

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

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In re : Chapter 9
CITY OF DETROIT, MICHIGAN, : Case No. 13-53846
Debtor. : Hon. Steven W. Rhodes
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**DEBTOR’S LIST OF EXHIBITS AND WITNESSES RELATED TO THE
MOTION OF DEBTOR FOR ENTRY OF AN ORDER
(I) AUTHORIZING THE ASSUMPTION OF THAT CERTAIN
FORBEARANCE AGREEMENT 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 City of Detroit, Michigan (the “City”), as the debtor in the above captioned case, in accordance with this Court’s August 2, 2013, Order Establishing Dates and Deadlines Regarding the Debtor’s Motion to Assume Lease of Executory Contract [Dkt # 17 corrected Dkt #157], hereby files its list of exhibits and witnesses related to the Debtor’s 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 [Docket No. 17] (the “Assumption Motion”).

1. On July 18, 2013, the same day the City filed its voluntary petition, the City filed the Assumption Motion.
2. The Court set a status conference on the Assumption Motion for August 2, 2013, where certain objectors requested discovery into the various issues raised in the Assumption Motion.
3. On August 1, 2013, the City filed the Debtor's Response to Motion of Syncora Guarantee Inc., and Syncora Capital Assurance, Inc., for Leave to Conduct "Limited" Discovery Regarding Motion of Debtor for Authorization and Approval of Forbearance and Optional Termination Agreement [Docket No. 244] (the "Response") to assist the Court and place anticipated objections and discovery requests in the proper context in advance of the August 2, 2013, status conference.
4. At the August 2, 2013 status conference, the Court ruled that the City must file its lists of exhibits and witnesses on or before August 16, 2013, and depositions of those witnesses are to be completed by August 30, 2013. The Court's Order also set a evidentiary hearing on the Assumption Motion for September 9, 2013 at 9:00 a.m. (the "Evidentiary Hearing").
5. The City identifies the following exhibits that it may use at the Evidentiary Hearing:

City's Exhibit No.	Exhibit Description
1.	June 7, 2006 SBS and UBS ISDA Master Agreements Local Currency Single Jurisdiction and corresponding Schedules
2.	March 30, 2009 Term Sheet
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.	June 26, 2009 Waiver and Consent of Insurer
5.	Detroit City Code § 18-16-4
6.	July 5, 2013, Transcript from the hearing before Judge Annette J. Berry in Third Circuit Court for the County of Wayne
7.	July 4, 2013, Affidavit of Kevyn D. Orr, Emergency Manager for the City of Detroit (the "Orr Affidavit")
8.	June 14, 2013, City of Detroit ("City") Proposal for Creditors Executive Summary
9.	June 15, 2009 Collateral Agreement
10.	June 13, 2013 correspondence from the City to U.S. Bank National Association ("USBNA")
11.	June 17, 2013 correspondence from Syncora Capital Assurance, Inc. ("Syncora") to USBNA
12.	June 24, 2013 correspondence between and among counsel to USBNA, Syncora and the City
13.	June 24, 2013 correspondence from Syncora's counsel to counsel to USBNA
14.	June 25, 2013 correspondence from the City to Syncora
15.	June 26, 2013 correspondence from Syncora to the City
16.	July 15, 2013 Forbearance and Optional Termination Agreement
17.	July 15, 2013 correspondence from Syncora to SBS Financial Product Company, LLC ("SBS")
18.	July 16, 2013 correspondence from Syncora to the City

City's Exhibit No.	Exhibit Description
19.	July 17, 2013 correspondence from the City to Syncora
20.	July 17, 2013 correspondence from SBS to Syncora
21.	July 18, 2013 Declaration of Gaurav Malhotra in Support of the Debtor's Statement of Qualifications Pursuant to Section 109(c) of the Bankruptcy Code (the "Malhotra Declaration")
22.	Cash Flow Forecasts [Malhotra Declaration Ex. A]
23.	Ten-Year Projections [Malhotra Declaration Ex. B]
24.	Legacy Expenditures (Assuming No Restructuring) [Malhotra Declaration Ex. C]
25.	Schedule of the sewage disposal system bonds and related state revolving loans as of June 30, 2012 [Malhotra Declaration Ex. D]
26.	Schedule of water system bonds and related state revolving loans as of June 30, 2012 [Malhotra Declaration Ex. E]
27.	Annual Debt Service on Revenue Bonds [Malhotra Declaration Ex. F]
28.	Schedule of COPs and Swap Contracts as of June 30, 2012 [Malhotra Declaration Ex. G]
29.	Annual Debt Service on COPs and Swap Contracts [Malhotra Declaration Ex. H]
30.	Schedule of UTGO Bonds as of June 30, 2012 [Malhotra Declaration Ex. I]
31.	Schedule of LTGO Bonds as of June 30, 2012 [Malhotra Declaration Ex. J]
32.	Annual Debt Service on General Obligation Debt & Other Liabilities [Malhotra Declaration Ex. K]
33.	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")
34.	June 14, 2013, City of Detroit Proposal for Creditors [Orr Declaration Ex. A]
35.	January 13, 2013, City of Detroit, Michigan Notice of Preliminary Financial Review Findings and Appointment of a Financial Review Team [Orr Declaration Ex. C]

City's Exhibit No.	Exhibit Description
36.	March 26, 2013, Report of the Detroit Financial Review Team [Orr Declaration Ex. D]
37.	April 4, 2012, Financial Stability Agreement [Orr Declaration Ex. E]
38.	December 14, 2012, Preliminary Review of the City of Detroit [Orr Declaration Ex. F]
39.	February 19, 2013, Report of the Detroit Financial Review Team [Orr Declaration Ex. G]
40.	March 1, 2013, letter from Governor Richard Snyder to the City [Orr Declaration Ex. H]
41.	July 8, 2013, Ambac Comments on Detroit [Orr Declaration Ex. I]
42.	July 16, 2013, Recommendation Pursuant to Section 18(1) of PA 436 [Orr Declaration Ex. J]
43.	July 18, 2013, Authorization to Commence Chapter 9 Bankruptcy Proceeding [Orr Declaration Ex. K]
44.	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]
45.	June 12, 2006, UBS and SBS Syncora Insurance Policies
46.	2009 Moody's and Standard & Poor's Ratings of Syncora obtained from Syncora's website (http://syncora.com/?page_id=78)

6. The City reserves the right to supplement its list of exhibits after reviewing any responses to the Assumption Motion.

7. The City will promptly serve copies of its exhibits on counsel for any objecting parties once they are identified.

8. 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 three days in advance of its use at a deposition or the Evidentiary Hearing.

9. The City identifies the following individuals as potential witnesses at the Evidentiary Hearing:

- Kevyn D. Orr, Emergency Manager for the City;
- Kenneth A. Buckfire, CEO and Managing Director of Miller Buckfire & Co. LLC, financial advisor to the City; and
- Gaurav Malhotra, Principal of Ernst & Young LLP, financial restructuring advisor to the City.

10. The City will make any witness it plans on producing to support the Assumption Motion available for deposition on or before August 30, 2013.

Dated: August 16, 2013

Respectfully submitted,

/s/ David G. Heiman

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