

**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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**MOTION OF THE CITY OF DETROIT FOR ENTRY OF AN ORDER  
(I) ESTABLISHING PROCEDURES FOR SOLICITATION AND  
TABULATION OF VOTES TO ACCEPT OR REJECT PLAN OF  
ADJUSTMENT AND (II) APPROVING NOTICE PROCEDURES  
RELATED TO CONFIRMATION OF THE PLAN OF ADJUSTMENT**

The City of Detroit (the "City") moves the Court for the entry of an order (a) establishing the procedures for the solicitation and tabulation of votes to accept or reject its *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (Docket No. 2708) (as it may be amended, modified or supplemented, the "Plan")<sup>1</sup> and (b) approving certain notice procedures and related dates with respect to the hearing or hearings on confirmation of the Plan.<sup>2</sup>

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<sup>1</sup> Capitalized terms used but not defined herein have the meaning given to them in the Plan.

<sup>2</sup> The City will also file a separate motion (the "Retiree Procedures Motion") seeking approval of special additional procedures for soliciting the votes of  
(Cont.'d)

Pursuant to its *Motion of the City of Detroit for Approval of the Proposed Disclosure Statement* (Docket No. 2713) (the "Disclosure Statement Approval Motion"), filed with the Court on February 21, 2014, the City has sought approval of its *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (Docket No. 2709) (as it may be amended, modified or supplemented, the "Disclosure Statement") as providing "adequate information" within the meaning of section 1125(a) of title 11 of the United States Code (the "Bankruptcy Code"), as made applicable to this case by sections 103(f) and 901 of the Bankruptcy Code.

Contingent upon approval of the Disclosure Statement, the City seeks approval of two discrete sets of procedures, each designed to streamline and further the Plan confirmation process. Specifically, the City seeks to implement (a) solicitation procedures establishing the form and manner of, as well as certain rules and timelines governing, the solicitation and tabulation of votes on the Plan (such procedures, the "Solicitation Procedures") and (b) confirmation notice procedures (the "Confirmation Procedures") with respect to the hearing or hearings to consider confirmation of the Plan and any objections thereto (any such hearing, a "Confirmation Hearing").

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holders in Classes 10 and 11 under the Plan once those procedures are finalized.

The City notes that, on February 25, 2014, the Court entered its *First Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment* (Docket No. 2755) (the "Proposed Scheduling Order") and has invited parties in interest to submit objections or comments regarding the same by February 28, 2014. By this Motion, the City seeks to establish additional procedures in respect of the confirmation process. Accordingly, the City respectfully requests that the Court consider the dates and procedures proposed by this Motion in conjunction with the City's *Response of the City of Detroit to the Court's First Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment* (the "Scheduling Order Response"), filed contemporaneously herewith.

The City submits that the Solicitation Procedures and the Confirmation Procedures are necessary and reasonable given the size and complexity of this chapter 9 case and comply fully with the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Rules of the Bankruptcy Court for the Eastern District of Michigan (the "Local Rules"). Accordingly, the Solicitation Procedures and Confirmation Procedures should be approved.

## **Jurisdiction**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

## **Background**

2. On July 18, 2013 (the "Petition Date"), the City filed a petition for relief in this Court, thereby commencing the largest chapter 9 case in history.

3. A thorough description of the City's economic decline, the challenges it faces and the events leading up to the filing of this case can be found in the *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* (Docket No. 11) and in the Disclosure Statement.

4. On December 5, 2013, this Court held that the City was eligible for relief under chapter 9 of the Bankruptcy Code. *See Order for Relief Under Chapter 9 of the Bankruptcy Code* (Docket No. 1946).

5. The City filed the Plan and the Disclosure Statement on February 21, 2014. Although the City had originally expected to file the Plan prior to the end of 2013, it postponed filing the Plan in order to continue discussions and negotiations with its various stakeholder constituencies — including the discussions conducted through the mediation process — and to attempt to reach

agreements with respect to the treatment of claims in the Plan. Notwithstanding this slight delay, the City filed the Plan prior to the March 1, 2014 deadline previously established by the Court. *See First Order Establishing Dates and Deadlines* (August 2, 2013) (Docket No. 280).

6. Under the Plan as filed, it is the City's objective to emerge from bankruptcy at or near the conclusion of Kevyn Orr's term as Emergency Manager in September 2014. The City remains hopeful that negotiations with important creditor groups will continue to be productive and that it will be able to secure significant and important creditor support for the Plan in the next stage of this case.

7. In addition to attempting to emerge from bankruptcy prior to the conclusion of the Emergency Manager's term, time is of the essence for the citizens of the City of Detroit. Those who live and work in the City and depend on its ability to provide them with efficient and effective services to maintain an appropriate quality of life are the true victims of delay. It is essential to conclude this chapter 9 case as soon as possible so that the City can return to a condition that its citizens have a right to expect.

8. The Plan provides for the treatment of claims in the following classes (each a "Class") (in addition to certain unclassified claims):

<b>CLASS</b>	<b>IMPAIRMENT</b>	<b>VOTING STATUS</b>
Classes 1A, 1B, 1C, 1D – DWSD Water & Sewer Claims	Impaired	Entitled to vote
Classes 1E, 1F – DWSD Revolving Water & Sewer Bond Claims	Impaired	Entitled to vote
Classes 2A, 2B, 2C, 2D, 2E, 2F – Secured GO Claims	Unimpaired	Not entitled to vote
Class 3 – Other Secured Claims	Unimpaired	Not entitled to vote
Class 4 – HUD Installment Notes Claims	Unimpaired	Not entitled to vote
Class 5 – COP Swap Claims	TBD	TBD
Class 6 – Parking Bond Claims	Unimpaired	Not entitled to vote
Class 7 – Limited Tax General Obligation Bond Claims	Impaired	Entitled to vote
Class 8 – Unlimited Tax General Obligation Bond Claims	Impaired	Entitled to vote
Class 9 – COP Claims	Impaired	Entitled to vote
Class 10 – PFRS Claims	Impaired	Entitled to vote
Class 11 – GRS Claims	Impaired	Entitled to vote
Class 12 – Downtown Development Authority Claims	Impaired	Entitled to vote
Class 13 – Other Unsecured Claims	Impaired	Entitled to vote
Class 14 – Convenience Claims	Impaired	Entitled to vote
Class 15 – Subordinated Claims	Impaired	Not entitled to vote

## Relief Requested

9. The City files this Motion pursuant to sections 105(a), 1125(b), 1126 and 1128 of the Bankruptcy Code, as made applicable to this case by sections 103(f) and 901(a) of the Bankruptcy Code; Bankruptcy Rules 2002, 3017, 3018, 3020, 9007 and 9008; and Local Rules 3017-1 and 3018-1.

10. The City seeks the entry of an order, substantially in the form attached hereto as Exhibit 1, that:

- a. establishes April 14, 2014 as the record date for purposes of determining which creditors are entitled to vote on the Plan;
- b. approves the contents of the proposed solicitation packages to be distributed to creditors in connection with the solicitation of votes on the Plan;
- c. establishes June 9, 2014<sup>3</sup> as the deadline for voting on the Plan;
- d. approves the forms of ballots for submitting votes on the Plan;<sup>4</sup>

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<sup>3</sup> As noted in the City's Scheduling Order Response, the City expects to begin the solicitation process on April 24, 2014. This provides the City with three days following the April 14, 2014 hearing on the Disclosure Statement to finalize the Disclosure Statement and any other documents to be included in the Solicitation Package, and the Balloting Agent seven days thereafter to assemble and mail the Solicitation Packages and Notices of Non-Voting Status. The City expects that the mailing will go to approximately 170,000 individual creditors.

<sup>4</sup> The City will address balloting and solicitation procedures with respect to claims in Classes 10 and 11 in the Retiree Procedures Motion, and accordingly, ballots for these Classes are not attached to this Motion.

- e. approves the use of the ballots for creditors in certain Classes to make elections regarding classification, settlements and distributions;
- f. approves the form and use of a notice to be sent to creditors that are not entitled to vote on the Plan;
- g. approves the tabulation rules set forth in Exhibit 6C to this Motion;
- h. approves procedures for parties to file motions pursuant to Bankruptcy Rule 3018(a);
- i. approves procedures for the Court to resolve any disputes regarding which entity is eligible to vote on the Plan on account of a claim;
- j. approves the form of the notice of the Confirmation Hearing(s);
- k. authorizes the City to provide notice of the Confirmation Hearing(s) via publication in *The Detroit Free Press* and the national editions of *USA Today* and *The Wall Street Journal*; and
- l. approves all other Solicitation Procedures and Confirmation Procedures set forth herein.

### **The Solicitation Procedures**

11. In connection with the Disclosure Statement and Plan, the City proposes the following Solicitation Procedures utilizing the services of Kurtzman Carson Consultants LLC as claims, solicitation and balloting agent (the "Balloting Agent").



**A. Voting Record Date**

12. Bankruptcy Rule 3017(d) provides the Court with authority to fix a record date for determining the "holders of stock, bonds, debentures, notes, and other securities" entitled to receive solicitation materials, including ballots. Bankruptcy Rule 3018(a) provides that a holder of a claim based on a "security of record" is only entitled to vote on a plan if the holder "is the holder of record of the security on the date the order approving the disclosure statement is entered or on another date fixed by the court." Therefore, pursuant to Bankruptcy Rules 3017(d) and 3018(a), the City proposes that the Court establish April 14, 2014 (the date of the Disclosure Statement hearing) as the record date for purposes of determining which creditors are entitled to vote on the Plan (the "Voting Record Date").

13. The City expects that, as in most large bankruptcy cases, some claims will be transferred prior to the Voting Record Date. With respect to any claim that is transferred, the City proposes that the transferee be entitled to vote on the Plan on account of such transferred claim only if, prior to the Voting Record Date: (a) the transferee files a notice of the transfer pursuant to Bankruptcy Rule 3001(e); and (b) (i) the objection deadline with respect to such transfer has passed and no party has objected to the transfer, (ii) if there are any objections to the transfer, such objections have been resolved or (iii) the transferor has signed a sworn statement confirming the validity of the transfer. These requirements will

ensure that only transferees with a legitimate interest in the outcome of this case will be entitled to vote on the Plan.

**B. The Solicitation Package**

14. The City proposes to send the following materials

(a "Solicitation Package") to each holder of a claim that is eligible to vote on the Plan:

- a notice, substantially in the form attached hereto as Exhibit 6A (the "Confirmation Hearing Notice"), which includes (a) notice of the Court's order approving the adequacy of the Disclosure Statement; (b) the date, time and location of the Confirmation Hearing(s); and (c) the deadlines for voting on the Plan and submitting evidence in support of any objections to the Plan;
- a CD-ROM which includes the Plan, the Disclosure Statement and all exhibits thereto that have been filed with the Court prior to the date of the mailing of the Solicitation Packages;
- the appropriate form of ballot for voting on the Plan (each, a "Ballot"), as attached hereto as Exhibits 6D.1 through 6D.19, and a Ballot return envelope;
- a copy of the Tabulation Rules (as defined below); and
- a cover letter (a) describing the contents of the Solicitation Package; (b) describing the contents of the CD-ROM and instructions for using the CD-ROM; and (c) providing information about how to obtain, at no charge, hard copies of any materials provided on the CD-ROM.

The Solicitation Package will be mailed to: (a) any party that is entitled to vote on the Plan and that has filed a timely proof of claim (or its transferee, as provided in paragraph 13 above), other than parties or transferees whose claims have been

disallowed, waived or withdrawn prior to the date of the mailing of the Solicitation Package; (b) any party that is entitled to vote on the Plan and that the City listed as holding a claim in the Second Amended List of Creditors and Claims (the "List of Creditors"), attached as Exhibit A to the *Notice of Filing of Second Amended List of Creditors and Claims, Pursuant to Sections 924 and 925 of the Bankruptcy Code* (Docket No. 1059), which claim is not listed as a contingent, unliquidated or disputed claim, and which claim has not been disallowed, waived or withdrawn prior to the date of the mailing of the Solicitation Package; (c) all known Nominees of Beneficial Holders (both as defined below) of claims in Classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9 under the Plan;<sup>5</sup> (d) any known participant in the General Retirement System of the City of Detroit or the Police and Fire Retirement System of the City of Detroit and all related known holders of OPEB Claims, regardless of whether such person is identified on the List of Creditors or has filed a proof of claim; (e) all known counterparties to unexpired leases and executory contracts as of the Petition Date; and (f) the United States Trustee for the Eastern District of Michigan (the "U.S. Trustee").

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<sup>5</sup> As described in more detail below, Beneficial Holders of claims in these Classes will vote with "Beneficial Ballots" that are sent to the Beneficial Holders' respective Nominees, who will then fill out a "Master Ballot" to be sent directly to the Balloting Agent. *See infra* ¶ 19.

### C. Voting Deadline

15. Bankruptcy Rule 3017(c) provides that "[o]n or before approval of the disclosure statement, the Court shall fix a time within which the holders of claims and interests may accept or reject the plan . . . ." As described in footnote 3 above, the City anticipates commencing the Plan solicitation period by mailing Solicitation Packages no later than April 24, 2014. Based on this schedule, the City proposes that, to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to the Balloting Agent either (a) by mail in the return envelope provided with each Ballot, (b) by overnight courier or (c) by personal delivery so that, in each case, all Ballots are received by the Balloting Agent no later than 5:00 p.m., Eastern Time, on June 9, 2014, or such other date established by the Court that is at least 45 days<sup>6</sup> after the mailing of the Solicitation Packages (the "Voting Deadline"). The City submits that a 45-day solicitation period provides sufficient time for creditors to make informed decisions to accept or reject the Plan and to submit timely Ballots.

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<sup>6</sup> Certain indenture trustees have requested that the solicitation period be 60 days, rather than 45 days. The City has no objection to a longer solicitation process to accommodate the complexities of Beneficial Holders of bonds voting their claims; however, the City also seeks to adhere as closely as possible to the Court's proposed schedule outlined in the Proposed Scheduling Order.

#### **D. Procedure for Resolving Disputed Voting Rights**

16. The City anticipates that disputes over which entity has the right to vote a particular claim may arise in this case. In particular, by this Motion, the City has proposed that the Beneficial Holders of bonds possess the right to vote the claim represented by the applicable bond. It is possible that an insurer of a particular bond may wish to assert the right to vote some or all of the applicable claim. If such a dispute, or any other dispute that relates to the ability of a party to vote a claim should arise, the City proposes the following dispute resolution procedures (the "Voting Dispute Resolution Procedures"):

- If a party is not identified in the Plan or this Motion as having the right to vote a claim or if it is not clear whether a party possesses the right to vote a claim or if more than one party wishes to vote a claim, then, by March 24, 2014, the party asserting the right to vote a claim (the "Claiming Party") shall file and serve on the ECF noticing list and the other affected claimholder (the "Affected Claimholder") a "Notice of Asserted Right to Vote a Claim" in which the Claiming Party shall identify (a) the claim (and Class thereof) with respect to which the party asserts voting rights and (b) the legal and factual support for asserting such voting rights.
- The Affected Claimholder shall have until April 4, 2014 to respond to any Notice of Asserted Right to Vote a Claim filed by a Claiming Party.
- If the Claiming Party and the Affected Claimholder can agree on their respective voting rights, they must file and serve a proposed Stipulation and Order evidencing their agreement by April 11, 2014.
- If the Claiming Party and the Affected Claimholder cannot agree on their respective voting rights, then the Court will

determine the matter at the April 14, 2014 hearing on the Disclosure Statement.

