

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

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

ORDER APPROVING:

(A) THE FORM, SCOPE, AND NATURE OF SOLICITATION, BALLOTING, TABULATION, AND NOTICES WITH RESPECT TO THE “CHAPTER 9 PLAN OF ADJUSTMENT FOR JEFFERSON COUNTY, ALABAMA (DATED JULY 29, 2013)”;
AND (B) RELATED CONFIRMATION PROCEDURES, DEADLINES, AND NOTICES

THIS MATTER came before the Court on August 6, 2013, upon the *Motion for Entry of Order Approving: (A) the Form, Scope, and Nature of Solicitation, Balloting, Tabulation, and Notices with Respect to the “Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated June 30, 2013)”*; and *(B) Related Confirmation Procedures, Deadlines, and Notices* [Docket No. 1832] (as subsequently supplemented by the County on July 29, 2013, the “Plan Procedures Motion”¹), which Plan Procedures Motion seeks approval of certain deadlines and procedures relating to Plan solicitation, tabulation of Ballots, the Commutation Election, the Rescission of Deemed Election, and Plan confirmation, and approving the form and scope of notice thereof, all as more specifically described in the Plan Procedures Motion and in the exhibits attached to the Plan Procedures Motion. Based on the pleadings of record, the arguments and representations of counsel, for good cause shown, and all other matters brought before the Court; it appearing that sufficient notice was provided and no other or further notice is necessary; it appearing that the relief requested in the Plan Procedures Motion is fair, equitable,

¹ All capitalized terms used but not otherwise defined in this Order have the meanings ascribed to those terms in the Plan Procedures Motion, its exhibits, or the Plan, as applicable.



and in the best interests of the County, its Creditors, and other parties in interest; after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED and DECREED that all objections to the Plan Procedures Motion are **OVERRULED** in their entirety, and the Plan Procedures Motion is **GRANTED** as set forth herein; and it is further

ORDERED, ADJUDGED and DECREED that the Solicitation Procedures, as described in detail in the Plan Procedures Motion, provide a fair and equitable noticing and voting process and are fully consistent with Bankruptcy Code sections 1125 and 1126, Bankruptcy Rules 2002, 3017, 3018, and 3020, the requirements of the due process clause of the Fifth Amendment to the United States Constitution, and, to the extent applicable, the requirements of the due process clause of the Fourteenth Amendment to the United States Constitution, including because the Solicitation Procedures, as described in detail in the Plan Procedures Motion, will provide good and sufficient notice to all interested parties of the Ballot Record Date, the Ballot Deadline, the Commutation Election, the Rescission of Deemed Election, the Rescission Deadline, the deadline to object to confirmation of the Plan, the deadline to object to the Notice of Non-Voting Status, the Confirmation Hearing, and all related matters; and it is further

ORDERED, ADJUDGED and DECREED that the Solicitation Procedures (and the form and manner of notice thereof), including the form of the Confirmation Hearing Notice attached to the Plan Procedures Motion as **Exhibit 1**, the proposed Solicitation Package and General Procedures attached to the Plan Procedures Motion as **Exhibit 2**, the form of Publication Notice attached to the Plan Procedures Motion as **Exhibit 3**, the forms of Ballots and Master Ballots (including all instructions provided therein) attached to the Plan Procedures Motion

collectively as **Exhibit 4(a)-(o)** and as subsequently supplemented by the County, the form of Notice of Non-Voting Status attached to the Plan Procedures Motion as **Exhibit 5**, the proposed Tabulation Rules attached to the Plan Procedures Motion as **Exhibit 6**, the proposed Commutation Election Procedures attached to the Plan Procedures Motion as **Exhibit 7**, and the form of Rescission of Deemed Election Notice (including all of the procedures set forth therein) attached to the Plan Procedures Motion as **Exhibit 8**, are APPROVED in their entirety and in all respects,² are incorporated by reference herein, and, in each instance, will be given the same force and effect as if set forth fully in the text of this Order; and it is further

ORDERED, ADJUDGED and DECREED that the County shall serve (or cause to be served) the Solicitation Package in accordance with the Solicitation Package and General Procedures on or before **August 21, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that the County shall cause the one-time publication of the Publication Notice in each of *The Birmingham News*, *The Bond Buyer*, and *The Wall Street Journal* on or before **August 21, 2013**, which shall constitute adequate and sufficient notice, complies with the requirements of the due process clause of the Fifth Amendment to the United States Constitution, and, to the extent applicable, complies with the requirements of the due process clause of the Fourteenth Amendment to the United States Constitution, of the contents of the Confirmation Hearing Notice, including with respect to information on the Solicitation Packages, the Commutation Election, the Rescission of Deemed Election, and injunctions and releases provided under the Plan, on all claimants whose identity is

