

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

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

I, Gil Hopenstand, depose and say under the penalty of perjury:

1. I am employed by Kurtzman Carson Consultants LLC (“KCC”), the balloting agent (“the “Balloting Agent”) for Jefferson County, Alabama (the “County”), the debtor in the above-referenced case. My business address is 2335 Alaska Avenue, El Segundo, California, 90245. I am over the age of 18 and not a party to this action. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I submit this Affidavit in connection with the service of Solicitation Packages (as defined herein) for the *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* [**Docket No. 1911**] (the “Plan”).
2. On August 7, 2013, the Court entered its *Order Approving: (A) the "Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)"; and (B) Related Disclosure Statement Procedures, Deadlines, and Notices* [**Docket No. 1974**] (the “Disclosure Statement Order”) and *Order Approving: (A) the Form, Scope, and Nature of Solicitation, Balloting, Tabulation, and Notices with Respect to the "Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)"; and (B) Related Confirmation Procedures, Deadlines, and Notices* [**Docket No. 1975**] (the “Solicitation Procedures Order”).¹
3. As the County’s Balloting Agent, KCC is charged with the duty of printing and distributing Solicitation Packages to creditors and other interested parties pursuant to the instructions set forth in the Disclosure Statement Order and the Solicitation Procedures Order.
4. The court-approved solicitation materials (collectively, the “Solicitation Package”) consist of the following:
 - a. the *Solicitation Package Cover Letter* (the “Cover Letter”), attached hereto as **Exhibit F**;
 - b. *Notice of (I) Approval of Disclosure Statement, (II) Confirmation Hearing on Chapter 9 Plan of Adjustment, and (III) Procedures and Deadlines Regarding Confirmation of the Plan* [**Docket No. 1979**] (the “Confirmation Hearing Notice”);

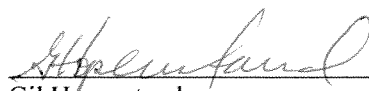
¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan or the Solicitation Procedures Order.



- c. a CD-ROM (the "CD-ROM") containing electronic copies of the Cover Letter; the *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* [**Docket No. 1977**] (the "Disclosure Statement"); and the exhibits thereto, including the Plan; and the Confirmation Hearing Notice;
 - d. a class-specific Ballot; and
 - e. a postage pre-paid return envelope (the "Ballot Return Envelope").
5. On September 6, 2013, at my direction and under my supervision, employees of KCC sent, via First Class Mail, copies of the Cover Letter, the Confirmation Hearing Notice, the CD-ROM, a Class 6 Ballot and Ballot Return Envelope to the parties identified in the exhibit attached hereto as **Exhibit A.**
 6. On September 11, 2013, at my direction and under my supervision, employees of KCC sent, via First Class Mail, copies of the Cover Letter, the Confirmation Hearing Notice, the CD-ROM, a Class 6 Ballot and Ballot Return Envelope to the parties identified in the exhibit attached hereto as **Exhibit B.**
 7. On September 18, 2013, at my direction and under my supervision, employees of KCC sent, via First Class Mail, copies of the Cover Letter, the Confirmation Hearing Notice, the CD-ROM, a Class 6 Ballot and Ballot Return Envelope to the parties identified in the exhibit attached hereto as **Exhibit C.**
 8. On September 24, 2013, at my direction and under my supervision, employees of KCC sent, via E-Mail, copies of the Class 6 Ballot to the party identified in the exhibit attached hereto as **Exhibit D.**
 9. On September 26, 2013, at my direction and under my supervision, employees of KCC sent, via First Class Mail, copies of the Cover Letter, the Confirmation Hearing Notice, the CD-ROM, a Class 7 Ballot and Ballot Return Envelope to the party identified in the exhibit attached hereto as **Exhibit E.**

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. If called to testify at trial on this matter, I would testify under oath to the facts stated in this Affidavit.

Dated: October 9, 2013


 Gil Hopenstand
 Kurtzman Carson Consultants LLC
 2335 Alaska Avenue
 El Segundo, CA 90245
 Phone: (310) 823-9000

State of California
 County of Los Angeles

Subscribed and sworn to (or affirmed) before me on October 9, 2013 by Gil Hopenstand, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

WITNESS my hand and official seal.