**E. Form of Ballots**

17. Bankruptcy Rule 3017(d) requires the City to mail to creditors entitled to vote on the plan a ballot that conforms with Official Form 14. The City requests that it be permitted to use Ballots that are materially the same as Official Form 14 but that have been modified to meet the specific needs of this case. Each proposed Ballot will be tailored to the nature of the claims in each Class and the treatment of those claims under the Plan.

**(a) Use of Beneficial Ballots and Master Ballots for Classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9**

18. The vast majority of the creditors possessing an economic stake in claims in Classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9 under the Plan (each, a "Beneficial Holder") are not known by the City. As is typical with publicly-traded securities, many of the City's bond and other debt instruments (collectively, the "Debt Instruments") are held in the name of institutional banks, brokers and other customers (the "Nominees"). The Nominees, in turn, hold the Debt Instruments in "street name" on behalf of the Beneficial Holders.

19. Accordingly, as contemplated under Bankruptcy Rule 3017(e), the City intends to utilize the following procedures to ensure that Beneficial Holders in Classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9 are able to vote on the Plan. The City will obtain a listing from the Balloting Agent of all Nominees as of the

Voting Record Date.<sup>7</sup> On or before April 24, 2014, the Balloting Agent will send the Solicitation Packages to the Nominees with instructions to (a) forward the applicable Solicitation Packages to the Beneficial Holders, (b) collect Ballots from the Beneficial Holders (the "Beneficial Ballots"), (c) prepare a master ballot (the "Master Ballot") based on the contents of the Beneficial Ballots and (d) return the Master Ballot to the Balloting Agent by the Voting Deadline.<sup>8</sup> The City submits that the above procedures for the solicitation of Beneficial Holders of the City's Debt Instruments are adequate and appropriate under Federal Bankruptcy Rule 3017(e).

20. Holders of claims in the other Classes that are eligible to vote (Classes 5, 10, 11, 12, 13 and 14)<sup>9</sup> will not vote via the Master Ballot process.

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<sup>7</sup> The City intends to request from the Depository Trust and Clearing Corporation ("DTC") a listing of the Nominees as of the Voting Record Date. The City requests that the Court direct the DTC to provide the City with the list of Nominees within three business days of entry of the order approving the Disclosure Statement to ensure that Solicitation Packages can be prepared and served by April 24, 2014.

<sup>8</sup> Any Beneficial Holder of a claim in Class 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 or 9 that holds Debts Instruments in its own name, as opposed to through a Nominee, will submit a Ballot directly to the Balloting Agent and will not vote through the Master Ballot process.

<sup>9</sup> The City's Retiree Procedures Motion will address additional or special balloting and solicitation procedures with respect to claims in Classes 10 and 11.

Instead, they will receive a simple Ballot from the Balloting Agent that is required to be returned directly to the Balloting Agent by the Voting Deadline.

**(b) Use of Ballots for Elections Under the Plan**

21. The City also proposes that the Ballots be designated as the mechanism through which holders of claims in certain Classes be permitted to make elections available to those Classes under the Plan.

**(i) Convenience Class Election**

22. The Plan provides that any holder of a claim that would otherwise be classified as a Class 13 Other Unsecured Claim under the Plan, but which totals more than \$25,000 in the aggregate, may elect to reduce such claim to \$25,000 in the aggregate and obtain treatment of such reduced claim as a Class 14 Convenience Claim (the "Convenience Class Election"). *See* Plan § I.A.44.

23. Consistent with the terms of the Plan, the City requests that the Ballots provided to holders of Class 13 claims be designated as the mechanism for creditors to make the Convenience Class Election. Holders of Class 13 claims will be required to make their Convenience Class Elections on their Ballots in accordance with the terms of the Plan and the instructions provided with such Ballots. The Convenience Class Elections made on the Ballots will be deemed irrevocable and legally binding obligations of the electing creditors upon (a) the execution of the Ballots and (b) the confirmation of the Plan. A Class 13 Ballot



that (a) neither accepts nor declines the Convenience Class Election, (b) elects both to accept and decline the Convenience Class Election or (c) otherwise attempts to partially accept and partially decline the Convenience Class Election will be deemed to decline the Convenience Class Election.

24. Under the circumstances, it is appropriate and efficient to permit creditors to make their Convenience Class Elections on their Ballots. Procedures similar to the above have been approved in other chapter 9 cases. *See, e.g., In re Jefferson County, Ala.*, No. 11-05736-TBB (Bankr. N.D. Ala. Aug. 7, 2013); *In re Westfall Twp.*, No. 5:09-bk-2736-JJT (Bankr. M.D. Pa. Dec. 23, 2009).

**(ii) Settlement Election**

25. The Plan provides holders of claims in Class 9 with an option to participate in the Plan COP Settlement (the "Settlement Election"). Consistent with the terms of the Plan, the City requests that the Ballots provided to holders of Class 9 claims be designated as the mechanism for creditors to make the Settlement Election. Holders of Class 9 claims will be required to make their Settlement Elections on their Ballots in accordance with the terms of the Plan and the instructions provided with such Ballots. Pursuant to the Plan, Holders of Class 9 claims are permitted to split their respective Settlement Elections; *i.e.*, such Holders will be permitted to accept the Plan COP Settlement with respect to certain

COP Claims but reject the Plan COP Settlement with respect to other such claims. The City intends to work with the limited universe of Class 9 Claimants<sup>10</sup> to customize the Beneficial and individual Ballots attached hereto as Exhibits 6D.15 and 6D.16 as may be necessary to facilitate any desired split of their respective Settlement Elections.

26. The Settlement Elections made on the Ballots will be deemed irrevocable and legally binding obligations of the electing creditors upon (a) the execution of the Ballots and (b) the confirmation of the Plan. A Class 9 Ballot that (a) neither accepts nor declines the Settlement Election or (b) elects both to accept and decline the Settlement Election with respect to all Class 9 claims voted thereon will be deemed to decline the Settlement Election.

**(iii) Distribution Elections**

27. The Plan provides holders of claims in Classes 1A, 1B, 1C and 1D with options regarding the form of payment they are entitled to receive under the Plan (collectively, the "Distribution Elections"). As filed, the Plan provides that, if a DWSD Transaction<sup>11</sup> is not consummated, holders may elect to receive "New Existing Rate DWSD Bonds" in lieu of "New DWSD Bonds" and, if

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<sup>10</sup> It is the City's understanding that there are fewer than ten beneficial and individual Holders of Class 9 claims.

<sup>11</sup> The DWSD Transaction means "the potential formation (including the transfer of certain assets owned by the DWSD) and operation of the GLWA" as described in the Plan. *See* Plan § I.A.108.

a DWSD Transaction is consummated, holders of claims in Classes 1A, 1B, 1C and 1D may elect to receive "New Existing Rate GLWA Bonds" in lieu of "New GLWA Bonds." It is the City's intention, however, to amend the Plan to simplify the Distribution Elections and require Holders of claims in Classes 1A, 1B, 1C and/or 1D to elect either "New GLWA/DWSD Bonds" or "New Existing Rate GLWA/DWSD Bonds," regardless of whether a DWSD Transaction is consummated.

28. Thus, to ensure consistency with the terms of the Plan as the City intends to amend it, the City requests that the Ballots provided to holders of Class 1A, 1B, 1C and 1D claims be designated as the mechanism for creditors to make the simplified Distribution Elections, as described above. Holders of Class 1A, 1B, 1C and 1D claims will be required to make their Distribution Elections on their Ballots in accordance with the terms of the Plan and the instructions provided with such Ballots. The Distribution Elections made on the Ballots will be deemed irrevocable and legally binding obligations of the electing creditors upon (a) the execution of the Ballots and (b) the confirmation of the Plan. A Class 1A, 1B, 1C or 1D Ballot that (a) neither accepts nor declines the Distribution Election, (b) elects both to accept and decline the Distribution Election or (c) otherwise attempts to partially accept and partially decline the

Distribution Election will be deemed to have elected to receive "New GLWA/DWSD Bonds."

29. Consistent with the foregoing, the City proposes to use the following Ballots:<sup>12</sup>

<b>Exhibit</b>	<b>Class</b>	<b>Type of Ballot</b>
Exhibit 6D.1	1A-1D	Master Ballot
Exhibit 6D.2	1A-1D	Beneficial Ballot
Exhibit 6D.3	1A-1D	Individual Ballot
Exhibit 6D.4	1E, 1F	Master Ballot
Exhibit 6D.5	1E, 1F	Beneficial Ballot
Exhibit 6D.6	1E, 1F	Individual Ballot
Exhibit 6D.7	5	Individual Ballot
Exhibit 6D.8	7	Master Ballot
Exhibit 6D.9	7	Beneficial Ballot
Exhibit 6D.10	7	Individual Ballot
Exhibit 6D.11	8	Master Ballot
Exhibit 6D.12	8	Beneficial Ballot
Exhibit 6D.13	8	Individual Ballot
Exhibit 6D.14	9	Master Ballot
Exhibit 6D.15	9	Beneficial Ballot
Exhibit 6D.16	9	Individual Ballot
Exhibit 6D.17	12	Individual Ballot
Exhibit 6D.18	13	Individual Ballot
Exhibit 6D.19	14	Individual Ballot

30. The City submits that the Ballots attached hereto as Exhibits 6D.1 through 6D.19 comply with the requirements of Bankruptcy

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<sup>12</sup> Forms of Ballots for Classes 10 and 11 will be attached to the Retiree Procedures Motion.

Rule 3017(d) and conform substantially with Official Form 14. Accordingly, the Court should approve the form of these Ballots for use in this case.

**F. Notice of Non-Voting Status**

31. Holders of claims in Classes 2A, 2B, 2C, 2D, 2E, 2F, 3, 4 and 6 are deemed to accept the Plan because claims in those Classes are unimpaired. *See* 11 U.S.C. § 1126(f) ("a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan"). Accordingly, holders of claims in these Classes are not entitled to vote on the Plan and will not receive a Ballot. *Id.* ("solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required").

32. Holders of claims in Class 15 are deemed to reject the Plan because claims in Class 15 will be disallowed on the effective date of the Plan and holders of Class 15 claims are not entitled to any distribution under the Plan. Accordingly, holders of Class 15 claims will not receive a Ballot and will not be permitted to vote on the Plan. *See* 11 U.S.C. § 1126(g) ("a class is deemed not to have accepted the plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests").

33. The City proposes that in lieu of Solicitation Packages, holders of claims in Classes 2A, 2B, 2C, 2D, 2E, 2F, 3, 4, 6 and 15 (collectively,

the "Non-Voting Classes") receive a "Notice of Non-Voting Status" substantially in the form attached hereto as Exhibit 6B, which (a) identifies the treatment of the Classes designated, (b) sets forth the manner in which a copy of the Plan and Disclosure Statement can be obtained<sup>13</sup> and (c) provides notice of the Confirmation Hearing(s) and the time fixed for filing objections to confirmation of the Plan. The Court has the authority to approve the distribution of the Notice of Non-Voting Status to the Non-Voting Classes pursuant to Bankruptcy Rule 3017(d), which provides:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

34. To avoid the unnecessary expense of sending Solicitation Packages to the members of Classes that are not entitled to vote on the Plan, the Court should approve the form of the Notice of Non-Voting Status and authorize the City to send the notice to the members of the Non-Voting Classes in lieu of Solicitation Packages.

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<sup>13</sup> The Plan and Disclosure Statement, and any amendments thereto, will be made available electronically and free of charge at <http://www.kcellc.net/Detroit>.

**G. Tabulation Rules**

35. Section 1126(c) of the Bankruptcy Code provides that a "class of claims has accepted a plan if such plan has been accepted by creditors . . . that hold at least two thirds in amount and more than one-half in number of the allowed claims of such class held by creditors . . . that have accepted or rejected such plan." Bankruptcy Rule 3018(a) provides that "the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan."

36. Solely for purposes of voting to accept or reject the Plan (and not for the purpose of allowance, or distribution on account, of any claim and without prejudice to the rights of the City in any other context), the City proposes that each claim within a Class of claims entitled to vote on the Plan be temporarily allowed in accordance with the proposed tabulation rules attached hereto as Exhibit 6C (the "Tabulation Rules").

37. The City believes that the proposed Tabulation Rules will establish a fair and equitable voting process. Nevertheless, if any party seeks different treatment of its claim for voting purposes, other than in accordance with the Tabulation Rules, the City proposes that such party be required to file a motion pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the

Plan (a "Rule 3018 Motion") and serve such motion on the City's counsel by the later of (a) May 1, 2014 or (b) 10 days after the date of service of a notice of objection, if any, to the applicable claim.

38. In accordance with Bankruptcy Rule 3018, the City further proposes that any Ballot submitted by a party that files a Rule 3018 Motion be counted solely in accordance with the City's proposed Tabulation Rules until the underlying claim is temporarily allowed by order of the Court for voting purposes in a different amount or classification, after notice and a hearing. The City also reserves the right to seek estimation of a claim for voting purposes after notice and a hearing.

39. In tabulating the Ballots, the City requests that the following Tabulation Rules be utilized:<sup>14</sup>

- Unless otherwise provided in the Tabulation Rules, a claim will be deemed temporarily allowed for voting purposes in an amount equal to the full stated amount claimed by the holder of such claim to be an unsecured nonpriority claim in any proof of claim filed by the applicable bar date (or otherwise deemed filed under applicable law) to the extent that the proof of claim specifies a fixed or liquidated amount. Any additional contingent or unliquidated amounts will be temporarily disallowed for voting purposes.

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<sup>14</sup> The following is intended to provide a non-comprehensive overview of the Tabulation Rules set forth in Exhibit 6C. To the extent there is any conflict between the description contained in this motion and the Tabulation Rules contained in Exhibit 6C, Exhibit 6C is controlling.



- If a claim is deemed allowed under the Plan, such claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.
- If a claim for which a proof of claim has been timely filed is marked or identified as contingent or unliquidated on its face or if the proof of claim does not otherwise specify a fixed or liquidated amount, such contingent or unliquidated will be temporarily allowed for voting purposes in the amount of \$1.00.
- If a claim has been estimated or otherwise allowed for voting purposes by order of the Court or by an agreement between the City and the creditor estimating or otherwise allowing a claim for voting purposes (an "Estimation Agreement"), such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court. The following shall apply to Estimation Agreements:
  - With respect to any Estimation Agreement, the City must file a notice of such agreement (an "Estimation Notice") with the Bankruptcy Court and serve such Estimation Notice on (a) the affected creditor, (b) the Retiree Committee appointed in the City's bankruptcy case, (c) the U.S. Trustee and (d) all parties that have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002.
  - Each Estimation Notice: (a) may address a single claim or multiple claims; (b) shall describe the pertinent terms of the Estimation Agreement between the parties (including the amount in which the creditor's claim will be temporarily allowed for voting purposes); and (c) provide that any party in interest may file written objections to the Estimation Agreement described therein (an "Estimation Objection") and serve such objection on the City and the affected creditor no later than seven days after service of the Estimation Notice (the "Estimation Objection Deadline").
  - If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a

particular Estimation Agreement, the claim or claims addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Court.

