

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

In re:
JEFFERSON COUNTY, ALABAMA,
a political subdivision of the State of
Alabama,
Debtor.
Case No. 11-5736-TBB-9
Chapter 9

ORDER (I) SETTING BAR DATES AND PROCEDURES FOR FILING
PROOFS OF CLAIMS; (II) SETTING THE BAR DATE AND PROCEDURES
FOR FILING REQUESTS FOR ALLOWANCE OF SECTION 503(b)(9)
CLAIMS; AND (III) APPROVING FORM AND MANNER OF
SERVING AND PUBLISHING THE NOTICES OF BAR DATES
AND THE ENTRY OF THE ORDER FOR RELIEF

THIS MATTER came before the Court for hearing on the Motion for Order (I) Setting
Bar Dates and Procedures for Filing Proofs of Claims, (II) Setting the Bar Date and Procedures
for Filing Requests for Allowance of Section 503(b)(9) Claims, and (III) Approving the Form
and Manner of Serving and Publishing the Notices of the Bar Dates and the Entry of the Order
for Relief (the "Motion") [Docket No. 798], filed by Jefferson County, Alabama, the debtor in
the above-styled case (the "County").¹ Based upon the pleadings of record, all other matters
brought before the Court, and for good cause shown, the Court finds, determines and concludes
that the Motion is due to be granted. Accordingly, it is hereby

ORDERED, ADJUDGED and DECREED that the Motion is granted; and it is further

ORDERED, ADJUDGED and DECREED that the following Bar Dates are hereby

established:

- (i) The General Bar Date. Monday, June 4, 2012, at 5:00 p.m. prevailing
Central Time is hereby established as the deadline for creditors to file

¹ All capitalized terms used but not otherwise defined shall have the meanings ascribed to them in Motion and the
exhibits thereto.



proofs of claim against the County. The General Bar Date applies to all Claims that arose prior to the Filing Date, except those of Governmental Units and certain Excluded Claims. All entities, other than Governmental Units (as such term is defined in 11 U.S.C. § 101(27), that have or assert Claims that arose prior to the Filing Date and that are not Excluded Claims must file completed and executed proofs of claim conforming substantially to the Official Proof of Claim Form with the Claims Agent at the address set forth below, so that their proofs of claim are received by the Claims Agent no later than 5:00 p.m. Central Time on the General Bar Date;

- (ii) The Governmental Unit Bar Date. In accordance with Section 502(b)(9) of the Bankruptcy Code, all Governmental Units that have or assert Claims against the County that arose prior to the Filing Date (whether secured, priority, or unsecured), and that are not Excluded Claims, must file completed and executed proofs of claim conforming substantially to the Official Proof of Claim Form with the Claims Agent at the address set forth below, so that their proofs of claim are received on or before **Friday, August 31, 2012, at 5:00 p.m.** prevailing Central Time (the "Governmental Unit Bar Date"). The Government Bar Date applies to all Claims of Governmental Units which arose prior to the Filing Date, including, without limitation, Claims against the County for unpaid taxes, whether such Claims arise from prepetition tax years or periods or prepetition transactions to which a County was a party;
- (iii) The Rejection Bar Date. Any entity that has or asserts a Claim against the County arising from the rejection of an executory contract or unexpired lease (a "Rejection Damages Claim") approved by an order of the Court entered prior to confirmation of a Chapter 9 plan of adjustment in the County's Chapter 9 case (a "Rejection Order") must file a proof of claim for the Rejection Damages Claim with the Claims Agent at the address set forth below so that the entity's proof of claim is received by the Claims Agent on or before the later of: (i) the first business day that is 30 calendar days after the later of either (A) the date on which the Rejection Order is entered by the Court or (B) the effective date of the Rejection Order and (ii) either (A) the General Bar Date or (B) if such Entity is a Governmental Unit, the Governmental Unit Bar Date;
- (iv) The Avoidance Claims Bar Date. Any entity asserting claims arising from the avoidance of a transfer under Chapter 5 of the Bankruptcy Code must file a proof of that claim as the later of the following two dates: (a) the General Bar Date; or (b) the first business day that is 30 calendar days after entry of the order authorizing avoidance of the transfer;
- (v) The Section 503(b)(9) Bar Date. **Monday, June 4, 2012, at 5:00 p.m.** prevailing Central Time hereby established as the deadline for entities asserting Section 503(b)(9) Claims against the County (including Governmental Units) to file requests for allowance of their Section 503(b)(9) Claims. The Section 503(b)(9) Bar Date applies to all Section 503(b)(9) Claims. All entities that have or assert Section 503(b)(9) Claims must file completed and executed requests for allowance of their Section 503(b)(9) Claims conforming substantially to the Section 503(b)(9) Request Form with the Claims Agent so that their requests are received by the Claims Agent no later than 5:00 p.m. prevailing Central Time on the Section 503(b)(9) Bar Date. Only entities asserting a Section 503(b)(9) Claim should complete and file a Section 503(b)(9) Request Form; and

- (vi) The Amended List of Creditors Bar Date. If the County amends its List of Creditors subsequent to the mailing and publication of the Bar Date Notice (as hereinafter defined), to reduce the undisputed, non-contingent and liquidated amount or to change the nature or classification of a Claim against the County reflected therein, then the affected claimant shall have until the later of (i) either (a) the General Bar Date, or (b) if such claimant is a governmental unit, the Governmental Unit Bar Date, or (ii) thirty (30) days after the date that said claimant is served with notice of the amendment to the List of Creditors altering the amount, nature or classification of such claimant's Claim, to file a proof of claim or to amend any previously filed proof of claim in respect of such listed Claim.

