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12 **UNITED STATES BANKRUPTCY COURT**  
13 **EASTERN DISTRICT OF CALIFORNIA**  
14 **SACRAMENTO DIVISION**

16 In re: ) Case No. 12-32118  
17 CITY OF STOCKTON, CALIFORNIA, ) D.C. No. JD-2  
18 Debtor. ) Chapter 9  
19 ) **EXHIBITS A – J IN SUPPORT OF**  
20 ) **FRANKLIN’S MOTION TO ALTER**  
21 ) **AND AMEND FINDINGS OF FACT**  
22 ) **AND CONCLUSIONS OF LAW**  
23 ) **REGARDING ALLOWED AMOUNT**  
24 ) **OF RETIREE HEALTH BENEFIT**  
25 ) **CLAIMS**  
26 )  
27 ) Hearing: December 10, 2014  
28 ) Time: 11:00 a.m.  
Dept: C, Courtroom 35  
Judge: Hon. Christopher M. Klein

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# **EXHIBIT A**

IN AND FOR THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF CALIFORNIA  
SACRAMENTO DIVISION

---oOo---

BEFORE THE HONORABLE CHRISTOPHER M. KLEIN, JUDGE

---oOo---

In re:	)	
	)	
CITY OF STOCKTON, CALIFORNIA,	)	No. 12-32118-C-9
	)	
Debtor,	)	Chapter 9
	)	

---oOo---

REPORTER'S TRANSCRIPT OF PROCEEDINGS  
FINDINGS OF FACT AND CONCLUSIONS OF LAW

Held on Thursday, October 30, 2014

10:00 a.m.

---oOo---

Reported by: Jodi Till, CSR #10381

DIAMOND COURT REPORTERS  
1107 2nd St., Suite 210  
Sacramento, CA 95814  
916-498-9288

1 must be doing the best that is available under the  
2 circumstances. So I have looked long and hard at the history  
3 of this case and the responses that have been made and  
4 considered the alternatives, including the alternative of  
5 putting the whole situation back to square one, which is what  
6 would be required, and going -- and running up many more  
7 millions of dollars in terms of expenses for the City for what  
8 I view as probably not likely very much difference, and that's  
9 because this Plan, I'm persuaded, is about the best that can  
10 be done -- or is the best that can be done in terms of the  
11 restructuring and adjustments of the debts of the City of  
12 Stockton; therefore, I conclude that Section 943(b)(7) has  
13 been satisfied because the Plan is in the best interest of  
14 creditors and is feasible, and, accordingly, the Plan will be  
15 confirmed.

16           Mr. Levinson, did I miss anything? Are there  
17 supplementary findings I should make?

18           MR. LEVINSON: A few points, Your Honor. Needless  
19 to say, the City and I are very pleased.

20           First off, you said that the Retiree Health Plan had  
21 been reduced. In fact, it's been eliminated. What happened  
22 was in the first year, the City ratcheted down its payments  
23 relating to how long the employee had worked for the City, and  
24 then the second year was cut off completely, so there has been  
25 no healthcare since July 1, 2013.

1 recognize you separately stated them, but, logically, they fit  
2 right in just like the Convenience Class, the Class 13, which  
3 I did not mention.

4 MR. LEVINSON: That's correct, Your Honor. Had I to  
5 do it over again, we might have put them in the same class.  
6 That's all we have.

7 THE COURT: Mr. Johnston.

8 MR. JOHNSTON: Thank you, Your Honor.

9 Obviously, we are disappointed by your ruling. We  
10 will evaluate our next steps, but I do have a point of  
11 clarification and two questions.

12 As Mr. Levinson noted, we did lodge a formal  
13 objection under Section 43(b)(3). We do not believe that the  
14 City's fees relating to the bankruptcy have been either fully  
15 disclosed or are reasonable. Frankly, there is no basis on  
16 which you can determine they are reasonable because they have  
17 not been fully disclosed.

18 I believe the state of the record is the City filed  
19 a one-page piece of paper back in May during the trial that  
20 summarized what they had paid to professionals. I do not  
21 believe that disclosure has been updated. Our argument is  
22 there needed to be more disclosure, and the Court would have  
23 to then determine whether the fee is reasonable, so that  
24 objection is outstanding.

25 With respect to two questions, has Your Honor made a

1 finding of the amount of the Retirees' healthcare claims as of  
2 the petition date? I know you made a reference to the amount  
3 of those claims in the amount of \$550 million. One of our  
4 components of our objection was that, in fact, that claim is  
5 substantially smaller due to the fact that it had not been  
6 discounted to present value. The reason why that is important  
7 in the context of the Plan is that the size of the Retirees'  
8 healthcare claim drives the pro rata recovery under Class 12.  
9 To the extent that that claim is discounted to present value  
10 and reduced, Franklin's pro rata recovery in Class 12 under  
11 the terms of this Plan is increased.

12 I guess the last question is simply the next step in  
13 terms of whether Your Honor intends to write something. Are  
14 you incorporating the ruling regarding our secured claim into  
15 your confirmation ruling? Will it be separate? Logistical  
16 issues like that.

17 THE COURT: Last first. No, I'm not planning on  
18 writing something separately. My practice with respect to  
19 Findings of Fact and Conclusions of Law is to exploit the  
20 opportunity afforded by Federal Rule of Civil Procedure 52 to  
21 make Findings of Fact and Conclusions of Law orally on the  
22 record, and, of course, the rule also provides a period in  
23 which parties can ask for supplementary findings or ask for  
24 the findings to be adjusted, and, of course, that remains  
25 fully in effect. So Federal Rule of Civil Procedure 52(b), on

1 proceeding is a judgment, and the logical end to a  
2 confirmation is an order confirming the Plan, which has the  
3 status of the judgment. But since I took procedurally  
4 distinct matters and tried them together because of the  
5 overlap of the evidence, still as we come out from it, we need  
6 to do it consolidated, so that's what I propose to do there.

7 MR. JOHNSTON: Okay.

8 THE COURT: Why don't I hear from Mr. Levinson on  
9 the two other issues you raised. The first question is the  
10 amount of the Retirees' health -- I took a moment and looked  
11 at the objection to procedures, and I see Franklin has not  
12 been given the opportunity to object to the claim.

13 MR. LEVINSON: Franklin and the City and the  
14 Retirees Committee agree that rather than force Franklin to  
15 file 1100 objections to claim, that it would be handled as a  
16 matter of pure law as part of the confirmation process, so it  
17 was fully and well-briefed by the parties, and you will just  
18 have to decide that. We both stated our positions in the  
19 briefs.

20 The City intends to lodge -- upload a confirmation  
21 order and a separate judgment for the adversary. Having heard  
22 you on October 1st, the current draft of the confirmation  
23 order is three and a half pages long. The current draft of  
24 the judgment is two pages long, and we, obviously, served  
25 everybody with that. And that would probably happen sometime



1 next week.

2 MR. RIOS: Your Honor, Mr. Rios. If I can just  
3 clarify for the Retirees Committe.

4 THE COURT: Mr. Rios.

5 MR. RIOS: We also addressed the valuation of the  
6 Retiree Health Benefit Claims in our brief in support of the  
7 Plan, so I would refer Your Honor to our brief as well. It's  
8 been briefed and submitted.

9 I would also note just for the record, Your Honor,  
10 there is approximately 2500 retirees. Your Honor referenced  
11 1100. There is 1100 Retiree Health Benefit Claims overall.

12 THE COURT: Thank you for that clarification. I  
13 suppose I should have picked it up in the CalPERS Annual  
14 Statements that were included as Exhibits 7 and 8 to the  
15 Lamoureux Declaration.

16 MR. RIOS: There was a lot of materials.

17 THE COURT: Those are fairly dense documents.

18 With respect to the Retiree Health Claims, the  
19 contention from the Retirees in the City is \$545 million.

20 MR. LEVINSON: That's correct.

21 THE COURT: I realize Franklin is less. I'm going  
22 to make a determination that it's \$545 million. It's fair  
23 game for a Rule 52(b) Motion to try to get me to adjust that  
24 number. So I'll take a harder look at it, full and fair  
25 harder look at that question if an appropriate motion is made.

1 the same provision as under Chapter 11, although the least  
2 favorite job of bankruptcy judges is reviewing fee  
3 applications.

4           Okay. So I dealt with the 943(b)(3) objection. I'm  
5 sticking with the 545 million for the Retirees.

6           Is there any other loose ends? You are not giving  
7 up anything. If you say no, you are not giving up anything.

8           MR. JOHNSTON: I was going to say not from Franklin,  
9 reserving all of our rights.

10           THE COURT: Well, the cold light of day, at least  
11 for 14 days, you get to revisit anything. You haven't given  
12 up anything.

13           MR. LEVINSON: It's 14 days from the entry of  
14 judgment. The 14 days hasn't started yet.

15           THE COURT: That's correct, and I'm not imagining I  
16 would be entering the order today, because the order  
17 confirming the Plan needs to be settled among the parties.  
18 Ordinarily, I write it, but in a case of this complexity, I'll  
19 let you prepare it, Mr. Levinson, and make sure the various  
20 parties who need to be assured that it says what it is  
21 supposed to say has had an opportunity to go over it.

22           MR. LEVINSON: Will do.

23           THE COURT: All right. You say that process is  
24 already underway?

25           MR. LEVINSON: Yes, Your Honor.

# **EXHIBIT B**

1 2011, right?

2 **A.** That's right.

3 **Q.** And you were identified under Rule 30(b) (6) of the  
4 Federal Rules of Civil Procedure to testify at deposition as  
5 the City's representative regarding the nature, amount,  
6 calculation, methodology, factual and legal basis of the  
7 retiree health benefit claims, right?

8 **A.** That's right.

9 **Q.** And the plan of adjustment defines retiree health  
10 benefit claims as:

11 **"Q.** "A claim by a former City employee or  
12 dependent on account of, or in any way related to, the  
13 City's post petition reduction of its contribution to  
14 health benefit payments to former City employees and  
15 dependents."

16 Is that your understanding?

17 **A.** Yes, it is.

18 **Q.** Now, the City has listed in its list of creditors a  
19 total amount of retiree health benefit claims of  
20 approximately 545.9 million dollars, right?

21 **A.** That's right.

22 **Q.** And the City does not dispute those claims, correct?

23 **A.** The City calculated those amounts.

24 **Q.** And so the City does not dispute them?

25 **A.** No.

1 Q. And the amount listed for the retiree health benefit  
2 claims is not a compromise or settlement amount, right?

3 A. The City hired Segal Company, who are enrolled  
4 actuaries, to calculate the claims amounts that would have  
5 been otherwise provided to the 1100 retirees and their  
6 dependents, so the calculations were done by the City and its  
7 agent, the Segal Company. So I'm not sure what your  
8 terminology is to a settlement. It wasn't an agreed-upon  
9 number, it was the City's number, and the retirees accepted  
10 it.