- If an Estimation Objection is timely filed and served and such Estimation Objection is not resolved consensually by the parties, the claim or claims addressed in the Estimation Agreement will not be temporarily allowed for voting purposes unless approved by an order of the Bankruptcy Court. The City or the claimant may schedule any such Estimation Objection and the related Estimation Agreement for hearing before the Court. Along with any notice of hearing on a contested Estimation Agreement, the City may file additional briefing in support of the agreement.
- If a claim is (a) either (i) not listed in the City's List of Creditors or (ii) listed in the List of Creditors as contingent, unliquidated or disputed and (b) a proof of claim was not timely filed or deemed timely filed prior to the Voting Deadline, then, unless the City has consented otherwise in writing, such claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).
- If the City has filed and served an objection to a claim by May 15, 2014, such claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. If an objection does not identify the proposed amount of a claim (e.g., if the claim remains subject to estimation or liquidation), then such claim will be temporarily allowed in the amount of \$1.00.
- If the automatic stay has been modified by an order of the Court at least fifteen days before the Voting Deadline to permit a claim to be adjudicated, in whole or in part, in another court (including an appellate court), such claim will be temporarily allowed in the amount of \$1.00.

- If a creditor identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.
- If a creditor submits a Ballot relating to a claim (a) for which there is no timely-filed proof of claim, and there is no corresponding non-contingent, liquidated, undisputed claim held by such creditor set forth in the List of Creditors, or (b) that has been disallowed, waived or withdrawn, then such Ballot will not be counted unless otherwise ordered by the Court.
- Any Ballot that does not indicate either an acceptance or a rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, will not be counted; provided that Beneficial and individual Ballots for voting Class 9 claims may indicate both acceptance and rejection of the Plan, consistent with the ability of Holders thereof to split their respective votes (as described below).
- Any Ballot that is not executed shall not be counted.
- If a creditor casts more than one Ballot voting the same claim, the latest-dated properly executed Ballot received before the Voting Deadline will supersede any other previously-received Ballots.
- Any creditor with more than one claim in a particular Class must vote all such claims either to accept the Plan or to reject the Plan; provided that Holders of Class 9 claims shall be permitted to split their respective votes, accepting the Plan with respect to certain Class 9 claims while rejecting the Plan with respect to others. If any such creditor (other than a Holder of a Class 9 claim) casts a Ballot or Ballots purporting to split its vote with respect to claims in the same Class, the Ballot or Ballots will not be counted.
- Any creditor with claims in more than one Class must submit a separate Ballot for each Class. If the creditor uses a single

Ballot to vote claims in more than one Class, that Ballot will not be counted.

- Ballots delivered by email, fax or any other electronic means will not be counted.
- If a transferor of a claim has already voted with respect to that claim, the transferee of such claim may not change that vote either before or after the Voting Deadline.
- The Balloting Agent will date and time-stamp all Ballots and Master Ballots when received. The Balloting Agent shall retain all original Ballots and Master Ballots and an electronic copy of the same for a period of at least one year after the effective date of the Plan, unless otherwise ordered by the Court.
- The Balloting Agent will prepare a summary of the results of the tabulation of all Ballots, including Master Ballots (the "Ballot Tabulation Summary"), which will include a certification of votes by the Balloting Agent and will identify, among other things, Ballots that were withdrawn and votes that were changed as a result of superseding Ballots. The Ballot Tabulation Summary shall be filed with the Court by June 19, 2014.
- The City may waive any defects or irregularities as to any particular Ballot or Master Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Ballot Tabulation Summary.

40. In addition, the following Tabulation Rules will apply with

respect to tabulating Master Ballots and their corresponding Beneficial Ballots:

- Votes cast by holders of Class 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9 claims through their Nominees will be applied to the applicable positions held by such Nominees as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee shall not be counted in excess of the amount of debt securities held by such Nominee as of the Voting Record Date.

- If conflicting votes or "over-votes" are submitted by a Nominee, the City or Balloting Agent shall use reasonable efforts to reconcile discrepancies with the Nominee.
- If over-votes are submitted by a Nominee that are not reconciled prior to the preparation of the Ballot Tabulation Summary, then the votes to accept and to reject the Plan shall be approved in the same proportion as the votes to accept and to reject the Plan submitted by the Nominee, but only to the extent of the Nominee's Voting Record Date position in the debt securities.
- For purposes of tabulating votes, each Beneficial Holder shall be deemed to have voted only the principal amount of its Debt Instruments.
- A single Nominee may complete and deliver to the Balloting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots shall be counted except to the extent that they are duplicative of other Ballots. If two or more Master Ballots are inconsistent, the last properly completed Master Ballot received prior to the Voting Deadline shall supersede any prior Master Ballot.
- A person signing a Beneficial Ballot or Master Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.

41. The above-described Tabulation Rules are designed to promote a simple, fair and efficient tabulation of all Ballots in this case. The Court should therefore approve the use of the Tabulation Rules. *See In re Jefferson County, Alabama*, No. 11-05736-TBB (Docket No. 1975) (approving similar tabulation rules).

### **The Confirmation Hearing Notice**

42. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." The City proposes to publish the Confirmation Hearing Notice on or before May 9, 2014, or such other day that is not less than 45 days before the commencement of the evidentiary Confirmation Hearing,<sup>15</sup> in *The Detroit Free Press* and the national editions of *USA Today* and *The Wall Street Journal*. Additionally, the City will publish the Confirmation Hearing Notice online at <http://www.kccllc.net/Detroit>. The City believes that publication of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the Voting Deadline and the time, date and place of the Confirmation Hearing(s) to persons who do not otherwise receive notice electronically or by mail as proposed herein.

43. The City submits that the foregoing procedures for providing notice of the Confirmation Hearing(s) and related matters fully comply with Bankruptcy Rules 2002, 3017, 3018 and 3020 and Local Rules 3017-1 and 3018-1. Accordingly, the City requests that the Court approve such procedures as

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<sup>15</sup> In its Response to the Proposed Scheduling Order, the City suggests that the commencement of the evidentiary Confirmation Hearing be moved to June 23, 2014. The City also suggests that the Confirmation Hearing on purely legal arguments be scheduled for May 19, 2014.

appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. Procedures similar to the above-described Confirmation Procedures have been approved in other chapter 9 cases. *See, e.g., In re Jefferson County, Ala.*, No. 11-05736-TBB (Bankr. N.D. Ala. Aug. 7, 2013); *In re Westfall Twp.*, No. 5:09-bk-2736-JJT (Bankr. M.D. Pa. Dec. 23, 2009).

### **Notice**

44. Notice of this Motion has been given to the U.S. Trustee, the Retiree Committee appointed in this case, and all parties that have requested notice in this case pursuant to Bankruptcy Rule 2002. The City submits that no other or further notice need be provided.

### **Reservation of Rights**

45. The City files this Motion without prejudice to or waiver of its rights pursuant to section 904 of the Bankruptcy Code, and nothing herein is intended to, shall constitute or shall be deemed to constitute the City's consent, pursuant to section 904 of the Bankruptcy Code, to this Court's interference with (a) any of the political or governmental powers of the City, (b) any of the property or revenues of the City or (c) the City's use or enjoyment of any income-producing property.

### **Statement of Concurrence**

46. Local Rule 9014-1(g) provides that "in a bankruptcy case unless it is unduly burdensome, the motion shall affirmatively state that concurrence of opposing counsel in the relief sought has been requested on a specified date and that the concurrence was denied." Given the number of parties and potential parties involved in this case and the lack of known opposing parties who would be adversely impacted by the relief requested herein, it would be impracticable (and, with regard to unknown parties, impossible) for the City to affirmatively seek the concurrence of each opposing counsel interested in the relief sought herein. Accordingly, the City submits that imposing the requirements of Local Rule 9014-1(g) in this matter would be "unduly burdensome" and requests that its requirements be waived.

### **No Prior Request**

47. No prior request for the relief sought in this Motion has been made to this or any other Court.



WHEREFORE, the City respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit 1: (a) setting April 14, 2014 as the Voting Record Date; (b) approving the contents of the Solicitation Packages; (c) approving the Solicitation Procedures and Confirmation Procedures; (d) setting June 9, 2014 as the Voting Deadline; (e) approving the Voting Dispute Resolution Procedures; (f) approving the form of the Ballots attached hereto as Exhibits 6D.1 through 6D.19; (g) approving the use of the Ballots for creditors, as appropriate, to make the Convenience Class Election, the Settlement Election and the Distribution Elections, (h) approving the form and use of the Notice of Non-Voting Status for the Non-Voting Classes, (i) approving the Tabulation Rules set forth in Exhibit 6C; (j) requiring any party that seeks treatment of its claim for voting purposes, other than in accordance with the Tabulation Rules, to file a Rule 3018 Motion by the later of May 1, 2014 or 10 days after the date of service of a notice of objection to that claim; and (k) authorizing the City to provide publication notice of the Confirmation Hearing(s) in *The Detroit Free Press* and the national editions of *USA Today* and *The Wall Street Journal*.

Dated: February 28, 2014

Respectfully submitted,

/s/ Heather Lennox

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Heather Lennox (OH 0059649)

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ATTORNEYS FOR THE CITY

## SUMMARY OF EXHIBITS

The following exhibits are attached to this Motion, labeled in accordance with Local Rule 9014-1(b).

Exhibit 1	Proposed Order
Exhibit 2	Notice
Exhibit 3	None (Brief Not Required)
Exhibit 4	Certificate of Service
Exhibit 5	None (No Affidavits Filed Specific to this Motion)
Exhibit 6A	Confirmation Hearing Notice
Exhibit 6B	Notice of Non-Voting Status
Exhibit 6C	Tabulation Rules
Exhibit 6D.1 – 6D.19	Ballots

**EXHIBIT 1**  
**Proposed Order**

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

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

**ORDER (I) ESTABLISHING PROCEDURES FOR SOLICITATION  
AND TABULATION OF VOTES TO ACCEPT OR REJECT PLAN  
OF ADJUSTMENT AND (II) APPROVING NOTICE PROCEDURES  
RELATED TO CONFIRMATION OF THE PLAN OF ADJUSTMENT**

This matter came before the Court on the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_ ) (the "Motion").<sup>1</sup> The Court reviewed the Motion and heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"). The Court has determined, after due deliberation, that (a) it has jurisdiction over this matter, (b) this is a core proceeding, (c) notice of the Motion

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the Motion.

and the Hearing was adequate under the circumstances and (d) the relief requested in the Motion is fair, equitable and in the best interests of the City, its creditors and other parties in interest.<sup>2</sup>

Accordingly, it is hereby ORDERED that:

1. All objections to the Motion are overruled in their entirety, and the Motion is granted as set forth in this Order.

2. The Solicitation Procedures and Confirmation Procedures set forth in the Motion provide a fair and equitable noticing and voting process and satisfy the requirements of title 11 of the United States Code (the "Bankruptcy Code"), including sections 103(f), 105(a), 901(a), 1125, 1126 and 1128 of the Bankruptcy Code; the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), including Bankruptcy Rules 2002, 3017, 3018, 3020, 9007 and 9008; the Local Rules of the Bankruptcy Court for the Eastern District of Michigan (the "Local Rules"), including Local Rules 3017-1 and 3018-1; and the requirements of due process.

3. The record date for purposes of determining which creditors are entitled to vote on the Plan (the "Voting Record Date") shall be April 14, 2014.

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<sup>2</sup> To the extent any finding of fact in this order constitutes a conclusion of law, it is adopted as such. To the extent any conclusion of law in this order constitutes a finding of fact, it is adopted as such.

4. With respect to any claim that is transferred prior to the Voting Record Date, the transferee will be entitled to vote on the Plan on account of such transferred claim only if both of the following conditions are satisfied prior to the Voting Record Date: (a) the transferee files a notice of the transfer pursuant to Bankruptcy Rule 3001(e); and (b) (i) the objection deadline with respect to such transfer has passed and no party has objected to the transfer, (ii) if there are any objections to the transfer, such objections have been resolved or (iii) the transferor has signed a sworn statement confirming the validity of the transfer.

5. The City, through Kurtzman Carson Consultants LLC as "Balloting Agent," shall send a Solicitation Package, no later than April 24, 2014, to (a) any party that is entitled to vote on the Plan and that has filed a timely proof of claim (or such party's transferee, if such transferee is entitled to vote on the Plan in accordance with paragraph 4 of this order), which claim has not been disallowed, waived or withdrawn prior to the date of the mailing of the Solicitation Packages; (b) any party that is entitled to vote on the Plan and that the City listed as holding a claim in the Second Amended List of Creditors and Claims (the "List of Creditors"), attached as Exhibit A to the *Notice of Filing of Second Amended List of Creditors and Claims, Pursuant to Sections 924 and 925 of the Bankruptcy Code* (Docket No. 1059), which claim is not listed as a contingent, unliquidated or disputed claim, and which claim has not been disallowed, waived or withdrawn

prior to the date of the mailing of the Solicitation Packages; (c) all known Nominees of Beneficial Holders of claims in classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9 under the Plan; (d) any known participant in the General Retirement System of the City of Detroit or the Police and Fire Retirement System of the City of Detroit and all related known holders of OPEB claims, regardless of whether such person is identified on the List of Creditors or has filed a proof of claim; (e) all known counterparties to unexpired leases and executory contracts as of the City's petition date, July 18, 2013; and (f) the United States Trustee for the Eastern District of Michigan.

6. The Solicitation Package shall be required to include only the following information and documents:
  - a. a copy of the Confirmation Hearing Notice;
  - b. a CD-ROM which includes the Plan, the Disclosure Statement and all exhibits thereto that have been filed in this case prior to the date of the mailing of the Solicitation Package;
  - c. the appropriate form of Ballot for voting on the Plan;
  - d. a Ballot return envelope;
  - e. a copy of the Tabulation Rules (as defined below); and
  - f. a cover letter (i) describing the contents of the Solicitation Package, (ii) describing the contents of the CD-ROM and instructions for using the CD-ROM and (iii) providing information about how to obtain, at no charge, hard copies of any materials provided on the CD-ROM.



7. The forms of the ballots attached to the Motion as Exhibits 6D.1 through 6.D.19 (collectively, the "Ballots") are materially the same as Official Form 14 and are hereby approved.