ORDERED, ADJUDGED and DECREED that all proofs of claim and requests for allowance of Section 503(b)(9) Claims are to be delivered to the Claims Agent by mail, hand delivery or overnight courier so as to be received by the Claims Agent no later than 5:00 p.m. prevailing Central Time on the applicable Bar Date at the following physical or electronic mail address:

Jefferson County Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

JeffersonCountyClaims@kcellc.com

ORDERED, ADJUDGED and DECREED that all proofs of claims must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Filing Date; (iii) set forth with specificity the legal and factual basis for the alleged Claim; (iv) include supporting documentation or an explanation as to why such documentation is not available; and (v) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. In addition, absent the County's consent, after the applicable of the Bar Dates, amendments to timely filed proofs of claim shall be allowed only to the extent the amended claim is based on the same facts and circumstances as a timely filed claim, and then only if the amended claim was not reasonably ascertainable before the applicable of the Bar Dates; and it is further

ORDERED, ADJUDGED and DECREED that Consistent with the Court's Administrative Procedures for Filing, Signing, Retaining and Verification of Pleadings and Papers in the Case Management/Electronic Case Filing (CM/ECF) System, parties filing proofs of claim or requests for allowance of Section 503(b)(9) Claims by electronic means must retain originally executed copies of such claims until three (3) years after the closing of the County's Chapter 9 Case; and it is further

ORDERED, ADJUDGED and DECREED that creditors holding or wishing to assert the following types of Claims against the County need not file a proof of claim:

- (i) Claims previously allowed or paid pursuant to an order of the Court or by the County in accordance with 11 U.S.C. § 904, including Claims paid after the Filing Date to employees, to trade vendors that have continued to provide goods and services to the County in the ordinary course of business, and to other service providers;
- (ii) Claims on account of which a proof of claim has already been properly filed with the Clerk of the Court or the Claims Agent utilizing a claim form which substantially conforms to the Official Proof of Claim Form Number 10;
- (iii) Claims listed in the List of Creditors or any amendments thereto that are not therein listed as "contingent," "unliquidated" or "disputed" and that are not disputed by the holders thereof as to (a) amount or (b) classification;
- (iv) Claims of any person or entity whose Claim is limited exclusively to the repayment of principal, interest and other fees and expenses on or under any agreements (a "Debt Claim") governing any debt security, including warrants, issued by the County pursuant to an indenture or other trust instrument or agreement (together, the "Debt Instruments") if the indenture trustee or similar fiduciary under the applicable indenture or fiscal and paying agency agreement files a proof of claim against the County, on or before the General Bar Date, on account of all Debt Claims against the County under the applicable Debt Instruments; *provided, however*, that any holder of a Debt Claim wishing to assert a Claim arising out of or relating to a Debt Instrument, other than a Debt Claim, shall be required to file a proof of claim with respect to such Claim

on or before the General Bar Date, unless another exception identified herein applies;

- (v) Claims allowable under 11 U.S.C. §§ 503(b) and 507(a)(2) as expenses of administration; *provided, however*, that, as more particularly described hereafter, an entity which holds or asserts a Section 503(b)(9) Claim must file a request for allowance of its Section 503(b)(9) Claim with the Claims Agent so as to be received by the Claims Agent no later than 5:00 p.m. Central time on the Section 503(b)(9) Bar Date; and
- (vi) Claims held by any current employee of the County for unpaid wages, salaries, commissions, severance, earned vacation, sick leave pay, contributions to employee benefits plans, or other benefits.

ORDERED, ADJUDGED and DECREED that the form and content of the notice attached hereto as Exhibit 1 (the “Bar Date Notice”) is approved in all respects; and it is further

ORDERED, ADJUDGED and DECREED that the form and content of the proof of claim form attached hereto as Exhibit 2 (the “Proof of Claim Form”) is approved in all respects; and it is further

ORDERED, ADJUDGED and DECREED that the form and content of the 503(b)(9) Claim Form attached hereto as Exhibit 3 is approved in all respects; and it is further

ORDERED, ADJUDGED and DECREED that the County’s proposed procedures for serving and publishing the Bar Date Notice comply fully with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and due process, and are hereby approved in all respects; and it is further

ORDERED, ADJUDGED and DECREED that, on or before April 13, 2012, the Claims Agent shall mail, by U.S. mail, postage prepaid, to each entity identified on the County’s creditor matrix filed with the Court pursuant to Bankruptcy Rule 1007(a)(1) and to all other parties that have filed a notice of appearance in the County’s Chapter 9 case (i) a copy of the Bar Date Notice, (ii) the Proof of Claim Form, and (iii) the 503(b)(9) Claim Form; and it is further

ORDERED, ADJUDGED and DECREED that CEDE & Company (“CEDE”) and The Depository Trust and Clearing Corporation (“DTC”) shall provide the County within five (5) business days of the date of this Order with a listing of the names and addresses of all Institutional Nominees (a) that as of the Filing Date held, directly or indirectly, any of the Warrants, and (b) that as of the date of the Order for Relief held, directly or indirectly, any of the Warrants; and it is further

ORDERED, ADJUDGED and DECREED that, within five (5) business days of the County providing the Claims Agent the list of the names and addresses of the Institutional Nominees, the Claims Agent shall mail, by U.S. mail, postage prepaid, to the Institutional Nominees identified by CEDE and/or DTC, (i) a copy of the Bar Date Notice, (ii) the Proof of Claim Form, and (iii) the 503(b)(9) Claim Form, with instructions to the Institutional Nominees to cause copies of the same to be forwarded immediately to Beneficial Holders of the Warrants; and it is further

ORDERED, ADJUDGED and DECREED that any holder of a Claim (including a holder of a Section 503(b)(9) Claim) against the County that is required to file a proof of claim for such Claim, but fails to do so on or before the applicable of the Bar Dates shall be forever barred, estopped and enjoined from asserting such Claim against the County (or filing a proof of claim with respect thereto), and the County, its successors, and its property shall be forever discharged from any and all indebtedness or liability with respect to such Claim. Moreover, the holder of such Claim shall not be permitted to vote to accept or reject any Chapter 9 plan filed in this case, participate in any distribution in this case on account of such Claim, or receive further notices with respect to the County’s case; and it is further

ORDERED, ADJUDGED and DECREED that this Order is without prejudice to the rights, claims, objections, counterclaims, offsets, recoupments, and defenses of the County with respect to any Claim or Section 503(b)(9) Claim against the County, and nothing herein shall be deemed to allow or compel payment of any Claim or Section 503(b)(9) Claim; 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 this Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation 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 11 U.S.C. § 904, and nothing herein is intended as or shall be deemed to constitute the County's consent pursuant to 11 U.S.C. § 904 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 6th day of April, 2012.