11 Q. It was not a negotiated number?

12 A. No.

13 Q. How many people hold retiree health benefit claims?

14 A. Approximately 1100.

15 Q. And so, given the total, that works out to an average  
16 of about 500,000 dollars per retiree?

17 A. If you take the total amount, you divide it, math  
18 exercise, that's about right.

19 Q. And in general terms, the retiree health benefit claim  
20 represents the calculation of the expected amounts of  
21 healthcare costs that a retiree would claim over his or her  
22 lifetime, right?

23 A. Uh, it's more complicated than that. It represents  
24 the calculation based on the projected lifetime of the  
25 individual retirees, and it includes, if they have, you know,

1 a dependent, spouse, which the vast majority of them did, so  
2 it's generally calculating those costs out for two people  
3 each, less certain subtractions.

4 For example, the City's under-65 retiree benefit has a  
5 limit of 15 years. So for several retirees that retired in  
6 their 30s and 40s, there will be a period of time when their  
7 under-65 benefit would be eliminated and then they would  
8 subsequently receive their benefit once they hit 65.

9 So we subtracted out those years they would not be  
10 eligible, we adjusted the claims based on benefit changes  
11 that occurred in 2012, and we took into account co-pays, and  
12 we also took into account when people turn 65 and would be  
13 covered by Medicare, and Medicare would be the primary first  
14 insurer that City's claims costs would be reduced.

15 So we took that all into account and calculated it,  
16 with the standards of medical inflation over the, you know,  
17 some net 60 years.

18 **Q.** And all of that is an attempt to calculate what the  
19 City's liability would have been had it not terminated the  
20 retiree health benefits?

21 **A.** That's right.

22 **Q.** And retiree health benefits are often called "OPEB,"  
23 right?

24 **A.** Other Post Employment Benefits.

25 **Q.** Other Post Employment Benefits?

1       **A.** (Nods head.)

2       **Q.** And I believe you testified it was Segal Company who  
3 calculated the amount of the retiree health benefit claims  
4 for the City, right?

5       **A.** Right, because the -- you're trying to calculate a  
6 lifetime benefit, there is no way other than having an  
7 actuary do projections and calculations based on the standard  
8 actuarial methods to calculate out, not only life expectancy  
9 of the individuals and their spouses, but the medical  
10 inflation and cost of claims over a very long period of time.

11       **Q.** And Segal Company is made up of actuaries?

12       **A.** Yes, their people that work on this are enrolled  
13 professional actuaries, using professional actuarial  
14 standards in calculation of claims.

15       **Q.** And to calculate the amount of the retiree health  
16 benefit claims, Segal used claims made against the City in  
17 the previous three years to generate a benchmark from which  
18 it then extrapolated costs over the lifetime of a retiree  
19 and/or his dependents, right?

20       **A.** Right. That's a typical and normal professional  
21 actuarial standard, to take three years worth of data; then  
22 they did make adjustments for benefits, changes that occurred  
23 right before that, to lower the projection costs.

24       **Q.** And once those costs were calculated, Segal did not  
25 discount the amount of the cost to present value, right?

1       **A.** No, they did not.

2       **Q.** In its audited financial statements prior to the  
3 bankruptcy, the City discounted to present value of the total  
4 amount of its liability for retiree healthcare, right?

5       **A.** Under GASB standards, Government Accounting Standards  
6 and Practices, the OPEB liabilities are discounted. But in  
7 our understanding, the calculation of claims for bankruptcy  
8 purposes in that discounting was not appropriate.

9       **Q.** Who made that determination?

10       **A.** It was a legal interpretation. We were advised  
11 that -- an attorney was advised that the standards are  
12 different than bankruptcy.

13       **Q.** So Segal didn't make that determination?

14       **A.** No.

15       **Q.** And you didn't make that determination?

16       **A.** No.

17       **Q.** And in fact prior to the bankruptcy case, Segal  
18 prepared for the City a report entitled "actuarial valuation  
19 and review of other post employment benefits," OPEB, as of  
20 June 30, 2011, in accordance with GASB 43 and 45, in which  
21 they discounted the liability of present value, right?

22       **A.** GASB requirements of jurisdictions have to post an  
23 actuarial report every two years. That was the required  
24 period of time for the City to post their last report.

25       **Q.** And in that report, Segal calculated the total



1 projected health benefits for current retirees and their  
2 beneficiaries and dependents to be in the ballpark of \$261  
3 million, right?

4 **A.** Well, the total liability at that point was around 430  
5 million, something like that, because, at that point in time,  
6 the current employees had not given up their retiree medical  
7 benefits. So the actuarial report at that period of time  
8 calculated not only the future OPEB liability of the retirees  
9 but the current employees as well.

10 **Q.** And the portion that was attributable to current  
11 retirees was about \$261 million, right?

12 **A.** That's right.

13 **Q.** And you've never seen another municipality to record  
14 its OPEB liability in a way that does not discount to present  
15 value, correct?

16 **A.** I'm not familiar with other jurisdictions that are in  
17 bankruptcy.

18 **Q.** So it's your understanding that the calculation is  
19 really bankruptcy-specific?

20 **A.** Yes.

21 **Q.** And by "that calculation," I mean in discounting the  
22 present value.

23 **A.** That's correct.

24 **Q.** And for the fiscal year which ended June 30, 2012, the  
25 City's audited financial statements reflected liability for

1 health care of \$261 million; right?

2 **A.** I believe so, yes.

3 **Q.** And that June 30, 2012, intake, that's just two days  
4 after the bankruptcy petition date; right?

5 **A.** Yes.

6 **Q.** So the amount of retiree health benefit claims to  
7 which the City has stipulated in the bankruptcy case is  
8 nearly double that of the liability reflected in the City's  
9 audited financial statements for the period that ended two  
10 days after the petition date; right?

11 **A.** It's my understanding that in the bankruptcy that  
12 we're supposed to calculate the amount of money or claims  
13 that the retirees will have received for their lifetime  
14 medical benefit, and that's what we calculated and negotiated  
15 with the retirees.

16 The OPEB report is calculating -- other  
17 post-employment benefits, "O-P-E-B," is calculating the  
18 City's liability as of a point in time.

19 **Q.** And so the way that the City has calculated it for  
20 bankruptcy purposes, a hundred dollar liability projected to  
21 be paid in the year 2050 is a hundred dollar claim as of the  
22 bankruptcy petition date?

23 **A.** Well it is calculating the full amount of the  
24 projected claims over the hypothetical life expectancy of the  
25 individuals and their spouses.

1       **Q.** And when the City had Segal perform that calculation  
2 the City actually instructed Segal to do it without  
3 discounting present value; right?

4       **A.** Well, we didn't instruct them to discount it.

5       **Q.** Let's take a look. Let's take a look at your  
6 deposition testimony on page 39.

7               In your deposition, I asked you "Did the City instruct  
8 Segal to use a different methodology for purposes of  
9 calculating the claim under the plan," and you said "Yes,"  
10 was that accurate testimony?

11       **A.** Can I see the whole --

12       **Q.** Sure.

13       **A.** -- page or the whole document?

14       **Q.** The place to start is probably on page 38 of your  
15 deposition transcript at line 13.

16       **A.** I guess it's a matter of semantics, you know. We  
17 didn't direct them to do it and so I guess we directed them  
18 not to do it.

19       **Q.** And you testified you actually directed them not to do  
20 it; right?

21       **A.** Okay.

22       **Q.** Was that accurate testimony?

23       **A.** Yes.

24       **Q.** And the reason why you did that is because it's  
25 your -- the bankruptcy lawyers made the determination that

1 was how the claims should be calculated for bankruptcy  
2 purposes; right?

3 **A.** I'm not answering.

4 **MR. BOCASH:** Objection. Calls for attorney/client  
5 privilege communications.

6 **MR. JOHNSTON:** She testified to that already,  
7 Your Honor.

8 **THE COURT:** I'm going to sustain the objection.

9 **MR. JOHNSTON:** Okay.

10 **THE COURT:** She's already testified, simple enough.

11 **MR. JOHNSTON:** Simple enough, I agree.

12 **Q.** Under the retiree settlement that's incorporated into  
13 the plan, the City will pay the retirees a total of \$5.1  
14 million; right?

15 **A.** That's right.

16 **Q.** And that amount doesn't change or vary depending on  
17 the allowed amount of the retiree health benefit claims;  
18 right?

19 **A.** No. We agreed to the \$5.1 million before the final  
20 calculation of the \$545 million was completed so we had a  
21 general idea of what the claims amounts were.

22 **Q.** So under the settlement, the City would pay \$5.1  
23 million if it was ultimately determined that the retiree  
24 health benefit claims should be allowed in the amount of \$100  
25 million; right?

1       **A.** Yes.

2       **Q.** And it would still pay \$5.1 million if it was  
3 ultimately determined that the amount of the retiree health  
4 benefit claims were allowed in the amount of \$1 billion?

5       **A.** That's right.

6       **Q.** And under the City's plan of adjustment, the City  
7 actually benefits from as high an allowed amount of retiree  
8 health benefit claims as possible, doesn't it?

9           **MR. BOCASH:** Objection. Calls for a legal conclusion.

10          **MR. JOHNSTON:** It does not call for a legal  
11 conclusion, Your Honor, it calls for a simple math exercise.  
12 The percentage payments on the claims into which Franklin's  
13 claim, a class into Franklin's claim as we classified, relate  
14 to the allowed amount of retiree health benefit claims,  
15 specifically a calculation that's determined by dividing \$5.1  
16 million into the allowed amount of claims. The higher the  
17 claim amount, the lower my client gets paid.

18          **THE COURT:** Have you already established the base of  
19 what he --

20          **MR. JOHNSTON:** Yes.

21          **THE COURT:** You have already established there's  
22 discounting in retiree health?

23          **MR. JOHNSTON:** I have. This is a different line of  
24 inquiry.

25          **THE COURT:** So what are you after now?

1           **MR. JOHNSTON:** I'm after the fact that in fact the  
2 City has an incentive to make the amount of retiree health  
3 benefit claims as large as possible under the plan.

4           **THE COURT:** I think that's more argument and I can't  
5 help there. You can certainly make that argument to me.

6 **MR. JOHNSTON:**

7           **Q.** One of the terms of the retiree settlement is that the  
8 City agreed not to impair retiree pensions; right?

9           **A.** That is one of the provisions which the City already  
10 made with the employer organizations prior to the settlement  
11 with the retirees.

12           **Q.** But in fact the settlement with the retirees  
13 specifically says that pension shall not be impaired for  
14 retirees; correct?

15           **A.** That's right, the agreement with the City had with the  
16 unions. And I use the agreement with the employer  
17 organization unions has similar language in your agreements  
18 that their pension, that any kind of adjustment will be  
19 consistent with their memorandum of understanding, which  
20 includes their pension benefits.

21           **Q.** Right, but I'm asking you a question about the retiree  
22 settlement.

23           **A.** You can see for itself. It says that the pension  
24 benefits will not be impaired.

