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 8

9 UNITED STATES BANKRUPTCY COURT
 10 EASTERN DISTRICT OF CALIFORNIA
 11 SACRAMENTO DIVISION
 12

13 In re:
 14 CITY OF STOCKTON, CALIFORNIA,
 15 Debtor.

Case No. 2012-32118
 D.C. No. OHS-11
 Chapter 9

**ORDER (1) APPROVING MODIFIED
 DISCLOSURE STATEMENT WITH
 RESPECT TO FIRST AMENDED
 PLAN FOR THE ADJUSTMENT OF
 DEBTS OF CITY OF STOCKTON,
 CALIFORNIA (NOVEMBER 15, 2013);
 (2) SETTING CONFIRMATION
 PROCEDURES; AND
 (3) SCHEDULING FILING DATES
 AND THE CONFIRMATION
 HEARING**

Date: November 18, 2013
 Time: 1:00 p.m.
 Dept: Courtroom 35
 Judge: Hon. Christopher M. Klein

25 Having considered the Motion For An Order Approving Disclosure Statement With
 26 Respect To The Plan For The Adjustment Of Debts Of City Of Stockton, California Dated
 27 October 10, 2013, And Setting Confirmation Procedures, Dkt. No. 1137 (“Motion” filed by the
 28 “City”), the City’s First Amended Plan For The Adjustment Of Debts Of City Of Stockton,

ORDER APPROVING MODIFIED
 DISCLOSURE STATEMENT, SETTING
 CONFIRMATION PROCEDURES, ETC.

RECEIVED

November 21, 2013

CLERK, U. S. BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA

0005034764

1 California (November 15, 2013), Dkt. No. 1204 (“Plan”), and the City’s Disclosure Statement
2 With Respect To First Amended Plan For The Adjustment Of Debts Of City Of Stockton,
3 California (November 15, 2013), Dkt. No. 1205, the Court announced its ruling at the hearing on
4 the Motion conducted on November 18, 2013, and is filing contemporaneously herewith its
5 findings of fact and conclusions of law. Based on the foregoing, and based on the filing on
6 November 21, 2013, of the Modified Disclosure Statement With Respect To First Amended Plan
7 For The Adjustment Of Debts Of City Of Stockton, California (November 15, 2013), Dkt. No.
8 1215 (“Modified Disclosure Statement”) and good cause appearing therefor:

9 IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

- 10 1. The Motion is granted as provided herein.
- 11 2. The Modified Disclosure Statement satisfies the requirements of 11 U.S.C.
12 § 1125(b), and is therefore approved.
- 13 3. The forms of Ballots, substantially in the form attached hereto as Exhibit A, are
14 sufficiently consistent with Official Form No. 14, adequately address the particular needs of this
15 case, are appropriate for each Class entitled to vote on the Plan, and are approved.
- 16 4. No later than December 13, 2013, the City shall serve by mail the following
17 documents on parties entitled to vote on the Plan (the documents, collectively, constitute the
18 “Solicitation Package”):
- 19 a) the Modified Disclosure Statement;
 - 20 b) the Plan (which will be an exhibit to the Modified Disclosure Statement);
 - 21 c) a form of Ballot approved by the Court;
 - 22 d) this Order; and
 - 23 e) a notice of the Confirmation Hearing and related deadlines and procedures
24 (“Confirmation Notice”), substantially in the form attached hereto as
25 Exhibit B, which form of notice is approved.
- 26 5. The City shall mail a Solicitation Package, with an appropriate Ballot, to each
27 member of any class impaired by the Plan. Solicitation Packages shall therefore be distributed to
28 holders of Claims in the following Classes of the Plan: 1A and 1B (Ambac), 3 and 4 (NPF),

1 5 and 6 (Assured Guaranty), 7 (DBW), 9 (Stockton Thunder), 12 (General Unsecured Claims),
2 14 (Tort Claims), 18 (SPOA), and 19 (Price) under the Plan. These Classes are entitled to vote to
3 accept or reject the Plan (each, a "Voting Class").