/s/Thomas B. Bennett
THOMAS B. BENNETT
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1
(Bar Date Notice)

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

In re:)	
)	
JEFFERSON COUNTY, ALABAMA,)	Case No. 11-5736-TBB-9
a political subdivision of the State of)	
Alabama,)	Chapter 9
)	
Debtor.)	

**NOTICE OF (A) ENTRY OF ORDER FOR RELIEF AND (B) DEADLINES
FOR FILING PROOFS OF CLAIM AND REQUESTS FOR ALLOWANCE OF
SECTION 503(b)(9) ADMINISTRATIVE EXPENSE CLAIMS**

TO ALL CREDITORS OF THE COUNTY AND OTHER PARTIES IN INTEREST,
PLEASE TAKE NOTICE OF THE FOLLOWING:

On November 9, 2011 (the "Filing Date"), Jefferson County, Alabama, the debtor in the above-referenced case (the "County"), filed a voluntary petition for relief under Chapter 9 of Title 11, United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Court"), commencing bankruptcy case number 11-5736-TBB-9 (the "Chapter 9 Case"). On March 4, 2012, the Court entered its Order on Eligibility of Jefferson County, Alabama, as a Debtor under 11 U.S.C. § 109(c)(1)-(5) [Docket No. 778] (the "Order for Relief"), which order constituted the order for relief in the County's Chapter 9 Case.

On April 6, 2012, the Court entered an order (the "Bar Date Order") establishing **Monday, June 4, 2012, at 5:00 p.m.** prevailing Central Time as the deadline for creditors to file proofs of claim against the County (the "General Bar Date"). The General Bar Date applies to all Claims (as hereinafter defined) that arose prior to the Filing Date, except those of Governmental Units (as hereinafter defined) and Excluded Claims (as hereinafter defined). All Entities, other than Governmental Units, that have or assert Claims that arose prior to the Filing Date and that are not Excluded Claims must file completed and executed proofs of claim conforming substantially to Official Bankruptcy Form No. 10 (the "Official Proof of Claim Form") with the Claims Agent (as hereinafter defined), at the physical or electronic mail address set forth below, so that their proofs of claim are actually received by the Claims Agent no later than 5:00 p.m. prevailing Central Time on the General Bar Date. If you are receiving this notice (the "Bar Date Notice") by mail, you will find enclosed a proof of claim form that conforms substantially to the Official Proof of Claim Form and instructions for completing the form. You may also access a copy of the Official Proof of Claim Form at <http://www.uscourts.gov/bkforms/> or at www.jeffersoncountyrestructuring.com.

The Bar Date Order also establishes **Monday, June 4, 2012, at 5:00 p.m.** prevailing Central Time as the deadline for Entities asserting Section 503(b)(9) Claims (as hereinafter defined) against the County to file requests for allowance of their Section 503(b)(9) Claims (the "Section 503(b)(9) Bar Date"). The Section 503(b)(9) Bar Date applies to all Section 503(b)(9) Claims. All Entities that have or assert Section 503(b)(9) Claims must file completed and executed requests for allowance of their Section 503(b)(9) Claims conforming substantially to the Court-approved 11 U.S.C. § 503(b)(9) Request Form (the "Section 503(b)(9) Request Form") with the Claims Agent so that their requests are actually received by the Claims Agent no later

than 5:00 p.m. prevailing Central Time on the Section 503(b)(9) Bar Date. If you are receiving this Bar Date Notice by mail, a copy of the Section 503(b)(9) Request Form is enclosed. Additional copies of the Section 503(b)(9) Request Form may be obtained by contacting the Claims Agent or at www.jeffersoncountyrestructuring.com. Only Entities asserting a Section 503(b)(9) Claim should complete and file a Section 503(b)(9) Request Form.

In addition to the General Bar Date and the Section 503(b)(9) Bar Date, the Bar Date Order establishes certain other Bar Dates (each as hereinafter defined), specifically a Governmental Unit Bar Date, a Rejection Bar Date, an Avoidance Claims Bar Date, and an Amended List of Creditors Bar Date. These Bar Dates are more fully described below.

KEY DEFINITIONS

As used in this Bar Date Notice, the term “Claim” shall mean, in accordance with Section 101(5) of the Bankruptcy Code: (a) any right to payment from the County whether or not such right is reduced to judgment, liquidated, unliquidated, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such performance gives rise to a right of payment from the County, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

As used in this Bar Date Notice, the term “Claims Agent” means Kurtzman Carson Consultants LLC, the Court-appointed claims, servicing, and balloting agent in the County’s Chapter 9 Case.

As used in this Bar Date Notice, the term “Entity” has the meaning given to it in Section 101(15) of the Bankruptcy Code, and includes all persons (individuals, partnerships or corporations), estates, trusts, and Governmental Units.

As used in this Bar Date Notice, the term “Governmental Unit” has the meaning given to it in Section 101(27) of the Bankruptcy Code, and includes the United States, states, commonwealths, districts, territories, municipalities, foreign states, or departments, agencies or instrumentalities of the foregoing.

As used in this Bar Date Notice, the term “Section 503(b)(9) Claim” shall mean an administrative expense claim allowable under Section 503(b)(9) of the Bankruptcy Code for the value of any goods sold to the County in the ordinary course of the County’s business and received by the County within 20 days before the Filing Date.

As used in this Bar Date Notice, the term “List of Creditors” shall mean the list of creditors filed by the County in the Chapter 9 Case on December 12, 2011 pursuant to Section 924 of the Bankruptcy Code, as such list has been and may be amended from time to time.

As used in this Bar Date Notice, the terms “Bar Dates,” “Governmental Unit Bar Date,” “Rejection Damages Claim,” “Rejection Order,” “Rejection Bar Date,” “Avoidance Claims Bar Date,” “Amended List of Creditors Bar Date,” and “Excluded Claims” have the meanings set forth below.

