

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

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In re : Chapter 9

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CITY OF DETROIT, MICHIGAN, : Case No. 13-53846

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Debtor. : Hon. Steven W. Rhodes

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**DEBTOR’S LIST OF EXHIBITS FOR HEARING ON THE CITY OF
DETROIT’S ASSUMPTION MOTION [DKTS. 17 AND 157] AND MOTION
TO APPROVE POST-PETITION FINANCING [DKT. 1520]**

1. As contemplated by the proposed Scheduling Order filed by the City on December 6, 2013, and for purposes of the hearing on the City’s Assumption Motion [Dkts. # 17, #157] and Motion to Approve Post-Petition Financing [Dkt. 1520] (together, the “City’s Motions”), scheduled to take place on December 17, 18 and 19, 2013, the City identifies the following exhibits that it may use at the Evidentiary Hearings related to the City’s Motions.

City’s Exhibit No.	Exhibit Description
1.	June 7, 2006, ISDA Master Agreement between UBS AG and Detroit General Retirement System (“GRS”) Service Corporation (Local Currency Single Jurisdiction), and related Schedule
2.	June 7, 2006. ISDA Master Agreement between SBS Financial Products Company, LLC (“SBS”) and GRS Service Corporation (Local Currency Single Jurisdiction), and related

City's Exhibit No.	Exhibit Description
	Schedule
3.	March 30, 2009, Term Sheet: Summary of Terms for Settlement between SBS, Merrill Lynch Capital Services, Inc., and UBS AG (collectively, the "Counterparties), and GRS Service Corporation and the Detroit Police and Fire Retirement System ("PFRS") Service Corporation (collectively the "Service Corporations)
4.	June 26, 2009, SBS and GRS Service Corporation Amended and Restated Schedules to 1992 ISDA Master Agreement Local Currency Single Jurisdiction dated as of June 7, 2006
5.	June 26, 2009, UBS AG and GRS Service Corporation Amended and Restated Schedule to the 1992 ISDA Master Agreement Local Currency Single Jurisdiction dated as of June 7, 2006
6.	June 26, 2009, Waiver and Consent of Insurer Syncora, with Exhibits
7.	Detroit, Mich. Code § 18-16-4
8.	July 5, 2013, Transcript of Hearing, City of Detroit v. Syncora, No. 13-008858-CZ, 3 rd Cir. Ct. Co. of Wayne (Hon. A. J. Berry, presiding)
9.	July 4, 2013, Affidavit of Kevyn D. Orr, City of Detroit v. Syncora Guar. Inc., No.: 2:13-cv-12987 (E.D. Mich)
10.	June 14, 2013, City of Detroit ("City") Proposal for Creditors Executive Summary
11.	June 15, 2009, Collateral Agreement among the City, the Service Corporations, and U. S. Bank National.Association ("USBNA")
12.	June 13, 2013, Letter from Orr to USBNA regarding Written Instructions to Custodian Under Collateral Agreement
13.	June 17, 2013, Letter from LeBlanc (Syncora) to USBNA regarding Collateral Agreement dated June 15, 2009 regarding Detroit Retirement Systems with U.S. Bank as Custodian
14.	June 24, 2013, Email from Bennett (Syncora) to Smith (USBNA) regarding USB – Detroit – Casino Revenue Collateral Account, forwarding June 24, 2013 email from Smith to Ball.

