

**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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