- a. With respect to Classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9, the City shall be required to obtain a listing of all Nominees as of the Voting Record Date. The DTC shall be required to provide the City or the Balloting Agent with a list of all Nominees within three business days of entry of the order approving the Disclosure Statement. On or before April 24, 2014, the Balloting Agent shall send Solicitation Packages to the nominees with instructions to (i) forward Solicitation Packages to the applicable Beneficial Holders, (ii) collect ballots from the Beneficial Holders (the "Beneficial Ballots"), (iii) prepare a Master Ballot based on the contents of the Beneficial Ballots and (iv) return the Master Ballot to the Balloting Agent by the Voting Deadline. Any Beneficial Holder that holds Debt Instruments in its own name, as opposed to through a Nominee, will submit a Ballot directly to the Balloting Agent and will not vote through the Master Ballot process.
- b. Holders of claims in Classes 5, 12, 13 and 14 shall receive a Ballot from the Balloting Agent that is required to be returned directly to the Balloting Agent by the Voting Deadline.
- c. The Plan provides that each holder of a Class 13 Other Unsecured Claim is permitted to elect to reduce its claim to \$25,000 in the aggregate and obtain treatment of such reduced claim as a Class 14 Convenience Claim (the "Convenience Class Election"). The City is hereby authorized to use the Class 13 Ballots as the mechanism for Class 13 creditors to make the Convenience Class Election.
- d. The Plan provides that each holder of a Class 9 COP Claim is permitted to elect to participate in the Plan COP Settlement (the "COP Settlement Election"). The City is hereby authorized to use the Class 9 Ballots as the mechanism for Class 9 creditors to make the COP Settlement Election.

- e. The Plan provides that each holder of a Class 1A, 1B, 1C or 1D Claim is permitted to elect to the form of payment they are entitled to receive under the Plan (the "Distribution Elections"). The City is hereby authorized to use the Class 1A, 1B, 1C and 1D Ballots as the mechanism for Class 1A, 1B, 1C and 1D creditors to make the Distribution Elections.
- f. The Convenience Class Elections, COP Settlement Elections and Distribution Elections (collectively, the "Elections") made on the Ballots will be deemed irrevocable and legally binding obligations of the electing creditors upon the execution of the Ballots and confirmation of the Plan.
- g. A Class 1A, 1B, 1C, 1D or 13 Ballot that (i) neither accepts nor declines its respective Election, (ii) elects both to accept and decline the Election or (iii) otherwise attempts to partially accept and partially decline the Election will be deemed to decline the Election.
- h. A Class 9 Ballot that (i) neither accepts nor declines the COP Settlement Election or (ii) elects both to accept and decline the COP Settlement Election with respect to all Class 9 claims voted thereon will be deemed to decline the COP Settlement Election.

8. All Ballots, including Master Ballots, must be properly executed, completed and delivered to the Balloting Agent either by (a) mail in the return envelope provided with each Ballot, (b) overnight courier or (c) personal delivery so that, in each case, all Ballots are received by the Balloting Agent no later than 5:00 p.m., Eastern Time, on June 9, 2014 (the "Voting Deadline").

9. The following Voting Dispute Resolution Procedures are hereby approved:

- a. If a party is not identified in the Plan or in the Motion as having the right to vote on the Plan or if it is not clear whether a party

possesses the right to vote a claim, and if that party believes it has a right to vote on the Plan, then, by March 24, 2014, the party (the "Claiming Party") shall file and serve on the ECF noticing list and the other affected claimholder (the "Affected Claimholder") a "Notice of Asserted Right to Vote a Claim" in which the Claiming Party shall identify (i) the claim (and Class thereof) with respect to which the Claiming Party asserts voting rights and (ii) the legal and factual support for asserting such voting rights.

- b. The Affected Claimholder shall have until April 4, 2014 to respond to any Notice of Asserted Right to Vote a Claim filed by a Claiming Party.
- c. If the Claiming Party and the Affected Claimholder can agree on their respective voting rights, they must file and serve a proposed Stipulation and Order evidencing their agreement by April 11, 2014.
- d. If the Claiming Party and the Affected Claimholder cannot agree on their respective voting rights, then the Court will determine the matter at the April 14, 2014 hearing on the Disclosure Statement.

10. The form of the Notice of Non-Voting Status attached to the Motion as Exhibit 6B is hereby approved. The City is authorized to distribute to holders of claims in Classes 2A, 2B, 2C, 2D, 2E, 2D, 3, 4, 6 and 15, which classes are not entitled to vote under the terms of the Plan, the Notice of Non-Voting Status in lieu of Solicitation Packages.

11. The Tabulation Rules set forth in Exhibit 6C to the Motion establish a fair and equitable voting process and are hereby approved.

12. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of allowance of, or distribution on account of, any claim and without

prejudice to the rights of the City in any other context, each claim within a Class of claims entitled to vote on the Plan shall be temporarily allowed in accordance with the Tabulation Rules.

13. If any claimant seeks different treatment of a claim for voting purposes, other than in accordance with the Tabulation Rules, such claimant shall be required to file a motion pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") and serve such motion on the City's counsel by the later of (a) May 1, 2014 or (b) 10 days after the date of service of a notice of objection, if any, to the applicable claim. Any Ballot submitted by a claimant that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Rules until the underlying claim is temporarily allowed by order of this Court for voting purposes in a different amount or classification, after notice and a hearing.

14. The City or the Balloting Agent shall file a summary of the results of the tabulation of all Ballots and Master Ballots (the "Ballot Tabulation Summary") on or before July 19, 2014 at 5:00 p.m. Eastern Time.

15. The form of the Confirmation Hearing Notice attached to the Motion as Exhibit 6A is approved. The City shall include a copy of the Confirmation Hearing Notice with the Solicitation Packages.

16. The City shall publish a copy of the Confirmation Hearing Notice on or before May 9, 2014 in *The Detroit Free Press* and the national editions of *USA Today* and *The Wall Street Journal*. Such notice by publication is hereby deemed to provide sufficient notice, consistent with the requirements of due process, of the approval of the Disclosure Statement, the Voting Deadline, the time, date and place of the Confirmation Hearing, and the injunctions provided under the Plan, to persons who do not otherwise receive notice by mail pursuant to this order.

17. The Solicitation Procedures and Confirmation Procedures approved in this Order will provide sufficient notice to all interested parties of the Voting Record Date, the Voting Deadline, the Elections available to certain classes, the Tabulation Rules and the Confirmation Hearing.

18. The City is authorized to make non-substantive or immaterial changes to the Plan (in accordance with the terms thereof and section 942 of the Bankruptcy Code), the Ballots (including the Master Ballots and Beneficial Ballots), the Tabulation Rules, the Confirmation Hearing Notice, the Notice of Non-Voting Status, the Solicitation Packages and all related documents, without further order of the Court, including, but not limited to (a) ministerial changes to correct typographical and grammatical errors, (b) conforming changes among the Disclosure Statement, the Plan, the Ballots and any other materials in the

Solicitation Packages prior to the mailing thereof and (c) altering the format of such documents to facilitate their efficient distribution.

19. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

20. The City and its counsel are authorized, in their discretion, to take or refrain from taking any action necessary or appropriate to effective the terms of and relief granted by the Order in accordance with the Motion and without further order of the Court.

21. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and enforcement of this Order.

**EXHIBIT 2**

**Notice**

UNITED STATES BANKRUPTCY COURT  
Eastern District of Michigan

In re:

CITY OF DETROIT, MICHIGAN,

Debtor.

Chapter: 9

Case No.: 13-53846

Judge: Hon. Steven W. Rhodes

Address: 2 Woodward Avenue, Suite 1126  
Detroit, Michigan 48226

Last four digits of Social Security or  
Employer's Tax Identification (EIN) No(s).(if any): 38-6004606

**NOTICE OF MOTION OF THE CITY OF DETROIT FOR AN ORDER  
(I) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION  
OF VOTES TO ACCEPT OR REJECT PLAN OF ADJUSTMENT AND (II) APPROVING  
NOTICE PROCEDURES RELATED TO CONFIRMATION OF THE PLAN OF ADJUSTMENT**

The City of Detroit, Michigan (the "City") has filed papers with the Court seeking entry of an order, pursuant to section 105(a), 1125(b), 1126 and 1128 of the Bankruptcy Code and Bankruptcy Rules 2002, 3017, 3018, 3020, 9007 and 9008, approving certain procedures with respect to the *Plan for the Adjustment of Debts of the City of Detroit*.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)**

If you do not want the court to grant the relief sought in the motion, or if you want the court to consider your views on the motion, you or your attorney must, by a date to be established by the court:

1. File with the court a written response or an answer, explaining your position at:<sup>1</sup>

**United States Bankruptcy Court**  
211 W. Fort Street, Suite 2100  
Detroit, Michigan 48226

If you mail your response to the court for filing, you must mail it early enough so the court will receive it on or before the date set by the court. Registered users of the court's case filing system must file pleadings electronically.

---

<sup>1</sup> Any response or answer must comply with F. R. Civ. P. 8(b), (c) and (e).



You must also mail a copy to:

David G. Heiman  
Heather Lennox  
Thomas A. Wilson  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114

Bruce Bennett  
JONES DAY  
555 South Flower Street  
Fiftieth Floor  
Los Angeles, California 90071

Jonathan S. Green  
Stephen S. LaPlante  
MILLER, CANFIELD, PADDOCK AND  
STONE, P.L.C.  
150 West Jefferson  
Suite 2500  
Detroit, Michigan 48226

2. If a response or answer is timely filed and served, the Court will schedule a hearing on the motion and you will be served with a notice of the date, time and location of the hearing.

**If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the motion or objection and may enter an order granting that relief.**

Dated: February 28, 2014

Respectfully,

/s/ Heather Lennox  
David G. Heiman (OH 0038271)  
Heather Lennox (OH 0059649)  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
dgheiman@jonesday.com  
hlennox@jonesday.com

Bruce Bennett (CA 105430)  
JONES DAY  
555 South Flower Street  
Fiftieth Floor  
Los Angeles, California 90071  
Telephone: (213) 243-2382  
bbennett@jonesday.com

Jonathan S. Green (MI P33140)  
Stephen S. LaPlante (MI P48063)  
MILLER, CANFIELD, PADDOCK  
AND STONE, P.L.C.  
150 West Jefferson  
Suite 2500  
Detroit, Michigan 48226  
Telephone: (313) 963-6420  
Facsimile: (313) 496-7500  
green@millercanfield.com  
laplante@millercanfield.com

ATTORNEYS FOR THE CITY

## **EXHIBIT 4**

### **Certificate of Service**

I, Heather Lennox, hereby certify that the foregoing *Motion of the City of Detroit for an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* was filed and served via the Court's electronic case filing and noticing system on this 28th day of February, 2014.

/s/ Heather Lennox

**EXHIBIT 6A**

**Confirmation Hearing Notice**

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

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

**NOTICE OF (I) APPROVAL OF DISCLOSURE  
STATEMENT, (II) HEARING(S) TO CONSIDER  
CONFIRMATION OF THE PLAN FOR THE ADJUSTMENT  
OF DEBTS OF THE CITY OF DETROIT AND (III) PROCEDURES  
AND DEADLINES REGARDING CONFIRMATION OF THE PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of the Disclosure Statement.** On \_\_\_\_\_, the United States Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”) entered an order (Docket No. \_\_\_\_\_) (the “Disclosure Statement Order”) approving the *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit* (as it may be amended, modified or supplemented, the “Disclosure Statement”) filed by the City of Detroit, Michigan (the “City”), and authorizing the City to solicit votes to approve or reject the *Plan for the Adjustment of Debts of the City of Detroit* (as it may be amended, modified or supplemented, the “Plan”).

2. **Approval of Solicitation Procedures.** On \_\_\_\_\_, the Bankruptcy Court entered an order (Docket No. \_\_\_\_\_) (the “Solicitation Procedures Order”) granting the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (the “Solicitation Procedures Motion”). Pursuant to the Solicitation Procedures Order, the Bankruptcy Court authorized the

City to solicit votes to accept or reject the Plan and to distribute solicitation packages containing solicitation materials related to voting.

3. **Confirmation Hearings.** A hearing to consider legal issues with respect to confirmation of the Plan will be held on [\_\_\_\_\_, 2014] at 9:00 a.m. Eastern Time before the Honorable Steven W. Rhodes, United States Bankruptcy Judge, in the District Court, 231 W. Lafayette Blvd., Detroit, Michigan 48226. A hearing to consider factual issues with respect to confirmation of the Plan will be held on [June \_\_\_\_, 2014] at 9:00 a.m. Eastern Time before the Honorable Steven W. Rhodes, United States Bankruptcy Judge, in the District Court, 231 W. Lafayette Blvd., Detroit, Michigan 48226. These hearings (each a "Confirmation Hearing") may be continued from time to time without further notice other than the announcement by the City in open court of the adjourned date at a Confirmation Hearing or any continued hearing, and the Plan may be modified or supplemented prior to, during, or as a result of a Confirmation Hearing in accordance with the terms of the Plan and section 942 and other applicable sections of the Bankruptcy Code, without further notice.

4. **Objections to the Plan. [Objections, if any, to confirmation of the Plan must be filed with the Bankruptcy Court on or before \_\_\_\_\_, 2014. All evidence in support of objections to the Plan must be adduced at or prior to the completion of the June \_\_\_\_, 2014 Confirmation Hearings. If a party files an objection to confirmation of the Plan that is not timely or otherwise does not comply with the procedures set forth herein, the objection will be denied and the party will not be heard at the Confirmation Hearings.]**

5. **Voting Record Date.** The Bankruptcy Court has set April 14, 2014 as the "Voting Record Date" for voting on the Plan. A creditor is only entitled to vote on the Plan if it held claims against the City as of the Voting Record Date and is a member of a class of claims under the Plan that is entitled to vote on the Plan.

6. **Transferred Claims.** With respect to any claim that is transferred prior to the Voting Record Date, the transferee will be entitled to vote on the Plan on account of the transferred claim only if, prior to the Voting Record Date, (a) the transferee files a notice of the transfer with the Bankruptcy Court pursuant to Bankruptcy Rule 3001(e), and (b) (i) the objection deadline with respect to such transfer has passed and no party has objected to the transfer, (ii) if there are any objections to the transfer, such objections have been resolved or (iii) the transferor has signed a sworn statement confirming the validity of the transfer. If the transferee fails to satisfy these requirements prior to the Voting

Record Date, then the transferor will be entitled to vote to accept or reject the Plan on account of the claims in question.

7. **Voting Deadline.** Votes to accept or reject the Plan must be received by the Balloting Agent by 5:00 p.m. Eastern Time on June 9, 2014. Ballots, including Master Ballots, that are received after the deadline will not be counted. Ballots and Master Ballots must be delivered to the Balloting Agent via U.S. Mail, overnight delivery or by hand. Ballots and Master Ballots submitted by email, fax or any other electronic means will not be counted.

8. **Tabulation Rules.** The procedures for the tabulation of Ballots and Master Ballots (the “Tabulation Rules”) are set forth in Exhibit 6C to the Solicitation Procedures Motion. If any claimant seeks treatment of its claim for voting purposes, other than in accordance with the Tabulation Rules, the claimant shall be required to file a motion pursuant to Federal Rule of Bankruptcy Procedure 3018(a) for an order temporarily allowing its claim in a different amount or classification for purposes of voting on the Plan (a “Rule 3018 Motion”). Any such Rule 3018 Motion shall be served on counsel for the City so that it is received by the later of May 1, 2014 or 10 days after the date of service of a notice of objection, if any, to the applicable claim. Any Ballot submitted by a claimant that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Rules until the underlying claim is temporarily allowed by order of the Court for voting purposes in a different amount of classification.