City's Exhibit No.	Exhibit Description
15.	June 24, 2013, Letter from Bennett (Syncora) to Smith (USBNA) regarding General Receipts Subaccount under the Collateral Agreement dated June 15, 2009
16.	June 25, 2013, Letter from Orr to Syncora regarding Instructions to Custodian under Collateral Agreement
17.	June 26, 2013, Letter from LeBlanc (Syncora) to the City regarding Instructions to Custodian Under Collateral Agreement
18.	July 15, 2013, Forbearance and Optional Termination Agreement among the Service Corporations, the City, the Emergency Manager, UBS AG, and Merrill Lynch Capital Services, Inc.
19.	July 15, 2013, Letter from Lundy (Syncora) to SBS
20.	July 16, 2013, Letter from LeBlanc (Syncora) to Orr
21.	July 17, 2013, Letter from Orr to LeBlanc (Syncora) regarding July 16 Letter
22.	July 17, 2013, Letter from Carter (SBS) to Lundy (Syncora)
23.	July 18, 2013, Declaration of Gaurav Malhotra In Support of City of Detroit, Michigan's Statement of Qualifications Pursuant to Section 109(c) of the Bankruptcy Code (the "Malhotra Declaration")
24.	Annual Cash Flow Summary FY 2012-FY 2015; Monthly Cash Flow Forecast FY 2014 and FY 2015 – Base Case [Malhotra Declaration Ex. A]
25.	Ten-Year Financial Projections [Malhotra Declaration Ex. B]
26.	Legacy Expenditures (Assuming No Restructuring) [Malhotra Declaration Ex. C]
27.	Schedule of the sewage disposal system bonds and related state revolving loans as of June 30, 2012 [Malhotra Declaration Ex. D]
28.	Schedule of water system bonds and related state revolving loans as of June 30, 2012 [Malhotra Declaration Ex. E]
29.	Annual Debt Service on Revenue Bonds [Malhotra Declaration Ex. F]

City's Exhibit No.	Exhibit Description
30.	Schedule of COPs and Swap Contracts as of June 30, 2012 [Malhotra Declaration Ex. G]
31.	Annual Debt Service on COPs and Swap Contracts [Malhotra Declaration Ex. H]
32.	Schedule of UTGO Bonds as of June 30, 2012 [Malhotra Declaration Ex. I]
33.	Schedule of LTGO Bonds as of June 30, 2012 [Malhotra Declaration Ex. J]
34.	Annual Debt Service on General Obligation Debt & Other Liabilities [Malhotra Declaration Ex. K]
35.	July 18, 2013, Declaration of Kevyn D. Orr In Support of City of Detroit, Michigan's Statement of Qualifications Pursuant to Section 109(c) of the Bankruptcy Code (the "Orr Declaration")
36.	June 14, 2013, City of Detroit Proposal for Creditors [Orr Declaration Ex. A]
37.	January 13, 2013, City of Detroit, Michigan Notice of Preliminary Financial Review Findings and Appointment of a Financial Review Team [Orr Declaration Ex. C]
38.	March 26, 2013, Report of the Detroit Financial Review Team [Orr Declaration Ex. D]
39.	April 4, 2012, Financial Stability Agreement Between the City and the Michigan Department of Treasury [Orr Declaration Ex. E]
40.	December 14, 2012, Preliminary Review of the City of Detroit [Orr Declaration Ex. F]
41.	February 19, 2013, Report of the Detroit Financial Review Team; Supplemental Documentation of the Detroit Financial Review Team [Orr Declaration Ex. G]
42.	March 1, 2013, Letter from Governor Snyder to Bing and the City Council [Orr Declaration Ex. H]
43.	July 8, 2013, Ambac Comments on Detroit [Orr Declaration Ex. I]
44.	July 16, 2013, Letter from Orr to Governor Snyder and Treasurer Dillon regarding Recommendation Pursuant to Section 18(1) of PA 436 [Orr Declaration Ex. J]
45.	July 18, 2013, Letter from Governor Snyder to Orr and

