
09/16/2013	Atkinson, Howard	0.5		Build actuarial models to allow pricing of plan alternatives
09/16/2013	Wohl, Stuart	2.8		Review OPEB report and other materials to develop questions regarding current plans for upcoming call with City
09/18/2013	Wohl, Stuart	0.2		Internal meeting regarding affidavit
09/20/2013	Atkinson, Howard	1.0		Set up roll forward cost forecast which is a projection of assets, liabilities and contributions under alternative scenarios.
09/20/2013	Strom, Matthew A.	2.5		Further review of OPEB plan designs and benefits levels.
09/20/2013	Wohl, Stuart	1.5		Valuing their current plans using the government calculator, a tool released by the Federal Government, that calculates the relative value of health plans.
09/23/2013	Atkinson, Howard	7.0		Set up roll forward cost forecast (previously described)
09/23/2013	Strom, Matthew A.	2.0		Draft affidavit on City's actions that could be undertaken to save funds for potential TRCO.
09/23/2013	Wohl, Stuart	0.7		Consider pension design alternatives
09/24/2013	Levy, Thomas	1.5		Internal strategy call with K. Nicholl and Tom Levy to prepare retirement plan options
09/25/2013	Eitelberg, Cathie G	1.5		Discussion with K. Nicholl and C. Eitelberg re pension plan design options
09/25/2013	Levy, Thomas	1.5		Discussion with Eitelberg and Levy to discuss our strategy for medication. Discuss options to explore
09/25/2013	Nicholl, Kim M.	1.5		Set up roll forward cost forecast as previously described.
09/25/2013	Strom, Matthew A.	0.8		Discuss OPEB strategy options
09/26/2013	Levy, Thomas	0.5		Followup census data request
09/26/2013	Strom, Matthew A.	5.5		Pricing plans for Medicare eligible retirees - current and proposed
09/27/2013	Atkinson, Howard	0.6		Research Internal Revenue Code issues for alternative pension delivery models
09/27/2013	Levy, Thomas	1.6		Create tables comparing the current EX plans to the 2014 proposed plans
09/27/2013	Perrotta, Andrew P.	0.4		Discussions with Ernie Naegale, Howard Atkinson and Andrew Perrotta about next steps as we received information about proposed 2014 plans.
09/27/2013	Wohl, Stuart	0.8		Review and add side-by-side comparison of current and proposed Medicare Advantage designs
09/28/2013	Naegale, Ernest N.	0.2		Followup discussions with Ernie Naegale and Howard Atkinson
09/30/2013	Wohl, Stuart			

City of Detroit - September 2013 Invoice

Category	Staff Name	Trans Date	Time	Hourly Rate	Sum of Time	Time Value
Case Management	Alkinson, Howard	08/09/2013	0.4	\$495	0.4	\$198.00
	Eitelberg, Cathie G	08/09/2013	4.0	\$630	4.0	\$2,520.00
	Levy, Thomas	08/10/2013	3.5	\$760	3.5	\$2,660.00
	Naegle, Ernest N.	08/10/2013	3.7	\$430	3.7	\$1,591.00
	Nicholl, Kim M.	08/10/2013	6.0	\$650	6.0	\$3,900.00
	Perrotta, Andrew P.	08/11/2013	0.9	\$240	0.9	\$216.00
	Wohl, Stuart	08/12/2013	3.4	\$535	3.4	\$1,818.00
Grand Total			21.9			\$12,304.00
	Alkinson, Howard	08/12/2013	1.1			
	Levy, Thomas	08/12/2013	0.4			
	Perrotta, Andrew P.	08/12/2013	0.5			
	Perrotta, Andrew P.	08/12/2013	0.5			
	Wohl, Stuart	08/12/2013	0.9			
	Eitelberg, Cathie G	08/13/2013	0.9			
	Levy, Thomas	08/13/2013	0.9			
	Nicholl, Kim M.	08/13/2013	0.9			
	Wohl, Stuart	08/13/2013	0.8			
	Eitelberg, Cathie G	08/16/2013	0.8			
	Levy, Thomas	08/16/2013	0.8			
	Nicholl, Kim M.	08/16/2013	0.0			
	Nicholl, Kim M.	08/16/2013	0.7			
	Nicholl, Kim M.	08/16/2013	0.5			
	Alkinson, Howard	08/19/2013	0.2			
	Naegle, Ernest N.	08/19/2013	2.0			
	Wohl, Stuart	08/19/2013	0.2			
	Eitelberg, Cathie G	08/20/2013	0.7			
	Naegle, Ernest N.	08/20/2013	0.2			
	Nicholl, Kim M.	08/20/2013	0.4			
	Wohl, Stuart	08/20/2013	0.2			
	Eitelberg, Cathie G	08/21/2013	0.7			
	Nicholl, Kim M.	08/21/2013	0.7			
	Wohl, Stuart	08/21/2013	0.7			
	Levy, Thomas	08/23/2013	0.7			
	Nicholl, Kim M.	08/23/2013	0.7			
	Nicholl, Kim M.	08/26/2013	0.2			
	Eitelberg, Cathie G	08/27/2013	0.8			
	Nicholl, Kim M.	08/27/2013	0.9			
	Wohl, Stuart	08/27/2013	0.8			
	Naegle, Ernest N.	08/28/2013	0.2			
	Nicholl, Kim M.	08/28/2013	1.0			
	Alkinson, Howard	08/30/2013	0.2			
	Naegle, Ernest N.	08/30/2013	0.2			

