

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

In re:)
JEFFERSON COUNTY, ALABAMA,) Case No. 11-05736-TBB9
a political subdivision of the State of)
Alabama,) Chapter 9
Debtor.)

JEFFERSON COUNTY'S RESPONSE TO BENNETT RATEPAYERS' PROTECTIVE MOTION FOR LEAVE TO APPEAL AND RESERVATION OF RIGHTS

Jefferson County, Alabama, the debtor in the above-styled case (the "County"), responds to the Bennett Ratepayers' Protective Motion for Leave to Appeal [Docket No. 2262] (the "Motion for Leave"), as follows:

PROCEDURAL BACKGROUND

- 1. On November 22, 2013, the Court entered its Findings of Fact, Conclusions of Law, and Order Confirming the Chapter 9 Plan of Adjustment for Jefferson County, Alabama (Dated November 6, 2013) [Docket No. 2248] (the "Confirmation Order").1
2. The Confirmation Order, among other things, confirms the Plan, overrules all objections to the Plan, and provides for the dismissal of various adversary proceedings on the Effective Date.
3. On December 1, 2013, Andrew Bennett, et al. (the "Bennett Ratepayers") filed their Notice of Appeal [Docket No. 2261] (the "Notice of Appeal"). The Notice of Appeal purports to

1 Unless otherwise defined, all capitalized terms shall have the meaning provided in the Confirmation Order.



appeal various orders entered on various dates in the County's bankruptcy case and in the following adversary proceedings: (a) *The Bank of New York Mellon, as Indenture Trustee v. Jefferson County, Alabama (In re Jefferson County, Alabama)*, Adv. Proc. No. 12-00016-TBB ("AP 16"); and (b) *Andrew Bennett, et al. v. Jefferson County, Alabama and The Bank of New York Mellon, as Indenture Trustee (In re Jefferson County, Alabama)*, Adv. Proc. No. 12-00120-TBB ("AP 120").

4. On December 1, 2013, the Bennett Ratepayers filed their Motion for Leave.

5. The Effective Date occurred on December 3, 2013, and pursuant to the Plan and Confirmation Order, the County filed its *Notice of Dismissal in Accordance with Plan and Confirmation Order* in both AP 16 [Docket No. 213] and AP 120 [Docket No. 117].

6. On December 9, 2013, the Bennett Ratepayers filed separate purported notices of appeal in AP 16 [Docket No. 215] and AP 120 [Docket No. 118], in each case listing some (but not all) of the orders listed in the Notice of Appeal filed on December 1, 2013.

RESPONSE AND RESERVATION OF RIGHTS

7. The Confirmation Order overruled all objections to the Plan and concluded all litigation with respect to the Bennett Ratepayers' purported claims against the County and third parties in AP 16 and AP 120.

8. The County reserves all rights, claims, and defenses with respect to the Bennett Ratepayers' purported appeals and any other appeals from the County's case and related adversary proceedings, including, without limitation, as to the timeliness and mootness of any appeal,

procedural deficiencies, and the substantive futility of appealing orders in AP 16 and AP 120 given the entry of the Confirmation Order.²

Dated this the 10th day of December, 2013.

/s/ J. Patrick Darby

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² Pursuant to Federal Rule of Bankruptcy Procedure 8003, the Motion for Leave will be submitted to the district court.

CERTIFICATE OF SERVICE

I hereby certify that on December 10, 2013, a copy of the foregoing was served upon all parties identified on the attached service list by the means specified therein.

/s/ J. Patrick Darby
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<p>AMCAD 15867 North Mountain Road Broadway, VA 22815 cdelawder@amcad.com</p>	<p>BNSF Railway Company c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkowitz, P.C. 420 20th Street North 1600 Wells Fargo Tower Birmingham, Alabama 35203 jwhite@bakerdonelson.com</p>
<p>Wells Fargo Bank, National Association, Indenture Trustee c/o Russell M. Cunningham, IV Cunningham Firm, LLC Landmark Center, Suite 600 2100 First Avenue North Birmingham, AL 35203 Russell@cunninghamfirmllc.com</p>	<p>Moore Oil Company Creditor c/o Brenton K. Morris Benton & Centeno, LLP 2019 Third Avenue North Birmingham, Alabama 35203 bmorris@bcattys.com</p>

<p>Innovation Depot, successor-in-interest to Entrepreneurial Center, Creditor c/o Russell M. Cunningham, IV Cunningham Firm, LLC Landmark Center, Suite 600 2100 First Avenue North Birmingham, AL 35203 Russell@cunninghamfirmllc.com</p>	<p>First Commercial Bank As Indenture Trustee c/o David B. Anderson c/o Deanna L. Weidner Anderson Weidner, LLC 505 20th Street North Financial Center, Suite 1450 Birmingham, AL 35203-4635 dbanderson@andersonweidner.com dlweidner@andersonweidner.com</p>
<p>Andrew Bennett, Roderick Royal, et al. c/o Calvin B. Grigsby 2406 Saddleback Drive Danville, CA 94506 cgrigsby@grigsbyinc.com</p>	<p>First Commercial Bank c/o David A. Wender Alston & Bird LLP 1201 West Peachtree Street Atlanta, Georgia 30309 david.wender@alston.com</p>
<p>The Depository Trust Company, on behalf of the holders of the Jefferson County, Alabama, General Obligation Capital Improvement Warrants, Series 2003-A and 2004-A c/o Lawrence S. Elbaum Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299 lelbaum@proskauer.com</p>	<p>Jefferson County, Alabama George Carpinello Boies, Schiller & Flexner LLP 10 North Pearl Street, 4th Floor Albany, New York 12207 gcarpinello@bsflp.com</p>
<p>Bayerische Landesbank c/o Edward A. Smith Venable LLP Rockefeller Center 1270 Avenue of the Americas New York, NY 10020 easmith@Venable.com</p>	<p>AMSOL c/o John K. Rezac Taylor English Duma LLP 1600 Parkwood Circle, Suite 400 Atlanta, Georgia 30339 jrezac@taylorenghish.com</p>