² In each instance, the County is authorized to revise such exhibit as may be appropriate or necessary to (i) reflect the revision of the Plan's date from June 30, 2013, to July 29, 2013; and (ii) correct the address of the court at which the Confirmation Hearing will be held.

neither known to nor reasonably ascertainable by the County and on any other claimants that do not otherwise receive the Solicitation Package or Confirmation Hearing Notice; and it is further

ORDERED, ADJUDGED and DECREED that the holders of Claims in those classes of Claims that are unimpaired and conclusively presumed to accept the Plan under Bankruptcy Code section 1126(f) (i.e., Classes 3-A, 3-B, 4, 5-B, 5-C, and 8) or are Impaired and deemed to reject the Plan under Bankruptcy Code section 1126(g) (i.e., Classes 1-E, 1-F, and 9) are not entitled to vote on the Plan on account of such Claims, and the County shall serve the Notice of Non-Voting Status on such holders on or before **August 21, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that, for the avoidance of doubt, the Sewer Plan Support Parties and the Sewer Warrant Trustee may discuss the Plan and the decision to make or not make the Commutation Election, including making recommendations with respect thereto, with individual holders of Sewer Warrants from and after the date on which the Solicitation Package is served (or caused to be served) by the County; and it is further

ORDERED, ADJUDGED and DECREED that the Disclosure Statement, the Plan, the Confirmation Hearing Notice, the Rescission of Deemed Election Notice, the Ballots, and the Notice of Non-Voting Status provide all parties in interest with good and sufficient notice, complies with the requirements of the due process clause of the Fifth Amendment to the United States Constitution, and, to the extent applicable, complies with the requirements of the due process clause of the Fourteenth Amendment to the United States Constitution, regarding the Commutation Election, the Rescission of Deemed Election, the Notice of Non-Voting Status, and all other settlement, release, exculpation, and injunction provisions contained in the Plan in compliance with Bankruptcy Rule 3016(c); and it is further

ORDERED, ADJUDGED and DECREED that the Ballot Record Date is **August 6, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that the deadline for filing and serving objections, if any, to Claims solely for purposes of determining which Creditors are entitled to vote to accept or reject the Plan (and thus not an applicable deadline or otherwise relevant to any other potential objections regarding any Claim) is **September 13, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that any claimant filing a Rule 3018 Motion must file and serve such motion on the County's counsel so that it is received by the later of (x) **September 27, 2013**, and (y) ten (10) calendar days after the date of service of a notice of objection, if any, to the applicable Claim; and it is further

ORDERED, ADJUDGED and DECREED that the County shall file and serve its response to any Rule 3018 Motion on or before **October 11, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that the County shall file and serve the Plan Supplement on or before **September 30, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that the Ballot Deadline is **October 7, 2013 at 5:00 p.m. (prevailing Central time)**, and to be counted as a vote to accept or reject the Plan, each Ballot and Master Ballot, as applicable, must be properly executed, completed, and delivered to the Ballot Tabulator so that such Ballot or Master Ballot is actually received by the Ballot Tabulator no later than the Ballot Deadline; and it is further

ORDERED, ADJUDGED and DECREED that objections to confirmation of the Plan, *other than* any objection by a non-debtor party to an executory contract or an unexpired lease to be assumed under the Plan to such assumption or to the proposed Cure Payment it is to receive under the Plan, if any, must: (a) be in writing, (b) specify the name and address of the party