City's Exhibit No.	Exhibit Description
	Treasurer Dillon regarding Authorization to Commence Chapter 9 Bankruptcy Proceeding [Orr Declaration Ex. K]
46.	July 18, 2013, Emergency Manager Order No. 13 Filing of a Petition Under Chapter 9 of Title 11 of the United States Code [Orr Declaration Ex. L]
47.	June 12, 2006, UBS AG Insurance Policies for Scheduled Payments of GRS Service Corporation under June 7, 2006 Master Agreement
48.	June 12, 2006, SBS Insurance Policies for Scheduled Paymentw of GRS Service Corporation under June 7, 2006 Master Agreement
49.	2009 Moody's and Standard & Poor's Ratings of Syncora obtained from Syncora's website (http://syncora.com/?page_id=78)
50.	July 31, 2013, First Amendment to Forbearance and Optional Termination Agreement
51.	August 12, 2013, Second Amendment to Forbearance and Optional Termination Agreement
52.	August 23, 2013, Third Amendment to Forbearance and Optional Termination Agreement
53.	August 29, 2013, Fourth Amendment to Forbearance and Optional Termination Agreement
54.	September 4, 2013, Fifth Amendment to Forbearance and Optional Termination Agreement
55.	October 15, 2013, Letter from Orr to Treasurer Dillon enclosing Quarterly Report of the Emergency Manager Pursuant to Section 9(5) of PA 436.
56.	September 3, 2013, E-mail from Doak to Gerbino regarding City of Detroit Financing, including attachments of September 3, 2013, Letter from Miller Buckfire to Gerbino, July 15, 2013, Forbearance and Optional Termination Agreement, and Undated Model "Summary of Certain Key Terms and Conditions" [DTPFF00015602- DTPFF00015638]
57.	September 4, 2013, Ernst & Young, Project Piston 13-Week Cash Flow Forecast (DIP Financing Scenario) [DTPFF00002227- DTPFF00002230]
58.	September 4, 2013, Ernst & Young, Project Piston Cash Flow Forecast Through FY 2017 (DIP Financing Scenario)

City's Exhibit No.	Exhibit Description
	[DTPFF00014812- DTPFF00014824]
59.	September 30, 2013, Ernst & Young, 13-Week Cash Flow Forecast – Restructuring Scenario (including reinvestment; DIP transaction assumed after 12/31) [DTPFF00002232]
60.	October 2013, Ernst & Young, Project Piston, Comparison of DIP vs. Creditor Plan Restructuring [DTPFF00002226]
61.	July 5, 2013, Response to City of Detroit Financing RFP from J.P. Morgan [DTPFF00000624-DTPFF00000633]
62.	July 5, 2013, Letter from Brownstein to Corio regarding Citibank, N.A, Response to City of Detroit Financing RFP [DTPFF00000650-DTPFF00000656]
63.	September 16, 2013, Goldman Sachs “Summary of Certain Key Terms and Conditions,” and related documents, responding to City of Detroit Financing RFP [DTPFF00000985-DTPFF00001005]
64.	September 16, 2013, Letter from Klein and Flanagan to Corio, and related documents, regarding Jefferies LLC response to City of Detroit Financing RFP [DTPFF00001011-DTPFF00001039]
65.	September 2013, Deutsche Bank “City of Detroit discussion materials” responding to City of Detroit Financing RFP [DTPFF00000944-DTPFF00000958]
66.	Undated, Canyon Capital Advisors LLC “Summary of Key Terms and Conditions” responding to City of Detroit Financing RFP. [DTPFF00000903-DTPFF00000907]
67.	September 16, 2013, Letters from Ambac Assurance Corporation, Assured Guaranty Municipal Corp., and National Public Finance Guarantee Corporation, with attached “Summary of Certain Key Terms and Conditions” responding to City of Detroit Financing RFP [DTPFF00000826-DTPFF00000837]
68.	September 16, 2013, Letter from Marc Sole to Miller Buckfire, attaching Hudson Bay Capital Management LP “Summary of Certain Key Terms and Conditions” in response to City of Detroit Financing RFP.[DTPFF00001006-DTPFF00001010]
69.	September 16, 2013, Letter from Fundamental Advisors LP to Corio, attaching “Indicative Summary of Certain Key Terms

