

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

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

**MOTION FOR ENTRY OF ORDER, PURSUANT TO SECTIONS
105(a), 901(a), AND 1125(b) OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULES 2002, 3017, AND 9007, APPROVING (A) THE
PROPOSED DISCLOSURE STATEMENT AND (B) THE FORM AND MANNER
OF THE NOTICE OF THE PROPOSED DISCLOSURE STATEMENT HEARING**

Jefferson County, Alabama (the "County") moves the Court (the "Motion") pursuant to Bankruptcy Code sections 105(a), 901(a), and 1125(b) and Rules 2002, 3017, and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for entry of an order (A) approving the proposed *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)* (as it may be amended, supplemented, or modified from time to time by the County, the "Disclosure Statement") for the *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)* (as it may be amended, supplemented, or modified from time to time by the County pursuant to the terms thereof and Bankruptcy Code section 942, the "Plan") and (B) approving the form and manner of the notice of the hearing to consider the proposed Disclosure Statement.¹

BACKGROUND

1. On November 9, 2011 (the "Petition Date"), the County filed a voluntary petition for relief under chapter 9 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Court").

¹ All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.



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2. The County is a political subdivision of the State of Alabama.

3. No committee of unsecured creditors has been appointed in this Case.

4. On the Petition Date, the County filed its *Memorandum in Support of Eligibility* (the “Memorandum”) [Docket No. 10]. The Memorandum contains a thorough description of the County, its debt structure, and the events leading up to the commencement of the County’s Case.

5. Substantially contemporaneously herewith, the County will be filing the Plan and the Disclosure Statement.

JURISDICTION

6. The County brings the Motion pursuant to Bankruptcy Code sections 105(a) and 1125(b), as made applicable in this Case by Bankruptcy Code sections 103(f) and 901(a). The Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334(b). The Motion is a core proceeding under 28 U.S.C. § 157(b). Venue of the County’s Case and the Motion is proper before the Court under 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

7. By this Motion, the County seeks entry of an order substantially in the form of the proposed order attached hereto as **Annex A** (the “Proposed Order”), which:

- approves the proposed Disclosure Statement, as containing adequate information pursuant to section 1125 of the Bankruptcy Code; and
- approves the form and manner of notice of the date and time set for filing objections to, and the hearing to consider the approval of, the Disclosure Statement (the “Disclosure Statement Hearing Notice”), a copy of which notice is attached hereto as **Annex B**.

For the Court’s reference, as described in further detail below, the key dates set forth in this Motion and to be incorporated in the Proposed Order are summarized below:

Event	Date
Disclosure Statement Objection Deadline	July 30, 2013 at 4:00 p.m. (prevailing Central time)
Response Deadline for Disclosure Statement Objections	August 5, 2013 at Noon (prevailing Central time)
Disclosure Statement Hearing	August 6, 2013 at 9:00 a.m. (prevailing Central time)

ARGUMENT

A. The Proposed Disclosure Statement Contains Adequate Information and Should be Approved.

8. Pursuant to section 1125(b) of the Bankruptcy Code, a plan proponent must provide holders of impaired claims with “adequate information” regarding the plan filed by such proponent. 11 U.S.C. § 1125(b). In that regard, section 1125(a)(1) of the Bankruptcy Code provides, in pertinent part, that:

“adequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). Thus, a debtor’s disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors that are entitled to vote on the plan. *See Enron Corp. v. New Power Co. (In re New Power Co.)*, 438 F.3d 1113, 1118 (11th Cir. 2006).

9. The bankruptcy court has broad discretion to determine the adequacy of the information contained in a disclosure statement. *See, e.g., Tex Extrusion Corp. v. Lockheed Corp. (In re Tex Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988); *Bank of the Ozarks v. Coastal Realty Inv., Inc. (In re Coastal Realty Inv., Inc.)*, 2013 Bankr. LEXIS 197, at *14

(Bankr. S.D. Ga. Jan. 17, 2013). The determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the particular facts and circumstances of each case. In that regard, courts generally examine whether the proposed disclosure statement contains, if applicable, the following types of information:

- a. the events which led to the filing of a bankruptcy petition;
- b. a description of the available assets and their value;
- c. the anticipated future of the debtor;
- d. the source of information stated in the disclosure statement;
- e. a disclaimer that typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- f. the present condition of the debtor while in bankruptcy;
- g. the scheduled claims against the estate;
- h. a liquidation analysis setting forth the estimated return to creditors under a chapter 7 liquidation;
- i. the accounting method utilized to produce the financial information in the disclosure statement and the name of the accountants responsible for such information;
- j. the future management of the debtor;
- k. a summary of the plan of reorganization;
- l. the estimated administrative expenses, including attorneys' and accountants' fees;
- m. the collectability of any accounts receivable;