objecting, (c) set forth the amount of the objecting party's Claims and any other grounds giving the objecting party standing to object, (d) set forth with particularity the legal and factual grounds for the objection, (e) be accompanied by the objecting party's evidentiary support for its objection, including declarations made under penalty of perjury and other admissible documentary evidence, and (f) be served on the County and the Master Service List Parties so that they are actually received no later than **4:00 p.m., prevailing Central time, on October 7, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that any objections by a non-debtor party to an executory contract or an unexpired lease to be assumed under the Plan to such assumption or to the proposed Cure Payment it is to receive under the Plan, if any, must (a) be in writing, (b) specify the name and address of the party objecting, (c) set forth with particularity the legal and factual grounds for the objection, (d) be accompanied by the objecting party's evidentiary support for its objection, including declarations made under penalty of perjury and other admissible documentary evidence, and (e) be served on the County and the Master Service List Parties so that they are actually received no later than **4:00 p.m., prevailing Central time, on October 21, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that any objection not timely filed and served will be deemed to be waived, will not be heard by the Court, and will be deemed to be a consent to the Court's entry of an order confirming the Plan; any evidence that is not timely filed and served will be stricken from the record and will not be considered in determining any contested matter at the Confirmation Hearing; and any failure of a non-debtor party to an executory contract or an unexpired lease to be assumed under the Plan to timely file and serve an objection and supporting evidence shall be deemed to waive any and all objections to the

proposed assumption (including the proposed Cure Payment, if any) of its contract or lease; and it is further

ORDERED, ADJUDGED and DECREED that the County shall file a consolidated response to objections to confirmation of the Plan, if any, on or before **November 5, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that the County shall file and serve the Plan Ballot Summary, the County's documentary evidence in support of confirmation of the Plan, and any supplement to the County's omnibus reply to any objections to confirmation of the Plan on or before **November 8, 2013**; and it is further

ORDERED, ADJUDGED and DECREED that the Confirmation Hearing is scheduled to commence on **November 12, 2013 at 9:00 a.m. (prevailing Central time)** before the Honorable Thomas B. Bennett, United States Bankruptcy Court, 505 20th Street, Birmingham, Alabama 35203, and may be continued from time to time by the Court or the County without further notice other than an announcement of the adjournment at the Confirmation Hearing or any continued hearing; and it is further

ORDERED, ADJUDGED and DECREED that CEDE & Company ("CEDE") and The Depository Trust Company ("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 that as of the Ballot Record Date held, directly or indirectly, any of the Warrants; and it is further

ORDERED, ADJUDGED and DECREED that, with respect to tabulating Master Ballots and ballots sent to a Beneficial Holder of Warrants ("Beneficial Holder Ballots"), the Institutional Nominees shall (i) upon receipt of the Solicitation Packages from the Ballot Tabulator, cause the Solicitation Packages to be forwarded immediately to the Beneficial

Holders of the Warrants, (ii) collect individual Beneficial Holder Ballots from the Beneficial Holders accepting or rejecting the Plan and, with respect to Beneficial Holder Ballots from Beneficial Holders of Sewer Warrants, making or not making the Commutation Election, (iii) summarize the results of all votes cast on the Plan and, if applicable, elections made regarding the Commutation Election, by the Beneficial Holders on and return the applicable Master Ballot to the Ballot Tabulator by the Ballot Deadline, and (iv) provide the Ballot Tabulator with copies of all Beneficial Holder Ballots received by such Institutional Nominee by the Ballot Deadline; and it is further

ORDERED, ADJUDGED and DECREED that, with respect to the distribution and tabulation of Beneficial Holder Ballots applicable to the Class 1-A (Sewer Warrant Claims) and Class 1-B (Bank Warrant Claims and Primary Standby Sewer Warrant Claims) Claims held by the Designated Sewer Plan Support Parties, the County and the Ballot Tabulator are authorized and allowed to utilize the Sewer Plan Support Ballot Procedures (including the form of Designated Sewer Plan Support Parties' Beneficial Ballot cover sheet attached to the Plan Procedures Motion as **Exhibit 4(p)**), the Ballot Tabulator is authorized hereunder to rely upon the terms of each Beneficial Holder Ballot delivered directly to the Ballot Tabulator by a Designated Sewer Plan Support Party and shall, in accordance with the General Procedures, recognize for all purposes such Beneficial Holder Ballots as the valid and controlling Ballots of such Creditors for voting, election, and tabulation purposes without any liability to any party whatsoever, and the County may address any unforeseen balloting issues that may arise with respect to any Ballots cast or to be cast by any of the Sewer Plan Support Parties through a stipulation to be Filed on the docket in the Case; and it is further