4 6. The City is authorized to, and may, serve parties entitled to vote on the Plan all or
5 any portion of the Solicitation Packages (other than the Confirmation Notice and the form of
6 Ballot) in a CD-ROM format instead of printed hard copies. A party entitled to vote on the Plan
7 may request, at no cost to the party, a printed hard copy of the materials by contacting the City of
8 Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100,
9 Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737.

10 7. The City need not mail the Modified Disclosure Statement, Plan, Ballot, or Plan
11 Supplement (as defined in the Plan) to any member of an unimpaired class, but the City shall mail
12 to each member of an unimpaired class, except as provided below, an "Unimpaired Class
13 Package," which shall include (a) the Confirmation Notice; and (b) a notice that the class has
14 been designated in the Plan as unimpaired, substantially in the form attached hereto as Exhibit C
15 ("Unimpaired Class Notice"). The Unimpaired Class Notice shall provide instructions on how
16 members of an unimpaired class can receive, at no cost, electronic or paper copies of the
17 Modified Disclosure Statement, Plan, Plan Supplement, and related documents.

18 8. A notice or notices will be sent by Wells Fargo Bank, N.A., as Indenture Trustee
19 to the Depository Trust Company, and posted with Bloomberg and the Municipal Securities
20 Rulemaking Board's Electronic Municipal Market Access, to the holders of the 2004 Arena
21 Bonds, the 2003 Fire/Police/Library Certificates, the 2004 Parking Bonds, and Pension
22 Obligation Bonds (collectively, the "Insured Bonds"), as well as the 2006 SEB Bonds, the
23 Restricted Revenue Bond and Note Payable Obligations, and Special Assessment and Special Tax
24 Obligations (collectively, "Unimpaired Bonds"), which shall explain that the terms of the Insured
25 Bonds and Unimpaired Bonds are not altered by the Plan and that any applicable insurance policy
26 is not altered by the Plan, and shall provide instructions on how such holders can receive, at no
27 cost, electronic or paper copies of the Modified Disclosure Statement, Plan, Plan Supplement, and

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1 related materials. Such notice shall include as an exhibit a notice substantially in the form of
2 Exhibit D, attached hereto, which form of notice is approved.

3 9. Pursuant to Federal Rule of Bankruptcy Procedure 2002(g), the City shall mail the
4 Solicitation Packages and the Unimpaired Class Packages to the addresses designated in parties'
5 filed proofs of claim. For parties that have not filed proofs of claim, the City shall mail the
6 Solicitation Packages and the Unimpaired Class Packages to the last known address for each
7 party.

8 10. With respect to addresses from which notices in this case have been returned as
9 undeliverable, the City shall take reasonable steps to obtain correct addresses. If no such
10 addresses can be found, the City is excused from mailing Solicitation Packages, Unimpaired
11 Class Packages, and other notices to the entities listed at such addresses, unless the City is
12 provided with accurate addresses for such entities at least 21 days before the Confirmation
13 Hearing. Failure to mail the Solicitation Packages, Unimpaired Class Packages, or other notice to
14 such entities shall neither constitute inadequate notice of the Confirmation Hearing or the Voting
15 Deadline, nor violate Bankruptcy Rule 3017(d).

16 11. The deadline by which holders of impaired claims must vote to accept or reject the
17 Plan in order for their Ballots to be counted shall be February 10, 2014 at 4:30 p.m. Pacific time
18 ("Voting Deadline"), and that any Ballots not received by the City of Stockton Ballot Tabulator,
19 Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California,
20 91367, (818) 906-8300, facsimile (818) 783-2737 (the "Ballot Tabulator") by the Voting
21 Deadline shall be deemed not timely.

22 12. No later than January 27, 2014, the City shall file with the Court and serve by mail
23 on parties entitled to vote on the Plan, the Plan Supplement. The City is authorized to, and may,
24 serve the Plan Supplement on parties entitled to vote on the Plan in a CD-ROM format instead of
25 printed hard copies.