- n. any financial information, data, valuations or projections relevant to the creditors' decision to accept or reject the proposed plan;
- o. information relevant to the risks posed to creditors under the plan;
- p. the actual or projected realizable value from recovery of preferential or otherwise voidable transfers;
- q. litigation likely to arise in a nonbankruptcy context;
- r. the tax attributes of the debtor and the tax consequences of the plan; and
- s. the relationship of the debtor with its affiliates.

See, e.g., In re Metrocraft Pub. Servs., Inc., 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984); *In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988). This list is not meant to be comprehensive, nor must a debtor provide all of the information on the list, particularly in chapter 9 cases in which some of the items (such as a hypothetical chapter 7 liquidation analysis) are inapplicable. Rather, the bankruptcy court must decide what is appropriate in each particular case. *See In re Metrocraft Pub. Servs., Inc.*, 39 B.R. at 568; *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (making use of similar list but cautioning that “no one list of categories will apply in every case”).

10. The proposed Disclosure Statement contains information with respect to many applicable subject matter categories identified above, including, but not limited to, a discussion of:

- a. an overview of the Plan (Section VII);
- b. an overview of the County's history, economy, and other background information (Section III.A);

- c. the interrelationship of the County's work and function with the services provided to the County's residents (Section III.A);
- d. significant events preceding the County's chapter 9 Case (Section III.I);
- e. significant events during the County's chapter 9 Case (Section IV);
- f. the indebtedness of the County to be treated under the Plan (Section III.D);
- g. the status of prepetition and postpetition litigation involving the County (Sections III.E and IV.A-H);
- h. an explanation of the available assets and revenues of the County and their estimated value (Sections III.F, III.G and VI);
- i. the status of pending claims against the County (Section IV.I);
- j. the requirements for confirmation of the Plan (Section XIV);
- k. risk factors affecting the County and the Plan (Section XI);
- l. tax consequences potentially resulting from the Plan (Section VIII);
- m. selected financial information and future projections (Section X);
- n. information regarding certain Plan consequences under federal securities law (Section IX);
- o. information about the comprehensive compromises and settlements under the Plan and the Commutation Election available under the Plan, including the existence, likelihood and possible success of non-bankruptcy litigation (Section V);
- p. voting procedures (Section XII); and
- q. the alternatives to confirmation and consummation of the Plan (Section XIII).

11. Accordingly, the proposed Disclosure Statement contains the information necessary to provide creditors entitled to vote on and to make elections with respect to the Plan sufficient information to make an informed judgment. Therefore, the County respectfully requests that the Court approve the proposed Disclosure Statement as providing adequate information and meeting the requirements of section 1125 of the Bankruptcy Code.

B. Approval of the Disclosure Statement Hearing Notice.

12. A hearing to consider, *inter alia*, approval of the proposed Disclosure Statement has been scheduled by the Court to be held on **August 6, 2013 at 9:00 a.m. (prevailing Central time)** (the “Disclosure Statement Hearing”). See *Scheduling Order* [Docket No. 1814].

13. Bankruptcy Rule 3017(a) provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

Fed. R. Bankr. P. 3017(a).

14. Bankruptcy Rule 2002(b) requires notice to all creditors and indenture trustees of the time established for filing objections to, and the hearing to consider the approval of, a disclosure statement. The County will have served the notices relating to the Disclosure Statement Hearing and the established dates for filing objections or responses to approval of the proposed Disclosure Statement, substantially in the form of the Disclosure Statement Hearing Notice attached hereto as **Annex B**, at least twenty-eight (28) calendar days prior to the Disclosure Statement Objection Deadline (as defined below) by electronic and/or first class mail on: (i) the Bankruptcy Administrator for the Northern District of Alabama; (ii) all parties on the

Master Service List, as that term is defined in the *Order Approving Motion to Establish Notice, Service, and Case Management Procedures Pursuant to Sections 102(1)(A) and 105 of the Bankruptcy Code, and Bankruptcy Rule 2002(m)* [Docket No. 89]; (iii) the Securities and Exchange Commission (the “SEC”); and (iv) any other known holders of claims against the County. Among other things, the Disclosure Statement Hearing Notice identifies the date, time, and place of the Disclosure Statement Hearing and the deadline and procedures for asserting objections to the approval of the Disclosure Statement.