ORDER FOR RELIEF

Pursuant to 11 U.S.C. § 923 and Rule 2002 of the Federal Rules of Bankruptcy Procedure, the County hereby gives notice of the Court's entry on March 4, 2012, of the Order for Relief in the Chapter 9 Case.

WHO MUST FILE A PROOF OF CLAIM OR REQUEST FOR ALLOWANCE OF SECTION 503(b)(9) CLAIM AND THE APPLICABLE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claims and requests for allowance of Section 503(b)(9) Claims in the County's Chapter 9 case (collectively, the "Bar Dates"):

- (a) The General Bar Date. The Bar Date Order establishes **Monday, June 4, 2012, at 5:00 p.m.** prevailing Central Time as the General Bar Date, i.e., the deadline for creditors to file proofs of claim against the County. The General Bar Date applies to all Claims that arose prior to the Filing Date, except those of Governmental Units and except Excluded Claims. All Entities, other than Governmental Units, that have or assert Claims that arose prior to the Filing Date and that are not Excluded Claims must file completed and executed proofs of claim conforming substantially to the Official Proof of Claim Form with the Claims Agent at the address set forth below, so that their proofs of claim are received by the Claims Agent no later than 5:00 p.m. prevailing Central Time on the General Bar Date.
- (b) The Governmental Unit Bar Date. In accordance with Section 502(b)(9) of the Bankruptcy Code, all Governmental Units that have or assert Claims against the County that arose prior to the Filing Date (whether secured, priority, or unsecured), and that are not Excluded Claims, are required to file proofs of claim with the Claims Agent at the address set forth below so that their proofs of claim are received by the Claims Agent no later than **Friday, August 31, 2012, at 5:00 p.m.** prevailing Central Time (the "Governmental Unit Bar Date"). The Governmental Unit Bar Date applies to all Claims of Governmental Units which arose prior to the Filing Date, including, without limitation, Claims against the County for unpaid taxes, whether such Claims arise from prepetition tax years or periods or prepetition transactions to which the County was a party.
- (c) The Rejection Bar Date. The County anticipates that certain Entities may assert claims in connection with the County's rejection of executory contracts and unexpired leases pursuant to Section 365 of the Bankruptcy Code. Any Entity that has or asserts a Claim against the County arising from the rejection of an executory contract or unexpired lease (a "Rejection Damages Claim") approved by an order of the Court entered prior to confirmation of a Chapter 9 plan of adjustment of debts in the County's Chapter 9 Case (a "Rejection Order") must file a proof of claim for the Rejection Damages Claim with the Claims Agent at the address set forth below so that the Entity's proof of claim is received by the Claims Agent on or before the later of: (i) the first business day that is 30 calendar days after the later of either (A) the date on which the Rejection Order is entered by the Court or (B) the effective date of the Rejection Order and (ii) either (A) the General Bar Date or (B) if such Entity is a Governmental Unit, the Governmental Unit Bar Date. The later of these dates is referred to in this Notice as the "Rejection Bar Date."

- (d) The Avoidance Claims Bar Date. Any entity asserting claims arising from the avoidance of a transfer under Chapter 5 of the Bankruptcy Code must file a proof of that claim as the later of the following two dates: (a) the General Bar Date; or (b) the first business day that is 30 calendar days after entry of the order authorizing avoidance of the transfer. The later of these dates is referred to in this Notice as the “Avoidance Claims Bar Date.”
- (e) The Amended List of Creditors Bar Date. If, subsequent to the mailing and publication of this Notice, the County amends its List of Creditors pursuant to Section 924 of the Bankruptcy Code to reduce the undisputed, non-contingent and liquidated amount or to change the nature or classification of a Claim against the County reflected therein, then the affected claimant shall have until the later of (i) either (a) the General Bar Date, or (b) if such claimant is a governmental unit, the Governmental Unit Bar Date, or (ii) thirty (30) days after the date that said claimant is served with notice of the amendment to the List of Creditors altering the amount, nature or classification of such claimant’s Claim, to file a proof of claim or to amend any previously filed proof of claim in respect of such listed Claim.
- (f) The Section 503(b)(9) Bar Date. The Bar Date Order establishes **Monday, June 4, 2012, at 5:00 p.m.** prevailing Central Time as the Section 503(b)(9) Bar Date, i.e., the deadline for Entities asserting Section 503(b)(9) Claims against the County to file requests for allowance of any Section 503(b)(9) Claims. The Section 503(b)(9) Bar Date applies to all Section 503(b)(9) Claims. All Entities that have or assert Section 503(b)(9) Claims must file completed and executed requests for allowance of their Section 503(b)(9) Claims conforming substantially to the Section 503(b)(9) Request Form with the Claims Agent so that their requests are received by the Claims Agent no later than 5:00 p.m. prevailing Central Time on the Section 503(b)(9) Bar Date. Only Entities asserting a Section 503(b)(9) Claim should complete and file a Section 503(b)(9) Request Form.

Entities That Must File Proofs of Claims by the General Bar Date or the Governmental Unit Bar Date

Subject to the terms described above for holders of Claims subject to the Rejection Bar Date, the Avoidance Claims Bar Date, or the Amended List of Creditors Bar Date, and except as set forth below with respect to holders of Excluded Claims, the following Entities must file proofs of claim on or before the General Bar Date or, with respect to the Claims of Governmental Units, on or before the Governmental Unit Bar Date:

- (a) any person or entity whose Claim is listed as “disputed,” “contingent,” or “unliquidated” in the List of Creditors and that desires to participate in the County’s Chapter 9 case or share in any distribution in this case;
- (b) any person or entity whose Claim is improperly classified in the List of Creditors or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than set forth in the List of Creditors; and

- (c) any person or entity whose Claim against the County is not listed in the List of Creditors.