26 13. The deadline by which the City may file its memorandum in support of the Plan
27 shall be January 27, 2014. The deadline by which any party may serve and file a timely objection

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1 to the confirmation of the Plan shall be February 10, 2014. Any responsive pleadings to any
2 objection to confirmation of the Plan shall be filed no later than February 24, 2014.

3 14. Any objections to confirmation of the Plan must:

- 4 a) Be in writing;
- 5 b) State the name and address of the objecting party and the amount and nature
6 of the Claim of such party;
- 7 c) State with particularity the basis and nature of any objection;
- 8 d) Conform with the Bankruptcy Rules and Local Rules;
- 9 e) Be filed with the Court in accordance with the Court's normal filing
10 procedures;
- 11 f) Be served, so as to be **received** no later than February 10, 2014, on the
12 following parties:
- 13 i. John M. Luebberke, City Attorney's Office, 425 N. El Dorado Street,
14 2nd Floor, Stockton, CA 95202, John.Luebberke@stocktongov.com;
- 15 ii. Marc A. Levinson, Orrick, Herrington & Sutcliffe LLP, 400 Capitol
16 Mall, Suite 3000, Sacramento, CA 95814-4497,
17 malevinson@orrick.com (counsel to the City);
- 18 iii. Steven H. Felderstein, Felderstein, Fitzgerald, Willoughby & Pascuzzi
19 LLP, 400 Capitol Mall, Suite 1750, Sacramento, CA 95814,
20 SFelderstein@ffwplaw.com (counsel to the Retirees Committee);
- 21 iv. Debra A. Dandeneau, Weil, Gotshal & Manges LLP, 767 Fifth Avenue,
22 New York, NY 10153, Debra.Dandeneau@weil.com (counsel to
23 NPPG);
- 24 v. Jeffrey E. Bjork, Sidley Austin LLP, 555 West 5th Street, Los Angeles,
25 CA 90013, jbjork@sidley.com (counsel to Assured Guaranty);
- 26 vi. David Dubrow, Arent Fox LLP, 1675 Broadway, New York, NY
27 10019-5820 (counsel to Ambac), David.Dubrow@arentfox.com;

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- 1 vii. James O. Johnston, Jones Day, 555 South Flower Street, Fiftieth Floor,
- 2 Los Angeles, CA 90071, jjohnston@jonesday.com (counsel to
- 3 Franklin);
- 4 viii. William W. Kannel, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo,
- 5 P.C., One Financial Center, Boston, MA 02111, wkannel@mintz.com
- 6 (counsel to the Indenture Trustee); and
- 7 ix. Michael J. Gearin, K&L Gates LLP, 925 Fourth Avenue, Suite 2900,
- 8 Seattle, WA 98104, michael.gearin@klgates (counsel to CalPERS).

9 15. Objections to confirmation of the Plan that are not timely filed and served in the
10 manner set forth above shall not be considered and shall be deemed overruled.

11 16. The hearing on the confirmation of the Plan (“Confirmation Hearing”) shall
12 commence on March 5, 2014, at 9:30 a.m.; provided, however, that the Confirmation Hearing
13 may be continued from time to time by the Court or by the City without further notice other than
14 through announcements in open court or through orders available on the court’s docket.

15 17. The City is authorized to take any action necessary or appropriate to implement the
16 terms of and the relief granted in this Order without seeking further order of the Court.

17 18. The City is authorized to make nonsubstantive and nonmaterial changes to the
18 Modified Disclosure Statement, the Plan, the Solicitation Packages, the Unimpaired Class
19 Packages, and related documents without further order of the Court, including, without limitation,
20 changes to correct typographical and grammatical errors and to make conforming changes among
21 such documents.

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EXHIBIT A

United States Bankruptcy Court
Eastern District Of California

In re City of Stockton, California,

Debtor.