15. In accordance with Bankruptcy Rule 3017(a), the County will provide, by electronic and/or first class mail, a copy of the proposed Disclosure Statement and Plan to (i) the Bankruptcy Administrator for the Northern District of Alabama; (ii) the SEC; and (iii) all parties on the Master Service List. Copies of the proposed Disclosure Statement and Plan shall also be available through the Court’s website, www.alnb.uscourts.gov/jca, and through the website maintained by the Claims Agent, www.jeffersoncountyrestructuring.com, for review and download by the public.

16. The County submits that the foregoing procedures provide adequate notice of the Disclosure Statement Hearing and, accordingly, requests that the Court approve such notice as appropriate and in compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules.

C. Approval of Procedures for the Filing of Objections to the Disclosure Statement.

17. At the omnibus hearing held in the County’s Case on June 27, 2013, the County proposed, and the Court subsequently approved, **July 30, 2013 at 4:00 p.m. (prevailing Central time)** as the deadline for filing objections or responses, if any, to the adequacy and approval of the Disclosure Statement (the “Disclosure Statement Objection Deadline”). *See Scheduling Order* [Docket No. 1814].

18. The County proposes that the following procedures be implemented for parties to object or respond to the approval of the Disclosure Statement (the “Disclosure Statement Objection Procedures”):

- a. Objections and responses, if any, to the Motion, must (i) be in writing, (ii) be in the English language, (iii) state the name and address of the objecting party, (iv) set forth the amount of the objecting party’s Claims and any other grounds giving the objecting party standing to object, (v) state with particularity the legal and factual grounds for the objection, and (vi) be accompanied by the objecting party’s evidentiary support for its objection, including declarations made under penalty of perjury and other admissible documentary evidence;
- b. Registered users of the Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Clerk of the Court at 1800 5th Avenue North, Birmingham, Alabama 35203; and
- c. Any objection or response, together with all evidence in support thereof, must be served on (i) the County and (ii) all parties on the Master Service List², so as to be actually received on or before the Disclosure Statement Objection Deadline. Proof of service of any objection or response must be filed with the Court contemporaneously with the filing of such objection or response.

19. Requiring that objections and responses to the proposed Disclosure Statement be filed and served in accordance with the Disclosure Statement Objection Procedures will afford the Court, the County, and other parties in interest sufficient time before the Disclosure Statement Hearing to consider and potentially resolve objections and responses to the proposed

² The Master Service List is available at <http://www.jeffersoncountyrestructuring.com>.

Disclosure Statement. Based upon the foregoing, the County requests that the Court find the Disclosure Statement Objection Procedures are appropriate based upon the particular needs of this Case, and comply with Bankruptcy Rules 2002 and 3017(a).

20. If there are any objections or responses to the approval of the proposed Disclosure Statement, the County will file and serve, as appropriate, replies or an omnibus reply to any such objections and/or responses no later than **Noon prevailing Central time on August 5, 2013** (the “County’s Reply Deadline”). At the June 27, 2013 omnibus hearing, the County proposed, and the Court subsequently approved, the County’s Reply Deadline. *See Scheduling Order* [Docket No. 1814].

CONCLUSION

21. Based on the foregoing, the County respectfully submits that the Motion should be granted.

22. The County files this Motion without prejudice to or waiver of its rights pursuant to Bankruptcy Code section 904, and nothing herein is intended as or shall be deemed to constitute the County’s consent to this Court’s interference with (a) any of the political or governmental powers of the County, (b) any of the property or revenues of the County, or (c) the County’s use or enjoyment of any income-producing property.

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WHEREFORE, the County respectfully requests that the Court enter an order substantially in the form of the Proposed Order attached hereto as **Annex A**, granting the Motion and such other and further relief as is appropriate under the circumstances.

Dated this the 30th day of June, 2013.

/s/ J. Patrick Darby

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Annex A

(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

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

ORDER APPROVING: (A) THE “DISCLOSURE STATEMENT REGARDING CHAPTER 9 PLAN OF ADJUSTMENT FOR JEFFERSON COUNTY, ALABAMA (DATED JUNE 30, 2013)”; AND (B) RELATED DISCLOSURE STATEMENT PROCEDURES, DEADLINES, AND NOTICES