City's Exhibit No.	Exhibit Description
	and Conditions,” responding to City of Detroit Financing RFP [DTPPF00000961-DTPPF00000980]
70.	Undated, Silver Point Finance, LLC: “Summary of Certain Key Terms and Conditions” responding to City of Detroit Financing RFP [DTPPF00001572-DTPPF00001577]
71.	September 16, 2013, Letter from Gerbino to Miller Buckfire, attaching Barclay’s “Summary of Indicative Terms and Conditions of Swap Termination Note,” “Summary of Indicative Terms and Conditions of Quality of Life Note,” “Summary of Indicative Terms and Conditions of the Replacement Swap Transaction,” and “Muni Swap Confirmation,” responding to City of Detroit Financing RFP [DTPPF00000856-DTPPF00000902]
72.	September 16, 2013, Letter from Gubner to Miller Buckfire regarding PIMCO Distressed Credit Fund, L.P., “Letter of Intent – Proposed DIP Facility” responding to City of Detroit Financing RFP [DTPPF00001040-DTPPF00001057]
73.	September 16, 2013, Letter from Kersten to Corio, attaching CarVal Investors “Proposal A” and “Proposal B,” responding to City of Detroit Financing RFP. [DTPPF00000908-DTPPF00000943]
74.	September 16, 2013, “Proposal for Post-Petition Financing” by Bank of America Merrill Lynch, responding to City of Detroit Financing RFP. [DTPPF00000838-DTPPF00000855]
75.	September 16, 2013, Amalgamated Bank “Expression of Interest,” responding to City of Detroit Financing RFP. [DTPPF00000821-DTPPF00000825]
76.	September 12, 2013, Letter from Antonczak to Corio regarding Flagstar Bank’s response to City of Detroit Financing RFP. [DTPPF00000959-DTPPF00000960]
77.	October 8, 2013, Email from Cherner to Doak regarding Beal Bank USA’s Detroit DIP Financing Indicative Term Sheet in response to City of Detroit Financing RFP. [DTPPF00013170-DTPPF00013195]
78.	October 3, 2013, Syncora DIP Term Sheet regarding Syncora Capital Assurance Inc.’s (“Syncora”) and Financial Guaranty Insurance Company’s (“FGIC”) DIP financing proposal [DTPPF00000035- DTPPF00000037]

City's Exhibit No.	Exhibit Description
79.	October 25, 2013, Syncora DIP Term Sheet regarding Syncora's DIP financing proposal [DTPPF00001578- DTPPF00001580]
80.	September 2013, Syncora and FGIC's Outline of Terms and Conditions for Secured First Lien, First out DIP Loan Facility in the Amount of \$350 Million [DTPPF00013640- DTPPF00013656]
81.	September 30, 2013, Letter from Gerbino to Corio regarding Barclay's Commitment to \$350,000,000 in Post-Petition Financing.[DTPPF00003377- DTPPF00003404]
82.	September 30, 2013, Letter from Gerbino to Corio regarding Barclay's Engagement Letter for Exit Financing [DTPPF00003405- DTPPF00003415]
83.	September 30, 2013, Letter from Gerbino to Corio regarding Barclay's Fee Letter [DTPPF00003416- DTPPF00003420]
84.	September 30, 2013, Goldman Sachs' Draft Commitment Letter, including Annex A and B [DTPPF00001543- DTPPF00001567]
85.	September 30, 2013, Goldman Sachs' Draft Fee Letter [DTPPF00001568- DTPPF00001571]
86.	September 30, 2013, Letter from Stephens to Orr regarding Bank of America Merrill Lynch Commitment Letter with Annex A through C, and a "Proposal for Post-Petition Financing" [DTPPF00001058- DTPPF00001086]
87.	October 2, 2013, Letter from Kersten to The City of Detroit regarding CarVal Investors Commitment Letter, including Exhibit A [DTPPF00011494- DTPPF00011516]
88.	September 26, 2013, Miller Buckfire, "Post-Petition Financing Discussion" [DTPPF000202215- DTPPF00020225]
89.	October 3, 2013, Miller Buckfire, "Draft Detroit Post-Petition Financing: Commitment Letter Summaries" [DTPPF00020226- DTPPF00020231]
90.	October 7, 2013, Miller Buckfire, "Briefing Materials Prepared for Members of City Council" [DTPPF00020039- DTPPF00020071]
91.	October 17, 2013, Miller Buckfire, "Briefing Material Prepared for City Council Closed Session" "