Narrative

Review proposed retention agreement
 Review proposed retention agreement
 Review draft engagement letter
 Review proposed retention agreement
 Discuss case management issues, including staff assignments and responsibilities, with C. Eitelberg

Prepare for the internal meeting to discuss current status of our work
 Attend internal meeting to discuss current status of our work
 Lead team meeting discussing deliverables for upcoming meeting discussing OPEB issues.

Segal team call on pension data, internal and external communication and billing protocol
 Segal team conference call to coordinate upcoming meetings and review prior ones
 Internal conference call with Levy, Eitelberg and Wohl to discuss billing, internal and external communications. Also discussed pension data needed.

Segal team conference call to coordinate upcoming meetings and review prior ones and to avoid duplication of efforts in order to best serve without generating excessive time.
 Internal Segal team call on pension related depositions and discussion of meeting with Luzzard
 Conference call with C. Eitelberg and K. Nicholl to exchange updates in meetings and conference calls
 Administrative tasks, time sheets
 Internal call with Eitelberg and Levy to discuss 9/16 meeting and conversations concerning depositions with Dentone time
 Discussion with Tom Levy about pension issues
 Internal "next steps" discussion following call with attorneys with Stuart Wohl, Ernie Naegle and Andrew Perrotta.
 Internal Segal meeting with regard to affidavits for injunction.
 Followup team meeting for assignments related to potential OPEB litigation
 Internal Conference call with Ernie Naegle and Stuart Wohl on RC deliverables
 Internal Segal meeting with regard to affidavits for injunction
 Call with Tom Levy to discuss Millman letters. 4
 Call with Howard Alkinson and Ernie Naegle to discuss assignments for OPEB litigation support
 Segal Team Conference to prepare for calls with FA on pension issues preparation Millman deposition logistics planning for mediation meetings October 7-9
 Internal call with the Segal team to update each other on progress
 Planning and sharing of information call with Team leadership (Stuart Wohl, Tom Levy, Cathie Eitelberg and Kim Nicholl) to order to understand the various assignments and to help avoid duplication of efforts.
 Conference call with K. Nicholl and C. Eitelberg on pension alternatives and information requirements
 Call with Tom Levy and Cathie Eitelberg to discuss Millman deposition and mediation
 Respond to emails regarding pension data
 Internal Call to discuss RC Committee outcomes and preparation for September 30 meeting on retirement issues
 Internal call to discuss project status
 Telephone conference with lead Segal team to share notes, ensure that we know what is going on in our respective specialties, discuss strategies
 Internal Segal discussion in preparation for meeting with City's advisors.
 Respond to emails from counsel and others
 Followup discussions with Ernie Naegle and Stuart Wohl
 Discussion of outcomes and next steps following meeting with City's attorneys and actuary including Jones Day, Millman, Segal, Lazard and Dentons.

City of Detroit - September 2013 Invoice

Write internal notes on meeting with City's representatives, including outstanding items.

1.1

Nasegala, Ernest N.