THIS MATTER came before the Court on August 6, 2013, upon the *Motion for Entry of Order, Pursuant to Sections 105(a), 901(a), and 1125(b) of the Bankruptcy Code and Bankruptcy Rules 2002, 3017, and 9007, Approving (A) the Proposed Disclosure Statement and (B) the Form and Manner of the Notice of the Proposed Disclosure Statement Hearing* [Docket No. •] (the “Disclosure Statement Motion”), which Disclosure Statement Motion seeks approval of (1) the proposed *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)* (as it may be amended, supplemented, or modified from time to time by the County, the “Disclosure Statement”) for the *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)* (as it may be amended, supplemented, or modified from time to time by the County pursuant to the terms thereof and Bankruptcy Code section 942, the “Plan”¹), (2) certain deadlines and procedures relating to replies and objections to the Disclosure Statement, and (3) the form and scope of notice thereof, all as more specifically described in the Disclosure Statement Motion; and the Court having jurisdiction to consider the

¹ All capitalized terms used but not otherwise defined in this Order have the meanings ascribed to those terms in the Disclosure Statement Motion or the Plan, as applicable.

Disclosure Statement Motion; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the County having filed on the docket of this chapter 9 case the Plan and related Disclosure Statement; and based on the pleadings of record, the arguments and representations of counsel, for good cause shown, and all other matters brought before the Court; it appearing that no other or further notice is necessary; it appearing that the relief requested in the Disclosure Statement Motion is fair, equitable, and in the best interests of the County, its Creditors, and other parties in interest; after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED and DECREED that all oppositions to the Disclosure Statement Motion are **OVERRULED** in their entirety, and the Disclosure Statement Motion is **GRANTED** as set forth herein; and it is further

ORDERED, ADJUDGED and DECREED that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code, no other or further information is necessary, the Disclosure Statement is **APPROVED** in its entirety, and the County may accordingly solicit acceptances and rejections of the Plan; and it is further

ORDERED, ADJUDGED and DECREED that the Disclosure Statement (including the exhibits thereto) provides holders of Claims and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Articles V and VI of the Plan in satisfaction of the requirements of Bankruptcy Rule 3016(c) and the requirements of the due process clause of the Fifth Amendment to the United States Constitution; and it is further

ORDERED, ADJUDGED and DECREED that all objections to the Disclosure Statement that have not been withdrawn or resolved previously or at the Disclosure Statement Hearing hereby are OVERRULED; and it is further

ORDERED, ADJUDGED and DECREED that the Disclosure Statement Hearing Notice, attached as **Annex B** to the Disclosure Statement Motion and incorporated by reference herein, filed and served on July 1-2, 2013, constitutes good and sufficient notice of the Disclosure Statement Hearing, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained, and the time fixed for filing objections or responses thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, comports with due process, and no other or further notice is necessary; and it is further

ORDERED, ADJUDGED and DECREED that the Disclosure Statement Objection Procedures set forth in the Disclosure Statement Motion and the Disclosure Statement Hearing Notice for filing objections and responses to the Disclosure Statement are appropriate based on the particular needs of this Case and comply with Bankruptcy Rules 2002 and 3017(a); and it is further

ORDERED, ADJUDGED and DECREED that the County is authorized to make non-substantive or immaterial changes to the Disclosure Statement and all related documents (including, without limitation, all exhibits thereto) without further order of the Court, including, without limitation, making ministerial changes to correct typographical and grammatical errors, and making conforming changes among the Disclosure Statement, the Plan, the Ballots, the Master Ballots, and any other materials in the Solicitation Packages prior to mailing as may be appropriate; and it is further

ORDERED, ADJUDGED and DECREED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, ADJUDGED and DECREED that the County is authorized, in its discretion, to take or refrain from taking any action necessary or appropriate to effectuate the terms of and relief granted pursuant to this Order in accordance with the Disclosure Statement Motion and without further order of the Court; and it is further

ORDERED, ADJUDGED and DECREED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order; and it is further

ORDERED, ADJUDGED and DECREED that this Order is without prejudice to the rights of the County pursuant to Bankruptcy Code section 904, and nothing herein is intended as or shall be deemed to constitute the County's consent to this Court's interference with (1) any of the political or governmental powers of the County, (2) any of the property or revenues of the County, or (3) the County's use or enjoyment of any income-producing property.