Entities Not Required to File Proofs of Claim by the General Bar Date or the Governmental Unit Bar Date

Subject to the foregoing, Entities holding or wishing to assert Claims against the County of the types set forth in clauses (a) through (f) below (collectively, the “Excluded Claims”) **ARE NOT REQUIRED** to file proofs of claim by the General Bar Date or the Governmental Unit Bar Date:

- (a) Claims previously allowed or paid pursuant to an order of the Court or by the County in accordance with 11 U.S.C. § 904, including Claims paid after the Filing Date to employees, to trade vendors that have continued to provide goods and services to the County in the ordinary course of business, and to other service providers;
- (b) Claims on account of which a proof of claim has already been properly filed with the Clerk of the Court or the Claims Agent utilizing a claim form which substantially conforms to the Official Proof of Claim Form Number 10;
- (c) Claims listed in the List of Creditors or any amendments thereto that are not therein listed as “contingent,” “unliquidated” or “disputed” and that are not disputed by the holders thereof as to (a) amount or (b) classification;
- (d) Claims of any person or entity whose Claim is limited exclusively to the repayment of principal, interest and other fees and expenses on or under any agreements (a “Debt Claim”) governing any debt security, including warrants, issued by the County pursuant to an indenture or other trust instrument or agreement (together, the “Debt Instruments”) if the indenture trustee or similar fiduciary under the applicable indenture or fiscal and paying agency agreement files a proof of claim against the County, on or before the General Bar Date, on account of all Debt Claims against the County under the applicable Debt Instruments; *provided, however*, that any holder of a Debt Claim wishing to assert a Claim arising out of or relating to a Debt Instrument, other than a Debt Claim, shall be required to file a proof of claim with respect to such Claim on or before the General Bar Date, unless another exception identified herein applies;
- (e) Claims allowable under 11 U.S.C. §§ 503(b) and 507(a)(2) as expenses of administration; *provided, however*, that, as more particularly described hereafter, an entity which holds or asserts a Section 503(b)(9) Claim must file a request for allowance of its

Section 503(b)(9) Claim with the Claims Agent so as to be received by the Claims Agent no later than 5:00 p.m. Central time on the Section 503(b)(9) Bar Date (as defined hereafter); and

- (f) Claims held by any current employee of the County for unpaid wages, salaries, commissions, severance, earned vacation, sick leave pay, contributions to employee benefits plans, or other benefits.

Entities Required to File Requests for Allowance of Section 503(b)(9) Claims

All Entities holding or wishing to assert Section 503(b)(9) Claims must file by the Section 503(b)(9) Bar Date a request for allowance of their Section 503(b)(9) Claims substantially in conformance with the Section 503(b)(9) Request Form.

CONSEQUENCES OF FAILURE TO FILE PROOFS OF CLAIM AND REQUESTS FOR ALLOWANCE OF SECTION 503(b)(9) CLAIMS

Any Entity that is required to file a proof of claim or request for allowance of a Section 503(b)(9) Claim with respect to a particular Claim or Section 503(b)(9) Claim against the County, but fails to do so by the applicable Bar Date described in this Notice, shall be forever barred, estopped and enjoined from the following:

- (a) Asserting such Claim against the County, including any Section 503(b)(9) Claim, (or filing a proof of claim with respect thereto), and the County, its successors, and its property shall be forever discharged from any and all indebtedness or liability with respect to such Claim;
- (b) Voting to accept or reject any Chapter 9 plan filed in this case;
- (c) Participating in any distribution in this case on account of such Claim; and
- (d) Receiving further notices with respect to the County's Chapter 9 Case.

RESERVATION OF RIGHTS

The County reserves the right to (a) dispute or object to, or assert counterclaims, offsets, recoupments, or defenses against, any filed Claim or any Claim listed or reflected in the List of Creditors on any grounds, including with respect to such Claim's nature, amount, liability, classification, or otherwise; or (b) subsequently designate any Claim as disputed, contingent or unliquidated; provided, however, that if the County amends its List of Creditors to reduce the undisputed, non-contingent and liquidated amount or to change the nature or classification of a Claim against the County reflected therein, then the affected claimant shall have until the later of (i) either (a) the General Bar Date, or (b) if such claimant is a governmental unit, the Governmental Unit Bar Date, or (ii) thirty (30) days after the date that said claimant is served with notice of the amendment to the List of Creditors altering the amount, nature or classification of such claimant's Claim, to file a proof of claim or to amend any previously filed proof of claim in respect of such listed Claim. Notwithstanding the foregoing, nothing set forth herein

precludes the County from objecting to any Claim, whether listed on the List of Creditors or filed as a proof of claim, on any grounds.

The County reserves the right to dispute or object to, or assert counterclaims, offsets, recoupments, or defenses against, any Section 503(b)(9) Claim on any grounds.

**PROCEDURE FOR FILING PROOFS OF CLAIM AND
SECTION 503(b)(9) REQUEST FORMS**

A signed original of an Entity's completed proof of claim or request for allowance of Section 503(b)(9) Claim, together with any accompanying documentation, must be delivered to the Claims Agent at one of the following addresses:

IF FILED BY MAIL, HAND DELIVERY OR OVERNIGHT COURIER:

Jefferson County Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

IF FILED BY ELECTRONIC MAIL:

JeffersonCountyClaims@kccllc.com

so as to be received by no later than 5:00 p.m. prevailing Central Time on the applicable Bar Date. Proofs of claim and requests for allowance of Section 503(b)(9) Claims may be submitted by electronic mail, overnight courier, hand delivery or mail addressed to the Claims Agent at the applicable foregoing address. **Any proof of claim or request for allowance of Section 503(b)(9) Claim will NOT be deemed filed until the proof of claim or request for allowance of Section 503(b)(9) Claim is submitted by one of the methods described in the foregoing sentence.**

A proof of claim or request for allowance of Section 503(b)(9) Claim filed by mail, hand delivery or overnight courier shall be deemed filed when a signed original of the applicable form is actually received by the Claims Agent. If you wish to receive acknowledgement of the Claims Agent's receipt of your filing by mail, hand delivery or overnight courier, then you must also submit to the Claims Agent by the applicable Bar Date and concurrently with submitting your original form (a) a copy of the completed original form and (b) a self-addressed, stamped return envelope.