Address: 425 N. El Dorado Street
Stockton, California 95202

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

**CLASS 1 [SUBCLASSES 1A, 1B (AMBAC)] BALLOT FOR ACCEPTING OR REJECTING
PLAN FOR THE ADJUSTMENT OF DEBTS**

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 1 [Subclasses 1A, 1B] under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 1 [Subclasses 1A, 1B] claim against the Debtor, consisting of \$ _____ principal amount (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 3 (ARENA CLAIMS OF NPF) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 3 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 3 claim against the Debtor, consisting of \$ _____ principal amount (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 4 (PARKING STRUCTURE CLAIMS OF NPEF) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 4 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 4 claim against the Debtor, consisting of \$ _____ principal amount (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court
Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 5 (OFFICE BUILDING CLAIMS OF ASSURED GUARANTY) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 5 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 5 claim against the Debtor, consisting of \$ _____ principal amount (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 6 (PENSION OBLIGATION BONDS CLAIMS OF ASSURED GUARANTY) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 6 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 6 claim against the Debtor, consisting of \$ _____ principal amount (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court
Eastern District Of California

In re City of Stockton, California,)
Debtor.)
) Case No. 2012-32118
)
) Chapter 9
)
Address: 425 N. El Dorado Street) Confirmation Hearing
Stockton, California 95202) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

**CLASS 7 (DBW) BALLOT FOR ACCEPTING OR REJECTING
PLAN FOR THE ADJUSTMENT OF DEBTS**

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 7 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of
\$ _____

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 9 (STOCKTON THUNDER) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 9 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 9 claim against the Debtor in the unpaid amount of
\$ _____

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 12 (GENERAL UNSECURED CLAIMS) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 12 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 12 claim against the Debtor in the unpaid amount of \$ _____

NOTE TO RETIREE HEALTH BENEFIT CLAIMANTS ONLY: If you agree with the amount of your Retiree Health Benefit Claim as set forth in Exhibit 1 to the Notice Of November 26, 2013 Bar Date For All Retiree Health Benefit Claims that was mailed to you, you do not need to fill in this amount. Although you do not need to fill in this amount, you must still check the appropriate box indicating your vote to accept or reject the Plan and timely submit this ballot in order for your vote to be counted.

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

OPTIONAL—Convenience Class Election. By checking the box below, you elect to have your claim reduced to \$100 and be treated as a Convenience Class Claim against the City, meaning that you will receive cash in the amount of 100% of such allowed Convenience Class Claim on the Effective Date (the first business day after Plan confirmation on which the conditions specified in Section XIII of the Plan have been satisfied or waived). By checking the box below, you irrevocably reduce your claim to \$100 and, if your claim is allowed, will receive \$100 in complete satisfaction of your claim.

Elect to have claim treated as a Convenience Class Claim

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 14 (TORT CLAIMS) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 14 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 14 claim against the Debtor in the unpaid amount of
\$ _____

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

OPTIONAL—Convenience Class Election. By checking the box below, you elect to have your claim reduced to \$100 and be treated as a Convenience Class Claim against the City, meaning that you will receive cash in the amount of 100% of such allowed Convenience Class Claim on the Effective Date (the first business day after Plan confirmation on which the conditions specified in Section XIII of the Plan have been satisfied or waived). By checking the box below, you irrevocably reduce your claim to \$100 and, if your claim is allowed, will receive \$100 in complete satisfaction of your claim.

Elect to have claim treated as a Convenience Class Claim

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 18 (SPOA MEMBERS) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 18 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 18 claim against the Debtor in the unpaid amount of
\$ _____

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

United States Bankruptcy Court

Eastern District Of California

In re City of Stockton, California,

Debtor.

