

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

_____)	
IN RE:)	
)	
JEFFERSON COUNTY, ALABAMA)	CASE NO.: 11-05736-TBB9
)	
Debtor.)	CHAPTER 9
)	
_____)	

**JEFFERSON COUNTY’S WITNESS AND EXHIBIT LISTS FOR HEARING
ON CONFIRMATION OF THE COUNTY’S PLAN OF ADJUSTMENT**

Jefferson County, Alabama, the debtor in the above-referenced case (the “County”), submits the following witness and exhibit lists for the plan confirmation hearing set by the Court’s *Order Continuing Confirmation Hearing and Extending Related Deadlines* [Docket No. 2169], which is scheduled to commence on November 20, 2013 at 10:00 a.m.:

WITNESS LIST

Trial Witnesses

1. Eric Rothstein
2. David Denard
3. Commissioner Jimmie Stephens
4. Any witness called or identified by any other party
5. Any witnesses necessary for rebuttal

Affiants/Declarants

1. Representatives of Kurtzman Carson Consultants LLC
 - a. Karen M. Wagner
 - b. Jennifer Grageda



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- c. Stephanie Delgado
 - d. Gil Hopenstand
 - e. David Hartie
- 2. Carol Sue Nelson
 - 3. Dwight Percy
 - 4. William Cobbs
 - 5. James Bailey
 - 6. Bridget Schessler

EXHIBIT LIST¹

- 1. *Trust Indenture* between Jefferson County, Alabama and AmSouth Bank of Alabama, dated as of February 1, 1997 [County's Exhibit No. **C.1**].
 - A. *First Supplemental Indenture* between Jefferson County Alabama and AmSouth Bank of Alabama, dated as of March 1, 1997. [County's Exhibit No. **C.1-A**].
 - B. *Second Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of March 1, 1999 [County's Exhibit No. **C.1-B**].
 - C. *Third Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of March 1, 2001 [County's Exhibit No. **C.1-C**].
 - D. *Fourth Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of February 1, 2002 [County's Exhibit No. **C.1-D**].
 - E. *Fifth Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of September 1, 2002 [County's Exhibit No. **C.1-E**].
 - F. *Sixth Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of October 1, 2002 [County's Exhibit No. **C.1-F**].
 - G. *Seventh Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of November 1, 2002 [County's Exhibit No. **C.1-G**].
 - H. *Eighth Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of January 1, 2003 [County's Exhibit No. **C.1-H**].

¹ Copies of the exhibits referenced herein will be filed under separate cover.

- I. *Ninth Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of April 1, 2003 [County's Exhibit No. **C.1-I**].
- J. *Tenth Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of August 1, 2003 [County's Exhibit No. **C.1-J**].
- K. *Eleventh Supplemental Indenture* between Jefferson County, Alabama and The Bank of New York, Dated as of May 1, 2004 [County's Exhibit No. **C.1-K**].
2. *Order Appointing Receiver* in the case styled *Bank of New York Mellon, as Trustee v. Jefferson County, Alabama, et al.*; CV-2009-02318, Jefferson County Circuit Court, Birmingham Division, entered on September 22, 2010 [County's Exhibit No. **C.23**].
3. *Ratemaking Record* of Jefferson County [County's Exhibit No. **C.344**].
4. *Standby Warrant Purchase Agreement* dated as of February 1, 2002, among the County, the Sewer Warrant Trustee, and JPMorgan Chase Bank, N.A. [County's Exhibit No. **C.345**].
5. *Standby Warrant Purchase Agreement* dated as of October 1, 2002, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and JPMorgan Chase Bank, N.A. [County's Exhibit No. **C.346**].
6. *Standby Warrant Purchase Agreement* dated as of October 1, 2002, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and Bank of America, N.A. [County's Exhibit No. **C.347**].
7. *Standby Warrant Purchase Agreement* dated as of October 1, 2002, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and The Bank of Nova Scotia acting through its New York Agency [County's Exhibit No. **C.348**].
8. *Standby Warrant Purchase Agreement* dated as of October 1, 2002, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and Société Générale, New York Branch [County's Exhibit No. **C.349**].
9. *Standby Warrant Purchase Agreement* dated as of October 1, 2002, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and Regions Bank [County's Exhibit No. **C.350**].
10. *Standby Warrant Purchase Agreement* dated as of May 1, 2003, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and Société Générale, New York Branch [County's Exhibit No. **C.351**].
11. *Standby Warrant Purchase Agreement* dated as of May 1, 2003, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and the Bank of New York [County's Exhibit No. **C.352**].