9. **Parties not Entitled to Vote.** Claims in Classes 2A, 2B, 2C, 2D, 2E, 2F, 3, 4 and 6 under the Plan are unimpaired, and thus, holders of claims in those classes are deemed to accept the Plan and are not entitled to vote on the Plan. Claims in Class 15 will be disallowed under the Plan, and thus, holders of claims in Class 15 are deemed to reject the Plan and are not entitled to vote on the Plan. Accordingly holders of claims in Classes 2A, 2B, 2C, 2D, 2E, 2F, 3, 4, 6 and 15 (collectively, the “Non-Voting Creditors”) will not receive solicitation packages or Ballots. Instead, Non-Voting Creditors will receive a notice of non-voting status, and they may obtain copies of the Plan, Disclosure Statement and other documents as set forth in paragraph 11 below. Non-Voting Creditors remain entitled to file objections to the Plan as set forth in paragraph 4 above.

## **10. PLAN INJUNCTIONS**

**The Plan provides for the following injunctive relief:**

**a. Plan Section III.D.5**

**Section III.D.5 of the Plan provides:**

**On the Effective Date, except as otherwise provided herein or in the Confirmation Order,**

- a. all Entities that have been, are or may be holders of Claims against the City or Indirect 36th District Court Claims, along with their Related Entities, shall be permanently enjoined from taking any of the following actions against or affecting the City or its property, DIA Corp. or its property, the DIA Assets, the Foundations or their respective property, if a DWSD Transaction is consummated on or prior to the Effective Date, the GLWA and its property and the Related Entities of each of the foregoing, with respect to such claims (other than actions brought to enforce any rights or obligations under the Plan and appeals, if any, from the Confirmation Order):**
  - 1. commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind against or affecting the City or its property (including (A) all suits, actions and proceedings that are pending as of the Effective Date, which must be withdrawn or dismissed with prejudice and (B) Indirect 36th District Court Claims);**
  - 2. enforcing, levying, attaching, collecting or otherwise recovering by any manner or means, directly or indirectly, any judgment, award, decree or order against the City or its property;**
  - 3. creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance of any kind against the City or its property;**



4. **asserting any setoff, right of subrogation or recoupment of any kind, directly or indirectly, against any obligation due the City or its property;**
  5. **proceeding in any manner in any place whatsoever that does not conform to or comply with the provisions of the Plan or the settlements set forth herein to the extent such settlements have been approved by the Bankruptcy Court in connection with Confirmation of the Plan; and**
  6. **taking any actions to interfere with the implementation or consummation of the Plan.**
- b. **All Entities that have held, currently hold or may hold any Liabilities released or exculpated pursuant to the Plan will be permanently enjoined from taking any of the following actions against any Released Party or its property on account of such released Liabilities: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind; (ii) enforcing, levying, attaching, collecting or otherwise recovering by any manner or means, directly or indirectly, any judgment, award, decree or order; (iii) creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any lien; (iv) asserting any setoff, right of subrogation or recoupment of any kind, directly or indirectly, against any obligation due a Released Party; and (v) commencing or continuing any action, in any manner, in any place that does not comply with or is inconsistent with the provisions of the Plan.**

11. **Additional Information.** Requests for copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to the Balloting Agent at Detroit Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 or by telephone at (877) 298-6236. In addition, any party may review the Plan, the Disclosure Statement, the Solicitation Procedures Motion, the Solicitation Procedures Order, and other relevant documents filed in this case, without charge, at <http://www.kccllc.net/Detroit>.

Dated: \_\_\_\_\_, 2014

**BY ORDER OF THE COURT**

/s/ David G. Heiman  
David G. Heiman (OH 0038271)  
Heather Lennox (OH 0059649)  
JONES DAY  
North Point  
901 Lakeside Avenue  
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Facsimile: (216) 579-0212  
dgheiman@jonesday.com  
hlennox@jonesday.com

Bruce Bennett (CA 105430)  
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Jonathan S. Green (MI P33140)  
Stephen S. LaPlante (MI P48063)  
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AND  
STONE, P.L.C.  
150 West Jefferson  
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Detroit, Michigan 48226  
Telephone: (313) 963-6420  
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green@millercanfield.com  
laplante@millercanfield.com

ATTORNEYS FOR THE CITY

**EXHIBIT 6B**

**Notice of Non-Voting Status**

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

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

**NOTICE OF NON-VOTING STATUS UNDER PLAN FOR  
THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On \_\_\_\_\_, the United States Bankruptcy Court for the Eastern District of Michigan (the "Bankruptcy Court") entered an order (Docket No. \_\_\_\_\_) approving the *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit* (as it may be amended, modified or supplemented, the "Disclosure Statement") filed by the City of Detroit, Michigan (the "City"), and authorizing the City to solicit votes to approve or reject the *Plan for the Adjustment of Debts of the City of Detroit* (as it may be amended, modified or supplemented, the "Plan").

2. On \_\_\_\_\_, the Bankruptcy Court entered an order (Docket No. \_\_\_\_\_) (the "Solicitation Procedures Order") granting the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (the "Solicitation Procedures Motion").

3. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Solicitation Procedures Order, the City is required to provide solicitation packages to all creditors entitled to vote on the Plan and is not required to provide solicitation packages to holders of claims in

classes under the Plan that are conclusively presumed to accept or deemed to reject the Plan.

4. The following classes of claims are unimpaired under the Plan. They are deemed to accept the Plan and, therefore, are not entitled to vote on the Plan:

- Class 2A – Secured GO Series 2010 Claims
- Class 2B – Secured GO Series 2010(A) Claims
- Class 2C – Secured GO Series 2012(A)(2) Claims
- Class 2D – Secured GO Series 2012(A2-B) Claims
- Class 2E – Secured GO Series 2012(B) Claims
- Class 2F – Secured GO Series 2012(B2) Claims
- Class 3 – Other Secured Claims
- Class 4 – HUD Installment Notes Claims
- Class 6 – Parking Bond Claims

5. In addition, Class 15 – Subordinated Claims are disallowed under the Plan. Accordingly, holders of Class 15 claims are deemed to reject the Plan and are therefore not entitled to vote on the Plan.

6. Under the terms of the Plan, your claim is a claim in one of the above-identified classes of claims (the “Non-Voting Classes”). Accordingly, pursuant to the Solicitation Procedures Order, you are receiving this notice in lieu of a solicitation package. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies are available at no charge on the internet at <http://www.kccllc.net/Detroit>. Copies are also available upon a written request made to Detroit Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 or by telephone at (877) 298-6236.

7. If you wish to challenge the Plan’s classification of your claim for voting purposes, you are required to file a motion pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing your claim in a different class for purposes of voting on the Plan (a “Rule 3018 Motion”). Any such Rule 3018

Motion shall be served on counsel for the City so that it is received by the later of May 1, 2014 or 10 days after the date of service of a notice of objection, if any, to the applicable claim. As to any creditor filing a Rule 3018 Motion, such creditor's ballot will not be counted unless the claim is temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing prior to June 9, 2014 (i.e., the last date fixed for creditors to vote to accept or reject the Plan). Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

8. A hearing to consider legal issues with respect to confirmation of the Plan will be held on [\_\_\_\_\_, 2014] at 9:00 a.m. Eastern Time before the Honorable Steven W. Rhodes, United States Bankruptcy Judge, in the District Court, 231 W. Lafayette Blvd., Detroit, Michigan 48226. A hearing to consider factual issues with respect to confirmation of the Plan will be held on [June \_\_\_, 2014] at 9:00 a.m. Eastern Time before the Honorable Steven W. Rhodes, United States Bankruptcy Judge, in the District Court, 231 W. Lafayette Blvd., Detroit, Michigan 48226. These hearings (each a "Confirmation Hearing") may be continued from time to time without further notice other than the announcement by the City in open court of the adjourned date at a Confirmation Hearing or any continued hearing, and the Plan may be modified or supplemented prior to, during, or as a result of a Confirmation Hearing in accordance with the terms of the Plan and section 942 and other applicable sections of the Bankruptcy Code, without further notice.

9. **[Objections, if any, to confirmation of the Plan must be filed with the Bankruptcy Court on or before \_\_\_\_\_.]**

10. All evidence in support of objections to the Plan must be adduced at or prior to the completion of the Confirmation Hearing(s). **[If a party files an objection to confirmation of the Plan that is not timely or otherwise does not comply with the procedures set forth herein, the objection will be denied and the party will not be heard at the Confirmation Hearing(s).]**

**[signature page follows]**

Dated: \_\_\_\_\_, 2014

**BY ORDER OF THE COURT**

/s/ David G. Heiman  
David G. Heiman (OH 0038271)  
Heather Lennox (OH 0059649)  
JONES DAY  
North Point  
901 Lakeside Avenue  
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Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
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Bruce Bennett (CA 105430)  
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STONE, P.L.C.  
150 West Jefferson  
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laplante@millercanfield.com

ATTORNEYS FOR THE CITY

**EXHIBIT 6C**  
**Tabulation Rules**



## PROPOSED RULES FOR TABULATION OF BALLOTS

- I. Unless otherwise provided in the rules below, a claim will be deemed temporarily allowed for voting purposes in an amount equal to the full stated amount claimed by the holder of such claim to be an unsecured nonpriority claim in any proof of claim filed by the applicable bar date (or otherwise deemed timely filed under applicable law) to the extent that the proof of claim specifies a fixed or liquidated amount. Any additional contingent or unliquidated amounts will be temporarily disallowed for voting purposes.
- II. If a claim is deemed allowed under the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, modified or supplemented, the "Plan"),<sup>1</sup> such claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.
- III. If a claim for which a proof of claim has been timely filed is marked or identified as contingent or unliquidated on its face or if the proof of claim does not otherwise specify a fixed or liquidated amount, such contingent or unliquidated claim will be temporarily allowed for voting purposes in the amount of \$1.00.
- IV. If a claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court or by an agreement between the City and the creditor estimating or otherwise allowing a claim for voting purposes (an "Estimation Agreement"), such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Bankruptcy Court. The following shall apply to Estimation Agreements:
  - a. With respect to any Estimation Agreement, the City must file a notice of such agreement (an "Estimation Notice") with the Bankruptcy Court and serve such Estimation Notice on (i) the affected creditor, (ii) the Retiree Committee appointed in the City's bankruptcy case, (iii) the United States Trustee for the Eastern District of Michigan and

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment*.

(iv) all parties that have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002.

- b. Each Estimation Notice: (i) may address a single claim or multiple claims; (ii) shall describe the pertinent terms of the Estimation Agreement between the parties (including the amount in which the creditor's claim will be temporarily allowed for voting purposes); and (iii) provide that any party in interest may file written objections to the Estimation Agreement described therein (an "Estimation Objection") and serve such objection on the City and the affected creditor no later than seven days after service of the Estimation Notice (the "Estimation Objection Deadline").
- c. If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a particular Estimation Agreement, the claim or claims addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Bankruptcy Court.
- d. If an Estimation Objection is timely filed and served and such Estimation Objection is not resolved consensually by the parties, the claim or claims addressed in the Estimation Agreement will not be temporarily allowed for voting purposes unless approved by an order of the Bankruptcy Court. The City or the claimant may schedule any such Estimation Objection and the related Estimation Agreement for hearing before the Bankruptcy Court. Along with any notice of hearing on a contested Estimation Agreement, the City may file additional briefing in support of the agreement.

- V. If a claim is (a) either (i) not listed in the List of Creditors or (ii) listed in the List of Creditors as contingent, unliquidated or disputed, and (b) a proof of claim was not timely filed or deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, then, unless the City has consented otherwise in writing, such claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).<sup>2</sup>

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<sup>2</sup> Bankruptcy Rule 3003(c)(2) provides that "[a]ny creditor or equity security holder whose claim or interest is not scheduled or scheduled as disputed,

- VI. If the City has filed and served an objection to a claim by May 15, 2014, such claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. If an objection does not identify the proposed amount of a claim (e.g., if the claim remains subject to estimation or liquidation), then such claim will be temporarily allowed in the amount of \$1.00.
- VII. If the automatic stay has been modified by an order of the Bankruptcy Court at least fifteen days before the Voting Deadline to permit a claim to be adjudicated, in whole or in part, in another court (including an appellate court), such claim will be temporarily allowed in the amount of \$1.00.
- VIII. If a creditor identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the tabulation rules set forth herein, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.
- IX. If a creditor submits a Ballot relating to a claim (a) for which there is no timely-filed proof of claim and there is no corresponding non-contingent, liquidated, undisputed claim held by such claim holder set forth in the List of Creditors, or (b) which has been disallowed, waived, or withdrawn by order of the Bankruptcy Court, by stipulation, or otherwise, then such Ballot will not be counted unless otherwise ordered by the Bankruptcy Court.
- X. Any Ballot that does not indicate either an acceptance or a rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, will not be counted; provided that Beneficial and individual Ballots for voting Class 9 claims may indicate both acceptance and rejection of the Plan, consistent with the ability of Holders thereof to split their respective votes.
- XI. With respect to any Ballot that contains an option to make a Convenience Class Election, Settlement Election or Distribution Election (each an

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(continued...)

contingent, or unliquidated shall file a proof of claim or interest within the time prescribed by subdivision (c)(3) of this rule; any creditor who fails to do so shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution."

"Election"), the Election made on the Ballot will be deemed irrevocable and legally binding upon execution of the Ballot and confirmation of the Plan.

- XII. A Class 1A, 1B, 1C, 1D or 13 Ballot that (a) neither accepts nor declines its respective Election, (b) elects both to accept and decline the Election or (c) otherwise attempts to partially accept and partially decline the Election will be deemed to decline the Election.
- XIII. A Class 9 Ballot that (a) neither accepts nor declines the COP Settlement Election or (b) elects both to accept and decline the COP Settlement Election with respect to all Class 9 claims voted thereon will be deemed to decline the COP Settlement Election.
- XIV. Any Ballot that is not executed shall not be counted.
- XV. If a creditor casts more than one Ballot voting the same claim, the latest-dated properly executed Ballot received before the Voting Deadline will supersede any other previously-received Ballots.
- XVI. Any creditor with more than one claim in a particular class must vote all such claims either to accept the Plan or to reject the Plan; provided that Holders of Class 9 claims shall be permitted to split their respective votes, accepting the Plan with respect to certain Class 9 claims while rejecting the Plan with respect to others. If any such creditor (other than a Holder of a Class 9 claim) casts a Ballot or Ballots purporting to split its vote with respect to claims in the same class, the Ballot or Ballots will not be counted.
- XVII. Any creditor with claims in more than one class must submit a separate Ballot for each class. If a creditor uses a single Ballot to vote claims in more than one class, that Ballot will not be counted.
- XVIII. Ballots delivered by email, fax or any other electronic means will not be counted.
- XIX. If a transferor of a claim has already voted with respect to that claim, the transferee of such claim may not change that vote either before or after the Voting Deadline.