<p>Internal Revenue Service c/o Kenya Bufford 801 Tom Martin Drive M/S 126 Birmingham, AL 35211 Kenya.Bufford@irs.gov</p>	<p>UAB Health System c/o Kathleen Kauffman Legal Counsel 500 22nd Street South, Suite 408 Birmingham, AL 35233 kkauffman@uasystem.ua.edu</p>
<p>Luther Strange, Esq. Attorney General State of Alabama 501 Washington Avenue Montgomery, AL 36130 lstrange@ago.state.al.us omartin@ago.state.al.us</p>	<p>Vekesha Hawes Creditor c/o Tyrone Townsend P.O. Box 2105 Birmingham, AL 35201 ttownsl@msn.com</p>
<p>John A. Vos Esq., Interested Party c/o John A. Vos, Esq. 1430 Lincoln Avenue San Rafael, CA 94901 invalidemailecfonly@gmail.com</p>	<p>Alabama Department of Environmental Management c/o Tom Johnston, Esq. General Counsel 1400 Coliseum Blvd. Montgomery AL 36110 tlj@adem.state.al.us daf@adem.state.al.us</p>
<p>Environmental Protection Agency c/o Bill Weinschke U.S. Department of Justice Room 6028 Patrick Henry Bldg. 601 D Street, N.W. Washington, D.C. 20004 bill.weinischke@usdoj.gov</p>	<p>University of Alabama Health Services Foundation, P.C. Sirote & Permut, P.C. c/o Stephen B. Porterfield 2311 Highland Avenue South Birmingham, AL 35205 sporterfield@sirote.com</p>

<p>Ad Hoc Sewer Warrantholders c/o Thomas M. Mayer c/o Gregory A. Horowitz c/o Amy Caton c/o Jonathan M. Wagner Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 tmayer@kramerlevin.com ghorowitz@kramerlevin.com acaton@kramerlevin.com jwagner@kramerlevin.com</p>	<p>Environmental Protection Agency c/o William Bush c/o Brad Ammons Atlanta Federal Center 61 Forsyth Street, SW Atlanta, GA 30303-3104 Bush.william@epamail.epa.gov Ammons.brad@epamail.epa.gov</p>
<p>National Public Finance Guarantee Corp. c/o Jennifer S. Morgan Hand Arendall LLC 30200 RSA Tower Post Office Box 123 Mobile, AL 36601 jmorgan@handarendall.com</p>	<p>Ad Hoc Sewer Warrantholders c/o Justin G. Williams, Esq. Tanner Guin & Crowell, LLC 2711 University Boulevard Tuscaloosa, AL 35401-1465 jwilliams@tannerguincrowell.com</p>
<p>City of Hoover c/o Leslie M. Klasing c/o April B. Danielson Waldrep, Stewart & Kendrick, LLC 2323 Second Avenue North Birmingham, AL 35203 Klasing@wskllc.com adanielson@wskllc.com</p>	<p>Depfa Bank PLC c/o Israel David c/o Gary L. Kaplan Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, NY 10004 israel.david@friedfrank.com gary.kaplan@friedfrank.com</p>
<p>Charles E. Wilson David Harris, III Mike Agnesia c/o Lee R. Benton c/o Jamie A. Wilson Benton & Centeno, LLP 2019 Third Avenue North Birmingham, AL 35203 lbenton@bcattys.com jwilson@bcattys.com</p>	<p>Charles E. Wilson David Harris, III Mike Agnesia c/o Joshua L. Firth Hollis, Wright, Clay & Vail 505 North 20th Street Suite 1500 Birmingham, AL 35203 joshf@hollis-wright.com</p>

<p>U.S. Bank National Association, in its capacity as Indenture Trustee c/o Brian J. Klein c/o Ana Chilingarishvili Maslon Edelman Borman & Brand, LLP 90 S. Seventh Street, Suite 3300 Minneapolis, MN 55402-4140 brian.klein@maslon.com ana.chilingarishvili@maslon.com</p>	
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VIA U.S. MAIL:

<p>Shoe Station, Inc. Attn: Michael T. Cronin, Esq. Johnson Pope Bokor Ruppel & Burns, LLP 911 Chestnut Street Clearwater, FL 33576</p>	<p>Teklinks Inc. 201 Summit Parkway Homewood, AL 35209</p>
<p>Morris & Dickson Co LLC 410 Kay Lane Shreveport, LA 71115</p>	<p>Augmentation, Inc. 3415 Independence Drive, Suite 101 Birmingham, AL 35209-8315</p>
<p>AMT Medical Staffing, Inc. 2 20th Street North Suite 1360 Birmingham, AL 35203</p>	<p>Brice Building Co., LLC 201 Sunbelt Parkway Birmingham, AL 35211</p>
<p>John Plott Company Inc. 2804 Rice Mine Road NE Tuscaloosa, AL 35406</p>	<p>Laboratory Corporation of America 430 South Spring Street Burlington, NC 27215 Attention: Legal Department</p>