09/30/2013

City of Detroit - September 2013 Invoice

Category	Staff	TransDate	Sum of Time	Hourly Rate	Time Value
Data Analysis	Atkinson, Howard		1.6	\$465	\$744.00
	Naegle, Ernest N.		3.2	\$460	\$2,272.00
	Nichol, Kim M.		1.1	\$350	\$385.00
	Perotta, Andrew P.		4.5	\$240	\$1,080.00
	Skupien, Thomas J.		4.9	\$250	\$1,225.00
	Siron, Matthew A.		1.2	\$445	\$534.00
Grand Total		18.5		\$6,472.00	
Data Analysis	Staff Name	Time	Narrative		
	Naegle, Ernest N.	1.2	Development of data request.		
	Naegle, Ernest N.	1.6	Continue on data request.		
	Naegle, Ernest N.	0.3	Modify data request to reflect other information received during preliminary meetings.		
	Siron, Matthew A.	1.2	Prepare data request.		
	Atkinson, Howard	0.1	Review of health data request.		
	Naegle, Ernest N.	2.1	Review request for additional and updated information needed for actuarial analysis.		
	Perotta, Andrew P.	4.5	Work related to preparing an information request (data, census and other information) necessary for Segal to begin completing assignments.		
	Nichol, Kim M.	1.1	Prepare data request letter for pension (acts (age, sex, location)).		
	Atkinson, Howard	1.5	Review the provided census information for completeness and basic set-up programming for liabilities in actuarial valuation system for Police and Fire plan based on all plan provisions and assumptions.		
	Skupien, Thomas J.	4.9			

City of Detroit - September 2013 Invoice

Category	Document Review	Sum of Time	Hourly Rate	Time Value
Staff				
Adkins, Howard		5.6	\$495	\$2,772.00
Levy, Thomas		9.2	\$700	\$6,440.00
Naegle, Ernest N.		3.6	\$490	\$1,764.00
Nicholl, Kim M.		24.5	\$550	\$13,525.00
Perrotta, Andrew P.		11.0	\$240	\$2,640.00
Wohl, Stuart		5.2	\$535	\$2,782.00
Grand Total		61.5		\$31,267.50
TranDate	Staff Name	Time	Narrative	
09/04/2013	Levy, Thomas	0.5	Review report on meeting with City representatives	
09/04/2013	Naegle, Ernest N.	0.6	Data room review and inventory	
09/05/2013	Adkins, Howard	2.4	Material (hard) review	
09/05/2013	Levy, Thomas	1.9	Review materials	
09/05/2013	Naegle, Ernest N.	1.7	Continue Data room review and inventory	
09/05/2013	Nicholl, Kim M.	6	Review materials in data room	
09/05/2013	Adkins, Howard	1.6	Material review	
09/05/2013	Levy, Thomas	1.5	Read materials in data room	
09/07/2013	Adkins, Howard	1.6	Review documents in the data room	
09/07/2013	Nicholl, Kim M.	2	Review files in data room	
09/09/2013	Nicholl, Kim M.	1.9	Review materials in data room	
09/10/2013	Perrotta, Andrew P.	4.5	Time spent researching the contents of this data room, such as reading through Safety Plan Descriptions.	
09/11/2013	Perrotta, Andrew P.	3.5	In preparation for a September 10th meeting, OPEB issues with Dentons and Lazard, prepare a presentation that provided some basic information that could be determined from reports that we had been provided. OPEB = Other postemployment benefits = retiree health benefits	
09/12/2013	Levy, Thomas	0.2	Review OPEB issues	
09/12/2013	Naegle, Ernest N.	2.5	Review presentation materials detailing OPEB retirement data plan costs and liabilities for professional services' discussion	
09/12/2013	Naegle, Ernest N.	0.8	Review GRS OPEB annual report and data room information in preparation for teleconference with GRS	
09/12/2013	Perrotta, Andrew P.	2.5	Read through various materials related to the data room, including the 09/29/11 OPEB Valuation from GRS	
09/13/2013	Nicholl, Kim M.	0.4	Review data room for Milliman files	
09/13/2013	Nicholl, Kim M.	2.2	Review of materials in the data room, Milliman and GRS correspondence	
09/15/2013	Wohl, Stuart	2.9	Prepare for upcoming OPEB meeting with other professionals including reviewing plan design materials, prior OPEB reports and reports of materials	
09/16/2013	Levy, Thomas	0.3	Read Chuck Moore's affidavit. Check notes for the City.	
09/16/2013	Nicholl, Kim M.	1	Review Milliman letters in preparation for deposition	
09/16/2013	Nicholl, Kim M.	0.3	Review Chuck Moore's affidavit	
09/16/2013	Nicholl, Kim M.	1.6	Review Milliman letters, write questions for deposition	
09/20/2013	Nicholl, Kim M.	1.4	Review Milliman letters and write questions for deposition	
09/20/2013	Nicholl, Kim M.	3.3	Forward documents to Tom Levy - documents include the Milliman letters and the GRS correspondence and reports. Kim Nicholl completed this assignment as she had the necessary documents.	
09/21/2013	Nicholl, Kim M.	0.5	Review Milliman documents, write questions and notes for deposition	
09/21/2013	Nicholl, Kim M.	3.2	Read case documents including information in the data room related to the bankruptcy	
09/26/2013	Levy, Thomas	0.5	Review OPEB report	
09/26/2013	Levy, Thomas	1.6	Review easy decision form output	
09/27/2013	Levy, Thomas	0.3	Internal review of case issues to avoid duplication of efforts	
09/27/2013	Levy, Thomas	0.9	Review "admit" report	
09/27/2013	Nicholl, Kim M.	1	Internal call to discuss the 2014 Enrollment Guide	
09/27/2013	Perrotta, Andrew P.	0.4	Review 2014 proposed plans and materials	
09/27/2013	Wohl, Stuart	0.7	Read Initial CO Day Report from Auditor and inspection observations	
09/28/2013	Levy, Thomas	1.1	Review and analysis of Eschbank report	
09/28/2013	Levy, Thomas	0.4	Continue review of 2014 proposal as well as new materials in data room and prepare questions for upcoming Jones Day meeting.	
09/29/2013	Wohl, Stuart	1.7		