- XX. The following procedures shall apply with respect to the tabulation of Ballots submitted on account of claims in Classes 1A, 1B, 1C, 1D, 1E, 1F, 7, 8 and 9 only.
- a. Votes cast through Nominees will be applied to the applicable positions held by such Nominees as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee shall not be counted in excess of the amount of debt securities held by such Nominee as of the Voting Record Date.
  - b. If conflicting votes or "over-votes" are submitted by a Nominee, the City or Balloting Agent shall use reasonable efforts to reconcile discrepancies with the Nominee.
  - c. If over-votes are submitted by a Nominee that are not reconciled prior to the preparation of Ballot Tabulation Summary (as defined below), then the votes to accept and to reject the Plan shall be approved in the same proportion as the votes to accept and to reject the Plan submitted by the Nominee, but only to the extent of the Nominee's Voting Record Date position in the debt securities.
  - d. For purposes of tabulating votes, each Beneficial Holder shall be deemed to have voted only the principal amount of its securities.
  - e. A single Nominee may complete and deliver to the Balloting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots shall be counted except to the extent that they are duplicative of other Ballots. If two or more Master Ballots are inconsistent, the last properly completed Master Ballot received prior to the Voting Deadline shall supersede any prior Master Ballot.
  - f. A person signing a Beneficial Ballot or Master Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.
  - g. Each Nominee to which Beneficial Ballots are returned shall (i) summarize the results of all votes cast by the Beneficial Holders on the Master Ballot, (ii) return the Master Ballot to the Balloting Agent so that it is received by the Voting Deadline and (iii) provide the

Balloting Agent with a copy of all Beneficial Ballots received by the Nominee.

- h. Each Nominee shall retain the originals of all Beneficial Ballots for a period of at least one year following the Voting Deadline and shall make such Beneficial Ballots available for inspection upon request of the Bankruptcy Court, the Balloting Agent or counsel for the City.

XXI. The Balloting Agent shall date- and time-stamp all Ballots, including Master Ballots, when received. The Balloting Agent shall retain all original Ballots, including Master Ballots and Beneficial Ballots, and an electronic copy of each for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court.

XXII. The Balloting Agent shall prepare a summary of the results of the tabulation of all Ballots, including Master Ballots (the "Ballot Tabulation Summary"), which will include a certification of votes by the Balloting Agent, and which will identify, among other things, Ballots that were withdrawn and votes that were changed as a result of a superseding Ballot. The Ballot Tabulation Summary shall be filed with the Court on or before June 19, 2016.

XXIII. The City may waive any defects or irregularities as to any Ballot, including any Master Ballot at any time, either before or after the Voting Deadline, and any such waivers shall be documented only in the Ballot Tabulation Summary.

**EXHIBIT 6D.1**

**Master Ballot for Classes 1A, 1B, 1C and 1D**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

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

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS \_\_\_\_ : [NAME OF CLASS]  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_], 2014**

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES AND ELECTIONS OF BENEFICIAL OWNERS OF [**BOND SERIES**] CLAIMS IN [**CLASS NUMBER**] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of [**Bond Series**] Claims as of [\_\_\_\_], 2014 (the "Voting Record Date").

<sup>1</sup> Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.



Use this Master Ballot to cast votes to accept or reject the Plan and to make certain treatment elections regarding the Plan, in accordance with the ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [**Bond Series**] Claims in [**Class No.**].

As a Nominee, you must deliver the Solicitation Package,<sup>2</sup> including a Beneficial Ballot, to each Beneficial Holder of [**Bond Series**] Claims in [**Class No.**]. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [**Bond Series**] as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting and applicable election instructions given to you by the Beneficial Holders in the Beneficial Ballots for [**Bond Series**];
- ii. summarize the results of all votes cast and elections made by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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<sup>2</sup> The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

## VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the **[Bond Series]** Claims in **[Class No.]**. Record the account number for each Beneficial Holder that returned a Beneficial Ballot and the principal amount of claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in **[Class No.]** in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject or indicates votes to both accept and reject the Plan shall not be counted as having been cast. Beneficial Holders who vote to reject the Plan are not precluded from making applicable elections on their Beneficial Ballots.
3. In the boxes provided in Item 3 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the election of the Beneficial Holders of **[Bond Series]** Claims in **[Class No.]**. Beneficial Holders may elect to receive either New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds. Record the account number for each Beneficial Holder that voted to accept the Plan and returned a Beneficial Ballot, and the principal amount of claims with respect to which a Beneficial Holder has made a valid election to receive New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds. If a Beneficial Holder holds more than one Claim in **[Class No.]**, such holder may not elect different treatment under this section for each Claim. If an executed Beneficial Ballot (a) does not make an election under this section, (b) elects to receive both New GLWA/DWSD Bonds and New Existing Rate GLWA/DWSD Bonds or (c) attempts to elect to receive part New GLWA/DWSD Bonds and part New Existing Rate GLWA/DWSD Bonds, such Ballot will count as an election to receive New GLWA/DWSD Bonds.
4. In Item 4, please transcribe the information provided by each Beneficial Holder in Item 3 of the Beneficial Ballot relating to other Claims voted in **[Class No.]**.
5. In Item 5, please complete the certifications for this Master Ballot, including the date and signature.
6. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
7. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
8. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
9. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
10. If you were not a Nominee with respect to **[Bond Series]** as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3, 4 AND 5 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [ \_\_\_\_\_ ], 2014, the undersigned (please check applicable box):

- is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date;
- is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below; or
- has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan and execute applicable elections on behalf of the Beneficial Holder of the [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below.

**Item 2. Transmittal of Votes.** The undersigned transmits the following votes of Beneficial Holders of the [Bond Series] in [Class No.]; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS</b>	\$	\$

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Bond Elections.** The undersigned transmits the following elections of Beneficial Holders of the **[Bond Series]** Claims in **[Class No.]**; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot executing such election.

Your Account Number for Each Beneficial Holder that elects to receive <b>New GLWA/DWSD Bonds (or made no election)*</b>	Principal Amount of <b>[Bond Series]</b>	Your Account Number for Each Beneficial Holder electing to receive <b>New Existing Rate GLWA/DWSD Bonds*</b>	Principal Amount of <b>[Bond Series]</b>
1.	\$	1.	\$
2.	\$	2.	\$
3.	\$	3.	\$
4.	\$	4.	\$
5.	\$	5.	\$
6.	\$	6.	\$
7.	\$	7.	\$
8.	\$	8.	\$
9.	\$	9.	\$
10.	\$	10.	\$
<b>TOTALS</b>		<b>TOTALS</b>	

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Additional Ballots Submitted by Beneficial Holders.** The undersigned certifies that the following information is a true and accurate schedule on which the undersigned has transcribed all and any applicable information provided in Item 3 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED  
FROM ITEM 3 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS  
CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN [CLASS NO.]

Your Account Number for Each Beneficial Holder Who Completed Item 3 of their Beneficial Ballot	Transcribe from Item 3 of the Beneficial Ballot*				
	Account Number of Other Bond Claims in Class [ ]	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If space provided is insufficient, attach additional sheets in the same format.

**PLEASE CONTINUE TO ITEM 5 ON THE NEXT PAGE**

**Item 5. Certifications.** By signing this Master Ballot, the undersigned certifies that the undersigned:

1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their **[Class No.] [Bond Series]** Claims;
2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. has full power and authority to vote to transmit the votes to accept or reject the Plan and the applicable elections of the Beneficial Holders to which the undersigned is a Nominee;
4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the **[Class No.] [Bond Series]** Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's respective elections applicable under the Plan; and (e) the customer account or other identification number for each such Beneficial Holder; and
5. received from each such Beneficial Holder, a certification that each such Beneficial Holder is eligible to both vote on the Plan and execute applicable elections under the Plan.

\_\_\_\_\_  
Name of Nominee

\_\_\_\_\_  
Participant Number

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.2**

**Beneficial Ballot for Classes 1A, 1B, 1C and 1D**

**Beneficial Holder Ballot, Class [1A-1D] [Bond Series] Claims**

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

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

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS \_\_\_\_: [NAME OF CLASS]  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_], 2014**

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF [**BOND SERIES**] CLAIMS IN [**CLASS NO.**] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BENEFICIAL BALLOT AND RETURN IT TO THE BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR [**BOND SERIES**] BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Beneficial Ballot because you are a Beneficial

<sup>1</sup> Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.



Holder of [**Bond Series**] as of [\_\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a [**Class No.**] Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of [**Bond Series**] as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Beneficial Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

## VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Beneficial Ballot for each such Claim. **Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the [Bond Series] Claims in [Class Number] under the Plan.**

If you hold more than one [Bond Series] Claim in [Class No.], you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in [Class No.], and each vote is not the same for each Claim in [Class No.], your Beneficial Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. In the boxes provided in Item 2 of the Beneficial Ballot, please indicate your election to receive either New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes, neither box or attempt to elect different treatment among your [Class no.] Claims in Item 2, this Beneficial Ballot will count as an election to receive New GLWA/DWSD Bonds.
3. In Item 3 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you will submit for Claims in [Class No.]; or (b) complete the chart in Item 3 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you will submit for Claims in [Class Number].
4. Please complete Item 4 of the Beneficial Ballot.
5. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
7. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
8. If you were not a Beneficial Holder of [Bond Series] as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION TO RECEIVE NEW GLWA/DWSD BONDS

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Beneficial Holder as of [\_\_\_\_\_], 2014, of the [Bond Series] Claim in [Class No.] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**Item 2. Bond Election.** If the Court approves the Plan, the undersigned elects to RECEIVE (check one box):

New GLWA Bonds or  
New DWSD Bonds

New Existing Rate GLWA Bonds or  
New Existing Rate DWSD Bonds

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certification as to Bond Claims in [Class No.] Held in Additional Accounts.** The undersigned certifies that: (check one box)

This is the only Beneficial Ballot submitted by the undersigned for Claims in [Class No.].

The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for Claims in [Class No.].

**COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS IN [CLASS NO.]\***

Account Number of other Bond Claims in [Class No.]	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If the space provided is not sufficient, please attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Certifications.** By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** Claims in **[Class No.]** to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 3 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes and applicable elections executed on this Beneficial Ballot to the Balloting Agent.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.3**

**Individual Ballot for Classes 1A, 1B, 1C and 1D**

**Individual Ballot, Class [1A-1D] [Bond Series] Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS \_\_\_\_: [NAME OF CLASS]  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF [**BOND SERIES**] CLAIMS, WHICH ARE CLAIMS IN CLASS [\_\_]. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are Holder of [**Bond Series**] as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a [**Class No.**] Claim against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any **[Bond Series]** Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New Rate GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.



## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Ballot for each such Claim. **Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] Claims in [Class Number] under the Plan.**

If you hold more than one [Bond Series] Claim in [Class Number], you must vote each Claim to accept or reject the plan in the same manner. If you vote multiple Claims in [Class Number], and each vote is not the same for each Claim in [Class Number], your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. In the boxes provided in Item 2 of the Beneficial Ballot, please indicate your election to receive either New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes, neither box or attempt to elect different treatment among your [Class no.] Claims in Item 2, this Beneficial Ballot will count as an election to receive New GLWA/DWSD Bonds.
3. Please complete Item 3 of the Ballot.
4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
7. If you were not a Holder of one of more [Bond Series] Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION TO RECEIVE NEW GLWA/DWSD BONDS.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Holder as of [\_\_\_\_\_], 2014, of the [**Bond Series**] Claim in [**Class Number**] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**Item 2. Bond Election.** If the Court approves the Plan, the undersigned elects to RECEIVE (check one box):

New GLWA Bonds or  
New DWSD Bonds

New Existing Rate GLWA Bonds or  
New Existing Rate DWSD Bonds

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** Claims in **[Class No.]** to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.4**

**Master Ballot for Classes 1E and 1F**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

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

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS \_\_\_\_: [NAME OF CLASS]  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_], 2014**

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES AND ELECTIONS OF BENEFICIAL OWNERS OF [**BOND SERIES**] CLAIMS IN [**CLASS NUMBER**] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of [**Bond Series**] Claims as of [\_\_\_\_], 2014 (the "Voting Record Date").

<sup>1</sup> Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [**Bond Series**] Claims in [**Class No.**].

As a Nominee, you must deliver the Solicitation Package,<sup>2</sup> including a Beneficial Ballot, to each Beneficial Holder of [**Bond Series**] Claims in [**Class Number**]. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [**Bond Series**] as of the Voting Record Date or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots for [**Bond Series**];
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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<sup>2</sup> The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

## VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the **[Bond Series]** Claims in **[Class No.]**. Record the account number for each Beneficial Holder that returned a Beneficial Ballot and the principal amount of claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in **[Class No.]** in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject or indicates votes to both accept and reject the Plan shall not be counted as having been cast.
3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other Claims in **[Class No.]** voted;
4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
9. If you were not a Nominee with respect to **[Bond Series]** as of the Voting Record Date or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [ \_\_\_\_\_ ], 2014, the undersigned (please check applicable box):

- is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date;
- is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank, or other agent or nominee that is the Nominee holder of the aggregate principal amount of [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below; or
- has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder of the [**Bond Series**] Claims in [**Class No.**] listed in Item 2 below.

**Item 2. Transmittal of Votes.** The undersigned transmits the following votes of Beneficial Holders of the [**Bond Series**] in [**Class No.**]; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS</b>	\$	\$

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**



**Item 3. Additional Ballots Submitted by Beneficial Holders.** The undersigned certifies that the following information is a true and accurate schedule on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED  
 FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS  
 CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN [CLASS NO.]

Your Account Number for Each Beneficial Holder Who Completed Item 2 of their Beneficial Ballot	Transcribe from Item 2 of the Beneficial Ballot*				
	Account Number of Other Bond Claims in Class ____	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If space provided is insufficient, attach additional sheets in the same format.

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Certifications.** By signing this Master Ballot, the undersigned certifies that the undersigned:

1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their **[Class No.] [Bond Series]** Claims;
2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the **[Class No.] [Bond Series]** Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

\_\_\_\_\_  
Name of Nominee

\_\_\_\_\_  
Participant Number

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.5**

**Beneficial Ballot for Classes 1E and 1F**

**Beneficial Holder Ballot, Class [1E-1F] [Bond Series] Claims**

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

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

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS \_\_\_\_: [NAME OF CLASS]  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_], 2014**

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF [**BOND SERIES**] CLAIMS IN [**CLASS NO.**] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BENEFICIAL BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR [**BOND SERIES**] BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Beneficial Ballot because you are a Beneficial

<sup>1</sup> Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Holder of [**Bond Series**] as of [\_\_\_\_\_] (the "Voting Record Date"), and accordingly, you are a Holder of a [**Class No.**] Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of [**Bond Series**] as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Beneficial Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your **[Name of Class]** Claims against the City have been placed in **[Class No.]** under the Plan. If you hold multiple Claims within **[Class No.]** under the Plan, you will receive a separate Beneficial Ballot for each such Claim. **Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the [Bond Series] Claims in [Class No.] under the Plan.**

If you hold more than one **[Bond Series]** Claim in **[Class No.]** you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in **[Class Number]**, and each vote is not the same for each Claim in **[Class Number]**, your Beneficial Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for Claims in **[Class No.]**; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for Claims in **[Class No.]**.
3. Please complete Item 3 of the Beneficial Ballot.
4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
6. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
7. If you were not a Beneficial Holder of **[Bond Series]** as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Beneficial Holder as of [\_\_\_\_\_], 2014, of the [Bond Series] Claim in [Class No.] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 2. Certification as to Bond Claims in [Class Number] Held in Additional Accounts.** The undersigned certifies that: (check one box)

This is the only Beneficial Ballot submitted by the undersigned for Claims in [Class No.]