City's Exhibit No.	Exhibit Description
	[DTPPF00012993- DTPPF00013024]
92.	November 4, 2013, Miller Buckfire, "Briefing Materials Prepared for the Financial Advisory Board" ” [DTPPF00001959- DTPPF00001968]
93.	October 6, 2013, Barclay's Fee Letter fully executed by Barclay's and City [Filed as Docket No. 1761]
94.	October 6, 2013, Barclay's Commitment Letter, including Term Sheets, fully executed by Barclays and City [Filed as Docket No. 1520; Exhibit 6A]
95.	2013 Draft Financial Recovery Bonds Series 2013A (Swap Termination) Bond Purchase Agreement [Filed as Docket No. 1520; Exhibit 6B]
96.	October 8, 2013, Letter from Orr to Michigan State Treasurer Andy Dillon regarding Financing [DTPPF00001366- DTPPF00001406]
97.	October 11, 2013, Letter from State Treasurer Dillon to Orr Approving Financing [DTPPF00012230-DTPPF00012233]
98.	October 11, 2013, Email from Hayes to City Council attaching October 11, 2013, Letter from Orr to All City Council Members Re: Emergency Manager's Order No. 17: Approval of Postpetition Financing; October 11, 2013 Emergency Manager Order No. 17; Undated Barclay's "Summary of Indicative Terms and Conditions of Quality of Life Loan;" and, Undated City Council Resolution Approving Post Petition Financing [DTPPF00019623-DTPPF00019655]
99.	October 11, 2013, Email from Hayes to Bonsall, et al., attaching October 11, 2013, Letter from Orr to Mayor Bing regarding Emergency Manager's Order No. 17: Approval of Postpetition Financing; October 11, 2013 Emergency Manager Order No. 17; and, Undated Barclay's "Summary of Indicative Terms and Conditions of Quality of Life Loan" [DTPPF00019592-DTPPF00019622]
100.	November 6, 2013, Letter from Bulger to Goodrich regarding City of Detroit's submission to Local Emergency Financial Assistance Loan Board
101.	November 5, 2013, Declaration of Charles M. Moore In Support of Motion of the Debtor for a Final Order Pursuant to 11 U.S.C. §§ 105, 362, 364 (c)(1), 364(c)(2), 364(e), 364(f),

City's Exhibit No.	Exhibit Description
	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 [Filed as Docket No. 1520; Exhibit 5A]
102.	November 5, 2013, Declaration of James Doak In Support of Motion of the Debtor 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 [Filed as Docket No. 1520; Exhibit 5B]
103.	November 11, 2013, City of Detroit, Operational Restructuring Summary
104.	November 12, 2013, City of Detroit, Operational Restructuring Summary
105.	September 27, 2013, Funding for Detroit Announced by Federal Government
106.	June 21, 2013, Ernst & Young, Project Piston, Cash Flow Forecast – Monthly (FY 2013, FY 2014, FY 2015)
107.	June 21, 2013, Ernst & Young, Project Piston, Cash Flow Forecast (including Restructuring Scenario)
108.	September 16, 2013, Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (DIP Financing Scenario)
109.	October 3, 2013, Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (No Casino Trap; No DIP)
110.	September 17, 2013, Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (Casino Trap; No DIP)
111.	September 18, 2013, Ernst & Young, Illustrative Cash Chart

2. The City reserves the right to supplement its list of exhibits, as provided for in the proposed Scheduling Order.

3. The City will exchange copies of its exhibits on counsel for any objecting parties on a mutually agreeable schedule.

4. The City also reserves the right to utilize demonstrative exhibits at either a deposition or the Evidentiary Hearing. The City will serve copies of any such demonstratives on counsel for any objecting party in advance of its use at a deposition or the Evidentiary Hearing.

5. As of the date of this filing, some objectors have filed Exhibit Lists. However, no objector has provided copies of the exhibits listed, which are necessary in light of the sometimes vague and inadequate descriptions of the listed exhibits. Therefore, the City reserves its rights to assert objections to any exhibits identified by an objecting party after such exhibits have been both identified, and provided, to the City.

Dated: December 9, 2013

Respectfully submitted,

/s/ Bruce Bennett

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ATTORNEYS FOR THE CITY OF
DETROIT

Certificate of Service

I, Bruce Bennett, hereby certify that the foregoing **DEBTOR'S LIST OF EXHIBITS FOR HEARING ON THE CITY OF DETROIT'S ASSUMPTION MOTION [DKTS. 17 AND 157] AND MOTION TO APPROVE POST-PETITION FINANCING [DKT. 1520]** was filed and served via the Court's electronic case filing and noticing system to all parties registered to receive electronic notices in this matter on this 9th day of December 2013.

/s/ Bruce Bennett _____
Bruce Bennett