25           **Q.** So under the retiree settlement, standing on its own,

# **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA

In re )  
 )  
City of Stockton, California, )  
 )  
 )  
 )  
Debtor(s). )

Case No. 2012-32118

AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s), or statement(s) are attached hereto:

- Petition
- Creditor Matrix
- List of 20 Largest Unsecured Creditors
- Schedules (check appropriate boxes). See Instruction #4 below.
- Summary of Schedules (includes Statistical Summary of Certain Liabilities and Related Data) **REQUIRED IF AMENDING SCHEDULE(S) A, B, D, E, F, I, OR J.**
- Statement of Financial Affairs
- Statement of Intention
- List of Equity Security Holders
- A  B  C  D  E  F  G  H  I  J

Purpose of amendment (check one):

- To add pre-petition creditors, delete creditors, change amounts owed or classification of debt (30.00 fee required, provided the judge may, for good cause, waive the charge in any case.) **NOTE:** Lists, schedules and statements that add or change creditors must be accompanied by an amended matrix listing only the creditors added or changed.
- No pre-petition creditors were added, creditors deleted, or amounts owed or classifications of debt changed.


NOTICE OF AMENDMENT TO AFFECTED PARTIES

Pursuant to Federal Rule of Bankruptcy Procedure 1009(a), I certify that notice of the filing of the amendment(s) checked above has been given this date to the Trustee in this case, and to any and all entities affected by the amendment, together with a copy of the notice of meeting of creditors, the discharge (if one has been entered), a subsequent notice to file claims (if one has been issued), and any other document affecting the rights of the added creditors. (NOTE: Proof of service, indicating that service has been made, must be filed with the Court.)

Dated: 10/15/2013      Attorney's [or Pro Se Debtor's] Signature: /s/ Marc A. Levinson  
 Printed Name: Marc A. Levinson  
 Mailing Address : Orrick, Herrington & Sutcliffe, LLP  
400 Capitol Mall, Ste. 3000, Sacramento, CA 95814

DECLARATION BY DEBTOR

I(We), the undersigned debtor(s), hereby declare under penalty of perjury that the information set forth in the amendment(s) attached hereto, consisting of 27 pages, is true and correct.

Dated: 10/15/2013  
  
 Laurie Montes, Deputy City Manager, City of Stockton

Dated: \_\_\_\_\_  
 \_\_\_\_\_  
 Joint Debtor's Signature

INSTRUCTIONS

1. Use this cover sheet **ONLY** when filing amended petitions, lists, schedules and statements. **Do not use an amendment cover sheet when submitting amended plans or amendments to plans.**
2. Include the word "Amended" in the title of each amended document.
3. Amendments to property schedules (A and B), creditor schedules (D, E, and F), or income/expenses schedules (I and J) must be accompanied by an amended Summary of Schedules. Updates to the schedule totals will not be made unless the summary is filed.
4. Amendments to add creditors or change their names/addresses must consist of the amended schedule(s) with a notation to the right of the creditor entry of "A" if the creditor is being added or "C" if it is being changed. **Failure to include "A" and "C" notations on amended schedules may result in duplicate or multiple listings on master mailing lists.**
5. Amendments which add or change creditors must be accompanied by a separately filed amended matrix containing **ONLY** the additions/changes so that the creditors may be downloaded into the case. The matrix must not contain the "A" or "C" notations.
6. When e-Filing an amended matrix, you must submit two separate files: a PDF file containing the amendment cover sheet for the matrix, and a text file containing the creditors in the standard master address list format. These two files must be uploaded together.
7. Federal Rule of Bankruptcy Procedure 1009 requires the debtor to give notice of an amendment to the trustee and to any entity affected thereby. **Notice of the amendment WILL NOT be given by the Clerk's Office.** To comply with this requirement, the debtor's attorney or *Pro Se* debtor must give notice to the trustee and any entity affected by the amendment by serving all previous court notices including, but not limited to, the notice of meeting of creditors, discharge of debtor, etc. A proof of service, indicating that service has been made, must be filed with the court.
8. Checks and money orders should be payable to "Clerk, U.S. Bankruptcy Court." (NOTE: No personal checks will be accepted.)



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7 Attorneys for Debtor  
City of Stockton  
8

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

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

Case No. 2012-32118

Chapter 9

**AMENDED LIST OF CREDITORS  
AND CLAIMS PURSUANT TO 11  
U.S.C. §§ 924 AND 925 (RETIREE  
HEALTH BENEFIT CLAIMS)**

[No Hearing Required]

19  
20 Pursuant to 11 U.S.C. § 924, Rules 1007(a) and 1009(a) of the Federal Rules of  
21 Bankruptcy Procedure, and Rule 1007-1 of the Local Rules of Bankruptcy Procedure, the City of  
22 Stockton, California (the “City”), the debtor in the above-captioned case, by and through its  
23 counsel, submits its Amended List of Creditors (Retiree Health Benefit Claims) (“Retiree Health  
24 Benefit Claims List”), which constitutes the list of Retiree Health Benefit Claims<sup>1</sup> under 11

25 ///

26  
27 <sup>1</sup> As defined in the City’s Plan For The Adjustment Of Debts Of City Of Stockton, California (October 10, 2013)  
28 [Dkt. No. 1133] (the “Plan”), the term “Retiree Health Benefit Claim” means a claim against the City or the property  
of the City within the meaning of section 101(5) by a former City employee on account of or in any way related to  
the City’s postpetition reduction of its contribution to health benefit payments to former City employees.

1 U.S.C. § 925. The Retiree Health Benefit Claims List represents the City’s obligations to Retiree  
2 Health Benefit Claimants<sup>2</sup> on the Retiree Health Benefit Claims.

3 In accordance with Rule 1009(a) of the Federal Rules of Bankruptcy Procedure, the City  
4 shall give notice of the amendments reflected in the Retiree Health Benefit Claims List to the  
5 Retiree Health Benefit Claimants.

6  
7 Dated: October 15, 2013

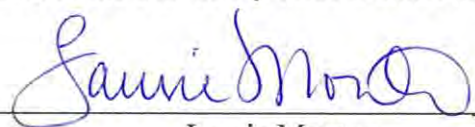
MARC A. LEVINSON  
NORMAN C. HILE  
PATRICK B. BOCASH  
Orrick, Herrington & Sutcliffe LLP

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11 By:                   /s/ Marc A. Levinson                    
12 MARC A. LEVINSON  
13 Attorneys for Debtor  
14 City of Stockton

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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A  
MUNICIPALITY**

I, Laurie Montes, one of two Deputy City Managers of the City of Stockton, California,  
am the authorized officer or agent of the municipality named as a debtor in this case. I declare  
under penalty of perjury that I have read the foregoing Amended List Of Creditors And Claims  
Pursuant To 11 U.S.C. §§ 924 And 925 (Retiree Health Benefit Claims) and the attached Retiree  
Health Benefit Claims List, and that it is true and correct to the best of my information and belief.

Dated: October 15, 2013

  
Laurie Montes  
Deputy City Manager, City of Stockton

<sup>2</sup> As defined in the Plan, the term “Retiree Health Benefit Claimant” means a former City employee who was eligible for retiree health benefits based on his or her collective bargaining agreement at the time of retirement and: (a) who was receiving City retiree health benefits as of June 30, 2012 (which includes any retiree who had waived coverage prior to that date but was otherwise eligible, or any retiree who had exceeded the 15-year cap for under-65 retiree health benefits, but who was eligible for a City retiree benefit for an over-65 retiree); or (b) who retired prior to July 1, 2012 with his or her last day on payroll having occurred on or before June 30, 2012; or (c) who was a surviving spouse of a deceased retiree who was receiving retiree benefits on June 30, 2012.

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Alan Freeman	Retiree Health Benefits	Undisputed	\$ 1,009,018.69
Alan Hayes	Retiree Health Benefits	Undisputed	\$ 441,703.67
Alan Serrano	Retiree Health Benefits	Undisputed	\$ 280,832.26
Alan Victor	Retiree Health Benefits	Undisputed	\$ 448,825.47
Albert Baker	Retiree Health Benefits	Undisputed	\$ 337,421.22
Albert Juanitas	Retiree Health Benefits	Undisputed	\$ 107,233.21
Albert Sandoval	Retiree Health Benefits	Undisputed	\$ 551,591.78
Alex Deleon	Retiree Health Benefits	Undisputed	\$ 195,217.03
Alfred Cervantes	Retiree Health Benefits	Undisputed	\$ 301,982.61
Alfred Everett	Retiree Health Benefits	Undisputed	\$ 489,903.10
Alfred Gross	Retiree Health Benefits	Undisputed	\$ 266,977.59
Alfred Seibel	Retiree Health Benefits	Undisputed	\$ 579,494.36
Alfredo Jacquez	Retiree Health Benefits	Undisputed	\$ 240,628.56
Alice Hunt	Retiree Health Benefits	Undisputed	\$ 144,814.74
Alice Ortega	Retiree Health Benefits	Undisputed	\$ 204,160.62
Alice Sterming	Retiree Health Benefits	Undisputed	\$ 300,850.25
Alicia Medina	Retiree Health Benefits	Undisputed	\$ 365,086.96
Allen Anton	Retiree Health Benefits	Undisputed	\$ 529,532.97
Allen Barnes	Retiree Health Benefits	Undisputed	\$ 656,658.63
Allen Perry	Retiree Health Benefits	Undisputed	\$ 820,564.63
Alma Huff	Retiree Health Benefits	Undisputed	\$ 123,696.55
Alven Mayer	Retiree Health Benefits	Undisputed	\$ 375,764.87
Amelia Miramontes	Retiree Health Benefits	Undisputed	\$ 774,034.83
Amie Kelly	Retiree Health Benefits	Undisputed	\$ 400,273.88
Andrea Rojas	Retiree Health Benefits	Undisputed	\$ 300,850.25
Andrew Erdman	Retiree Health Benefits	Undisputed	\$ 587,874.51
Andrew Glasmacher	Retiree Health Benefits	Undisputed	\$ 824,470.43
Andrew Jackson	Retiree Health Benefits	Undisputed	\$ 334,075.98
Andrew Shapiro	Retiree Health Benefits	Undisputed	\$ 752,373.40
Ann Kapica	Retiree Health Benefits	Undisputed	\$ 256,834.43
Ann Pentecost	Retiree Health Benefits	Undisputed	\$ 241,789.11
Ann Reeves	Retiree Health Benefits	Undisputed	\$ 595,777.09
Ann Teegardin	Retiree Health Benefits	Undisputed	\$ 165,548.03
Anna Petersen	Retiree Health Benefits	Undisputed	\$ 261,330.73
Anna Segura	Retiree Health Benefits	Undisputed	\$ 561,273.66
Anne Barratt	Retiree Health Benefits	Undisputed	\$ 154,927.72
Anne Helgesen	Retiree Health Benefits	Undisputed	\$ 491,594.94
Annita Sibert	Retiree Health Benefits	Undisputed	\$ 416,792.01
Anthony Cazale	Retiree Health Benefits	Undisputed	\$ 378,450.44
Anthony Delgado	Retiree Health Benefits	Undisputed	\$ 952,910.01
Anthony Desimone	Retiree Health Benefits	Undisputed	\$ 1,294,495.23
Anthony Engkabo	Retiree Health Benefits	Undisputed	\$ 415,228.31
Anthony Galvez	Retiree Health Benefits	Undisputed	\$ 346,651.15
Anthony Martinez	Retiree Health Benefits	Undisputed	\$ 552,507.08
Anthony O'Neal	Retiree Health Benefits	Undisputed	\$ 930,215.98

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Anthony Restuccia	Retiree Health Benefits	Undisputed	\$ 1,125,127.38
Anthony Richichi	Retiree Health Benefits	Undisputed	\$ 233,220.93
Anthony Silva Jr.	Retiree Health Benefits	Undisputed	\$ 748,335.15
Arlene Potter	Retiree Health Benefits	Undisputed	\$ 339,505.21
Armando Pina	Retiree Health Benefits	Undisputed	\$ 375,623.95
Arnold Galano	Retiree Health Benefits	Undisputed	\$ 683,662.13
Astrid Carson	Retiree Health Benefits	Undisputed	\$ 59,304.84
Aufriis Dean	Retiree Health Benefits	Undisputed	\$ 597,535.39
Ava Langston-Kenney	Retiree Health Benefits	Undisputed	\$ 909,346.76
Barbara Anderson	Retiree Health Benefits	Undisputed	\$ 395,154.67
Barbara Cady	Retiree Health Benefits	Undisputed	\$ 410,820.40
Barbara Chance	Retiree Health Benefits	Undisputed	\$ 616,199.95
Barbara Gunn	Retiree Health Benefits	Undisputed	\$ 101,258.45
Barbara Lewis	Retiree Health Benefits	Undisputed	\$ 1,146,733.70
Barbara Tomek	Retiree Health Benefits	Undisputed	\$ 816,979.00
Barry Benton	Retiree Health Benefits	Undisputed	\$ 1,134,625.25
Ben Mackey	Retiree Health Benefits	Undisputed	\$ 732,566.28
Ben Nozuka	Retiree Health Benefits	Undisputed	\$ 391,721.72
Betty Robinson	Retiree Health Benefits	Undisputed	\$ 178,244.44
Betty Teczon	Retiree Health Benefits	Undisputed	\$ 154,927.72
Beverly Edalgo	Retiree Health Benefits	Undisputed	\$ 179,160.48
Beverly Schlessler	Retiree Health Benefits	Undisputed	\$ 256,834.43
Bill Somers	Retiree Health Benefits	Undisputed	\$ 233,189.32
Bill Viglienze	Retiree Health Benefits	Undisputed	\$ 481,344.01
Billy Brazzel	Retiree Health Benefits	Undisputed	\$ 290,726.67
Billy McBride Jr.	Retiree Health Benefits	Undisputed	\$ 889,558.16
Billy Wykert	Retiree Health Benefits	Undisputed	\$ 301,982.61
Blair Ullring	Retiree Health Benefits	Undisputed	\$ 999,567.33
Blake Froberg	Retiree Health Benefits	Undisputed	\$ 610,588.89
Blake Guinn	Retiree Health Benefits	Undisputed	\$ 216,747.36
Blake Tatum	Retiree Health Benefits	Undisputed	\$ 966,523.24
Bob Wingo	Retiree Health Benefits	Undisputed	\$ 242,373.69
Bobbie King	Retiree Health Benefits	Undisputed	\$ 229,134.67
Bobby Arucan	Retiree Health Benefits	Undisputed	\$ 350,079.69
Bonnie Guerrero	Retiree Health Benefits	Undisputed	\$ 188,471.26
Bonnie Lew	Retiree Health Benefits	Undisputed	\$ 241,789.11
Bradlee Bauer	Retiree Health Benefits	Undisputed	\$ 671,105.91
Brandt Myas	Retiree Health Benefits	Undisputed	\$ 872,612.87
Braulio Camarena	Retiree Health Benefits	Undisputed	\$ 333,979.43
Brenda Scott-Gordon	Retiree Health Benefits	Undisputed	\$ 698,928.61
Brenda Tubbs	Retiree Health Benefits	Undisputed	\$ 432,610.77
Brian Halstead	Retiree Health Benefits	Undisputed	\$ 1,048,811.87
Brian McGinnis	Retiree Health Benefits	Undisputed	\$ 519,342.64
Brian Morris	Retiree Health Benefits	Undisputed	\$ 639,032.99
Brian Swanson	Retiree Health Benefits	Undisputed	\$ 811,584.27

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Brice Hammerstein	Retiree Health Benefits	Undisputed	\$ 623,616.66
Bridgett Fedor	Retiree Health Benefits	Undisputed	\$ 622,121.83
Bruce Dodge	Retiree Health Benefits	Undisputed	\$ 423,151.78
Bruce Gallego	Retiree Health Benefits	Undisputed	\$ 467,834.85
Bryan Elkins	Retiree Health Benefits	Undisputed	\$ 784,839.01
Bryan Florence	Retiree Health Benefits	Undisputed	\$ 771,038.58
Bryan Klinessmith	Retiree Health Benefits	Undisputed	\$ 1,153,397.78
Caesar Jimenez	Retiree Health Benefits	Undisputed	\$ 533,351.99
Candace Huston	Retiree Health Benefits	Undisputed	\$ 256,834.43
Candice Mazzuola	Retiree Health Benefits	Undisputed	\$ 300,850.25
Candyce Retamoza	Retiree Health Benefits	Undisputed	\$ 487,575.92
Carl Brand	Retiree Health Benefits	Undisputed	\$ 320,699.09
Carl Eck	Retiree Health Benefits	Undisputed	\$ 781,850.76
Carl Ishii	Retiree Health Benefits	Undisputed	\$ 781,850.76
Carl Kubena	Retiree Health Benefits	Undisputed	\$ 301,982.61
Carl Sanfilippo	Retiree Health Benefits	Undisputed	\$ 337,421.22
Carlton Mills Jr.	Retiree Health Benefits	Undisputed	\$ 594,887.40
Carmen Garmany	Retiree Health Benefits	Undisputed	\$ 200,830.84
Carol Lerner	Retiree Health Benefits	Undisputed	\$ 346,925.23
Carol Marshall	Retiree Health Benefits	Undisputed	\$ 278,281.11
Carol Miller	Retiree Health Benefits	Undisputed	\$ 368,045.16
Carol Trujillo	Retiree Health Benefits	Undisputed	\$ 300,850.25
Carole Huber	Retiree Health Benefits	Undisputed	\$ 200,830.84
Carole Viss	Retiree Health Benefits	Undisputed	\$ 362,743.84
Caroline Cordero	Retiree Health Benefits	Undisputed	\$ 524,336.87
Carolyn Camper	Retiree Health Benefits	Undisputed	\$ 256,834.43
Carolyn Ragsdale	Retiree Health Benefits	Undisputed	\$ 543,221.38
Catherine Commons	Retiree Health Benefits	Undisputed	\$ 227,460.66
Catherine Lucas	Retiree Health Benefits	Undisputed	\$ 324,616.42
Cathie Schultze	Retiree Health Benefits	Undisputed	\$ 241,789.11
Cathy Sloan	Retiree Health Benefits	Undisputed	\$ 708,693.06
Cecilia Woo	Retiree Health Benefits	Undisputed	\$ 373,593.89
Charles Anema	Retiree Health Benefits	Undisputed	\$ 822,120.33
Charles Arellano	Retiree Health Benefits	Undisputed	\$ 458,507.80
Charles Edgcomb	Retiree Health Benefits	Undisputed	\$ 407,124.29
Charles Evans	Retiree Health Benefits	Undisputed	\$ 229,134.67
Charles Hasenbuhler	Retiree Health Benefits	Undisputed	\$ 339,409.57
Charles Hunt	Retiree Health Benefits	Undisputed	\$ 463,854.94
Charles Prater	Retiree Health Benefits	Undisputed	\$ 259,424.35
Charles Richards Jr.	Retiree Health Benefits	Undisputed	\$ 471,515.51
Charlotte Burnham	Retiree Health Benefits	Undisputed	\$ 395,727.61
Charlotte Martin	Retiree Health Benefits	Undisputed	\$ 300,850.25
Charmaine Mathis	Retiree Health Benefits	Undisputed	\$ 463,031.61
Chere Newell	Retiree Health Benefits	Undisputed	\$ 432,610.77
Cheryl Genecco	Retiree Health Benefits	Undisputed	\$ 227,460.66

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Chiyo Shingu	Retiree Health Benefits	Undisputed	\$ 144,814.74
Chris Niceler	Retiree Health Benefits	Undisputed	\$ 372,816.85
Christina Moore	Retiree Health Benefits	Undisputed	\$ 723,668.71
Christine Jones	Retiree Health Benefits	Undisputed	\$ 105,550.75
Christine Lumpkin	Retiree Health Benefits	Undisputed	\$ 607,137.06
Christopher Garduno	Retiree Health Benefits	Undisputed	\$ 575,179.90
Christopher Moreno	Retiree Health Benefits	Undisputed	\$ 722,294.28
Cindy Ross	Retiree Health Benefits	Undisputed	\$ 463,031.61
Clareen Fiormonte	Retiree Health Benefits	Undisputed	\$ 144,814.74
Claudia Christensen	Retiree Health Benefits	Undisputed	\$ 256,834.43
Clayton Long	Retiree Health Benefits	Undisputed	\$ 876,448.22
Clifford Johnson	Retiree Health Benefits	Undisputed	\$ 979,332.46
Clyde Dunsing	Retiree Health Benefits	Undisputed	\$ 87,852.17
Coady Halligan	Retiree Health Benefits	Undisputed	\$ 186,505.95
Colleen Foster	Retiree Health Benefits	Undisputed	\$ 227,460.66
Connie Alcantra	Retiree Health Benefits	Undisputed	\$ 300,850.25
Connie Freeman	Retiree Health Benefits	Undisputed	\$ 324,616.42
Connie Israel	Retiree Health Benefits	Undisputed	\$ 256,834.43
Craig Moradian	Retiree Health Benefits	Undisputed	\$ 443,491.17
Craig Williams	Retiree Health Benefits	Undisputed	\$ 812,053.76
Craig Yoshikawa	Retiree Health Benefits	Undisputed	\$ 325,544.79
Curtis Hambrick	Retiree Health Benefits	Undisputed	\$ 293,274.12
Curtis Lafever	Retiree Health Benefits	Undisputed	\$ 781,850.76
Cynthia Hieber	Retiree Health Benefits	Undisputed	\$ 422,514.53
Cynthia Humbert-Neely	Retiree Health Benefits	Undisputed	\$ 274,022.69
Dale Hall	Retiree Health Benefits	Undisputed	\$ 295,721.15
Dale Hicks	Retiree Health Benefits	Undisputed	\$ 952,051.37
Dale Hill	Retiree Health Benefits	Undisputed	\$ 277,047.29
Dale Himes	Retiree Health Benefits	Undisputed	\$ 407,124.29
Dale Ramirez	Retiree Health Benefits	Undisputed	\$ 535,703.72
Dale Shartzter	Retiree Health Benefits	Undisputed	\$ 356,326.51
Dale Wagner	Retiree Health Benefits	Undisputed	\$ 358,693.91
Daline Duncan	Retiree Health Benefits	Undisputed	\$ 481,275.51
Dan Ruvalcaba	Retiree Health Benefits	Undisputed	\$ 623,616.66
Danae Sharp	Retiree Health Benefits	Undisputed	\$ 457,222.18
Daniel Archibeque	Retiree Health Benefits	Undisputed	\$ 658,218.79
Daniel Burke	Retiree Health Benefits	Undisputed	\$ 488,340.18
Daniel Davis	Retiree Health Benefits	Undisputed	\$ 579,494.36
Daniel Forsythe	Retiree Health Benefits	Undisputed	\$ 459,937.77
Daniel Gatto	Retiree Health Benefits	Undisputed	\$ 1,285,466.64
Daniel Hernandez	Retiree Health Benefits	Undisputed	\$ 146,624.92
Daniel Loza	Retiree Health Benefits	Undisputed	\$ 796,632.69
Daniel Richards	Retiree Health Benefits	Undisputed	\$ 373,596.29
Daniel Rogers	Retiree Health Benefits	Undisputed	\$ 765,008.24
Daniel Sotello	Retiree Health Benefits	Undisputed	\$ 529,532.97