City of Detroit - September 2013 Invoice

Category	Staff	TransDate	Staff_Name	Time	Hourly Rate	Sum of Time	Time Value
	Altkmann, Howard				\$495	6.4	\$3,168.00
	Brown, Chad				\$210	1.5	\$315.00
	Giordano, Alexander J.				\$280	0.2	\$56.00
	Naegle, Ernest N.				\$430	10.6	\$4,544.00
	Nichol, Kim M.				\$550	5.5	\$3,025.00
	Perrotta, Andrew P.				\$240	17.2	\$4,128.00
	Wohl, Stuart				\$355	5.1	\$2,728.50
	Grand Total					46.8	\$18,119.50
	Perrotta, Andrew P.	08/23/2013	Naegle, Ernest N.	3.6			
	Perrotta, Andrew P.	08/23/2013	Perrotta, Andrew P.	3.0			
	Perrotta, Andrew P.	08/23/2013	Perrotta, Andrew P.	0.2			
	Perrotta, Andrew P.	08/24/2013	Atkinson, Howard	1.5			
	Perrotta, Andrew P.	08/24/2013	Brown, Chad	1.5			
	Perrotta, Andrew P.	08/24/2013	Naegle, Ernest N.	2.2			
	Perrotta, Andrew P.	08/24/2013	Perrotta, Andrew P.	1.6			
	Perrotta, Andrew P.	08/24/2013	Perrotta, Andrew P.	1.0			
	Perrotta, Andrew P.	08/24/2013	Perrotta, Andrew P.	3.3			
	Perrotta, Andrew P.	08/24/2013	Wohl, Stuart	2.7			
	Perrotta, Andrew P.	08/25/2013	Atkinson, Howard	1.5			
	Perrotta, Andrew P.	08/25/2013	Giordano, Alexander J.	0.2			
	Perrotta, Andrew P.	08/25/2013	Naegle, Ernest N.	0.6			
	Perrotta, Andrew P.	08/25/2013	Naegle, Ernest N.	1.3			
	Perrotta, Andrew P.	08/25/2013	Perrotta, Andrew P.	2.6			
	Perrotta, Andrew P.	08/25/2013	Perrotta, Andrew P.	0.1			
	Perrotta, Andrew P.	08/25/2013	Perrotta, Andrew P.	1.5			
	Perrotta, Andrew P.	08/25/2013	Wohl, Stuart	2.4			
	Perrotta, Andrew P.	08/26/2013	Atkinson, Howard	3.0			
	Perrotta, Andrew P.	08/26/2013	Naegle, Ernest N.	1.6			
	Perrotta, Andrew P.	08/26/2013	Perrotta, Andrew P.	3.7			
	Perrotta, Andrew P.	08/27/2013	Naegle, Ernest N.	1.5			

Category Preparation of Expert Reports

Staff Altkmann, Howard

TransDate 08/23/2013

Staff_Name Perrotta, Andrew P.

Time 3.6

Hourly Rate \$495

Sum of Time 6.4

Time Value \$3,168.00

Staff Brown, Chad

TransDate 08/23/2013

Staff_Name Perrotta, Andrew P.

Time 3.0

Hourly Rate \$210

Sum of Time 1.5

Time Value \$315.00

Staff Giordano, Alexander J.

TransDate 08/23/2013

Staff_Name Perrotta, Andrew P.

Time 0.2

Hourly Rate \$280

Sum of Time 0.2

Time Value \$56.00

Staff Naegle, Ernest N.

TransDate 08/23/2013

Staff_Name Perrotta, Andrew P.

Time 10.6

Hourly Rate \$430

Sum of Time 10.6

Time Value \$4,544.00

Staff Nichol, Kim M.

TransDate 08/24/2013

Staff_Name Perrotta, Andrew P.

Time 1.5

Hourly Rate \$550

Sum of Time 5.5

Time Value \$3,025.00

Staff Perrotta, Andrew P.

TransDate 08/24/2013

Staff_Name Perrotta, Andrew P.

Time 17.2

Hourly Rate \$240

Sum of Time 17.2

Time Value \$4,128.00

Staff Wohl, Stuart

TransDate 08/24/2013

Staff_Name Perrotta, Andrew P.

Time 5.1

Hourly Rate \$355

Sum of Time 5.1

Time Value \$2,728.50

Grand Total

Sum of Time 46.8

Time Value \$18,119.50

Narrative

Process mediation document

Complete mediation document

Draft affidavit language, tables and graphs for possible injunction to be used in the 2014 plan changes.

Prepare a table for use in the Work affidavit, comparing the plan designs offered by the City in 2013 to the City's offer for 2014.

Internal discussion about the contents of the affidavit.

Continue work on editing affidavit.

Check monthly, contribution and city payment inputs for the two charts in the affidavit to support injunction.

Review and edit table attachment to affidavit with premium rate increases for retired groups in each plan.

Create a table summarizing the various plans available to the retirees for the affidavit.

Draft language to support the chart in the affidavit. Consolidate the working documents into one affidavit.

Work related to the affidavit. Create second table to be used in affidavit. Proof the document and add numbers based on the two charts.

Work on affidavit related to TRO

Reviewing/adding affidavit.

Check monthly contribution and city payment inputs for the chart in the affidavit to support injunction

Continue editing of affidavit

Work on affidavit regarding effect of 2014 proposed plan changes on retirees

Work related to the affidavit

Internal call to discuss status of affidavit

Work on affidavit - specifically working on chart comparing plans

Continue work on draft affidavit including accounting for recently released ACA Health Insurance Exchange rates for Michigan

Work on Stuart's draft affidavit

Review and edit Work affidavit items on effects of City proposal on retirees.

Work related to the affidavit

Develop exhibits showing plan features that will change with the 2014 proposal as part of a presentation for the Retiree Committee.

City of Detroit - September 2013 Invoice

Category	Staff	TransDate	Sum of Time	Hourly Rate	Time Value	
Preparation of Reports for Counsel and/or RC	Atkinson, Howard		2.5	\$495	\$1,237.50	
	Balkich, Kathryn L.		1.9	\$540	\$1,026.00	
	Eitelberg, Cathie G		1.0	\$650	\$650.00	
	Hustead, Joanne L.		2.2	\$440	\$968.00	
	Levy, Thomas		2.0	\$760	\$1,520.00	
	Navigole, Ernest N.		0.5	\$450	\$225.00	
	Nichol, Kim M.		8.5	\$350	\$2,975.00	
	Perrotta, Andrew P.		8.5	\$240	\$2,040.00	
	Grand Total		28.1		\$72,551.50	
	Staff Name		Time			
	Hustead, Joanne L.		0.8			
	Perrotta, Andrew P.		3.0			
	Atkinson, Howard		2.5			
Balkich, Kathryn L.		1.9				
Hustead, Joanne L.		1.4				
Perrotta, Andrew P.		6.0				
Perrotta, Andrew P.		0.5				
Nichol, Kim M.		3.6				
Levy, Thomas		1.0				
Nichol, Kim M.		3.0				
Eitelberg, Cathie G		1.0				
Levy, Thomas		1.0				
Nichol, Kim M.		1.9				
Navigole, Ernest N.		0.5				