)
)
) Case No. 2012-32118
)
) Chapter 9
)
) Confirmation Hearing
) Date: March 5, 2014
) Time: 9:30 a.m.
) Dept: Courtroom 35
) Judge: Hon. Christopher M. Klein
)

Address: 425 N. El Dorado Street
Stockton, California 95202

CLASS 19 (PRICE) BALLOT FOR ACCEPTING OR REJECTING PLAN FOR THE ADJUSTMENT OF DEBTS

Debtor City of Stockton, California (the "City") filed a First Amended Plan of Adjustment dated November 15, 2013 (the "Plan"). The Court has approved the disclosure statement with respect to the Plan (the "Disclosure Statement"). It provides information to assist you in deciding how to vote on the Plan. If you do not have a Disclosure Statement, you may obtain a copy from the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan generally, and concerning your classification and treatment under the Plan in particular. Your claim has been placed in Class 19 under the Plan. If you hold claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

If your ballot is not received by the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, on or before February 10, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 19 claim against the Debtor in the unpaid amount of
\$ _____

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE FEBRUARY 10, 2014 TO:

Rust Consulting/Omni Bankruptcy
Attn: City of Stockton Ballot Tabulator
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367
Facsimile (818) 783-2737

EXHIBIT B

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1 MARC A. LEVINSON (STATE BAR NO. 57613)
 malevinson@orrick.com
 2 NORMAN C. HILE (STATE BAR NO. 57299)
 nhile@orrick.com
 3 PATRICK B. BOCASH (STATE BAR NO. 262763)
 pbocash@orrick.com
 4 ORRICK, HERRINGTON & SUTCLIFFE LLP
 400 Capitol Mall, Suite 3000
 5 Sacramento, California 95814-4497
 Telephone: +1-916-447-9200
 6 Facsimile: +1-916-329-4900

7 Attorneys for Debtor
 City of Stockton

9 UNITED STATES BANKRUPTCY COURT
 10 EASTERN DISTRICT OF CALIFORNIA
 11 SACRAMENTO DIVISION

13 In re:
 14 CITY OF STOCKTON, CALIFORNIA,
 15 Debtor.

Case No. 2012-32118
 D.C. No. OHS-11
 Chapter 9

**NOTICE OF (1) CONFIRMATION
 HEARING; (2) TIME WITHIN WHICH
 TO ACCEPT OR REJECT THE PLAN;
 AND (3) DEADLINE FOR FILING
 OBJECTIONS TO THE PLAN**

Confirmation Hearing

Date: March 5, 2014
 Time: 9:30 a.m.
 Dept: Courtroom 35
 Judge: Hon. Christopher M. Klein

1 PLEASE TAKE NOTICE that:

2 1. The City of Stockton, California (the “City”), the debtor in the above-captioned
3 case, has scheduled a confirmation hearing for March 5, 2014, at 9:30 a.m. before Chief United
4 States Bankruptcy Judge Christopher M. Klein in Courtroom 35, located on the 6th floor of the
5 United States Courthouse, 501 I Street, Sacramento, California, 95814 (“Confirmation Hearing”)
6 regarding the City’s First Amended Plan For The Adjustment Of Debts Of City Of Stockton,
7 California (November 15, 2013), Dkt. No. 1204 (“Plan”). Parties in interest may attend the
8 confirmation hearing, but attendance is not mandatory.

9 2. The Confirmation Hearing may be adjourned or continued from time to time on
10 notice by the City or by order of the Court.

11 3. The Plan may be modified prior to, during, or as a result of the Confirmation
12 Hearing.

13 4. On _____, 2013, the Court entered an order (“Plan Solicitation Order”,
14 Dkt. No. _____) approving the City’s Modified Disclosure Statement With Respect To First
15 Amended Plan For The Adjustment Of Debts Of City Of Stockton, California (November 15,
16 2013), Dkt. No. 1215 (“Modified Disclosure Statement”) filed by the City for use by the City in
17 soliciting votes on the Plan.

18 5. Concurrently with this Notice, the City is serving the following documents
19 (collectively with this Notice, the “Solicitation Package”) by mail on parties entitled to vote on
20 the Plan:

- 21 (a) the Modified Disclosure Statement;
- 22 (b) the Plan (which is an exhibit to the Modified Disclosure Statement);
- 23 (c) the Plan Solicitation Order approving the Modified Disclosure Statement; and
- 24 (d) a form of ballot approved by the Court (“Ballot”).

