

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

In re	)	
	)	Chapter 9
CITY OF DETROIT, MICHIGAN,	)	
	)	Case No. 13-53846
Debtor.	)	
	)	Hon. Steven W. Rhodes
	)	

---

**SYNCORA GUARANTEE INC. AND SYNCORA CAPITAL ASSURANCE  
INC.'S DISCLOSURE OF EXHIBITS IN ADVANCE OF THE HEARING  
ON DECEMBER 17-19, 2013**

---

On November 27, 2013 the Court held a hearing (the “Hearing”) regarding Debtor’s Motion for Entry of an Order Establishing Pre-Trial and Trial Procedures and Setting Additional Hearings and certain objections thereto (Dkt. Nos. 1821-1822). In accordance with the statements of counsel during the Hearing and by agreement of the parties, Syncora Guarantee Inc. and Syncora Capital Assurance Inc. (collectively, “Syncora”) file this disclosure of exhibits that it may use during the hearing on the City’s Assumption Motion (Dkt. Nos. 17 and 157) and Motion to Approve Post-Petition Financing (Dkt. No. 1520) (the “Consolidated Hearing”).

**Documents**

Syncora may introduce the following documents as part of its examination of the City’s witnesses or Syncora’s witnesses during the Consolidated Hearing. Syncora reserves the right to use or refer to any of the City’s exhibits or any of the exhibits of the other objectors.

No.	Exhibit Description
1	1992 ISDA Master Agreement Local Currency Single Jurisdiction, dated as of May 25, 2005 between UBS and the GRS Service Corporation
2	June 7, 2006 SBS and UBS ISDA Master Agreements Local Currency Single Jurisdiction and corresponding Schedules
3	June 26, 2009 SBS and UBS Amended and Restated Schedules to the 1992 ISDA Master Agreements Local Currency Single Jurisdiction dated as of June 7, 2006
4	Waiver and Consent of FGIC, dated June 26, 2009 (Pérez Decl. Ex. T)
5	Waiver and Consent of Syncora, dated June 26, 2009
6	Detroit City Code § 18-16-4
7	June 15, 2009 Collateral Agreement
8	July 15, 2013 Forbearance and Optional Termination Agreement
9	XL Capital Assurance Swap Insurance Policy Numbers CA03049E, CA03049D, CA03049C and CA03049B, dated June 12, 2006
10	GRS Service Contract 2005 dated May 25, 2005, between the Detroit General Retirement System Service Corporation and the City
11	PFRS Service Contract 2005 dated May 25, 2005 between the Detroit Police and Fire Retirement System Service Corporation and the City
12	GRS Service Contract 2006 dated June 7, 2006, as amended on June 15, 2009 (Pérez Decl. Ex. G)
13	PFRS Service Contract 2006 dated June 7, 2006, as amended on June 15, 2009 (Pérez Decl. Ex. H)
14	Contract Administration Agreement, dated June 12, 2006
15	Trust Agreement, dated June 12, 2006, by and among the Service Corporations and U.S. Bank National Association as Trustee
16	XL Capital Assurance Municipal Bond Insurance Policy CA03049A, dated June 12, 2006

No.	Exhibit Description
17	U.S. Bank Notice of Event of Default Regarding the City of Detroit, Michigan to Swap Counterparties and Ratings Agencies dated July 26, 2013
18	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2005-A and 2006-B Certificates of Participation dated July 26, 2013
19	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2006-A and 2006-B Certificates of Participation dated July 26, 2013
20	City Ordinance No. 03-05 (Pérez Decl. Ex. A)
21	City Ordinance 04-05 (Pérez Decl. Ex. B)
22	City Ordinance No. 05-05 (Pérez Decl. Ex. C)
23	City Ordinance No. 05-09 (Pérez Decl. Ex. Q)
24	FGIC Municipal Bond New Issue Insurance Policy Number 06010249, dated June 12, 2006 (Pérez Decl. Ex. J)
25	FGIC Municipal Bond New Issue Insurance Policy Number 06010250, dated June 12, 2006 (Pérez Decl. Ex. K)
26	Revised Confirmation to the GRS Service Corporation from UBS, dated June 26, 2009 (Pérez Decl. Ex. N)
27	Revised Confirmation to the PFRS Service Corporation from UBS, dated June 26, 2009 (Pérez Decl. Ex. O)
28	FGIC Swap Surety Policy Number 0602052 dated June 12, 2006 (Pérez Decl. Ex. P)
29	FGIC Swap Surety Policy Numbers 06010253, 06010254 and 06010255, dated June 12, 2006
30	Assignment of Swap Transactions with PFRS Service Corporation, dated July 19, 2013; Assignment of Swap Transactions with GRS Service Corporation, dated July 19, 2013 (Pérez Decl. Ex. L)
31	Project Piston Cash Flow Forecast - monthly (FY 2013, FY 2014, FY 2015), as of June 21, 2013

No.	Exhibit Description
32	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2005-A Certificates of Participation dated July 26, 2013
33	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2006-A and 2006-B Certificates of Participation dated July 26, 2013
34	Jones Day - Syncora NDA (Swap Proposal) dated July 10, 2013
35	Forbearance and Optional Termination Agreement term sheet
36	Email from Cheryl Johnson to A. Neely re Status of Swap dated December 3, 2012
37	Email from Reuters to Press Secretary re Status of Swap Contract dated November 30, 2012
38	Joint Stipulation of Facts of Syncora Guarantee Inc. and Syncora Capital Assurance Inc. and U.S. Bank National Association
39	Declaration of Charles Moore In Support of DIP Motion (Exhibit 5A to DIP Motion)
40	Declaration of James Doak In Support of DIP Motion (Exhibit 5B to DIP Motion)
41	Barclays Commitment Letter (Exhibit 6A to DIP Motion)
42	Bond Purchase Agreement (Exhibit 6B to DIP Motion)
43	Financial Recovery Bond Trust Indenture (Exhibit 6C to DIP Motion)
44	Emergency Manager Order No. 17 (Exhibit 7 to DIP Motion)
45	June 13, 2013 Correspondence from the City to U.S. Bank National Association (“USBNA”)
46	June 17, 2013 correspondence from Syncora Capital Assurance, Inc. (“Syncora”) to USBNA
47	June 24, 2013 correspondence between and among counsel to USBNA, Syncora and the City
48	June 24, 2013 correspondence from Syncora’s counsel to counsel to USBNA

No.	Exhibit Description
49	June 26, 2013 correspondence from the Syncora to the City
50	July 15, 2013 correspondence from Syncora to SBS Financial Product Company, LLC (“SBS”)
51	July 16, 2013 correspondence from Syncora to the City
52	January 13, 2013 City of Detroit, Michigan Notice of Preliminary Financial Review Findings and Appointment of a Financial Review Team (Orr Declaration Ex. C)
53	March 26, 2013 Report of the Detroit Financial Review Team (Orr Declaration Ex. D)
54	April 4, 2012 Financial Stability Agreement (Orr Declaration Ex. E)
55	December 14, 2012 Preliminary Review of the City of Detroit (Orr Declaration Ex. F)
56	February 19, 2013 Report of the Detroit Financial Review Team (Orr Declaration Ex. G)
57	March 1, 2013 letter from Governor Richard Snyder to the City (Orr Declaration Ex. H)
58	Exit Engagement Letter (Exhibit B to Syncora Objection to DIP Motion)
59	Email from Anne Marie Langan to Todd Snyder (Exhibit C to Syncora Objection to DIP Motion)
60	Moody’s Report (Exhibit E to Syncora Objection to DIP Motion)
61	Funding for Detroit Announced on Sept. 27, 2013 (Exhibit F to Syncora Objection to DIP Motion)
62	Cash Flow Variance Report June 2013 (Exhibit G to Syncora Objection to DIP Motion)
63	Cash Flow Variance Report FY 2014 (Exhibit H to Syncora Objection to DIP Motion)
64	Syncora Proposal (Exhibit I to Syncora Objection to DIP Motion)

No.	Exhibit Description
65	Professional Service Contract Transmittal Record (Moore Dep. Ex. 1)
66	June 14, 2013 Creditor Proposal (Moore Dep. Ex. 3)
67	Detroit Police Times No Guide to Effectiveness news article (Moore Dep. Ex. 4)
68	Detroit Police Dashboard (Moore Dep. Ex. 5)
69	City of Detroit Operational Restructuring Summary, dated November 11, 2013 (Moore Dep. Ex. 7)
70	City of Detroit Restructuring Priorities (DTPPF0012709) (Moore Dep. Ex. 8)
71	Project Piston Cash Flow Forecast -Through FY 2017 (DTPPF0020055) (Moore Dep. Ex. 9)
72	Key Operational Updates as of September 24, 2013 (DTPPF00011728) (Moore Dep. Ex. 10)
73	Request for the Amendment to the FY 2014 Budget of the City of Detroit (Moore Dep. Ex. 11)
74	Letter Dated August 26, 2013 with attached term sheets (DTPPF00016682) (Doak Dep. Ex. 2)
75	Detroit Post-Petition Financing Briefing Materials for City Council (DTPPF00012993) (Doak Dep. Ex. 3)
76	Detroit Post-Petition Financing Briefing Materials Prepared for Members of City Council (DTPPF00020039) (Doak Dep. Ex. 4)
77	Post-Petition Financing Discussion (DTPPF00020215) (Doak Dep. Ex. 5)
78	Barclays Fee Letter (Doak Dep. Ex. 12)
79	Detroit Post-Petition Financing Materials for Financial Advisory Board, dated 11/4/13 (DTPPF00001959) (Doak Dep. Ex. 14)
80	Email from Thomas Gavin to James Doak (Doak Dep. Ex. 15)

No.	Exhibit Description
81	City of Detroit Post-Petition Financing Contact List (DTPPF00016847)
82	Detroit PPF All-In Cost Analysis (DTPPF00013761)
83	6/22/13 email from K. Buckfire (DTMI80335)
84	7/5/13 email from Erin Smith (DTMI00107294)
85	7/5/13 email from Bill Nowling (DTMI00111238)
86	Abernathy MacGregor Invoice (DTMI00112208)
87	Syncora and FGIC Outline of Terms and Conditions (DTPPF00000191)
88	6/12/13 email from Andrew Dillon (DTMI00114984)
89	6/24/13 email from Kevyn Orr (DTMI00114531)
90	6/29/13 email from Kevyn Orr (DTMI00101514)
91	6/24/13 email from Kevyn Orr (DTMI00115562)
92	June 14, 2013 Proposal to Creditors
93	June 14, 2013 Proposal to Creditors (Executive Summary)
94	Responses to Inquiries from City Council (DTPPF00020357)

Syncora reserves the right to supplement this list with additional documents including, but not limited to, any documents utilized in the depositions of witnesses in connection with the Consolidated Hearing.

Dated: December 9, 2013

Respectfully submitted,

**KIRKLAND & ELLIS LLP**

By: /s/ Stephen C. Hackney

James H.M. Sprayregen, P.C.

Ryan Blaine Bennett

Stephen C. Hackney

KIRKLAND & ELLIS LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

- and -

Stephen M. Gross

David A. Agay

Joshua Gadharf

MCDONALD HOPKINS PLC

39533 Woodward Avenue

Bloomfield Hills, MI 48304

Telephone: (248) 646-5070

Facsimile: (248) 646-5075

*Attorneys for Syncora Guarantee Inc. and  
Syncora Capital Assurance Inc.*