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

UNITED STATES BANKRUPTCY JUDGE

Annex B

(Disclosure Statement Hearing Notice)

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

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

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT
REGARDING CHAPTER 9 PLAN OF ADJUSTMENT FOR JEFFERSON COUNTY,
ALABAMA (DATED JUNE 30, 2013)**

**TO: ALL KNOWN CREDITORS OF THE COUNTY AND OTHER PARTIES IN
INTEREST IN THE ABOVE-CAPTIONED CHAPTER 9 CASE**

PLEASE TAKE NOTICE THAT:

1. **Disclosure Statement Motion.** On June 30, 2013, Jefferson County, Alabama (the “County”) filed the *Motion for Entry of Order, Pursuant to Sections 105(a), 901(a), and 1125(b) of the Bankruptcy Code and Bankruptcy Rules 2002, 3017, and 9007, Approving (A) the Proposed Disclosure Statement and (B) the Form and Manner of the Notice of the Proposed Disclosure Statement Hearing* (the “Disclosure Statement Motion”) and the related *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)* (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”), for the *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)* (as it may be amended, supplemented, or modified from time to time by the County pursuant to the terms thereof and Bankruptcy Code section 942, the “Plan”).¹

2. **Disclosure Statement Hearing.** A hearing (the “Disclosure Statement Hearing”) to consider approval of the adequacy of the proposed Disclosure Statement will be held on **August 6, 2013 at 9:00 a.m. (prevailing Central time)**, before the Honorable Thomas B. Bennett, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Northern District of Alabama (the “Bankruptcy Court”), Courtroom One, 505 20th Street N., Birmingham, Alabama 35203. The Disclosure Statement Hearing may be continued from time to time by the Bankruptcy Court or the County without further notice to parties other than an announcement in open court of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing, and the Disclosure Statement may be modified, if necessary, prior to, during, or as a result of the Disclosure Statement Hearing in accordance with the terms of the Proposed Order, the Plan, and the Disclosure Statement, as applicable, without further notice to interested parties.

3. **Objections to the Disclosure Statement.** Objections and responses, if any, to the adequacy and approval of the Disclosure Statement must (i) be in writing; (ii) be in the English language; (iii) state the name and address of the objecting party; (iv) set forth the amount

¹ All capitalized terms used herein but not otherwise defined shall have the meaning ascribed to those terms in the Plan or the Disclosure Statement Motion, as applicable.

of the objecting party's Claims and any other grounds giving the objecting party standing to object; (v) state with particularity the legal and factual grounds for the objection; (vi) be accompanied by the objecting party's evidentiary support for its objection, including declarations made under penalty of perjury and other admissible documentary evidence; and (vii) be filed, together with proof of service, with the Bankruptcy Court and served on the County and all parties on the Master Service List² so that they are actually received no later than **July 30, 2013 at 4:00 p.m. (prevailing Central time)**. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Clerk of Court at 1800 5th Avenue North, Birmingham, Alabama 35203. The County must be served with objections and responses at Bradley Arant Boult Cummings LLP, c/o Patrick Darby, 1819 Fifth Avenue North, Birmingham, Alabama 35203; and Klee, Tuchin, Bogdanoff & Stern LLP, c/o Kenneth N. Klee, 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, California 90067.

IF ANY OBJECTION OR RESPONSE TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

4. **Replies to Objections.** If there are any objections or responses to the adequacy and approval of the Disclosure Statement, then the County shall file and serve, as appropriate, replies or an omnibus reply to any such objections or responses no later than **Noon prevailing Central time on August 5, 2013**.

5. **Additional Information.** Any party wishing to obtain copies of the Plan, Disclosure Statement, or Disclosure Statement Motion, may review and download these documents from the website of the County's Claims and Noticing Agent and Ballot Tabulator, Kurtzman Carson Consultants LLC ("**KCC**"), at <http://www.jeffersoncountyrestructuring.com>. In addition, copies of the Disclosure Statement and Plan are available upon request by contacting KCC at Jefferson County Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 or by telephone at (866) 967-0677. These documents are also available for review or download at the Bankruptcy Court's website, www.alnb.uscourts.gov/jca. Alternatively, these documents may be accessed through the "PACER" website, <https://ecf.alnb.uscourts.gov>. A PACER password and login are needed to access documents on the Court's "PACER" website. A PACER password can be obtained at <http://www.pacer.gov>.

6. **Solicitation Materials.** Except as otherwise ordered by the Bankruptcy Court, upon entry of the Proposed Order, the County will cause the Disclosure Statement (and exhibits thereto, including the Plan), ballots, and other documents approved by the Bankruptcy Court for soliciting votes on the Plan to be served on all Creditors entitled to vote on the Plan.

DATED: July 1, 2013

/s/ J. Patrick Darby

BRADLEY ARANT BOULT CUMMINGS LLP

J. Patrick Darby

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Counsel for Jefferson County, Alabama

² The Master Service List is available at <http://www.jeffersoncountyrestructuring.com>.