25 This Notice, the Plan Solicitation Order, and the Ballot will be mailed in paper format, and the
26 Modified Disclosure Statement and Plan will be mailed in the form of a CD-ROM. A party
27 entitled to vote on the Plan may request, at no cost to the party, a printed hard copy of the
28 materials by contacting the City of Stockton Ballot Tabulator, Rust Consulting/Omni Bankruptcy,

1 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-8300, facsimile
2 (818) 783-2737.

3 6. No later than January 27, 2014, the City will serve by mail on parties entitled to
4 vote on the Plan a supplement that contains new contractual and related agreements with the
5 City's creditors ("Plan Supplement").

6 7. The deadline by which holders of impaired claims, which include members of
7 Classes 1A and 1B (Ambac), 3 and 4 (NPMFG), 5 and 6 (Assured Guaranty), 7 (DBW), 9 (Stockton
8 Thunder), 12 (General Unsecured Claims), 14 (Tort Claims), 18 (SPOA), and 19 (Price), must
9 vote to accept or reject the Plan in order for their Ballots to be counted is February 10, 2014, at
10 4:30 p.m. Pacific time ("Voting Deadline"). Any Ballots not **received** by the City of Stockton
11 Ballot Tabulator, Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland
12 Hills, California, 91367, (818) 906-8300, facsimile (818) 783-2737, by the Voting Deadline shall
13 be deemed not timely.

14 8. The City is not mailing the Modified Disclosure Statement, Plan, Ballot, or Plan
15 Supplement to any member of an unimpaired class. If you are not a member of Classes 1A or 1B
16 (Ambac), 3 or 4 (NPMFG), 5 or 6 (Assured Guaranty), 7 (DBW), 9 (Stockton Thunder), 12
17 (General Unsecured Claims), 14 (Tort Claims), 18 (SPOA), or 19 (Price), the City has designated
18 your class as unimpaired in the Plan. However, copies of the Modified Disclosure Statement,
19 Plan, Plan Supplement, and other materials may be retrieved via the Court's CM/ECF system or
20 on the chapter 9 bankruptcy information link on the City's website at www.stocktongov.com. To
21 have a CD-ROM containing the Modified Disclosure Statement, Plan, and Plan Supplement sent
22 to you at no expense to you, contact the City of Stockton Ballot Tabulator, Rust Consulting/Omni
23 Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-
24 8300, facsimile (818) 783-2737. The Ballot Tabulator is not authorized to, and will not, provide
25 legal advice.

26 9. The deadline by which the City may file its memorandum in support of the Plan is
27 January 27, 2014. The deadline by which any party may serve and file a timely objection to the

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1 confirmation of the Plan is February 10, 2014. Any reply memorandum responding to timely
2 objections must be filed on or before February 24, 2014.

3 Dated: November ___, 2013

Orrick, Herrington & Sutcliffe LLP

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By: _____
Marc A. Levinson
Attorneys for Debtor
City of Stockton

EXHIBIT C

2

1 MARC A. LEVINSON (STATE BAR NO. 57613)
 malevinson@orrick.com
 2 NORMAN C. HILE (STATE BAR NO. 57299)
 nhile@orrick.com
 3 PATRICK B. BOCASH (STATE BAR NO. 262763)
 pbocash@orrick.com
 4 ORRICK, HERRINGTON & SUTCLIFFE LLP
 400 Capitol Mall, Suite 3000
 5 Sacramento, California 95814-4497
 Telephone: +1-916-447-9200
 6 Facsimile: +1-916-329-4900

7 Attorneys for Debtor
 City of Stockton
 8

9 UNITED STATES BANKRUPTCY COURT
 10 EASTERN DISTRICT OF CALIFORNIA
 11 SACRAMENTO DIVISION
 12

13 In re:
 14 CITY OF STOCKTON, CALIFORNIA,
 15 Debtor.

Case No. 2012-32118
 D.C. No.
 Chapter 9

**NOTICE OF NON-VOTING STATUS
 TO UNIMPAIRED CLASSES**

Confirmation Hearing

Date: March 5, 2014
 Time: 9:30 a.m.
 Dept: Courtroom 35
 Judge: Hon. Christopher M. Klein

21
 22 PLEASE TAKE NOTICE that on _____, 2013, the United States Bankruptcy Court
 23 for the Eastern District of California, the Chief United States Bankruptcy Judge Christopher M.
 24 Klein presiding, approved the Modified Disclosure Statement With Respect To First Amended
 25 Plan For The Adjustment Of Debts Of City Of Stockton, California (November 15, 2013), Dkt.
 26 No. 1215 (“Modified Disclosure Statement”), filed by the City for use by the City in soliciting
 27 acceptances or rejections of the City’s First Amended Plan For The Adjustment Of Debts Of City
 28

1 Of Stockton, California (November 15, 2013), Dkt. No. 1204 (“Plan”), from holders of impaired
2 claims who are (or may be) entitled to receive distributions under the Plan.

3 Under the terms of the Plan, your claim(s) against the City are not impaired¹, and
4 therefore, pursuant to section 1126(f) of title 11, United States Code, you are (1) deemed to have
5 accepted the Plan and (2) not entitled to vote on the Plan. You may access the Plan (including
6 any Plan Supplement when filed with the Bankruptcy Court), the Modified Disclosure Statement
7 and related materials on the bankruptcy court filings page of the City’s website
8 (www.stocktongov.com). If you wish to request a copy of the Plan, Modified Disclosure
9 Statement, or related materials, contact the City’s Ballot Tabulator, Rust Consulting/Omni
10 Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, California, 91367, (818) 906-
11 8300, facsimile (818) 783-2737. The Ballot Tabulator is not authorized to, and will not, provide
12 legal advice.

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Dated: November ____, 2013

Orrick, Herrington & Sutcliffe LLP

By: _____

Marc A. Levinson
Attorneys for Debtor
City of Stockton

¹ The Unimpaired Classes under the Plan are Class 2 (SEB), Class 8 (SCC 16), Class 10 (Restricted Revenue Bond and Note Payable Obligations), Class 11 (Special Assessment and Special Tax Obligations), Class 13 (Convenience Class), Class 15 (Pension Obligations), Class 16 (Equipment Lessors), Class 17 (Worker’s Compensation).

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
SACRAMENTO DIVISION

In re:

CITY OF STOCKTON, CALIFORNIA,

Debtor.

Case No. 2012-32118

Chapter 9

NOTICE OF THE CONFIRMATION
HEARING AND OBJECTION DEADLINE REGARDING THE PLAN
(2003 Fire/Police/Library Certificates, 2006 SEB Bonds, 2004 Arena Bonds, 2004 Parking
Bonds, Pension Obligation Bonds, Restricted Revenue and Note Payment Obligations and
Special Assessment and Special Tax Obligations)

PLEASE TAKE NOTICE THAT:

1. **Approval of Modified Disclosure Statement.** On November __, 2013, the United States Bankruptcy Court for the Eastern District of California, Sacramento Division (the “Bankruptcy Court”) entered an order (the “Plan Solicitation Order”) [Dkt. No. ____], approving the Modified Disclosure Statement With Respect To First Amended Plan For The Adjustment Of Debts Of City Of Stockton, California (November 15, 2013), Dkt. No. 1215 (the “Modified Disclosure Statement” filed by the “City”) for use by the City in soliciting votes on the First Amended Plan for the Adjustment of Debts of City of Stockton, California (November 15, 2013) (as it may be amended or modified, the “Plan”). The Plan Solicitation Order establishes certain deadlines pertaining to voting on, and confirmation of, the Plan.

2. **Confirmation Hearing.** A hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will commence on **March 5, 2014 at 9:30 a.m. (Pacific Time)**, before the Honorable Christopher M. Klein, United States Bankruptcy Judge, in the Bankruptcy Court. The Confirmation Hearing may be adjourned or continued from time to time without further notice other than the announcement by the City of the adjourned date(s) at the Confirmation Hearing, or any continued hearing, or as indicated in any notice of agenda of matters scheduled for hearing filed by the City with the Bankruptcy Court. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.