A proof of claim or request for allowance of Section 503(b)(9) Claim filed by electronic mail shall be deemed filed when the filer receives confirmation that such filing has been sent successfully to JeffersonCountyClaims@kccllc.com. Acknowledgement of the Claims Agent's receipt of your filing will be sent by electronic mail. Consistent with the Court's Administrative Procedures for Filing, Signing, Retaining and Verification of Pleadings and Papers in the Case Management/Electronic Case Filing (CM/ECF) System, parties filing proofs of claim or requests for allowance of Section 503(b)(9) Claims by electronic means must retain originally executed copies of such claims until three (3) years after the closing of the County's Chapter 9 Case.

All proofs of claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Filing Date; (iii) set forth with specificity the legal

and factual basis for the alleged Claim; (iv) include supporting documentation or an explanation as to why such documentation is not available; and (v) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

Requests for allowance of Section 503(b)(9) Claims must include copies of any and all supporting documents, such as purchase orders/invoices, itemized statements of running accounts, contracts, and documents evidencing delivery/receipt of goods or an explanation as to why such documentation is not available.

All proofs of claim and requests for allowance of Section 503(b)(9) Claims must also include all documentation and information required by applicable Alabama law regarding the assertion of such claims against the County. All such claims shall be audited by the County Commission as and to the extent required by applicable state law.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim or request for allowance of a Section 503(b)(9) Claim, you may contact James Bailey, one of the County's attorneys, at 205-521-8913. The claims register for the County will be available online at www.jeffersoncountyrestructuring.com.

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EXHIBIT 2
(Proof of Claim Form)

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ALABAMA		PROOF OF CLAIM
Name of Debtor: JEFFERSON COUNTY, ALABAMA		Case Number: 11-05736 (TBB)
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent:		
Telephone number: _____	email: _____	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Name and address where payment should be sent (if different from above):		
Telephone number: _____	email: _____	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: _____ (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		
7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
8. Signature: (See instruction #8) Check the appropriate box. <input type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)		* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: _____ Title: _____ Company: _____ (Signature) _____ (Date) Address and telephone number (if different from notice address above): _____ Telephone number: _____ Email: _____		
		COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.kccllc.net/jeffersoncounty>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

Jefferson County Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

OR EMAIL TO:

JeffersonCountyClaims@kccllc.com

EXHIBIT 3
(503(b)(9) Claim Form)

UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ALABAMA In re Jefferson County, Alabama, Case Number 11-5736-TBB-9		11 U.S.C. § 503(b)(9) REQUEST FORM
<p>NOTE: This form is to be used ONLY to make a claim for payment of an administrative expense pursuant to 11 U.S.C. § 503(b)(9) (a "Section 503(b)(9) Claim") in accordance with the accompanying notice (the "Notice"). Section 503(b)(9) Claims are claims for the value of goods sold by a party to Jefferson County, Alabama (the "County") in the ordinary course of the County's business and received by the County within 20 days before November 9, 2011. If your claim against the County is not a Section 503(b)(9) Claim, or you have other claims against the County in addition to your Section 503(b)(9) Claim, then you may be required to file a separate proof of claim against the County. The Notice will instruct you whether you must file a proof of claim against the County, where to file the proof of claim and the deadlines for filing proofs of claim. Do NOT use this form if your claim is not a Section 503(b)(9) Claim. If you wish to assert a Section 503(b)(9) Claim against the County, complete this form and return it in accordance with the below instructions. <u>PLEASE NOTE that filing a request for allowance of a Section 503(b)(9) Claim does not ensure that your Section 503(b)(9) Claim will be allowed or paid.</u></p> <p>INSTRUCTIONS: To assert a Section 503(b)(9) Claim against the County, complete this form and send the completed form by overnight courier, hand delivery or mail to Kurtzman Carson Consultants LLC, the Claims Agent in the County's Chapter 9 Case (the "Claims Agent"), at the applicable address below so as to be received by no later than 5:00 p.m. prevailing Central Time on Monday, June 4, 2012. Request forms submitted by facsimile or e-mail will NOT be accepted.</p> <p>By Mail, Hand Delivery, or Overnight Delivery: Jefferson County Claims Processing c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, CA 90245</p>		
Name of creditor (the person or other entity to whom the County owes money or property):	<input type="checkbox"/> Check box if you have never received any notices from the Bankruptcy Court in this case <input type="checkbox"/> Check box if your address differs from the address on the envelope sent to you by the County.	
Any applicable business account names or numbers used by creditor and/or County:		
Name and address where notices related to this § 503(b)(9) Request should be sent:		
Telephone number:		
1. Description of Basis of § 503(b)(9) Claim (including description of goods, date(s) of delivery/receipt by County):		
2. Total Amount of asserted § 503(b)(9) Claim (attach itemization and supporting documents): \$		
3. Credits: The amount of all payments, if any, on this claim has been credited and deducted for the purpose of making this § 503(b)(9) Request.		
4. Other Supporting Documents: Attach copies of any and all supporting documents, such as purchase orders/invoices, itemized statements of running accounts, contracts, and documents evidencing delivery/receipt of goods. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, please explain. If the documents are voluminous, please attach a summary.		
5. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and a copy of this Request.		
Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim:	
<i>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</i>		

Notice Recipients

District/Off: 1126-2
Case: 11-05736-TBB9

User: khmorris
Form ID: pdf000

Date Created: 4/6/2012
Total: 195

Recipients of Notice of Electronic Filing:

ba J Thomas Corbett thomas_corbett@alnb.uscourts.gov
aty Patrick Darby pdarby@babc.com
aty A Wilson Webb awilsonwebb@gmail.com;aclgpc@gmail.com;aww@attorneywebb.com
aty Adrienne K Walker awalker@mintz.com
aty Albert Kass ecfpleadings@kccllc.com
aty Amanda Beckett abeckett@burr.com
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aty	William L Longshore, III	billy3@longshorebuck.com
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aty	William W Kannel	wkannel@mintz.com
aty	Wilson F. Green	wgreen@fleenorgreen.com