Signature: 

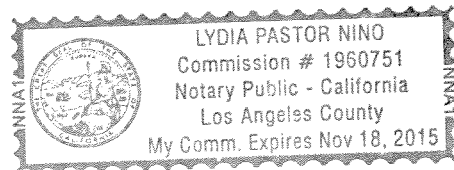


Exhibit A

Exhibit A
Class 6 - General Unsecured Claims

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Heartwood 88, LLC	c/o Frank C. Galloway, III	Galloway & Scott, LLC	2200 Woodcrest Pl., Ste. 310	Birmingham	AL	35209
Simmons Bonnie		1108D Rue Maison		Birmingham	AL	35209

Exhibit B

Exhibit B
Class 6 - General Unsecured Claims

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Assured Guaranty Municipal Corp.	c/o Assured Guaranty	Attn Kevin J. Lyons and Terence L. Workman	31 West 52nd Street	New York	NY	10019
Financial Guaranty Insurance Company	H. Slayton Dabney, Jr.	Dabney, PLLC	303 Grande Court	Richmond	VA	23229
Syncora Guarantee Inc.	Attn Frederick B. Hnat	135 West 50th Street	20th Floor	New York	NY	10020
The Bank of New York Mellon, as Indenture Trustee	c/o David E. Lemke	Waller Lansden Dortch & Davis, LLP	511 Union Street, Suite 2700	Nashville	TN	37219

Exhibit C

Exhibit C
Class 6 - General Unsecured Claims

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Country
Assured Guaranty Corp.	c/o Assured Guaranty	Attn Kevin J. Lyons & Terence L. Workman	31 West 52nd Street	New York	NY	10019-0000	
Assured Guaranty Re Ltd.	c/o Assured Guaranty Ltd	Attn James Michener, General Counsel	30 Woodbourne Avenue	Hamilton		HM 08	Bermuda
Assured Guaranty Re Overseas Ltd.	c/o Assured Guaranty Ltd	Attn James Michener, General Counsel	30 Woodbourne Avenue	Hamilton		HM 08	Bermuda

Exhibit D

Exhibit D
Class 6 - General Unsecured Claims

Creditor Name	Notice Name	E-Mail	Party / Function
Syncora Guarantee Inc.	Eric Kay and Xochitl Strohhahn	erickay@quinnemanuel.com ; xochitlstrohhahn@quinnemanuel.com	Counsel for Syncora Guarantee Inc.

Exhibit E

Exhibit E
Class 7 - Bessemer Lease Claims

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Ambac Assurance Corporation	Ryan A. Wagner	c o McDermott Will and Emery LLP	340 Madison Avenue	New York	NY	10173

Exhibit F



**In re: Jefferson County, Alabama, a political subdivision of the State of Alabama
Chapter 9 Case No. 11-05736 (TBB)**

Dear Holder of an Impaired Claim:

Jefferson County, Alabama (the "County") is pleased to present the enclosed Solicitation Package for your consideration.

**YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE
ENTITLED TO VOTE ON THE PLAN (AS DEFINED BELOW)**

By order dated August 7, 2013, the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Court") approved the *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (as it may be amended, supplemented, or modified from time to time, the "Disclosure Statement"), filed by the County, and authorized the County to solicit votes with respect to the approval or rejection of the *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (as it may be amended, supplemented, or modified from time to time by the County in accordance with the terms thereof and Bankruptcy Code section 942, the "Plan").¹

You have received this letter and the enclosed Solicitation Package materials because you are entitled to vote on the Plan.

In the opinion of the County, the Plan is preferable to the alternatives described in the enclosed Disclosure Statement. **Accordingly, the County recommends that holders of Impaired Claims entitled to vote on the Plan support confirmation of the Plan and vote to accept the Plan by timely completing and returning the enclosed Ballot.**

**THE COUNTY STRONGLY URGES YOU TO PROPERLY AND
TIMELY CAST YOUR BALLOT TO ACCEPT THE PLAN**

In addition to this cover letter, you have received the enclosed materials, referred to as the "Solicitation Package," which the Bankruptcy Court approved for distribution in connection with the solicitation of votes to accept the Plan, and which consist of the following:

¹ All capitalized terms used herein but not otherwise defined shall have the meaning ascribed to those Defined Terms in the Plan.

- (i) the Confirmation Hearing Notice;
- (ii) the Disclosure Statement, as approved by the Bankruptcy Court (with all exhibits, including the Plan) in electronic format on a CD-ROM; and
- (iii) an appropriate Ballot (together with detailed voting instructions and a postage prepaid, pre-addressed return envelope).

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, if you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may contact the County's Claims and Noticing Agent and Ballot Tabulator, Kurtzman Carson Consultants LLC ("KCC") by: (a) calling by telephone at (866) 967-0677; (b) visiting the County's restructuring website at <http://www.jeffersoncountyrestructuring.com>; and/or (c) writing to KCC at Jefferson County Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245. Copies any pleadings filed in the County's Chapter 9 case are also available for review and download at the Bankruptcy Court's website, www.alnb.uscourts.gov. Alternatively, these documents may be accessed through the Bankruptcy Court's "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>.