[The remainder of this page is intentionally left blank]

3. **Bondholders Receiving this Notice.** You have received this notice because you hold, or may hold, beneficially or otherwise, any of the following insured bonds or certificates (collectively, the “Insured Bonds”):

Bond Series	Bond Insurer	Plan Class
Stockton Public Financing Authority Certificates of Participation, Series 2003A and Taxable Series 2003B (Redevelopment Housing Projects),	Ambac	Class 1A and 1B
Redevelopment Agency of the City of Stockton Revenue Bonds, Series 2004 (Stockton Events Center – Arena Project)	National Public Finance Guarantee Corporation	Class 3
Stockton Public Financing Authority Lease Revenue Bonds, 2004 (Parking and Capital Projects)	National Public Finance Guarantee Corporation	Class 4
City of Stockton 2007 Taxable Pension Obligation Bonds	Assured Guaranty Municipal Corp.	Class 6

The Plan provides that the applicable bond insurer, set forth in the table above, as the deemed holder of the claims relating to the respective Insured Bonds listed above is entitled to vote to accept or reject the Plan as such. Holders of the Insured Bonds are not entitled to vote to accept or reject the Plan. *Nothing in the Plan alters the terms of the Insured Bonds, or the applicable bond insurance relating to the Insured Bonds, or otherwise affects the rights of the holders of the Insured Bonds to be paid their principal or redemption price of, and interest on, the Insured Bonds when due from the applicable bond insurer in respect of the Insured Bonds in accordance with the original terms of the relevant transaction documents relating to the Insured Bonds.*

4. **2006 SEB Bonds and Unimpaired Special Revenue Obligations.** Holders of (i) Class 2 2006 SEB Bonds, and (ii) (a) Class 10 Restricted Revenue Bond and Note Payable Obligations and (b) Class 11 Special Assessment and Special Tax Obligations (together, the “Unimpaired Special Revenue Obligations”) may be receiving this notice because they hold , or may hold, beneficially or otherwise, a 2006 SEB Bond or Unimpaired Special Revenue Bond Obligation. Such obligations are unimpaired under the Plan and as such holders thereof are not entitled to vote to accept or reject the Plan.

5. **Objections to Confirmation and Objection Deadline.** The deadline to object to confirmation of the Plan is February 10, 2014 (the “Objection Deadline”). Although not entitled to vote to accept or reject the Plan, holders of one or more Insured Bonds, 2006 SEB Bonds, or Unimpaired Special Revenue Bonds, may file a statement or objection with the Bankruptcy Court on or prior to the Objection Deadline in the manner set forth in the Plan Solicitation Order.

6. **Plan Supplement.** The City will file a supplement to the Plan (the “Plan Supplement”), which will include definitive documents relating to the Insured Bonds, by January 27, 2014.

7. **Copies of Documents.** The Plan, the Plan Solicitation Order, the Modified Disclosure Statement, any other solicitation materials, and the Plan Supplement (once filed) may be viewed on the bankruptcy court filings page of the City's website (www.stocktongov.com) or a CD-ROM containing such documents may be obtained by a written request to Rust Consulting/Omni Bankruptcy, the City's Ballot Tabulator, as follows: Rust Consulting/Omni Bankruptcy, 5955 DeSoto Avenue, Suite 100, Woodland Hills, CA 91367 (facsimile: (818) 783-2737). In addition, the Plan and Modified Disclosure Statement are on file with the Bankruptcy Court, and may be reviewed by accessing the Bankruptcy Court's website at www.caeb.uscourts.gov. The Plan Supplement will also be available on the Court's website after it has been filed. Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at www.pacer.psc.uscourts.gov.

Dated: [REDACTED], 2013
Sacramento, California

ORRICK, HERRINGTON & SUTCLIFFE LLP

Marc A. Levinson
Norman C. Hile
Patrick B. Bocash

400 Capitol Mall, Suite 3000
Sacramento, California 95814-4497
Telephone: (916) 447-9200
Facsimile: (916) 329-4900

Attorneys for the City