TOTAL: 97

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Jefferson County, Alabama	Room 280 Courthouse	716 North Richard Arrington Jr.	Birmingham, AL 35203
cr	Regions Bank	c/o Jayna Lamar	1901 6th Ave North	Suite 2400 Birmingham, AL 35203
cr	Bank of New York Mellon, as Indenture Trustee	c/o Waller Lansden Dortch & Davis, LLP		Attn: Ryan Cochran 511 Union Street, Suite 2700 Nashville, TN 37219
cr	Assured Guaranty Municipal Corp.		31 West 52nd Street	New York, NY 10019
aty	Kenneth Klee		1999 Avenue of the Stars 39th Floor	Los Angeles, CA 90067-6049
cr	Ambac Assurance Corporation	c/o Najjar Denaburg PC		2125 Morris Avenue Birmingham, AL 35203
cr	J.P. Morgan Securities, Inc.	c/o Clark R. Hammond		569 Brookwood Village, Ste 901 Birmingham, AL 35209
cr	JPMorgan Chase Bank, N.A.	c/o Clark R. Hammond, Esq.		569 Brookwood Village, Ste 901 Birmingham, AL 35209
cr	City of Center Point, Alabama	P.O. Box 9847		Center Point, AL 35220
cr	National Public Finance Guarantee Corporation	c/o Benjamin S. Goldman		2001 Park Place North Suite 1200 Birmingham, AL 35203
cr	Lloyds TSB Bank plc	c/o Stephen B. Porterfield	Sirote & Permutt, P.C.	2311 Highland Avenue S. Birmingham, AL 35205
cr	Nova Scotia	c/o Stephen B. Porterfield	Sirote & Permutt, P.C.	2311 Highland Avenue S. Birmingham, AL 35205
cr	Carmella S. Macon		2316 Beulah Avenue Sw	Birmingham, AL 35211
cr	Societe Generale	c/o Stephen B. Porterfield	Sirote & Permutt, P.C.	2311 Highland Avenue S. Birmingham, AL 35205
cr	U.S. Bank National Association	Engel, Hairston & Johanson, P.C.	c/o Charles R. Johanson, III	P.O. Box 11405 Birmingham, AL 35202
cr	The Bank of New York Mellon	c/o Stephen B. Porterfield	Sirote & Permutt, P.C.	2311 Highland Avenue S. Birmingham, AL 35205
intp	Jefferson County Personnel Board	c/o Benton & Centeno, LLP		2019 Third Avenue North Birmingham, AL 35203
op	Kurtzman Carson Consultants LLC	Attn: James Le	2335 Alaska Ave.	El Segundo, CA 90245
intp	John Vos		1430 Lincoln Ave	San Rafael, CA 94901
cr	CITY OF BIRMINGHAM, ALABAMA		1205 North 19th Stgreet	Birmingham, AL 35234
cr	James Hernandez	P. O. Box 122		Lynn, AL 35575
intp	Mike Hale	Jefferson County Sheriff's Departme	800 N. 22nd St.	Birmingham, AL 35203 US
intp	Jefferson County Board of Education	c/o Whit Colvin	1910 1st Avenue North	Birmingham, AL 35203
cr	Beers Properties, LLC	c/o Longshore, Buck & Longshore, P.C.		2009 2nd Avenue North Birmingham, AL 35203
intp	All Temps Systems Inc.	c/o Andre M. Toffel, PC	600 North 20th Street	Suite 300 Birmingham, AL 35203
cr	Elevator Maintenance and Repair, Inc	c/o Parnell and Crum P.A.	PO Box 2189	Montgomery, AL 36102
cr	Gene J. Gonsoulin		868 Saddleback Road	Oneonta, AL 35121
intp	William D. McAnally		1929 Third Avenue North	Suite 800 Birmingham, AL 35203
intp	Aubrey Finley		1929 Third Avenue North	Suite 800 Birmingham, AL 35203

intp	Robert Thompson	1929 Third Avenue North	Suite 800	Birmingham, AL 35203
intp	Fraternal Order of Police Lodge 64	1929 Third North	Suite 800	Birmingham, AL 35203
intp	BILLY LYNN GEORGE	127 MCKEE ST	BESSEMER, AL 35023	
intp	U.S. Securities and Exchange Commission	Atlanta Regional Office	950 East Paces Ferry Road,	
	N.E. Suite 900	Atlanta, GA 30326-1382		
intp	Lara Swindle Lara	c/o Wiggins, Childs, Quinn & Pantazis	The Kress Building	301 19th St
	N	Birmingham, AL 35003		
cr	Medical Data Systems, Inc.	c/o Bryan G. Hale	100 Brookwood Place	Seventh
	Floor	Birmingham, AL 35209		
cr	PATRICIA DIANNA WORKING	1417 HICKORY LANEE	BIRMINGHAM, AL 35235	
cr	Unisys Corporation	c/o Dana S. Plon, Esquire	Sirlin Gallogly & Lesser, P.C.	123 South Broad Street,
	Suite 2100	Philadelphia, PA 19109		
intp	State of Alabama, Department of Finance	c/o ROSEN HARWOOD, PA	Rachel L. Webber,	
	Esq	2200 Jack Warner Parkway, Suite 200	Post Office Box 2727	Tuscaloosa, AL 35403-2727
intp	City of Prichard, Alabama	c/o R. Scott Williams	Haskell Slaughter Young & Rediker, LLC	2001
	Park Place, Suite 1400	Birmingham, AL 35203		
intp	John Mason IV	1826 3rd Avenue North	Suite 300	Bessemer, AL 35020
cr	BBA Development, LLC	c/o Burr & Forman LLP	Amanda Beckett	420 N 20th St., Ste
	3400	Birmingham, AL 35203		
intp	Owens & Minor, Inc.	Hirschler Fleischer, P.C.	P.O. Box 500	Richmond, VA 23218-0500
cr	B.A.S.L.L.P.	c/o Salem Resha Jr	1516 20th St So Ste A	Birmingham, AL 35203
cr	Floyd McGinnis	c/o Albert L. Jordan	P.O. Box 530910	Birmingham, AL 35253
cr	Rick Erdemir	c/o Albert L. Jordan	P.O. Box 530910	Birmingham, AL 35253
cr	Lara Swindle	Wiggins, Childs, Quinn & Pantazis, LLC	c/o Ann C. Robertson	301 19th Street
	North	Birmingham, AL 35203		
intp	Harold Douglas Redd	5343 Old Springville Road	Pinson, Al 35126	
cr	Wells Fargo Financial Leasing, Inc.	800 Walnut Street	MAC F4031-050	Des Moines, IA 50309
cr	Collette Funderburg	c/o Michael J. Antonio, Jr.	2516 11th Avenue North	Birmingham, AL 35234
intp	CSX Transportation, Inc.	c/o James H. White, IV	420 20th Street North	Suite
	1600	Birmingham, AL 35203		
cr	City of Hoover, Alabama	100 Municipal Lane	Hoover, AL 35216	
intp	James Pruitt	c/o Wilkinson Law Firm	215 N. Richard Arrington, Jr. Blvd.	Suite
	811	Birmingham, AL 35203		
cr	Universal Hospital Services, Inc.	211 Summit Parkway, Suite 128	Birmingham, AL 35209	
intp	JAMES R CRANE	c/o Najjar Denaburg PC	2125 Morris Avenue	Birmingham, AL 35203
cr	Lehman Brothers Special Financing Inc.	c/o Christian & Small LLP	505 20th Street North	Suite
	1800	Birmingham, AL 35203		
intp	W.C. Rice Oil Company, Inc.	c/o James H. White, IV	420 20th Street North	Suite
	1600	Birmingham, AL 35203		
intp	BNSF Railway Company	c/o James H. White, IV	420 20th Street North	Suite
	1600	Birmingham, AL 35203		
cr	Delores W. Frost	c/o W. L. Longshore, III	2009 2nd Avenue North	Birmingham, AL 35203
intp	Fairfield Ventures, LLC	2001 Park Place North, Suite 1400	Birmingham	
intp	Moore Oil Company	c/o Brenton K. Morris, Esq.	2019 Third Avenue North	Birmingham, AL 35203
cr	Innovation Depot, Inc. as successor to Entrepreneurial Center	1500 First Avenue North	Birmingham, AL	35203 U.S.A.
mv	The Bank of New York Mellon, as Indenture Trustee	c/o Waller Lansden Dortch & Davis, LLP	1901 Sixth	
	Avenue North, Suite 1400	Birmingham, AL 35203		
cr	First Commercial Bank, as Indenture Trustee	800 Shades Creek, Parkway	Birmingham, AL 35209	
aty	Spotswood	SPOTSWOOD SANSOM & SANSBURY LLC	2100 Third Ave N #940	Birmingham,
	AL 35203			
aty	Aaron Power	1100 Louisiana Ste 4000	Houston, TX 77002-5213	
aty	Ann E. Acker	111 W. Monroe St.	Chicago, IL 60603	
aty	Ann E. Acker	111 W. Monroe St.	Chicago, IL 60603-4080	
aty	Brian P. Hall	1230 Peachtree Street NE	Atlanta, GA 30309-3592	
aty	Clark T. Whitmore	3300 Wells Fargo Center	90 South Seventh Street	Minneapolis, MN 55402
aty	Dana S Plon	Sirlin Gallogly & Lesser, P.C.	123 South Broad Street Suite 2100	Philadelphia, PA
	19109			
aty	Daniel Holzman	51 Madison Ave 22nd Floor	Ney York, NY 10010	
aty	David L. Eades	100 North Tryon Street Ste 4700	Charlotte, NC 28202-4003	
aty	Eric Kay	51 Madison Ave 22nd Floor	New York, NY 10010	
aty	Gregory Andrew Kopacz	McDermott Will & Emery LLP	340 Madison Avenue	New York, NY
	10173-1922			
aty	Henry Walker, Jr	2330 Highland Ave	Birmingham, AL 35205	
aty	Ian Dattner	Simpson Thacher & Bartlett LLP	425 Lexington Avenue	New York, NY 10017
aty	Jake Shields	51 Madison Ave 22nd Floor	Ney York, NY 10010	
aty	James Spiotto	111 W. Monroe St.	Chicago, IL 60603	
aty	James Spiotto	111 W. Monroe St.	Chicago, IL 60603	
aty	Jeffrey McClellan	1200 Abernathy Road NE Ste 1200	Ste 1200	Atlanta, GA 30328
aty	Jon Pickhardt	51 Madison Avenue 22nd Floor	New York, NY 10010	
aty	Joyce Gorman	1875 K Street N.W. Ste 750	Washington, DC 20006	
aty	Katherine Scherling	51 Madison Ave 22nd Floor	New York, NY 10010	
aty	Kenneth N Klee	Klee, Tuchin, Bogdanoff & Stern LLP	1999 Avenue of the Stars 39th Floor	Los
	Angeles, CA 90067			
aty	Kesha L. Tanabe	3300 Wells Fargo Center	90 South Seventh Street	Minneapolis, MN 55402
aty	Kirk B. Burkley	Suite 2200 Gulf Tower	Pittsburgh, PA 15219-1900	
aty	Larry Childs	1901 6th Ave North Ste 1400	Birmingham, AL 35203	
aty	Luke Sizemore	Reed Smith Centre	225 5th Ave Ste 1200	Pittsburgh, PA 15222

aty	Mary Beth Forshaw	Simpson Thacher & Bartlett LLP	425 Lexington Avenue	New York, NY 10017
aty	Matthew Scheck	865 South Figueroa Street 10th Floor	Los Angeles, CA 90017	
aty	Michael T. Sansbury	SPOTSWOOD SANSOM & SANSBURY LLC	2100 3rd Ave N	
	#940	Birmingham, AL 35203		
aty	Roberto A. Dall'Asta	227 West Monroe Street	Chicago, IL 60606	
aty	Samuel McCord	2126 Morris Ave	Birmingham, AL 35203	
aty	Scott Davidson	1185 Avenue of the Americas	New York, NY 10036	
aty	Susheel Kirpalani	51 Madison Avenue 22nd Floor	New York, NY 10010	
aty	Thomas C. Rice	Simpson Thacher & Bartlett LLP	425 Lexington Avenue	New York, NY 10017
aty	Tyrone Townsend	Townsend & Associates	PO Box 2105	Birmingham, AL 35201
aty	Wendell Major	P O Box 303	Fairfield, AL 35064-0303	

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