ORDERED, ADJUDGED and DECREED that, with respect to Deemed Commuting Holders to which the Rescission of Deemed Election is available, the Institutional Nominees shall (i) as soon as practicable after the Ballot Deadline, cause the Rescission of Deemed Election Notice (which contains the beneficial and master forms for the Rescission of Deemed Election) to be forwarded to such Deemed Commuting Holders, (ii) collect any Rescission of Deemed Election beneficial forms properly completed and timely returned by any Deemed Commuting Holders, (iii) transcribe the contents of all Rescission of Deemed Election beneficial forms properly completed and timely returned by any Deemed Commuting Holders duly exercising a Rescission of Deemed Election onto a Rescission of Deemed Election master form, (iv) return the Rescission of Deemed Election master form to the Ballot Tabulator by the Rescission Deadline, and (v) return by the Rescission Deadline copies of all properly completed Rescission of Deemed Election beneficial forms to each of the Ballot Tabulator, the County, and Assured; and it is further

ORDERED, ADJUDGED and DECREED that holders of Series 2003-C-9 Through C-10 Sewer Warrants that affirmatively checked the applicable box on their respective Ballot indicating whether or not they were making the Commutation Election on or before the Ballot Deadline will not receive the Rescission of Deemed Election Notice as such holders will not be permitted to exercise any Rescission of Deemed Election; and it is further

ORDERED, ADJUDGED and DECREED that the Clerk of the Court shall establish and maintain a website or webpages accessible through the Court's website, www.alnb.uscourts.gov, through which the Plan, the Disclosure Statement, the Disclosure Statement Order, the Confirmation Hearing Notice, the Plan Procedures Motion, and this Order will be available for review and download by the public; and it is further

ORDERED, ADJUDGED and DECREED that the County is authorized to make non-substantive or immaterial changes to the Plan (in accordance with the terms thereof and Bankruptcy Code section 942), the Ballots, the Master Ballots, and all related documents (including, without limitation, all exhibits to the Plan Procedures Motion) without further order of the Court, including, without limitation, (i) making ministerial changes to correct typographical and grammatical errors, and making conforming changes among the Disclosure Statement, the Plan, the Ballots, the Master Ballots, and any other materials in the Solicitation Packages prior to mailing as may be appropriate; and (ii) altering the format of such documents to facilitate their prompt and economical distribution (e.g., if applicable, single spacing the documents, removing pleading lines, and the like); 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 the County is authorized, in its discretion, to take or refrain from taking any action necessary or appropriate to effectuate the terms of and relief granted pursuant to this Order in accordance with the Plan Procedures Motion and without further order of the Court; and it is further

ORDERED, ADJUDGED and DECREED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement 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 Bankruptcy Code section 904, and nothing herein is intended as or shall be deemed to constitute the County's consent to this Court's interference with (1) any of

Notice Recipients

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

User: ltumlin
Form ID: pdf000

Date Created: 8/7/2013
Total: 269

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

intp David Russell
intp Sharon Rice
intp Angelina Blackmon
intp Rickey Davis
intp Reginald Threadgill
intp Sharon Owens
intp Freddie H. Jones
intp Carlyn R Culpepper
intp William R. Muhammad
intp Moore Mary
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cr Monticello, LLC
cr AT

