

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:

Case No. 13-53846

CITY OF DETROIT, MICHIGAN

In Proceedings Under
Chapter 9

Debtor.

Hon. Steven W. Rhodes

**AMBAC ASSURANCE CORPORATION'S EXHIBIT LIST FOR
EVIDENTIARY HEARING ON DEBTOR'S ASSUMPTION (DKT. NO.
17/157) AND POST-PETITION FINANCING (DKT. NO. 1520) MOTIONS**

1. Ambac Assurance Corporation (“Ambac”) identifies the following exhibits that it may use at the Evidentiary Hearing (the “Hearing”) [Dkt. No. 1864] related to the Debtor’s (1) Motion for Entry of an Order (I) Authorizing the Assumption of that Certain Forbearance and Optional Termination Agreement Pursuant to Section 365(a) of the Bankruptcy Code, (II) Approving Such Agreement Pursuant to Rule 9019 and (III) Granting Related Relief (the “Assumption Motion”) [Dkt. No. 17/157]; and (2) Motion for a Final Order Pursuant to 11 U.S.C. §§ 105, 362, 364(c)(1), 364(c)(2), 364(e), 364(f), 503, 507(a)(2), 904, 921, and 922 (I) Approving Post-Petition Financing, (II) Granting Liens and Providing Superpriority Claim Status and (III) Modifying Automatic Stay (the “Post-Petition Financing Motion”) [Dkt. No. 1520]:

Exhibit No.	Exhibit Description
1	Detroit City Code § 18-5-120 <i>et. seq.</i> Ambac Assumption Obj. Ex. 1. [Dkt. No. 348-2]
2	GRS Articles of Incorporation. Ambac Assumption Obj. Ex. 2. [Dkt. No. 348-3]
3	PFRS Articles of Incorporation. Ambac Assumption Obj. Ex. 3. [Dkt. No. 348-4]
4	GRS Service Contract 2006. Ambac Assumption Obj. Ex. 4. [Dkt. No. 348-5]
5	PFRS Service Contract 2006. Ambac Assumption Obj. Ex. 5. [Dkt. No. 348-6]
6	Offering Circular for 2006 COPs. Ambac Assumption Obj. Ex. 6. [Dkt. No. 348-7]
7	City of Detroit 2012 Comprehensive Annual Fiscal Report. Ambac Assumption Obj. Ex. 7. [Dkt. No. 348-8]
8	Detroit City Code § 18-16-1 <i>et. seq.</i> Ambac Assumption Obj. Ex. 8. [Dkt. No. 348-9]
9	Term Sheet. DTFOTA0000132-133
10	City of Detroit Swap Refinancing Analysis (Draft), August 2013. DTFOTA0000135-153
11	Project Piston: Cash Flow Forecast (including Restructuring Scenario) dated 6/21/13 5:26 PM (Data Room 4.2.1)
12	Project Piston: Cash Flow Forecast – monthly (FY 2013, FY 2014, FY 2015) dated 6/21/13 7:38 PM (Data Room 4.2.2)
13	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (DIP vs. No DIP Scenarios) dated 8/6/13 4:48 PM. DTFOTA0000009-16
14	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (No DIP) (Base Case and Restructuring Scenario) dated 8/16/13 3:42 PM. DTFOTA0000019-27
15	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (Incl. DIP) (Base Case and Restructuring Scenario) dated 8/16/13 3:55 PM. DTFOTA0000028-37

16	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (No DIP) (Restructuring Scenario) dated 8/19/13 7:29 PM. DTFOTA0000049-58
17	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (Incl. DIP) (Restructuring Scenario) dated 8/19/13 7:32 PM. DTFOTA0000038-48
18	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (No DIP) (Restructuring Scenario) dated 8/21/13 2:40 PM. DTFOTA0000070-80
19	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (Incl. DIP) (Restructuring Scenario) dated 8/21/13 2:41 PM. DTFOTA0000059-69
20	Project Piston: Cash Flow Forecast – monthly FY 14 and FY 15 (No DIP with casino trap) (Restructuring Scenario) dated 8/24/13 1:05 PM. DTFOTA0000081-91
21	Project Piston: Cash Flow Forecast – Monthly through FY 2017(Including DIP) (Restructuring Scenario) dated 8/29/13 10:10 PM. DTFOTA0000092-101
22	Project Piston: Cash Flow Forecast – through FY 2017 (DIP Financing Scenario) dated 9/3/13 4:40 PM. DTFOTA0000102-114
23	Project Piston: Cash Flow Forecast – through FY 2017(DIP Financing Scenario) dated 9/4/13 4:36 PM. DTFOTA0000115-127
24	Consolidated (10 Year) General Fund dated 7/1/13 (Data Room 4.3.3.4)
25	Project Piston: Ten Year Plan dated 6/26/13 10:21 AM (Data Room 4.3.1.2)
26	Reinvestment Detail – Bridge DIP Forecast to 10YP dated 10/10/13 (Data Room 6.10)
27	Consolidated (10 Year) General Fund – Capex Summary dated 6/12/13 (Data Room 6.7.1)
28	10YP Capital Spending Detail (Data Room 4.3.3.5)
29	Consolidated (10 Year) General Fund – Blight dated 6/12/13 (Data Room 6.2.1)
30	Consolidated (10 Year) General Fund – IT Summary dated 6/12/13 (Data Room 6.3.1)

31	Consolidated (10 Year) General Fund – Other Infrastructure Cost Summary dated 7/1/13 (Data Room 6.6.1)
32	City of Detroit Proposal for Creditors dated 6/14/13 (Moore Deposition Ex. 3)
33	Federal Funds Announced on September 27, 2013 (Data Room 6.11) (Moore Deposition Ex. 6)
34	City of Detroit: Operational Restructuring Summary – Nov. 11, 2013 & Nov. 12, 2013 (Moore Deposition Ex. 7)
35	City of Detroit Restructuring Priorities dated 9/13/13. DTPPF00012709-12, 12906-07 (Moore Deposition Ex. 8)
36	Project Piston: Cash Flow Forecast – through FY 2017 (DIP Financing Scenario) dated 9/10/13 7:35PM. DTPPF00020058 (Moore Deposition Ex. 9)
37	Key Operational Updates as of Sept. 24, 2013. DTPPF00011728-30 (Moore Deposition Ex. 10)
38	Letter from Brett Hartzell, Interim Budget Dir., to Kevyn Orr, Emergency Manager, Request for Amendment to the FY 2014 Budget of the City of Detroit (Oct. 24, 2013) (Moore Deposition Ex. 11)
*	Ambac reserves the right to use any Exhibits listed by the Debtor with respect to the Hearing regarding Dkt. Nos. 17/157, and 1520.
**	Ambac reserves the right to use any Exhibits marked or identified in depositions of the Debtor’s and Objectors’ witnesses with respect to Dkt. Nos. 17/157 and 1520.
***	Ambac reserves the right to use any Exhibits listed by any of the other Objectors with respect to the Hearing regarding Dkt. Nos. 17/157 and 1520.

Respectfully Submitted,

ARENT FOX LLP

Dated: December 9, 2013

By: /s/ Carol Connor Cohen
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CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of December, 2013 the foregoing Exhibit List for Evidentiary Hearing on Debtor's Assumption and Post-Petition Financing Motions was filed with the Court's electronic case filing and noticing system and served on all parties registered to receive electronic notices in this matter.

/s/ Carol Connor Cohen