12. *Standby Warrant Purchase Agreement* dated as of May 1, 2003, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and State Street Bank and Trust Company [County's Exhibit No. **C.353**].
13. *Standby Warrant Purchase Agreement* dated as of May 1, 2003, among the County, the Sewer Warrant Trustee, JPMorgan Chase Bank, N.A. (as liquidity agent), and Lloyds TSB Bank PLC [County's Exhibit No. **C.354**].
14. *Plan Support Agreement* dated as of June 6, 2013 among the County, JPMorgan Chase Bank, N.A. and each affiliate of JPMorgan beneficially owning Sewer Warrants [County's Exhibit No. **C.355**].
15. *Plan Support Agreement* dated as of June 27, 2013 among the County, on the one hand, and The Bank of Nova Scotia, The Bank of New York Mellon as liquidity bank, and State Street Bank and Trust Company, on the other hand [County's Exhibit No. **C.356**].
16. *Plan Support Agreement* dated of June 6, 2013 among the County, on the one hand, and Assured Guaranty Municipal Corp., as successor to Financial Security Assurance, Inc.; Financial Guaranty Insurance Company, and Syncora Guarantee Inc., f/k/a XL Capital Assurance Inc., on the other hand [County's Exhibit No. **C.357**].
17. *Plan Support Agreement* dated as of June 27, 2013 among the County, on the one hand, and National Public Finance Guarantee Corporation, together with and as reinsurer of and administrator for MBIA Insurance Corporation, on the other hand [County's Exhibit No. **C.358**].
18. *Plan Support Agreement* dated as of June 6, 2013 among (i) the County; (ii) the Supporting Warrantholders from time to time party thereto; and (iii) JPMorgan Chase Bank, N.A [County's Exhibit No. **C.359**].
19. *Plan Support Agreement* dated as of May 13, 2013 among the County, on the one hand, and Bayerische Landesbank Girozentrale, JPMorgan Chase Bank, N.A., and Wells Fargo Bank, National Association, on the other hand [County's Exhibit No. **C.360**].
20. *Plan Support Agreement* dated as of July 24, 2013 between the County, on the one hand, and Lehman Brothers Special Financing Inc., on the other hand [County's Exhibit No. **C.361**].
21. *Plan Support Agreement* dated as of February 11, 2013 between the County, on the one hand, and Depfa Bank PLC, on the other hand [County's Exhibit No. **C.362**].
22. *Supplement to Plan Support Agreement* dated as of November 6, 2013 among the County, JPMorgan Chase Bank, N.A. and each affiliate of JPMorgan beneficially owning Sewer Warrants [County's Exhibit No. **C.363**].
23. *Supplement to Plan Support Agreement* dated as of November 6, 2013 among County, on the one hand, and The Bank of Nova Scotia, The Bank of New York Mellon, and State Street Bank and Trust Company, on the other hand [County's Exhibit No. **C.364**].

24. *Supplement to Plan Support Agreement* dated as of November 6, 2013 among the County, on the one hand, and Assured Guaranty Municipal Corp., as successor to Financial Security Assurance, Inc.; Financial Guaranty Insurance Company, and Syncora Guarantee Inc., f/k/a XL Capital Assurance Inc., on the other hand [County's Exhibit No. **C.365**].
25. *Supplement to Plan Support Agreement* dated as November 6, 2013 among (i) the County; (ii) the "Supporting Warrantholders" party thereto; and (iii) JPMorgan Chase Bank, N.A. [County's Exhibit No. **C.366**].
26. The County's *Request for Proposals for Underwriting Services* dated June 28, 2013 [County's Exhibit No. **C.367**].
27. The County's *Request for Qualifications for Financial Advisory Services* dated July 10, 2013 [County's Exhibit No. **C.368**].
28. The County's *Request for Qualifications for Trustee, Registrar and Paying Agent Services* dated August 23, 2013 [County's Exhibit No. **C.369**].
29. Certified copy² of the *June 4, 2013 Resolution of the Jefferson County Commission* regarding the Plan Support Agreements, recorded at Minute Book: 165 – Page: 91 Official Minutes and Records of said County Commission [County's Exhibit No. **C.370**].
30. Certified copy of the *June 27, 2013 Resolution of the Jefferson County Commission* approving the Plan and other Plan Support Agreements, recorded at Minute Book: 165 – Pages: 162–63 Official Minutes and Records of said County Commission [County's Exhibit No. **C.371**].
31. Certified copy of the *July 23, 2013 Resolution of the Jefferson County Commission* approving the Amended Financing Plan, recorded at Minute Book: 165 – Pages: 200–01 Official Minutes and Records of said County Commission [County's Exhibit No. **C.372**].
32. Certified copy of the *September 23, 2013 Resolution of the Jefferson County Commission* adjusting sewer rates and amending the Sewer Rate Charge Ordinance, recorded at Minute Book: 165 – Pages: 330–44 Official Minutes and Records of said County Commission [County's Exhibit No. **C.373**].
33. Certified copy of the *October 31, 2013 Resolution of the Jefferson County Commission* approving the Further Amended Financing Plan, recorded at Minute Book: 165 – Pages: 450–51 Official Minutes and Records of said County Commission [County's Exhibit No. **C.374**].
34. Demonstrative copy of the *September 23, 2013 Resolution of the Jefferson County Commission* adjusting sewer rates and amending the Sewer Rate Charge Ordinance [County's Exhibit No. **C.375**].

² Upon request, the County will bring hard copies of the certified Resolutions to the Confirmation Hearing.

35. Demonstrative copy of the *Jefferson County Sewer Use Charge Ordinance, adopted November 6, 2012 as amended and restated by Resolution dated September 23, 2013 and effective November 1, 2013* [County's Exhibit No. **C.376**].
36. Demonstrative copy of the *October 31, 2013 Resolution of the Jefferson County Commission* approving the Further Amended Financing Plan [County's Exhibit No. **C.377**].
37. *Notice of Public Hearing* published on November 10, 2013 in the Birmingham News [County's Exhibit No. **C.378**].
38. Demonstrative copy of *Notice of Public Hearing* published on November 10, 2013 in the Birmingham News [County's Exhibit No. **C.379**].
39. *ISDA Master Agreement* dated as of October 23, 2002 between the County and Lehman Brothers Special Financing Inc. [County's Exhibit No. **C.380**].
40. *Amendment to the ISDA Master Agreement*, such amendment dated as of September 14, 2006, between the County and Lehman Brothers Special Financing Inc. [County's Exhibit No. **C.381**].
41. *ISDA Master Agreement* dated as of October 18, 2002, between the County and Bank of America, N.A. [County's Exhibit No. **C.382**].
42. *Amendment to the ISDA Master Agreement*, such amendment dated as of July 14, 2003, between the County and Bank of America, N.A. [County's Exhibit No. **C.383**].
43. *ISDA Master Agreement* dated as of May 1, 2004 between the County and Bear Stearns Capital Markets Inc. [County's Exhibit No. **C.384**].
44. Current draft of the *Trust Indenture for the County's New Sewer Warrants*, subject to change and revision until duly signed and executed [County's Exhibit No. **C.385**].
45. Demonstrative³ copy of the County's *Preliminary Official Statement* Dated November 4, 2013. [County's Exhibit No. **C.386**].
46. *Affidavit of Service of Karen M. Wagner re: 1) Chapter 9 Plan of Adjustment for Jefferson County, Alabama (DATED November 6, 2013); and 2) Notice of Plan Modifications and Hearing Thereon* (Docket No. 2192) [County's Exhibit No. **C.387**].
47. *Affidavit of Service of Karen M. Wagner re: 1) Chapter 9 Plan of Adjustment for Jefferson County, Alabama (DATED November 6, 2013); 2) Motion for Approval Pursuant to the Confirmation Order of Compromise and Settlements and Related Relief with Respect to*

³ This copy is demonstrative only. Individuals desiring a copy of the Preliminary Official Statement may download one at <http://www.munios.com/id.aspx?i=AXOR5IQYr5Gs>.

- the Chapter 9 Plan of Adjustment for Jefferson County, Alabama; and 3) Notice of Plan Modifications and Hearing Thereon* (Docket No. 2185) [County's Exhibit No. **C.388**].
48. *Certificate of Service of James B. Bailey re: Order Continuing Confirmation Hearing and Extending Related Deadlines* (Docket No. 2170) [County's Exhibit No. **C.389**].
 49. *Certification of Gil Hopenstand with Respect to the Tabulation of Votes on the Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2201) [County's Exhibit No. **C.390**].
 50. *Certification of David Hartie with Respect to the Tabulation of Votes on and Commutation Elections with Respect to the Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2200) [County's Exhibit No. **C.391**].
 51. *Affidavit of Service of David Hartie re Rescission of Deemed Election Materials* (Docket No. 2176) [County's Exhibit No. **C.392**].
 52. *Affidavit of Service of David Hartie re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2167) [County's Exhibit No. **C.393**].
 53. *Supplemental Affidavit of Service of Gil Hopenstand re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2127) [County's Exhibit No. **C.394**].
 54. *Supplemental Affidavit of Service of Stephanie Delgado re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2085) [County's Exhibit No. **C.395**].
 55. *Affidavit of Service of David Hartie re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2055) [County's Exhibit No. **C.396**].
 56. *(Redacted) Affidavit of Service of Gil Hopenstand re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013)* (Docket No. 2050) [County's Exhibit No. **C.397**].
 57. *Supplemental Affidavit of Service (Redacted) of Jennifer Grageda re: 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. 2159) [County's Exhibit No. **C.398**].
 58. *Supplemental Affidavit of Service (Redacted) of Stephanie Delgado re: 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. 2122) [County's Exhibit No. **C.399**].

59. *Supplemental Affidavit of Service (Redacted) of Stephanie Delgado re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013) (Docket No. 2121) [County's Exhibit No. C.400].*
60. *Affidavit of Service of Karen M. Wagner re: 1) Plan Supplement to Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013); and 2) Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013) (Docket No. 2111) [County's Exhibit No. C.401].*
61. *(Redacted) Affidavit of Service of Karen M. Wagner re: 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. 2056) [County's Exhibit No. C.402].*
62. *Affidavit of Publication re: Notice of Confirmation Hearing on Chapter 9 Plan Adjustment in the Wall Street Journal, the Bond Buyer and the Birmingham News (Docket No. 2051) [County's Exhibit No. C.403].*
63. *Affidavit of Service of Karen M. Wagner re: Documents Served on July 29, 2013 (Docket No. 1922) [County's Exhibit No. C.404].*
64. *Certificate of Service of James B. Bailey re: Documents Served on July 29, 2013 (Docket No. 1917) [County's Exhibit No. C.405].*
65. *Supplemental Affidavit of Service of Stephanie Delgado re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) (Docket No. 2156) [County's Exhibit No. C.406].*
66. *Supplemental Affidavit of Service Redacted of Stephanie Delgado re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) (Docket No. 2120) [County's Exhibit No. C.407].*
67. *Supplemental Affidavit of Service of Jennifer Grageda re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) (Docket No. 2060) [County's Exhibit No. C.408].*
68. *Supplemental Affidavit of Service of Jennifer Grageda re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) (Docket No. 2059) [County's Exhibit No. C.409].*
69. *Supplemental Affidavit of Service of Jennifer Grageda re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson*

- County, Alabama (Dated June 30, 2013) (Docket No. 2058) [County's Exhibit No. **C.410**].
70. *Affidavit of Service of Karen M. Wagner re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) (Docket No. 1835) [County's Exhibit No. **C.411**].*
 71. *Affidavit of Service of Karen M. Wagner re: Chapter 9 Plan of Adjustment for Jefferson County, Alabama (DATED June 30, 2013), Disclosure Statement, Motion for Approval of Disclosure Statement and Notice of Hearing (Docket No. 1834) [County's Exhibit No. **C.412**].*
 72. *Certificate of Service of James Bailey re: Notice of Hearing to Consider Approval of Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) (Docket No. 1830) [County's Exhibit No. **C.413**].*
 73. *Certificate of Service of James Bailey re: (i) Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) [Docket No. 1816]; (ii) Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013) [Docket No. 1817]; and (iii) 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. 1819) [County's Exhibit No. **C.414**].*
 74. *Article, Al.com, Barnett Wright, September 24, 2013, "Don't panic Jeffco ratepayers. Here's why you're getting those letters about a Nov. 12 court hearing" [County's Exhibit No. **C.415**].*
 75. *Disclosure Statement Regarding Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated July 29, 2013) (Docket No. 1977) [County's Exhibit No. **C.416**].*
 76. *Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated November 6, 2013) (Docket No. 2182) [County's Exhibit No. **C.417**].*
 77. *Galardi Rothstein Group, Municipal Advisor's Feasibility Study, Series 2013 Sewer Warrants, Prepared for: Jefferson County, Alabama, November 4, 2013 [County's Exhibit No. **C.418**].*
 78. *Transcript, Jefferson Cnty. v. Taxpayers & Citizens of Jefferson Cnty., Case No. CV-83-504-507-WAT (Jefferson Cnty. Circuit Ct. November 22, 1983), at 61:14-62:2 [County's Exhibit No. **C.419**].*
 79. *Challenges to a Reorganization Plan for Jefferson County TMA Presentation (Jan. 26, 2012) [County's Exhibit No. **C.420**].*
 80. *Affidavit of Carol Sue Nelson (Dated November 15, 2013) [County's Exhibit No. **C.421**].*

81. *Affidavit of Dwight Percy (Dated November 15, 2013)* [County's Exhibit No. **C.422**].
82. *Affidavit of William Cobbs (Dated November 15, 2013)* [County's Exhibit No. **C.423**].
83. *Declaration of Bridget Schessler* [County's Exhibit No. **C.424**].
84. Original, unredacted versions of all affidavits of service filed under seal.
85. Any exhibit, document, or demonstrative aid identified or used by any party.
86. Any exhibit, document, or demonstrative aid used as rebuttal evidence.
87. Any exhibit admitted into evidence during any previous hearing in this Case.

Note: The County respectfully reserves the right to submit any other evidence relevant to Plan confirmation not currently in the County's possession or control, including, but not limited to, any future resolutions of the County Commission and any reports on the marketing and sale of the County's New Sewer Warrants.

Respectfully submitted this 15th day of November, 2013.

/s/ J. Patrick Darby

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-and-

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