Narrative

Edit memo on special enrollment Exchange rules in preparation for a September 10 meeting on OPES issues with Dentons and Lazard, prepare a presentation that provided some basic information that could be disseminated from reports that we had been provided.

Finalize materials for meeting with Lazard and Dentons. Prepare memo on exchanges, subsidies, and retrofits.

Peer review draft memo on Exchange special enrollment rules, coverage that does not deprive employees of the tax credit, and special rules applicable to retrofits.

Work on the analysis and presentation for OPES meeting. Discussions about who should attend the meeting OPES meeting with Lazard and Dentons.

Preparation of plan design options presentation.

Review and edit PowerPoint presentation on alternatives. Prepare presentation for the Realize Committee which explains different elements of the pension plan and how modifying these elements would have an impact of the financial status of the plan. Review, comment and strategic input on retirement presentation for September 30 RC meeting.

September 30 RC meeting.

Edit PowerPoint presentation on options.

Presentation on pension plan options.

Review and edit questions for the City regarding the proposed communication to retirees explaining 2014 benefit options and enrollment.

City of Detroit - September 2013 Invoice

Category	Staff	Sum of Time	Hourly Rate	Time Value
Staff		14.0	\$465	\$6,510.00
Atkinson, Howard		8.5	\$630	\$5,355.00
Eitelberg, Cathie G		8.6	\$440	\$3,784.00
Husted, Joanne L		8.6	\$760	\$6,536.00
Levy, Thomas		15.8	\$430	\$6,794.00
Naegle, Ernest N.		7.7	\$550	\$4,235.00
Nicholl, Kim M.		32.3	\$240	\$7,752.00
Perrotta, Andrew P.		1.6	\$535	\$856.00
Wohl, Stuart		13.4	\$71	\$951.40
Grand Total		102.3		\$56,958.00
Time				
0.9				
0.8				
0.8				
1.1				
1.1				
1.1				
1.1				
0.5				
1.0				
0.5				
0.2				
0.2				
0.5				
1.0				
0.2				
0.8				
0.6				
0.6				
1.0				
1.0				
0.5				
0.3				
0.6				
0.7				
0.7				
0.3				
0.8				
0.3				
1.0				
1.0				
2.3				
Staff Name				
Nicholl, Kim M.				
Atkinson, Howard				
Wohl, Stuart				
Atkinson, Howard				
Eitelberg, Cathie G				
Levy, Thomas				
Naegle, Ernest N.				
Naegle, Ernest N.				
Nicholl, Kim M.				
Perrotta, Andrew P.				
Nicholl, Kim M.				
Wohl, Stuart				
Levy, Thomas				
Atkinson, Howard				
Wohl, Stuart				
Husted, Joanne L.				
Nicholl, Kim M.				
Wohl, Stuart				
Atkinson, Howard				
Naegle, Ernest N.				
Nicholl, Kim M.				
Nicholl, Kim M.				
Eitelberg, Cathie G				
Naegle, Ernest N.				
Nicholl, Kim M.				
Perrotta, Andrew P.				
Perrotta, Andrew P.				
Wohl, Stuart				
Atkinson, Howard				
Eitelberg, Cathie G				
Naegle, Ernest N.				
Wohl, Stuart				
Atkinson, Howard				
Levy, Thomas				
Naegle, Ernest N.				
Nicholl, Kim M.				
Nicholl, Kim M.				

City of Detroit - September 2013 Invoice

Date	Name	Hours	Description
09/23/2013	Pennix, Andrew P.	0.3	Call with Dentons to discuss contents of affidavit
09/23/2013	Wohl, Stuart	0.3	TC with Dentons to discuss OPEB affidavit
09/24/2013	Eitelberg, Cathie G	6.8	Deposition of Milliman at Jones Day's Washington DC office to provide support and guidance to Dentons
09/24/2013	Nichol, Kim M	2.5	Meet with Art Ruggier, Cathie Eitelberg and Dentons to discuss Milliman deposition
09/24/2013	Nichol, Kim M	6.8	Ahead Milliman deposition
09/24/2013	Nichol, Kim M	2.6	Non-working travel time (half time)
09/25/2013	Atkinson, Howard	0.1	Denton conference call
09/25/2013	Wohl, Stuart	0.4	Discussions with Dentons about affidavit
09/28/2013	Levy, Thomas	0.6	Participation in first part of professionals' call to prepare for OPEB meeting
09/28/2013	Naegle, Ernest N.	0.8	Conference call with professional advisors to the retiree committee to prepare for upcoming meeting with the City's advisors
09/28/2013	Wohl, Stuart	0.8	Professionals call to discuss materials received on 2014 call and to prepare for upcoming meeting at Jones Day
09/29/2013	Atkinson, Howard	0.2	Prepare for meeting with Denton's representatives and others
09/30/2013	Atkinson, Howard	3.3	Meeting with Jones Day and Milliman to discuss the City's 2014 OPEB plans as proposed
09/30/2013	Atkinson, Howard	0.5	Preparatory discussions with Stuart Wohl and Ernie Naegle before meeting at Jones Day
09/30/2013	Levy, Thomas	2.2	Meeting with representatives of City pension boards
09/30/2013	Levy, Thomas	0.5	Caucus of Retiree Committee Professionals
09/30/2013	Levy, Thomas	0.5	Meeting of Retiree Committee professionals to prepare for meeting with City's legal counsel
09/30/2013	Levy, Thomas	0.5	Partial attendance at meeting with Jones Day and Milliman to discuss the City's 2014 OPEB plans as proposed
09/30/2013	Levy, Thomas	1.5	Meeting with Jones Day and Milliman to discuss the City's 2014 OPEB plans as proposed
09/30/2013	Naegle, Ernest N.	3.3	Preparation for meeting with City's legal and benefits experts to review 2014 proposed plans
09/30/2013	Naegle, Ernest N.	0.4	Meet with GRS, Dentons, Lazard, Financial advisors, retirement systems, to discuss October 7 mediation and to listen to the systems' approach to the mediation
09/30/2013	Nichol, Kim M.	4.1	Non-working travel time (half time)
09/30/2013	Nichol, Kim M.	5.0	Meet with GRS, Dentons, Lazard, Financial advisors, retirement systems, to discuss October 7 mediation and to listen to the systems' approach to the mediation
09/30/2013	Nichol, Kim M.	1.0	Meeting with Dentons and Lazard to discuss what we heard at the meeting with GRS, the retirement systems, and their professionals
09/30/2013	Wohl, Stuart	3.3	Meeting at Jones Day with Denton's representatives and RC representatives
09/30/2013	Wohl, Stuart	0.5	Preparatory discussions with Howard Atkinson and Ernie Naegle before meeting at Jones Day

City of Detroit - September 2013 Invoice

Category	Research	Sum of Time	Hourly Rate	Time Value
Staff				
Atkinson, Howard		1.6	\$495	\$792.00
Hustead, Joanne L.		2.6	\$440	\$1,144.00
Wohl, Stuart		3.0	\$535	\$1,605.00
Grand Total:		7.2		\$3,541.00
TransDate	Staff Name	Time	Narrative	
41527	Atkinson, Howard	1.6	Research on federal subsidies that are available on the Federal Health Insurance Exchanges. The City's proposal moves all non-Medicare retirees into these exchanges.	
41532	Hustead, Joanne L.	2.6	Research (1) age-rating rules in Exchanges relating to individuals 65 and older who are not Medicare eligible; (2) IRS rules on minimum essential coverage; and (3) Exchange rules relating to special enrollment	
41533	Wohl, Stuart	1.1	Research health exchange rules for age rating for participants over age 65 but not eligible for Medicare	
41536	Wohl, Stuart	1.1	Discuss various issues with Tom Levy in preparation of Rollero Committee meeting	
41547	Wohl, Stuart	0.8	Research on PDP rules for catastrophic coverage	