The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for Claims in [Class No.].

**COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS IN [CLASS NO.]\***

Account Number of other Bond Claims in [Class No.]	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If the space provided is not sufficient, please attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**



**Item 3. Certifications.** By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** Claims in **[Class No.]** to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.6**

**Individual Ballot for Classes 1E and 1F**

**Individual Ballot, Class [1E-1F] [Bond Series] Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS \_\_\_\_: [NAME OF CLASS]  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF [**BOND SERIES**] CLAIMS, WHICH ARE CLAIMS IN CLASS [\_\_\_\_]. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are Holder of [**Bond Series**] as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a [**Class No.**] Claim against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any [**Bond Series**] Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Ballot for each such Claim. **Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] Claims in [Class Number] under the Plan.**

If you hold more than one [Bond Series] Claim in [Class Number], you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in [Class Number], and each vote is not the same for each Claim in [Class Number], your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. Please complete Item 2 of the Ballot.
3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
6. If you were not a Holder of one or more [Bond Series] Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Holder as of [\_\_\_\_\_], 2014, of the [**Bond Series**] Claim in [**Class Number**] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 2. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** Claim in **[Class No.]** to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.7**

**Ballot for Class 5**



**Ballot, Class 5 COP Swap Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 5: COP Swap Claims

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF COP SWAP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLAIMS IN CLASS 5. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are a Holder of one or more COP Swap Claims as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 5 Claims against the City, as defined in the Plan.

If you did not hold any COP Swap Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kcellc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your COP Swap Claims against the City have been placed in Class 5 under the Plan. If you hold multiple Claims within Class 5 under the Plan, you will receive a separate Ballot for each such Claim. **Please complete and return each Ballot you receive. The attached Ballot is designated only for voting COP Swap Claims in Class 5 under the Plan.**

If you hold more than one COP Swap Claim in Class 5, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 5 and the votes are not the same for each Claim in Class 5, your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. Please complete Item 2 of the Ballot.
3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax, or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
6. If you were not a Holder of one or more COP Swap Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Holder as of [\_\_\_\_\_], 2014 of the COP Swap Claim against the City of Detroit, Michigan in Class 5 under the Plan, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor Name: \_\_\_\_\_ Claim Amount: \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 2. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Swap Claim in Class 5 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 5 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.8**

**Master Ballot for Class 7**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

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

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 7: Limited Tax General Obligation Bond Claims  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES OF BENEFICIAL OWNERS OF [**BOND SERIES**] LIMITED TAX GENERAL OBLIGATION ("LTGO") CLAIMS (THE "BENEFICIAL HOLDERS"), WHICH ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] , 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of [**Bond Series**] LTGO Claims as of [\_\_\_\_\_] (the "Voting Record Date").

<sup>1</sup> Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [**Bond Series**] LTGO Claims.

As a Nominee, you must deliver the Solicitation Package,<sup>2</sup> including a Beneficial Ballot, to each Beneficial Holder of [**Bond Series**] LTGO Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [**Bond Series**] as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots for [**Bond Series**];
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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<sup>2</sup> The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and all exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.



## VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the **[Bond Series]** Claims in Class 7. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in Class 7 in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan, or indicates votes to both accept and reject the Plan, shall not be counted as having been cast.
3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other Claims in Class 7 voted.
4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
9. If you were not a Nominee with respect to **[Bond Series]** as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [ \_\_\_\_\_ ], 2014, the undersigned (please check applicable box):

- is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of [**Bond Series**] LTGO Claims in Class 7 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date;
- is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [**Bond Series**] LTGO Claims in Class 7 listed in Item 2 below; or
- has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [**Bond Series**] LTGO Claims in Class 7 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder of the [**Bond Series**] LTGO Claims in Class 7 listed in Item 2 below.

**Item 2. Transmittal of Votes.** The undersigned transmits the following votes of Beneficial Holders of the [**Bond Series**] LTGO Claims in Class 7; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS</b>	\$	\$

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Additional Ballots Submitted by Beneficial Holders.** The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED  
 FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS  
 CAST BY THE UNDERSIGNED’S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 7

Your Account Number for Each Beneficial Holder Who Completed Item 2 of their Beneficial Ballot	Transcribe from Item 2 of the Beneficial Ballot*				
	Account Number of Other Bond Claims in Class 7	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If space provided is insufficient, attach additional sheets in the same format.

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Certifications.** By signing this Master Ballot, the undersigned certifies that the undersigned:

1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 7 **[Bond Series]** LTGO Claims;
2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the **[Bond Series]** LTGO Claims in Class 7 held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

\_\_\_\_\_  
Name of Nominee

\_\_\_\_\_  
Participant Number

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.9**

**Beneficial Ballot for Class 7**

**Beneficial Holder Ballot, Class 7 LTGO Claims**

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

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

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN**

CLASS 7: Limited Tax General Obligation Bond Claims  
Series [\_\_\_\_\_]

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF [**BOND SERIES**] LIMITED TAX GENERAL OBLIGATION ("LTGO") BOND CLAIMS IN CLASS 7 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO THE BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] , 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of*

<sup>1</sup> Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

*the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Beneficial Ballot because you are a Beneficial Holder of **[Bond Series]** as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 7 LTGO Bond Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of **[Bond Series]** as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Beneficial Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your Beneficial Ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your LTGO Bond Claims against the City have been placed in Class 7 under the Plan. If you hold multiple Claims within Class 7 under the Plan, you will receive a separate Beneficial Ballot for each such Claim. **Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the [Bond Series] LTGO Claims in Class 7 under the Plan.**

If you hold more than one **[Bond Series]** LTGO Claim in Class 7, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 7, and each vote is not the same for each Claim in Class 7, your Beneficial Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for LTGO Bond Claims in Class 7; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for LTGO Bond Claims in Class 7.
3. Please complete Item 3 of the Beneficial Ballot.
4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
6. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
7. If you were not a Beneficial Holder of **[Bond Series]** as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).



**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Beneficial Holder as of [\_\_\_\_\_], 2014, of the [Bond Series] LTGO Claims in Class 7 under the Plan against the City of Detroit, Michigan, and in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_ Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 2. Certification as to Bond Claims in Class 7 Held in Additional Accounts.** The undersigned certifies that (check one box):

This is the only Beneficial Ballot submitted by the undersigned for Claims in Class 7.

The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for Claims in Class 7.

**COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS IN CLASS 7\***

Account Number of Other Bond Claims in Class 7	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certifications.** By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** LTGO Claims in Class 7 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.10**

**Individual Ballot for Class 7**

**Individual Ballot, Class 7 LTGO Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 7: Limited Tax General Obligation Bond Claims  
Series [\_\_\_\_\_]

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF [**BOND SERIES**] LIMITED TAX GENERAL OBLIGATION ("LTGO") CLAIMS, WHICH ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are Holder of [**Bond Series**] as of [\_\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 7 Claim against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any [**Bond Series**] Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your LTGO Bond Claims against the City have been placed in Class 7 under the Plan. If you hold multiple LTGO Bond Claims within Class 7 under the Plan, you will receive a separate Ballot for each such Claim. **Each Ballot you receive is for voting only your LTGO Bond Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] LTGO Bond Claims in Class 7 under the Plan.**

If you hold more than one **[Bond Series]** LTGO Bond Claim in Class 7, you must vote each LTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 7, and each vote is not the same for each Claim in Class 7, your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. Please complete Item 2 of the Ballot.
3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
6. If you were not a Holder of **[Bond Series]** LTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Holder as of [\_\_\_\_\_], 2014, of the [Bond Series] LTGO Bond Claim in Class 7 of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**



**Item 2. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** LTGO Bond Claim in Class 7 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.11**

**Master Ballot for Class 8**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

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

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 8: Unlimited Tax General Obligation Bond Claims  
Series \_\_\_\_\_

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES OF BENEFICIAL OWNERS OF [**BOND SERIES**] UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS (THE "BENEFICIAL HOLDERS"), WHICH ARE CLAIMS IN CLASS 8 UNDER THE PLAN. PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the approval or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of*

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan (as defined above).

*Adjustment* (Docket No. \_\_\_\_). You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of [**Bond Series**] UTGO Bond Claims as of [\_\_\_\_], 2014 (the "Voting Record Date").

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the Beneficial Ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [**Bond Series**] UTGO Bond Claims.

As a Nominee, you must deliver the Solicitation Package,<sup>2</sup> including a Beneficial Ballot, to each Beneficial Holder of [**Bond Series**] UTGO Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [**Bond Series**] as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots for [**Bond Series**];
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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<sup>2</sup> The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the **[Bond Series]** UTGO Bond Claims in Class 8. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of UTGO Bond Claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in Class 8 in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan, or indicates votes to both accept and reject the Plan, shall not be counted as having been cast.
3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other UTGO Bond Claims in Class 8 voted.
4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
9. If you were not a Nominee with respect to **[Bond Series]** as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [ \_\_\_\_\_ ], 2014, the undersigned (please check applicable box):

- is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of **[Bond Series]** UTGO Bond Claims in Class 8 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date.
- is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of **[Bond Series]** UTGO Bond Claims in Class 8 listed in Item 2 below; or
- has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of **[Bond Series]** UTGO Bond Claims in Class 8 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder of the **[Bond Series]** UTGO Bond Claims in Class 8 listed in Item 2 below.

**Item 2. Transmittal of Votes.** The undersigned transmits the following votes of Beneficial Holders of the **[Bond Series]** UTGO Bond Claims in Class 8; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS</b>	\$	\$

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Additional Ballots Submitted by Beneficial Holders.** The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED  
FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS  
CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 8

Your Account Number for Each Beneficial Holder Who Completed Item 2 of their Beneficial Ballot	Transcribe from Item 2 of the Beneficial Ballot*				
	Account Number of Other Bond Claims in Class 8	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If space provided is insufficient, attach additional sheets in the same format.

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Certifications.** By signing this Master Ballot, the undersigned certifies that the undersigned:

1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 8 **[Bond Series]** UTGO Bond Claims;
2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the **[Bond Series]** UTGO Bond Claims in Class 8 held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

\_\_\_\_\_  
Name of Nominee

\_\_\_\_\_  
Participant Number

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed



**EXHIBIT 6D.12**

**Beneficial Ballot for Class 8**

**Beneficial Holder Ballot, Class 8 UTGO Claims**

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

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

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN**

CLASS 8: Unlimited Tax General Obligation Bond Claims  
Series [\_\_\_\_\_]

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF [**BOND SERIES**] UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS IN CLASS 8 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT, OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] , 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of*

<sup>1</sup> Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

*the Plan of Adjustment* (Docket No. \_\_\_\_ ) You are receiving this Beneficial Ballot because you are a Beneficial Holder of **[Bond Series]** as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly you are a Holder of a Class 8 UTGO Bond Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of **[Bond Series]** as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Beneficial Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your UTGO Bond Claims against the City have been placed in Class 8 under the Plan. If you hold multiple Claims within Class 8 under the Plan, you will receive a separate Beneficial Ballot for each such UTGO Bond Claim. **Each Beneficial Ballot you receive is for voting only your UTGO Bond Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the [Bond Series] UTGO Bond Claims in Class 8 under the Plan.**

If you hold more than one **[Bond Series]** UTGO Bond Claim in Class 8, you must vote each UTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple UTGO Bond Claims in Class 8, and each vote is not the same for each UTGO Bond Claim in Class 8, your Beneficial Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for UTGO Bond Claims in Class 8; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for UTGO Bond Claims in Class 8.
3. Please complete Item 3 of the Beneficial Ballot.
4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each such ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
6. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
7. If you were not a Beneficial Holder of **[Bond Series]** as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Beneficial Holder as of [\_\_\_\_\_], 2014, of the [Bond Series] UTGO Bond Claims in Class 8 under the Plan against the City of Detroit, Michigan, and in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 2. Certification as to UTGO Bond Claims in Class 8 Held in Additional Accounts.** The undersigned certifies that: (check one box)

- This is the only Beneficial Ballot submitted by the undersigned for UTGO Bond Claims in Class 8.
- The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for UTGO Bond Claims in Class 8.

COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS IN CLASS 8\*

Account Number of Other Bond Claims in Class 8	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certifications.** By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** UTGO Bond Claims in Class 8 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.13**

**Individual Ballot for Class 8**



**Individual Ballot, Class 8 UTGO Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 8: Unlimited Tax General Obligation Bond Claims  
Series [\_\_\_\_\_]

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF [BOND SERIES] UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS, WHICH ARE CLAIMS IN CLASS 8. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE RETURN INSTRUCTIONS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are Holder of [Bond Series] as of [\_\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 8 Claim against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any **[Bond Series]** UTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your UTGO Bond Claims against the City have been placed in Class 8 under the Plan. If you hold multiple UTGO Bond Claims within Class 8 under the Plan, you will receive a separate Ballot for each such UTGO Bond Claim. **Each Ballot you receive is for voting only your UTGO Bond Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] UTGO Bond Claims in Class 8 under the Plan.**

If you hold more than one [Bond Series] UTGO Bond Claim in Class 8, you must vote each UTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple UTGO Bond Claims in Class 8, and each vote is not the same for each UTGO Bond Claim in Class 8, your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. Please complete Item 2 of the Ballot.
3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
6. If you were not a Holder of one or more [Bond Series] UTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Holder as of [\_\_\_\_\_], 2014, of the [Bond Series] UTGO Bond Claims in Class 8 of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_

Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 3. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the **[Bond Series]** UTGO Bond Claim in Class 8 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.14**

**Master Ballot for Class 9**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

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

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 9: COP CLAIMS

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES AND ELECTIONS OF BENEFICIAL HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) IN CLASS 9 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] , 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of COP Claims as of [\_\_\_\_\_] (the "Voting Record Date").

<sup>1</sup> Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Use this Master Ballot to cast votes to accept or reject the Plan, and to make certain treatment and settlement elections regarding the Plan, in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of COP Claims.

As a Nominee, you must deliver the Solicitation Package,<sup>2</sup> including a Beneficial Ballot, to each Beneficial Holder of COP Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting and applicable election instructions given to you by the Beneficial Holders in the Beneficial Ballots for COP Claims;
- ii. summarize the results of all votes cast and elections made by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail, or other electronic means.

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<sup>2</sup> The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.



## VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the COP Claims in Class 9. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of COP Claims voting to accept or reject the Plan. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan shall not be counted as having been cast. **Beneficial Holders in Class 9 who vote to reject the Plan are precluded from making other applicable elections.**
3. In the boxes provided in Item 3 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the elections of the Beneficial Holders of COP Claims in Class 9 that voted to accept the Plan. If the Bankruptcy Court approves the Plan, Beneficial Holders of Class 9 that accept the Plan may elect to participate in the Plan COP Settlement and become Settling COP Claimants. Record the account number for each Beneficial Holder that voted to accept the Plan and returned a Beneficial Ballot, and the principal amount of COP Claims that elect to participate in the Plan COP Settlement. A Beneficial Holder with more than one Claim in Class 9 may elect different treatment for each such COP Claim with respect to the Plan COP Settlement election. If an executed Beneficial Ballot does not make an election under this section, such ballot will count as an election not to participate in the Plan COP Settlement.
4. In Item 4, please transcribe the information provided by each Beneficial Holder in Item 3 of the Beneficial Ballot relating to other COP Claims voted in Class 9.
5. In Item 5, please complete the certifications for this Master Ballot, including the date and signature.
6. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
7. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
8. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
9. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
10. If you were not a Nominee with respect to COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3, 4 AND 5 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [ \_\_\_\_\_ ], 2014, the undersigned (please check applicable box):

is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date.

is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below; or

has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan and execute applicable elections on behalf of the Beneficial Holder of the COP Claims in Class 9 listed in Item 2 below.

**Item 2. Transmittal of Votes.** The undersigned transmits the following votes of Beneficial Holders of the COP Claims in Class 9; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
11.	\$	\$
12.	\$	\$
13.	\$	\$
14.	\$	\$
15.	\$	\$

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Plan COP Settlement Elections.** The undersigned transmits the following elections of Beneficial Holders of the COP Claims in Class 9 that have voted to accept the Plan; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot accepting the Plan and executing such election.

Your Account Number for Each Beneficial Holder that elects to participate in the Plan COP Settlement*	Principal Amount of COP Claims
1.	\$
2.	\$
3.	\$
4.	\$
5.	\$
6.	\$
7.	\$
8.	\$
9.	\$
10.	\$
11.	\$
12.	\$
13.	\$
14.	\$
15.	\$

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Additional Ballots Submitted by Beneficial Holders.** The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 3 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED  
FROM ITEM 3 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS  
CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 9

Your Account Number for Each Beneficial Holder Who Completed Item 3 of their Beneficial Ballot	Transcribe from Item 3 of the Beneficial Ballot*	
	Name of Nominee or Other Registered Holder	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\*If space provided is insufficient, attach additional sheets in the same format.

**PLEASE CONTINUE TO ITEM 5 ON THE NEXT PAGE**

**Item 5. Certifications.** By signing this Master Ballot, the undersigned certifies that the undersigned:

1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 9 COP Claims;
2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. has full power and authority to vote to transmit the votes to accept or reject the Plan and the applicable elections of the Beneficial Holders to which the undersigned is a Nominee;
4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the COP Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's respective elections applicable under the Plan if such Beneficial Holder has accepted the Plan; and (e) the customer account or other identification number for each such Beneficial Holder; and
5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to both vote on the Plan and execute applicable elections under the Plan.

\_\_\_\_\_  
Name of Nominee

\_\_\_\_\_  
Participant Number

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.15**

**Beneficial Ballot for Class 9**

**Beneficial Holder Ballot, Class 9 COP Claims**

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

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

**BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN**

CLASS 9: COP Claims

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) IN CLASS 9 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR SECURITIES (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BALLOT, OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] , 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Beneficial Ballot because you are a Beneficial Holder of one or more Class 9 COP Claims under the Plan as of [\_\_\_\_\_] , 2014 (the "Voting Record Date").

<sup>1</sup> Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you were not a Beneficial Holder of any COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Beneficial Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. if you accept the Plan, elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether, if you accept the Plan, to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your Beneficial Ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.



## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your COP Claims against the City have been placed in Class 9 under the Plan. If you hold multiple COP Claims within Class 9 under the Plan, you will receive a separate Beneficial Ballot for each such Claim. **Each Beneficial Ballot you receive is for voting only your COP Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the COP Claims in Class 9 under the Plan.**

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. If you voted accept the Plan, in the boxes provided in Item 2 of the Beneficial Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

If you do not check either box in Item 3, this Beneficial Ballot will count as an election not to participate in the Plan COP Settlement and become a Settling COP Claimant.

**If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and regarding your COP Claims in Class 9.**

3. In Item 3 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for COP Claims in Class 9; or (b) complete the chart in Item 4 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for COP Claims in Class 9.

4. Please complete Item 4 of the Beneficial Ballot.

5. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.

7. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

8. If you were not a Beneficial Holder of one or more COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BENEFICIAL BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Beneficial Holder as of [\_\_\_\_\_], 2014, of the COP Claims in Class 9 of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

- |  |  |
|--|--|
| <input type="checkbox"/> <b>ACCEPT</b> the Plan with respect to<br>\$_____ in principal amount of<br>Class 9 COP Claims. | <input type="checkbox"/> <b>REJECT</b> the Plan with respect<br>to \$_____ in principal<br>amount of Class 9 COP Claims. |
|--|--|

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_ Aggregate Claim Amount: \$ \_\_\_\_\_

**IF YOU VOTED TO ACCEPT THE PLAN WITH RESPECT TO ANY CLASS 9 COP CLAIMS, PLEASE COMPLETE ITEM 2 BELOW. IF YOU VOTED TO REJECT THE PLAN WITH RESPECT TO ALL CLASS 9 COP CLAIMS YOU HOLD, PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 2. Plan COP Settlement Option.** If the undersigned voted to approve the Plan, the undersigned elects to (check one box):

- |  |  |
|--|--|
| <input type="checkbox"/> <b>Participate</b> in the Plan COP<br>Settlement and become a Settling<br>COP Claimant with respect to<br>\$_____ in principal amount of<br>Class 9 COP Claims. | <input type="checkbox"/> <b>NOT Participate</b> in the Plan COP<br>Settlement and remain a non-settling<br>Holder with respect to<br>\$_____ in principal amount<br>of Class 9 COP Claims. |
|--|--|

**If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and interests regarding your COP Claims in Class 9.**

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certification as to COP Claims in Class 9 Held in Additional Accounts.** The undersigned certifies that:  
(check one box)

- This is the only Beneficial Ballot submitted by the undersigned for Claims in Class 9.
- The completed chart discloses all account numbers, Nominees and applicable information for any and all Beneficial Ballots the undersigned submitted for Claims in Class 9.

COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS IN CLASS 9\*

Account Number of COP Claims in Class 9	Name of Nominee or Other Registered Holder	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

\* If the space provided is not sufficient, attach additional sheets in the same format

**PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE**

**Item 4. Certifications.** By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Claims in Class 9 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 3 above) with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes and applicable elections executed on this Beneficial Ballot to the Balloting Agent.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.16**

**Individual Ballot for Class 9**

**Individual Ballot, Class 9 COP Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING  
THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 9: COP Claims

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. EASTERN TIME ON [\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLAIMS IN CLASS 9. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are Holder of one or more COP Claims as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 9 Claim against the City, as defined in the Plan.

If you did not hold any COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your COP Claims against the City have been placed in Class 9 under the Plan. If you hold multiple Claims within Class 9 under the Plan, you will receive a separate Ballot for each such Claim. **Each Ballot you receive is for voting only your COP Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the COP Claims in Class 9 under the Plan.**

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. If you voted to accept the Plan, in the boxes provided in Item 2 of the Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

**If you do not check either box in Item 2, this Ballot will count as an election not to participate in the Plan COP Settlement.**

**If you accept the Plan and elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and regarding your Claims in Class 9.**

3. Please complete Item 3 of the Ballot.
4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as cast.

5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
7. If you were not a Holder of one or more COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).



**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Holder as of [\_\_\_\_\_], 2014, of the COP Claims in Class 9 of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):

- |  |  |
|--|--|
| <input type="checkbox"/> <b>ACCEPT</b> the Plan with respect to<br>\$_____ in principal amount of<br>Class 9 COP Claims. | <input type="checkbox"/> <b>REJECT</b> the Plan with respect<br>to \$_____ in principal<br>amount of Class 9 COP Claims. |
|--|--|

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor: \_\_\_\_\_ Aggregate Claim Amount: \$ \_\_\_\_\_

**IF YOU VOTED TO ACCEPT THE PLAN WITH RESPECT TO ANY CLASS 9 COP CLAIMS, PLEASE COMPLETE ITEM 2 BELOW. IF YOU VOTED TO REJECT THE PLAN WITH RESPECT TO ALL CLASS 9 COP CLAIMS YOU HOLD, PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE.**

**Item 2. Plan COP Settlement Option.** If the undersigned voted to accept the Plan, the undersigned elects to (check one box):

- |  |  |
|--|--|
| <input type="checkbox"/> <b>Participate</b> in the Plan COP<br>Settlement and become a Settling<br>COP Claimant with respect to<br>\$_____ in principal amount of<br>Class 9 COP Claims. | <input type="checkbox"/> <b>NOT Participate</b> in the Plan<br>COP Settlement and remain a<br>non-settling Holder with respect<br>to \$_____ in principal<br>amount of Class 9 COP Claims. |
|--|--|

**If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and interests regarding your Claims in Class 9.**

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Claims in Class 9 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claim;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.17**

**Ballot for Class 12**

**Ballot, Class 12 DDA Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 12: Downtown Development Authority Claims

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_\_] , 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF DDA CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLASSIFIED IN CLASS 12. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_\_] , 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are a Holder of one or more DDA Claims as of [\_\_\_\_\_] , 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 12 Claims against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any DDA Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your DDA Claims against the City have been placed in Class 12 under the Plan. If you hold multiple DDA Claims within Class 12 under the Plan, you will receive a separate Ballot for each such DDA Claim. **Please complete and return each Ballot you receive. The attached Ballot is designated only for voting DDA Claims in Class 12 under the Plan.**

If you hold more than one DDA Claim in Class 12, you must vote each DDA Claim to accept or reject the Plan in the same manner. If you vote multiple DDA Claims in Class 12, and the votes are not the same for each DDA Claim in Class 12, your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. Please complete Item 2 of the Ballot.
3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
6. If you were not a Holder of any DDA Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the DDA Claim Holder in Class 12 as of [\_\_\_\_\_], 2014 against the City of Detroit, Michigan, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor Name: \_\_\_\_\_ Amount of Claim \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**



**Item 2. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more DDA Claims in Class 12 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 12 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.18**

**Ballot for Class 13**

**Ballot, Class 13 Other Unsecured Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 13: Other Unsecured Claims

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF OTHER UNSECURED CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) WHICH ARE CLASSIFIED IN CLASS 13. PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are a Holder of one or more Other Unsecured Claims as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 13 Claims against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any Other Unsecured Claim as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. elect whether to treat your Other Unsecured Claim as a Class 14 Convenience Claim under the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to treat your Other Unsecured Claim as a Class 14 Convenience Claim. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your Other Unsecured Claims against the City have been placed in Class 13 under the Plan. If you hold multiple Claims within Class 13 under the Plan, you will receive a separate Ballot for each such Claim. **Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Other Unsecured Claims in Class 13 under the Plan.**

If you hold more than one Other Unsecured Claim in Class 13, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 13 and the votes are not the same for each Claim in Class 13, your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. In the boxes provided in Item 2 of the Ballot, please indicate your election whether to treat your Other Unsecured Claim as a Class 14 Convenience Claim under the Plan. If you check both boxes, or neither box, in Item 2, this Ballot will count as an election not to treat your Other Unsecured Claim as a Class 14 Convenience Claim.
3. If you elect to treat your Class 13 Other Unsecured Claim as a Class 14 Convenience Claim, your vote to accept or reject the Plan in this Ballot will count as a vote for Class 14 tabulation purposes and your vote will not count for Class 13 tabulation purposes.
4. Please complete Item 3 of the Ballot.
5. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
7. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
8. If you were not a Holder of any Other Unsecured Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF BOTH BOXES ARE, OR NEITHER BOX IS, CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE NOT ELECTING CONVENIENCE CLAIM TREATMENT FOR YOUR CLASS 13 OTHER UNSECURED CLAIM.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Other Unsecured Claim Holder in Class 13 as of [\_\_\_\_\_], 2014 against the City of Detroit, Michigan, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor Name: \_\_\_\_\_ Amount of Claim: \$ \_\_\_\_\_

**Item 2. Convenience Class Election.** The undersigned, the Other Unsecured Claim Holder in Class 13 as of [\_\_\_\_\_], 2014 against the City of Detroit, Michigan, elects to (check one box):

Treat the undersigned's Other Unsecured Claim as a Class 14 Convenience Claim under the Plan.

Not Treat the undersigned's Other Unsecured Claim as a Class 14 Convenience Claim under the Plan.

**If you elect to treat your Class 13 Other Unsecured Claim as a Class 14 Convenience Claim, your vote to accept or reject the Plan in this Ballot will count as a vote for Class 14 tabulation purposes and your vote will not count for Class 13 tabulation purposes.**

**Class 14 Convenience Claim elections are subject to the terms contained in the Plan. This Convenience Claim Election will be deemed irrevocable and legally binding on you upon (i) execution of this election on the Ballot and (ii) confirmation of the Plan. Class 14 Convenience Claims will be paid in accordance with the Plan terms.**

Creditor Name: \_\_\_\_\_ Claim Amount: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE**

**Item 3. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more Other Unsecured Claims in Class 13 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 13 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**EXHIBIT 6D.19**

**Ballot for Class 14**



**Ballot, Class 14 Convenience Claims**

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

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

**BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT**

CLASS 14: Convenience Claims

**THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M., EASTERN TIME, ON [\_\_\_\_], 2014**

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF CONVENIENCE CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLASSIFIED IN CLASS 14. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Plan")<sup>1</sup> described in the accompanying *Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). The Bankruptcy Court approved the Disclosure Statement by order dated [\_\_\_\_], 2014 (Docket No. \_\_\_\_). By order dated [\_\_\_\_] (Docket No. \_\_\_\_), the Bankruptcy Court authorized the City to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and procedures in the *Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. \_\_\_\_). You are receiving this Ballot because you are a Holder of one or more Convenience Claims as of [\_\_\_\_], 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 14 Claims against the City, as defined in the Plan.

<sup>1</sup> Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any Convenience Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at <http://kccllc.net/Detroit> or <http://www.detroitmi.gov>.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

## **VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your Convenience Claims against the City have been placed in Class 14 under the Plan. If you hold multiple Claims within Class 14 under the Plan, you will receive a separate Ballot for each such Claim. **Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Convenience Claims in Class 14 under the Plan.**

If you hold more than one Convenience Claim in Class 14, you must vote each Convenience Claim to accept or reject the Plan in the same manner. If you vote multiple Convenience Claims in Class 14, and the votes are not the same for each Convenience Claim in Class 14, your Ballots will not be counted as having been cast.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

2. Please complete Item 2 of the Ballot.
3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court, or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
6. If you were not a Holder of one or more Convenience Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at [Detroitinfo@kccllc.com](mailto:Detroitinfo@kccllc.com).

**PLEASE READ THE VOTING INFORMATION AND  
INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, the Convenience Claim Holder in Class 14 as of [\_\_\_\_\_], 2014 against the City of Detroit, Michigan, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

**If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.H, Article IV.I and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.**

Creditor Name: \_\_\_\_\_ . Amount of Claim: \$ \_\_\_\_\_

**PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE**

**Item 2. Certifications.** By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more Convenience Claims in Class 14 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 14 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (optional)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed