

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
(DETROIT)**

| | | |
|--|--------------------------------------|---|
| In re: CITY OF DETROIT, MICHIGAN, Debtor. |)))))))) | CASE NO.: 13-53846 CHAPTER 9 Hon. Steven W. Rhodes |
|--|--------------------------------------|---|

**JOINDER OF THE AD HOC COMMITTEE OF DWSD BONDHOLDERS
TO THE JOINT MOTION TO AMEND THE SOLICITATION PROCEDURES ORDER**

The Ad Hoc Committee of DWS Bondholders (the “**Ad Hoc Committee**”)¹ for those certain bonds (the “**DWSD Bonds**” and the holders of such, the “**DWSD Bondholders**”) issued by the City of Detroit (the “**City**”) for the Detroit Water and Sewerage Department (the “**DWSD**”) to (a) finance and refinance improvements to the City’s Water Supply System (the “**Water System**”) and (b) finance and refinance improvements to the City’s Sewage Disposal System (the “**Sewerage System**,” together with the Water System, the “**Systems**”), hereby files this joinder (the “**Joinder**”) to the *Joint Motion to Amend the Solicitation Procedures Order* (Doc. No. 3954) (the “**Motion to Amend**”)² filed by Assured Guaranty Municipal Corp. (“**Assured**”) and Berkshire Hathaway Assurance Corporation (“**BHAC**”). In support of this Joinder, the Ad Hoc Committee states as follows:

¹ The Ad Hoc Committee members are Fidelity Management & Research Company, Eaton Vance Management, Franklin Advisers, Inc., Nuveen Asset Management, and BlackRock Asset Management, Inc.

² Capitalized terms used but not defined herein bear the meanings ascribed to such terms in the *Amended Plan for the Adjustment of Debts of the City of Detroit, dated as of March 31, 2014* (Doc. 3380) (the “**Plan**”).



1. The Plan and the Ballots used for voting on the Plan contain a number of impermissible elections to be made by the Beneficial Holders, including an election that will require non-consenting Beneficial Holders to waive their rights under the Bankruptcy Code to object to confirmation of the Plan. This “deathtrap” election serves no purpose other than causing dissenting voters to waive their rights to object so that the City can seek a cramdown on non-consenting Classes of DWSD Claims without any opposition by the consenting DWSD Bondholders.

2. This City’s deathtrap unfairly discriminates against non-consenting Beneficial Holders of DWSD Claims and will likely chill voting by Beneficial Holders. A determination of whether the deathtrap is permissible prior to the dissemination of the Ballots to Beneficial Holders is essential to avoid confusion and protect the rights of Beneficial Holders to submit objections to confirmation of the Plan regardless of their vote on the Plan. Accordingly, the Ad Hoc Committee joins in the Motion to Amend and respectfully requests that this Court strike these waiver provisions from the Plan, the Disclosure Statement, and the Ballots for Classes 1A to 1D.³ In furtherance of this Joinder, the Ad Hoc Committee adopts and relies on the authorities cited by Assured and BHAC in their Motion to Amend.

WHEREFORE, the Ad Hoc Committee respectfully requests that this Court: (i) grant the Motion to Amend, (ii) enter an order substantially in the form attached as Exhibit 1 to the

³ Based on recent conversations with the City, it is anticipated that Classes 1A to 1D will be consolidated into a Class 1A, however, each of the CUSIP numbers assigned to the DWSD Bonds will continue to be separate voting subclasses under the Plan.

Motion to Amend, and (iii) provide such other and further relief as is just and equitable.

Respectfully submitted this 15th day of April, 2014.

/s/ Amy Caton

Amy Caton, Esq.

Greg Horowitz, Esq.

KRAMER LEVIN NAFTALIS & FRANKEL,
LLP

1177 Avenue of the Americas

New York, New York 10036

Tel: (212) 715-9100

Fax: (212) 715-8000

acaton@kramerlevin.com

/s/ William W. Kannel

William W. Kannel, Esq.

Adrienne K. Walker, Esq.

MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY and POPEO, P.C.

One Financial Center

Boston, MA 02111

Tel: 617-542-6000

Fax: 617-542-2241

wwkannel@mintz.com

awalker@mintz.com

and

and

STEINBERG SHAPIRO & CLARK

Geoffrey T. Pavlic, Esq.

25925 Telegraph Road

Suite 203

Southfield, MI 48033

Tel: (248) 352-4700

Fax: (248) 352-4488

pavlic@steinbergshapiro.com

ANDREW J. GERDES, P.L.C.

Andrew J. Gerdes, Esq.

321 W. Lake Lansing Rd.

P.O. Box 4190

East Lansing, MI 48826-4190

Tel: (517) 853-1300

Fax: (517) 853-1301

agerdes@gerdesplc.com

*Attorneys for Nuveen Asset Management, and
BlackRock Asset Management, Inc., members
of the Ad Hoc Bondholder Committee*

*Attorneys for Fidelity Management &
Research Company, Eaton Vance
Management, and Franklin Advisers, Inc.,
members of the Ad Hoc Bondholder Committee*

CERTIFICATE OF SERVICE

I hereby certify that the foregoing *Joinder of the Ad Hoc Committee of DWSD Bondholders to the Joint Motion to Amend the Solicitation Procedures Order* was filed and served via the Court's electronic case filing and noticing system to all parties registered to receive electronic notices in this matter, this 15th day of April, 2014.

/s/ William W. Kannel

William W. Kannel, Esq.
Adrienne K. Walker, Esq.
MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY and POPEO, P.C.
One Financial Center
Boston, MA 02111
Tel: 617-542-6000
Fax: 617-542-2241
wwkannel@mintz.com
awalker@mintz.com

*Attorneys for Fidelity Management &
Research Company, Eaton Vance
Management, and Franklin Advisers, Inc.,
members of the Ad Hoc Bondholder Committee*