TOTAL: 14

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TOTAL: 118

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 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	
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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	
cr	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 S.	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 S.	c/o Stephen B. Porterfield	Sirote &Permutt, P.C.	2311 Highland Avenue 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 N	c/o Wiggins, Childs, Quinn &Pantazis	The Kress Building	301 19th St 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	
intp	George Carpinello	One Federal Place	1819 5th Ave North	Birmingham, AL 35203	
mv	Maralyn Gholston Mosley		1208 17th Street SW	Birmingham, AL 35211	
aplt	Maralyn Gholston Mosley		1208 17th Street SW	Birmingham, AL 35211	
intp	Brenda Walls	c/o Walter F. McArdle	Spain & Gillon, LLC	2117 Second Avenue North	Birmingham, AL 35203
intp	Thadd Tidwell	c/o Walter F. McArdle	Spain & Gillon, LLC	2117 Second Avenue North	Birmingham, AL 35203
res	William A Bell, Sr	Burr Forman LLP	420 N 20th St. Suite 3400	Birmingham, AL 35203	
res	City of Birmingham, Alabama	Burr & Forman LLP	420 N 20th St., Suite 3400	Birmingham, AL 35203	
cr	City of Bessemer, Alabama	City Attorney	1813 3rd Avenue N.	Suite 200	Bessemer, AL 35020
intp	Haskell Slaughter Young & Rediker, LLC		2001 Park Place North	1400 Park Place Tower	Birmingham, AL 35203
intp	Matthew Howard	c/o White Arnold & Dowd P.C.	2025 Third Avenue North	Suite 500	Birmingham, AL 35203
cr	Ronald Harold Steber	c/o Robert Potter, Mann & Potter, P.C.	600 University Park Place, Suite 250	Birmingham, AL 35209	
cr	Ala Gas Co	605 Richard Arrington Jr BL N	Birmingham		
cr	Ad Hoc Sewer Warrantholders	c/o Tanner Guin & Crowell, LLC	2711 University Blvd.	Tuscaloosa	
tr	Bank of New York Mellon, as Indenture Trustee		Fic/o Waller Lansden Dortch & Davis, LLP	Attn: Ryan Cochran	511 Union Street, Suite 2700 Nashville, TN 37219
intp	Jonathan M. Wagner	Kramer Levin Naftalis & Frankel LLP	1177 Avenue of the Americas	New York, NY 10036	
intp	Fundamental Partners II LP		745 Fifth Avenue, 30th Floor	New York, NY 10151	
intp	Kurtzman Carson Consultants LLC	Attn: James Le	2335 Alaska Ave.	El Segundo, CA 90245	
intp	Monarch Alternative Solutions Master Fund Ltd		c/o Monarch Alternative Capital LP	535 Madison Avenue, Floor 26	New York, NY 10022
intp	Stone Lion Capital Partners LP		555 Fifth Avenue 18th Floor	New York, NY 10017	
intp	Societe Generale, New York Branch		1221 Avenue of the Americas	New York, NY 10020	
cr	Dell Marketing, L.P.	c/o Streusand, Landon & Ozburn, LLP	811 Barton Springs Rd.	Suite 811	Austin, TX 78704
intp	Carl A. Tomtis	1735 Mountain Laurel Lane	Hoover, AL 35244-1129		
intp	Monarch Capital Master Partners II LP		c/o Monarch Alternative Capital LP	535 Madison Avenue, Floor 26	New York, NY 10022
intp	The Water Works Board of the City of Birmingham		3600 1st Avenue North	Birmingham, AL 35222	
intp	Mike Agnesia	c/o Benton & Centeno, LLP	2019 Third Avenue North	Birmingham, AL 35203	
intp	David Harris, III	c/o Benton & Centeno, LLP	2019 Third Avenue North	Birmingham, AL 35203	
intp	Charles E Wilson	c/o Benton & Centeno, LLP	2019 Third Avenue North	Birmingham, AL 35203	
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	Amy Caton	Kramer Levin Naftalis & Frankel LLP	1177 Avenue of the Americas	New York, NY 10036	
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	Carrie V. Hardman	Winston & Strawn LLP	200 Park Avenue	New York, NY 10166-4193	
aty	Chevene Hill	PO Box 59383	Homewood, AL 35259		
aty	Clark T. Whitmore	3300 Wells Fargo Center	90 South Seventh Street	Minneapolis, MN 55402	
aty	Corinne Ball	Jones Day	222 East 41st Street	New York, NY 10017	
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	Elan Daniels	Kramer Levin Naftalis & Frankel LLP	1177 Avenue of the Americas	New York, NY	
aty	Frank O. Hanson	4401 Gary Avenue	Fairfield, AL 35064		
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	M. Brent Walker	One Perimeter Park South Ste 315 South	Birmingham, AL 35243	
aty	Mark P. Mastoris	200 Park Ave	New York, NY 10166-4193	
aty	Marshall Smith	4401 Gary Avenue	Fairfield, AL 35064	
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	
aty	#940	Birmingham, AL 35203		
aty	Ralph Bohanan, Jr.	Bohanan & Associates	One Perimeter Park South Ste 315 North	Birmingham, AL 35243
aty	Robert Loigman	51 Madison Avenue 22nd Floor	New York, NY 10010	
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aty	Samuel McCord	2126 Morris Ave	Birmingham, AL 35203	
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aty	Susheel Kirpalani	51 Madison Avenue 22nd Floor	New York, NY 10010	
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aty	Wendell Major	P O Box 303	Fairfield, AL 35064-0303	
aty	Whitman L. Holt	1999 Avenue of the Stars 39th Floor	Los Angeles, CA 90067-6049	
aty	Xochitl Strohbeh	51 Madison Avenue, 22nd Floor	New York, NY 10010	

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