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Daniel Valenzuela	Retiree Health Benefits	Undisputed	\$ 153,030.85
Danny Emerson	Retiree Health Benefits	Undisputed	\$ 346,651.15
Danny Ng	Retiree Health Benefits	Undisputed	\$ 166,554.95
Danny Streeter	Retiree Health Benefits	Undisputed	\$ 528,630.40
Darlene Welch	Retiree Health Benefits	Undisputed	\$ 511,259.59
Dave Olson	Retiree Health Benefits	Undisputed	\$ 263,071.93
David Ambrose	Retiree Health Benefits	Undisputed	\$ 1,335,114.38
David Anderson	Retiree Health Benefits	Undisputed	\$ 851,351.24
David Bentz	Retiree Health Benefits	Undisputed	\$ 489,903.10
David Brown	Retiree Health Benefits	Undisputed	\$ 402,197.07
David Carey	Retiree Health Benefits	Undisputed	\$ 280,832.26
David Cole	Retiree Health Benefits	Undisputed	\$ 519,342.64
David Gouker	Retiree Health Benefits	Undisputed	\$ 451,817.50
David Gumbaro	Retiree Health Benefits	Undisputed	\$ 136,900.57
David Hafey	Retiree Health Benefits	Undisputed	\$ 1,163,759.41
David Harzoff	Retiree Health Benefits	Undisputed	\$ 429,812.93
David Hatchard	Retiree Health Benefits	Undisputed	\$ 367,274.67
David Hutchinson	Retiree Health Benefits	Undisputed	\$ 898,726.79
David McDonell	Retiree Health Benefits	Undisputed	\$ 295,575.07
David Melby	Retiree Health Benefits	Undisputed	\$ 202,945.89
David Milton	Retiree Health Benefits	Undisputed	\$ 426,287.63
David Owens	Retiree Health Benefits	Undisputed	\$ 757,452.46
David Pyle	Retiree Health Benefits	Undisputed	\$ 328,133.78
David Rico	Retiree Health Benefits	Undisputed	\$ 127,456.81
David Robinson	Retiree Health Benefits	Undisputed	\$ 796,006.06
David Rogers	Retiree Health Benefits	Undisputed	\$ 740,934.35
David Rosensteel	Retiree Health Benefits	Undisputed	\$ 274,833.77
David Sanchez	Retiree Health Benefits	Undisputed	\$ 372,816.85
David Serles	Retiree Health Benefits	Undisputed	\$ 356,326.51
David Swim	Retiree Health Benefits	Undisputed	\$ 451,107.10
David Ugarkovich	Retiree Health Benefits	Undisputed	\$ 578,935.65
Dawn Ezell	Retiree Health Benefits	Undisputed	\$ 1,199,398.11
Dean Poulos	Retiree Health Benefits	Undisputed	\$ 261,351.89
Deanna Denouden	Retiree Health Benefits	Undisputed	\$ 568,968.67
Deborah Brink	Retiree Health Benefits	Undisputed	\$ 687,352.46
Deborah Westler	Retiree Health Benefits	Undisputed	\$ 324,616.42
Debra Dimas	Retiree Health Benefits	Undisputed	\$ 719,502.51
Debra Emery	Retiree Health Benefits	Undisputed	\$ 494,856.30
Debra Newell	Retiree Health Benefits	Undisputed	\$ 640,648.73
Dee Clair	Retiree Health Benefits	Undisputed	\$ 126,042.37
Delbert Hodge	Retiree Health Benefits	Undisputed	\$ 309,937.75
Delbert Miller	Retiree Health Benefits	Undisputed	\$ 771,038.58
Delia Fernandez	Retiree Health Benefits	Undisputed	\$ 349,631.17
Dellann Heacock	Retiree Health Benefits	Undisputed	\$ 590,091.31
Deloris Roach	Retiree Health Benefits	Undisputed	\$ 213,818.10

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Delvin Fredrickson	Retiree Health Benefits	Undisputed	\$ 235,281.70
Dennis Bingham	Retiree Health Benefits	Undisputed	\$ 496,590.97
Dennis Carroll	Retiree Health Benefits	Undisputed	\$ 408,992.51
Dennis Clark	Retiree Health Benefits	Undisputed	\$ 521,538.74
Dennis Dubois	Retiree Health Benefits	Undisputed	\$ 423,151.78
Dennis Duffy	Retiree Health Benefits	Undisputed	\$ 916,760.17
Dennis Edwards	Retiree Health Benefits	Undisputed	\$ 434,985.04
Dennis Kong	Retiree Health Benefits	Undisputed	\$ 350,079.69
Dennis Merkel	Retiree Health Benefits	Undisputed	\$ 459,937.77
Dennis Morgan	Retiree Health Benefits	Undisputed	\$ 519,342.64
Dennis Smallie	Retiree Health Benefits	Undisputed	\$ 863,451.57
Dennis Thomas	Retiree Health Benefits	Undisputed	\$ 843,719.34
Dennis Zuck	Retiree Health Benefits	Undisputed	\$ 398,826.00
Derald Smith	Retiree Health Benefits	Undisputed	\$ 110,517.83
Deverold Horton	Retiree Health Benefits	Undisputed	\$ 168,568.99
Dewayne Weddles	Retiree Health Benefits	Undisputed	\$ 594,923.05
Diane Bills	Retiree Health Benefits	Undisputed	\$ 649,541.14
Diane Freggiaro	Retiree Health Benefits	Undisputed	\$ 487,277.42
Diane Giottonini	Retiree Health Benefits	Undisputed	\$ 422,514.53
Diane Snell	Retiree Health Benefits	Undisputed	\$ 241,789.11
Diane Trainor	Retiree Health Benefits	Undisputed	\$ 176,716.07
Dianna Gonzales	Retiree Health Benefits	Undisputed	\$ 1,014,055.72
Dianne Gregorius	Retiree Health Benefits	Undisputed	\$ 241,789.11
Dianne Smith	Retiree Health Benefits	Undisputed	\$ 200,830.84
Dino Ghelarducci	Retiree Health Benefits	Undisputed	\$ 190,625.96
Dionysia Smith	Retiree Health Benefits	Undisputed	\$ 662,598.70
Dolores Bernasconi	Retiree Health Benefits	Undisputed	\$ 80,010.93
Dolores Sanchez	Retiree Health Benefits	Undisputed	\$ 200,830.84
Don Evans	Retiree Health Benefits	Undisputed	\$ 215,771.11
Donald Akerland	Retiree Health Benefits	Undisputed	\$ 907,556.50
Donald Bryant	Retiree Health Benefits	Undisputed	\$ 60,706.47
Donald Ceppi	Retiree Health Benefits	Undisputed	\$ 358,652.01
Donald Dodge	Retiree Health Benefits	Undisputed	\$ 284,866.42
Donald Duck	Retiree Health Benefits	Undisputed	\$ 419,094.76
Donald Irvine	Retiree Health Benefits	Undisputed	\$ 236,456.31
Donald King	Retiree Health Benefits	Undisputed	\$ 299,502.94
Donald Lloyd	Retiree Health Benefits	Undisputed	\$ 247,640.89
Donald Marlow	Retiree Health Benefits	Undisputed	\$ 587,697.23
Donald McLaurin	Retiree Health Benefits	Undisputed	\$ 329,970.62
Donald Saha	Retiree Health Benefits	Undisputed	\$ 481,344.01
Donald Smail Jr.	Retiree Health Benefits	Undisputed	\$ 759,843.30
Donald Sullivan	Retiree Health Benefits	Undisputed	\$ 240,628.56
Donald Tirapelle	Retiree Health Benefits	Undisputed	\$ 489,201.10
Donald Wise	Retiree Health Benefits	Undisputed	\$ 297,534.62
Donavan McCoy	Retiree Health Benefits	Undisputed	\$ 1,124,088.44



Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Donna Brown	Retiree Health Benefits	Undisputed	\$ 200,830.84
Douglas Christion	Retiree Health Benefits	Undisputed	\$ 463,659.36
Douglas Haro	Retiree Health Benefits	Undisputed	\$ 443,491.17
Douglas Jones	Retiree Health Benefits	Undisputed	\$ 493,170.47
Douglas Kinser	Retiree Health Benefits	Undisputed	\$ 167,546.84
Douglas Ratto	Retiree Health Benefits	Undisputed	\$ 249,962.33
Douglas Watkins	Retiree Health Benefits	Undisputed	\$ 613,759.80
Douglas Webster	Retiree Health Benefits	Undisputed	\$ 771,038.58
Dulcenia Catlett	Retiree Health Benefits	Undisputed	\$ 652,116.99
Dwane Milnes	Retiree Health Benefits	Undisputed	\$ 356,326.51
Dwight Brown	Retiree Health Benefits	Undisputed	\$ 663,924.54
Eddie Brown Jr.	Retiree Health Benefits	Undisputed	\$ 575,538.84
Edith Post	Retiree Health Benefits	Undisputed	\$ 200,830.84
Edward Belcher	Retiree Health Benefits	Undisputed	\$ 622,555.18
Edward Bennetto	Retiree Health Benefits	Undisputed	\$ 219,954.25
Edward Castellanos	Retiree Health Benefits	Undisputed	\$ 771,038.58
Edward Chavez	Retiree Health Benefits	Undisputed	\$ 392,086.46
Edward Cruz	Retiree Health Benefits	Undisputed	\$ 277,047.29
Edward Erdelatz	Retiree Health Benefits	Undisputed	\$ 1,248,199.33
Edward Jorgenson Jr.	Retiree Health Benefits	Undisputed	\$ 843,719.34
Edward Oreilly	Retiree Health Benefits	Undisputed	\$ 459,937.77
Edward Santos	Retiree Health Benefits	Undisputed	\$ 415,228.31
Edward Theadore	Retiree Health Benefits	Undisputed	\$ 519,342.64
Edwin Rogers	Retiree Health Benefits	Undisputed	\$ 792,222.17
Edwin Wall Jr.	Retiree Health Benefits	Undisputed	\$ 519,370.30
Elaine Freitas	Retiree Health Benefits	Undisputed	\$ 543,221.38
Elaine Woods	Retiree Health Benefits	Undisputed	\$ 324,616.42
Elizabeth Blair	Retiree Health Benefits	Undisputed	\$ 200,830.84
Elizabeth Cutter	Retiree Health Benefits	Undisputed	\$ 76,056.66
Elizabeth Day	Retiree Health Benefits	Undisputed	\$ 511,259.59
Elizabeth Holladay	Retiree Health Benefits	Undisputed	\$ 937,037.85
Elizabeth Wilbur	Retiree Health Benefits	Undisputed	\$ 165,548.03
Ellenor Griffith	Retiree Health Benefits	Undisputed	\$ 154,764.87
Emily Lagrimas	Retiree Health Benefits	Undisputed	\$ 265,814.50
Emily Wright	Retiree Health Benefits	Undisputed	\$ 176,716.07
Eric Elias	Retiree Health Benefits	Undisputed	\$ 430,870.61
Eric Gauthreaux	Retiree Health Benefits	Undisputed	\$ 1,160,849.11
Ernest Alverson	Retiree Health Benefits	Undisputed	\$ 781,850.76
Ernest George	Retiree Health Benefits	Undisputed	\$ 179,151.05
Ernest Henson	Retiree Health Benefits	Undisputed	\$ 353,703.34
Ernest Jacques Jr.	Retiree Health Benefits	Undisputed	\$ 242,672.94
Ernest Klein	Retiree Health Benefits	Undisputed	\$ 451,817.50
Ernest Rodriguez	Retiree Health Benefits	Undisputed	\$ 489,893.11
Ernest Schimpf	Retiree Health Benefits	Undisputed	\$ 422,805.78
Ervin Irion	Retiree Health Benefits	Undisputed	\$ 424,361.67

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Ethel Francois	Retiree Health Benefits	Undisputed	\$ 459,280.52
Ethel Jeanne Symons	Retiree Health Benefits	Undisputed	\$ 188,471.26
Eugene Balanza	Retiree Health Benefits	Undisputed	\$ 394,098.39
Eugene Painchaud	Retiree Health Benefits	Undisputed	\$ 309,177.62
Eva Higday	Retiree Health Benefits	Undisputed	\$ 338,690.38
Evelyn Fukuhara	Retiree Health Benefits	Undisputed	\$ 168,939.64
Everett Fowler	Retiree Health Benefits	Undisputed	\$ 212,565.59
Eyvonne Haymore	Retiree Health Benefits	Undisputed	\$ 241,789.11
Fayette Thomas	Retiree Health Benefits	Undisputed	\$ 463,031.61
Felix Daclan	Retiree Health Benefits	Undisputed	\$ 585,157.45
Fergus McDougall	Retiree Health Benefits	Undisputed	\$ 781,850.76
Flordelis Seward	Retiree Health Benefits	Undisputed	\$ 352,062.68
Florence Griffis	Retiree Health Benefits	Undisputed	\$ 133,550.60
Floyd Moore	Retiree Health Benefits	Undisputed	\$ 561,768.23
Frances Gonzalez	Retiree Health Benefits	Undisputed	\$ 248,140.78
Frances Hong	Retiree Health Benefits	Undisputed	\$ 101,258.45
Francis Tucker	Retiree Health Benefits	Undisputed	\$ 279,366.66
Frank Alford Jr.	Retiree Health Benefits	Undisputed	\$ 179,067.38
Frank Almendarez	Retiree Health Benefits	Undisputed	\$ 211,763.12
Frank Canepa	Retiree Health Benefits	Undisputed	\$ 358,652.01
Frank Dobales Jr.	Retiree Health Benefits	Undisputed	\$ 618,689.71
Frank Greco	Retiree Health Benefits	Undisputed	\$ 317,105.54
Frank Valencia	Retiree Health Benefits	Undisputed	\$ 520,752.98
Frank Wong	Retiree Health Benefits	Undisputed	\$ 419,094.50
Frankie Atler	Retiree Health Benefits	Undisputed	\$ 176,716.07
Franklin Johnston	Retiree Health Benefits	Undisputed	\$ 673,006.75
Franklin Washington	Retiree Health Benefits	Undisputed	\$ 1,059,751.75
Fred Dimas	Retiree Health Benefits	Undisputed	\$ 554,200.66
Fred Elias	Retiree Health Benefits	Undisputed	\$ 373,596.29
Fred Mayfield	Retiree Health Benefits	Undisputed	\$ 257,523.57
Fred Stift	Retiree Health Benefits	Undisputed	\$ 202,945.89
Fred Vasquez	Retiree Health Benefits	Undisputed	\$ 604,443.35
Frederick Butterworth	Retiree Health Benefits	Undisputed	\$ 461,923.30
Fredrica Johnson	Retiree Health Benefits	Undisputed	\$ 378,895.22
Fredrick Bianchini	Retiree Health Benefits	Undisputed	\$ 274,833.77
Gabriel Corona	Retiree Health Benefits	Undisputed	\$ 770,972.60
Gabriel Herrera	Retiree Health Benefits	Undisputed	\$ 506,292.89
Gary Armstrong	Retiree Health Benefits	Undisputed	\$ 502,880.98
Gary Faselli	Retiree Health Benefits	Undisputed	\$ 360,584.89
Gary Forsythe	Retiree Health Benefits	Undisputed	\$ 587,874.51
Gary Garrett	Retiree Health Benefits	Undisputed	\$ 752,373.40
Gary Ingraham	Retiree Health Benefits	Undisputed	\$ 263,364.55
Gary Jones	Retiree Health Benefits	Undisputed	\$ 824,346.30
Gary Korven	Retiree Health Benefits	Undisputed	\$ 570,779.82
Gary Kuhlken	Retiree Health Benefits	Undisputed	\$ 481,344.01

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Gary Matteson	Retiree Health Benefits	Undisputed	\$ 285,977.91
Gary Moll	Retiree Health Benefits	Undisputed	\$ 752,630.38
Gary Nasello	Retiree Health Benefits	Undisputed	\$ 511,749.74
Gary Schmidt	Retiree Health Benefits	Undisputed	\$ 713,591.16
Gary Thomsen	Retiree Health Benefits	Undisputed	\$ 297,534.62
Gary Tsutsumi	Retiree Health Benefits	Undisputed	\$ 443,491.17
Gay Scheile	Retiree Health Benefits	Undisputed	\$ 188,471.26
Genaro Escobar	Retiree Health Benefits	Undisputed	\$ 722,294.28
Gene Kulm	Retiree Health Benefits	Undisputed	\$ 353,742.30
Genevieve Herder	Retiree Health Benefits	Undisputed	\$ 603,323.79
George Barron	Retiree Health Benefits	Undisputed	\$ 242,146.86
George Bist	Retiree Health Benefits	Undisputed	\$ 398,826.00
George Davis	Retiree Health Benefits	Undisputed	\$ 375,764.87
George Jackson	Retiree Health Benefits	Undisputed	\$ 506,292.89
George Lerner Jr.	Retiree Health Benefits	Undisputed	\$ 360,148.89
George McCann	Retiree Health Benefits	Undisputed	\$ 297,653.27
George Moton	Retiree Health Benefits	Undisputed	\$ 246,206.60
Georgianne Chan	Retiree Health Benefits	Undisputed	\$ 373,766.72
Gerald Cates	Retiree Health Benefits	Undisputed	\$ 498,217.68
Gerald Henderson	Retiree Health Benefits	Undisputed	\$ 402,197.07
Gerald Jacobs	Retiree Health Benefits	Undisputed	\$ 395,759.28
Gerald Sperry	Retiree Health Benefits	Undisputed	\$ 189,467.50
Gerald Thompson	Retiree Health Benefits	Undisputed	\$ 261,351.89
Gerard Hilgart	Retiree Health Benefits	Undisputed	\$ 975,500.42
Geri Ridge	Retiree Health Benefits	Undisputed	\$ 595,915.90
Gil Baybayan	Retiree Health Benefits	Undisputed	\$ 335,180.92
Giselle (Denise) Wheeler	Retiree Health Benefits	Undisputed	\$ 494,856.30
Glen Birdzell	Retiree Health Benefits	Undisputed	\$ 335,180.92
Glen Robinson	Retiree Health Benefits	Undisputed	\$ 279,048.37
Glenn Matthews Jr.	Retiree Health Benefits	Undisputed	\$ 503,788.67
Gloria Terry	Retiree Health Benefits	Undisputed	\$ 403,588.98
Gordon Gray	Retiree Health Benefits	Undisputed	\$ 858,649.05
Grace Magness	Retiree Health Benefits	Undisputed	\$ 471,455.15
Gregg Meissner	Retiree Health Benefits	Undisputed	\$ 622,555.18
Gregory Brazile	Retiree Health Benefits	Undisputed	\$ 713,591.16
Gregory Brown	Retiree Health Benefits	Undisputed	\$ 426,287.63
Gregory Haro	Retiree Health Benefits	Undisputed	\$ 362,537.86
Gregory Naff	Retiree Health Benefits	Undisputed	\$ 1,130,749.75
Gregory Stathatos	Retiree Health Benefits	Undisputed	\$ 736,569.87
Guadalupe Reyes	Retiree Health Benefits	Undisputed	\$ 241,789.11
Gunter Konold	Retiree Health Benefits	Undisputed	\$ 154,488.29
H Michon Johnson	Retiree Health Benefits	Undisputed	\$ 552,761.82
Harold Holland	Retiree Health Benefits	Undisputed	\$ 688,382.70
Harpal Singh	Retiree Health Benefits	Undisputed	\$ 317,105.54
Harry Miller	Retiree Health Benefits	Undisputed	\$ 398,826.00

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Harry Montgomery	Retiree Health Benefits	Undisputed	\$ 196,989.66
Harvey Pederson	Retiree Health Benefits	Undisputed	\$ 415,228.31
Harvey Ramsey	Retiree Health Benefits	Undisputed	\$ 375,623.95
Helen Crane	Retiree Health Benefits	Undisputed	\$ 166,198.96
Helen Tellyer	Retiree Health Benefits	Undisputed	\$ 117,361.68
Henry Freeman	Retiree Health Benefits	Undisputed	\$ 477,050.65
Henry Rodriguez	Retiree Health Benefits	Undisputed	\$ 247,640.89
Herbert Devorss	Retiree Health Benefits	Undisputed	\$ 229,134.67
Hubert Foster	Retiree Health Benefits	Undisputed	\$ 186,505.95
Ida Bush	Retiree Health Benefits	Undisputed	\$ 176,716.07
Irene Neri	Retiree Health Benefits	Undisputed	\$ 192,120.94
Isabel Fragoso	Retiree Health Benefits	Undisputed	\$ 324,616.42
Isabel Vallecillo	Retiree Health Benefits	Undisputed	\$ 213,818.10
J Gordon Palmer Jr.	Retiree Health Benefits	Undisputed	\$ 538,062.13
J. Joe Jones	Retiree Health Benefits	Undisputed	\$ 279,366.66
Jack Clemons	Retiree Health Benefits	Undisputed	\$ 243,078.81
Jack Hellyer	Retiree Health Benefits	Undisputed	\$ 247,640.89
Jack Higgins Jr.	Retiree Health Benefits	Undisputed	\$ 897,236.38
Jack Hoagland	Retiree Health Benefits	Undisputed	\$ 224,747.37
Jack Wright	Retiree Health Benefits	Undisputed	\$ 570,779.82
Jackie Marquez	Retiree Health Benefits	Undisputed	\$ 528,777.48
Jacqueline Lee	Retiree Health Benefits	Undisputed	\$ 649,541.14
Jacquelyn Oyer	Retiree Health Benefits	Undisputed	\$ 487,575.92
Jaime Hughes	Retiree Health Benefits	Undisputed	\$ 495,752.15
James Beck	Retiree Health Benefits	Undisputed	\$ 386,371.80
James Bellew Jr.	Retiree Health Benefits	Undisputed	\$ 669,302.10
James Coffey	Retiree Health Benefits	Undisputed	\$ 521,538.74
James Dabell	Retiree Health Benefits	Undisputed	\$ 423,151.78
James Dawson	Retiree Health Benefits	Undisputed	\$ 335,180.92
James Escobar	Retiree Health Benefits	Undisputed	\$ 290,758.31
James Freeman	Retiree Health Benefits	Undisputed	\$ 309,937.75
James Giottonini	Retiree Health Benefits	Undisputed	\$ 358,652.01
James Glaser	Retiree Health Benefits	Undisputed	\$ 407,124.29
James Horton	Retiree Health Benefits	Undisputed	\$ 349,411.65
James Hughes	Retiree Health Benefits	Undisputed	\$ 360,584.89
James Jarman	Retiree Health Benefits	Undisputed	\$ 900,992.84
James Kincaid	Retiree Health Benefits	Undisputed	\$ 575,538.84
James Leon	Retiree Health Benefits	Undisputed	\$ 378,450.44
James Leonardini	Retiree Health Benefits	Undisputed	\$ 876,448.22
James Osborne Jr.	Retiree Health Benefits	Undisputed	\$ 587,551.84
James Richardson	Retiree Health Benefits	Undisputed	\$ 767,999.26
James Robinson	Retiree Health Benefits	Undisputed	\$ 675,840.37
James Robles	Retiree Health Benefits	Undisputed	\$ 190,625.96
James Swofford	Retiree Health Benefits	Undisputed	\$ 229,134.67
James Tribble	Retiree Health Benefits	Undisputed	\$ 1,122,608.21

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
James Watson	Retiree Health Benefits	Undisputed	\$ 467,834.85
James Wold	Retiree Health Benefits	Undisputed	\$ 458,507.80
Jan Gerst	Retiree Health Benefits	Undisputed	\$ 144,814.74
Jane Benson	Retiree Health Benefits	Undisputed	\$ 69,992.97
Jane Cook	Retiree Health Benefits	Undisputed	\$ 709,895.13
Janet Bell	Retiree Health Benefits	Undisputed	\$ 117,361.68
Janet Bricker	Retiree Health Benefits	Undisputed	\$ 383,728.66
Janet Kase	Retiree Health Benefits	Undisputed	\$ 204,240.79
Janet Salvetti	Retiree Health Benefits	Undisputed	\$ 300,850.25
Janice Goodnight	Retiree Health Benefits	Undisputed	\$ 718,538.40
Janice Parker	Retiree Health Benefits	Undisputed	\$ 463,031.61
Janine Waters	Retiree Health Benefits	Undisputed	\$ 243,142.38
Jared Moore Jr.	Retiree Health Benefits	Undisputed	\$ 1,188,826.98
Jay Cober	Retiree Health Benefits	Undisputed	\$ 413,445.62
Jay Holman	Retiree Health Benefits	Undisputed	\$ 146,624.92
Jay Wagner	Retiree Health Benefits	Undisputed	\$ 1,000,942.28
Jean Laosantos	Retiree Health Benefits	Undisputed	\$ 89,719.75
Jeanetta Erdman	Retiree Health Benefits	Undisputed	\$ 329,244.62
Jeanette Marquez	Retiree Health Benefits	Undisputed	\$ 410,820.40
Jeanette Schenck	Retiree Health Benefits	Undisputed	\$ 640,648.73
Jeanne Hopkins	Retiree Health Benefits	Undisputed	\$ 494,856.30
Jeffrey Alejandre	Retiree Health Benefits	Undisputed	\$ 1,021,759.03
Jeffrey Rodriguez	Retiree Health Benefits	Undisputed	\$ 488,340.18
Jeffrey Ryan	Retiree Health Benefits	Undisputed	\$ 353,742.30
Jeffrey Speegle	Retiree Health Benefits	Undisputed	\$ 752,373.40
Jennifer McCutcheon	Retiree Health Benefits	Undisputed	\$ 1,145,334.89
Jerald Dimas	Retiree Health Benefits	Undisputed	\$ 218,355.15
Jeremy Larson	Retiree Health Benefits	Undisputed	\$ 1,254,633.04
Jerrold Pollard	Retiree Health Benefits	Undisputed	\$ 402,197.07
Jerry Castaneda	Retiree Health Benefits	Undisputed	\$ 367,274.67
Jerry Labarber	Retiree Health Benefits	Undisputed	\$ 359,618.55
Jerry Pedro	Retiree Health Benefits	Undisputed	\$ 247,640.89
Jerry Scharlin	Retiree Health Benefits	Undisputed	\$ 451,817.50
Jerry Swanson	Retiree Health Benefits	Undisputed	\$ 443,491.17
Jerry Whetstone	Retiree Health Benefits	Undisputed	\$ 770,492.18
Jess Solorio	Retiree Health Benefits	Undisputed	\$ 552,507.08
Jesse Haro	Retiree Health Benefits	Undisputed	\$ 579,494.36
Jesse Smith	Retiree Health Benefits	Undisputed	\$ 160,988.08
Jim Johnson	Retiree Health Benefits	Undisputed	\$ 317,105.54
Jimmie Lobosco	Retiree Health Benefits	Undisputed	\$ 907,556.50
Joan Southwick	Retiree Health Benefits	Undisputed	\$ 362,743.84
Joe Hawkins	Retiree Health Benefits	Undisputed	\$ 593,173.17
Joe Hong	Retiree Health Benefits	Undisputed	\$ 229,134.67
Joel Noble	Retiree Health Benefits	Undisputed	\$ 1,093,249.09
Joey Warren	Retiree Health Benefits	Undisputed	\$ 675,840.37

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Johhny Gwinnup	Retiree Health Benefits	Undisputed	\$ 489,893.11
John Armanino	Retiree Health Benefits	Undisputed	\$ 176,670.22
John Carlson	Retiree Health Benefits	Undisputed	\$ 314,947.83
John Connally	Retiree Health Benefits	Undisputed	\$ 419,094.50
John Dorville	Retiree Health Benefits	Undisputed	\$ 1,161,132.53
John Foster	Retiree Health Benefits	Undisputed	\$ 498,217.68
John Gaukel	Retiree Health Benefits	Undisputed	\$ 301,982.61
John Geer	Retiree Health Benefits	Undisputed	\$ 309,177.62
John Hickey	Retiree Health Benefits	Undisputed	\$ 285,141.42
John Hinson	Retiree Health Benefits	Undisputed	\$ 417,904.67
John Holbrook	Retiree Health Benefits	Undisputed	\$ 334,396.70
John Hymes	Retiree Health Benefits	Undisputed	\$ 353,742.30
John Kluve Jr.	Retiree Health Benefits	Undisputed	\$ 820,564.63
John Laven	Retiree Health Benefits	Undisputed	\$ 284,866.42
John Marnoch	Retiree Health Benefits	Undisputed	\$ 327,640.21
John Mize	Retiree Health Benefits	Undisputed	\$ 963,479.50
John Parker	Retiree Health Benefits	Undisputed	\$ 597,535.39
John Ramirez	Retiree Health Benefits	Undisputed	\$ 136,900.57
John Reyes	Retiree Health Benefits	Undisputed	\$ 593,173.17
John Sigman	Retiree Health Benefits	Undisputed	\$ 467,834.85
John Skaff	Retiree Health Benefits	Undisputed	\$ 582,221.45
John Smith	Retiree Health Benefits	Undisputed	\$ 1,380,286.64
John Staropoli	Retiree Health Benefits	Undisputed	\$ 917,401.92
John Stockton	Retiree Health Benefits	Undisputed	\$ 430,870.61
John Storey	Retiree Health Benefits	Undisputed	\$ 401,646.03
John Tubbs	Retiree Health Benefits	Undisputed	\$ 243,078.81
John Willard	Retiree Health Benefits	Undisputed	\$ 663,924.54
John Willette	Retiree Health Benefits	Undisputed	\$ 1,059,751.75
John Williams	Retiree Health Benefits	Undisputed	\$ 362,537.86
Johnny Ford	Retiree Health Benefits	Undisputed	\$ 917,401.92
Johnny Sola	Retiree Health Benefits	Undisputed	\$ 337,421.22
Jon Tener	Retiree Health Benefits	Undisputed	\$ 529,532.97
Jon Trulsson	Retiree Health Benefits	Undisputed	\$ 918,376.76
Jonathan Duncan	Retiree Health Benefits	Undisputed	\$ 1,507,266.13
Joni Anderson	Retiree Health Benefits	Undisputed	\$ 793,915.70
Jose Santiago	Retiree Health Benefits	Undisputed	\$ 186,505.95
Joseph Denby	Retiree Health Benefits	Undisputed	\$ 546,296.10
Joseph Locaso	Retiree Health Benefits	Undisputed	\$ 658,218.79
Joseph Maestretti	Retiree Health Benefits	Undisputed	\$ 802,138.92
Joseph Navalta	Retiree Health Benefits	Undisputed	\$ 167,546.84
Joseph Nixon	Retiree Health Benefits	Undisputed	\$ 854,790.78
Joseph Padilla	Retiree Health Benefits	Undisputed	\$ 514,077.21
Joseph Schmit	Retiree Health Benefits	Undisputed	\$ 397,054.16
Joseph Valverde	Retiree Health Benefits	Undisputed	\$ 304,080.36
Josephine Cademartori	Retiree Health Benefits	Undisputed	\$ 188,471.26

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Josephine Weber	Retiree Health Benefits	Undisputed	\$ 391,852.52
Joyce Arnel	Retiree Health Benefits	Undisputed	\$ 624,253.15
Joyce Freitas	Retiree Health Benefits	Undisputed	\$ 324,616.42
Juan Zermeno	Retiree Health Benefits	Undisputed	\$ 1,059,751.75
Juanita Brent	Retiree Health Benefits	Undisputed	\$ 423,055.57
Judith Lawrence	Retiree Health Benefits	Undisputed	\$ 300,397.14
Judith Pederson	Retiree Health Benefits	Undisputed	\$ 487,575.92
Judy Garrett	Retiree Health Benefits	Undisputed	\$ 213,818.10
Judy Kinberg	Retiree Health Benefits	Undisputed	\$ 446,965.32
Judy Ng	Retiree Health Benefits	Undisputed	\$ 256,834.43
Judy Smith	Retiree Health Benefits	Undisputed	\$ 487,524.26
Judy Swift	Retiree Health Benefits	Undisputed	\$ 361,904.49
Julie Stephens	Retiree Health Benefits	Undisputed	\$ 630,895.23
Juliet Tate	Retiree Health Benefits	Undisputed	\$ 754,831.29
Julio Cecchetti	Retiree Health Benefits	Undisputed	\$ 107,233.21
Julius Faihtinger	Retiree Health Benefits	Undisputed	\$ 279,366.66
Jun Masuoka	Retiree Health Benefits	Undisputed	\$ 520,752.98
Justin Hallstrom	Retiree Health Benefits	Undisputed	\$ 981,848.28
Karen Delucchi	Retiree Health Benefits	Undisputed	\$ 448,346.64
Karen Guardado	Retiree Health Benefits	Undisputed	\$ 324,616.42
Karen Rainey	Retiree Health Benefits	Undisputed	\$ 278,281.11
Karen Ramos	Retiree Health Benefits	Undisputed	\$ 278,281.11
Karen Rosson	Retiree Health Benefits	Undisputed	\$ 349,631.17
Katherine Meissner	Retiree Health Benefits	Undisputed	\$ 747,607.77
Katherine Walker	Retiree Health Benefits	Undisputed	\$ 673,259.63
Kathleen Babb	Retiree Health Benefits	Undisputed	\$ 463,031.61
Kathleen Bradford	Retiree Health Benefits	Undisputed	\$ 300,850.25
Kathleen Franco	Retiree Health Benefits	Undisputed	\$ 691,728.23
Kathleen Ray	Retiree Health Benefits	Undisputed	\$ 528,110.45
Kathleen Tomura	Retiree Health Benefits	Undisputed	\$ 1,056,625.54
Kathryn Henderson	Retiree Health Benefits	Undisputed	\$ 693,772.90
Kathryn Whitman	Retiree Health Benefits	Undisputed	\$ 471,455.15
Kathy Glick	Retiree Health Benefits	Undisputed	\$ 454,748.66
Kazuto Murakami	Retiree Health Benefits	Undisputed	\$ 168,858.67
Keith Green	Retiree Health Benefits	Undisputed	\$ 897,236.38
Kelley Garrett	Retiree Health Benefits	Undisputed	\$ 615,704.77
Kelly Ray	Retiree Health Benefits	Undisputed	\$ 1,315,803.90
Kenneth Brown	Retiree Health Benefits	Undisputed	\$ 1,084,995.22
Kenneth Manship	Retiree Health Benefits	Undisputed	\$ 459,937.77
Kenneth Moeckel	Retiree Health Benefits	Undisputed	\$ 282,396.01
Kenneth Moffitt	Retiree Health Benefits	Undisputed	\$ 380,796.54
Kenneth Praegitzer	Retiree Health Benefits	Undisputed	\$ 1,021,990.35
Kenneth Rogers Jr.	Retiree Health Benefits	Undisputed	\$ 481,344.01
Kenneth Uehling	Retiree Health Benefits	Undisputed	\$ 358,652.01
Kenneth Wilbon	Retiree Health Benefits	Undisputed	\$ 301,121.84

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Kenneth Yamashita	Retiree Health Benefits	Undisputed	\$ 397,677.20
Kent Autrand	Retiree Health Benefits	Undisputed	\$ 529,532.97
Kent Miller	Retiree Health Benefits	Undisputed	\$ 441,489.13
Kevin Hatano	Retiree Health Benefits	Undisputed	\$ 620,144.93
Kevin Huff	Retiree Health Benefits	Undisputed	\$ 792,222.17
Kevin Tyler	Retiree Health Benefits	Undisputed	\$ 971,501.44
Kim Olson	Retiree Health Benefits	Undisputed	\$ 781,850.76
Kimberly Pickens	Retiree Health Benefits	Undisputed	\$ 1,180,265.96
Kirk Cannon	Retiree Health Benefits	Undisputed	\$ 631,051.51
Kirsteene Deborba	Retiree Health Benefits	Undisputed	\$ 429,226.39
Kristina Pendergrass	Retiree Health Benefits	Undisputed	\$ 959,223.19
Kurt Habraschka	Retiree Health Benefits	Undisputed	\$ 205,983.25
Larry Cooper	Retiree Health Benefits	Undisputed	\$ 398,826.00
Larry Estes	Retiree Health Benefits	Undisputed	\$ 529,532.97
Larry Hinojos	Retiree Health Benefits	Undisputed	\$ 561,768.23
Larry Long	Retiree Health Benefits	Undisputed	\$ 594,923.05
Larry Roberson	Retiree Health Benefits	Undisputed	\$ 597,535.39
Larry Rush	Retiree Health Benefits	Undisputed	\$ 515,794.96
Larry Scelzi	Retiree Health Benefits	Undisputed	\$ 358,652.01
Larry Tupper	Retiree Health Benefits	Undisputed	\$ 219,179.82
Larry Williams	Retiree Health Benefits	Undisputed	\$ 415,228.31
Laura McKinney	Retiree Health Benefits	Undisputed	\$ 227,460.66
Laura Rodriguez	Retiree Health Benefits	Undisputed	\$ 375,942.60
Lauren Lonjers	Retiree Health Benefits	Undisputed	\$ 423,151.78
Laurence Baumgarten	Retiree Health Benefits	Undisputed	\$ 658,218.79
Laurits Petersen	Retiree Health Benefits	Undisputed	\$ 167,546.84
Lawrence Deimler	Retiree Health Benefits	Undisputed	\$ 430,870.61
Lawrence Nordstrom	Retiree Health Benefits	Undisputed	\$ 332,694.61
Lawrence Norvall	Retiree Health Benefits	Undisputed	\$ 778,861.62
Lawrence Vila	Retiree Health Benefits	Undisputed	\$ 301,982.61
Lee Hemminger	Retiree Health Benefits	Undisputed	\$ 242,672.94
Leigh Dimas	Retiree Health Benefits	Undisputed	\$ 864,362.43
Leonard Dixon	Retiree Health Benefits	Undisputed	\$ 973,469.29
Leonard Lind	Retiree Health Benefits	Undisputed	\$ 538,062.13
Leonard Powell	Retiree Health Benefits	Undisputed	\$ 423,151.78
Leora Moses	Retiree Health Benefits	Undisputed	\$ 390,694.68
Leroy Page	Retiree Health Benefits	Undisputed	\$ 388,853.35
Leta Buckner	Retiree Health Benefits	Undisputed	\$ 97,355.17
Linda Abernethy	Retiree Health Benefits	Undisputed	\$ 188,471.26
Linda Atkins	Retiree Health Benefits	Undisputed	\$ 628,658.55
Linda Cole	Retiree Health Benefits	Undisputed	\$ 176,716.07
Linda Desantiago	Retiree Health Benefits	Undisputed	\$ 872,839.84
Linda Filponi	Retiree Health Benefits	Undisputed	\$ 350,998.49
Linda French	Retiree Health Benefits	Undisputed	\$ 608,284.73
Linda Ng	Retiree Health Benefits	Undisputed	\$ 300,850.25



Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Linda Segovia	Retiree Health Benefits	Undisputed	\$ 541,966.65
Lloyd Jansen	Retiree Health Benefits	Undisputed	\$ 1,059,751.75
Lon Hudson	Retiree Health Benefits	Undisputed	\$ 1,227,242.66
Loretta Wilson	Retiree Health Benefits	Undisputed	\$ 154,764.87
Lori Dixon	Retiree Health Benefits	Undisputed	\$ 921,991.97
Lori Williams	Retiree Health Benefits	Undisputed	\$ 637,722.34
Lorie Weiss	Retiree Health Benefits	Undisputed	\$ 685,593.31
Lorraina Harris	Retiree Health Benefits	Undisputed	\$ 553,460.21
Louis Decicco	Retiree Health Benefits	Undisputed	\$ 202,945.89
Louis Mazza Jr.	Retiree Health Benefits	Undisputed	\$ 272,423.60
Louis Valverde	Retiree Health Benefits	Undisputed	\$ 229,134.67
Loyd Goolsby	Retiree Health Benefits	Undisputed	\$ 502,545.28
Lucian Neely	Retiree Health Benefits	Undisputed	\$ 300,868.22
Lucile Bible	Retiree Health Benefits	Undisputed	\$ 589,347.73
Lucille Brown	Retiree Health Benefits	Undisputed	\$ 459,902.79
Lucy Munoz	Retiree Health Benefits	Undisputed	\$ 97,355.17
Luther Shavers Jr.	Retiree Health Benefits	Undisputed	\$ 1,179,007.99
Lydia Martinez	Retiree Health Benefits	Undisputed	\$ 165,548.03
Lydia Tinder	Retiree Health Benefits	Undisputed	\$ 651,797.62
Lydia Villalpando	Retiree Health Benefits	Undisputed	\$ 361,904.49
Lyle Strombom	Retiree Health Benefits	Undisputed	\$ 106,703.25
Lynda Giusti-Parra	Retiree Health Benefits	Undisputed	\$ 383,682.13
Lynne Austin	Retiree Health Benefits	Undisputed	\$ 373,593.89
Lynne Hooten	Retiree Health Benefits	Undisputed	\$ 774,034.83
Mabel Estrada	Retiree Health Benefits	Undisputed	\$ 317,659.75
Mabel Warren	Retiree Health Benefits	Undisputed	\$ 241,925.40
Maceo Owens Jr.	Retiree Health Benefits	Undisputed	\$ 639,115.17
Manuel Mesa	Retiree Health Benefits	Undisputed	\$ 397,054.16
Marc Youngblood	Retiree Health Benefits	Undisputed	\$ 467,834.85
Marcus Davenport	Retiree Health Benefits	Undisputed	\$ 1,041,572.06
Marcus Jones	Retiree Health Benefits	Undisputed	\$ 585,163.42
Margaret Dougherty	Retiree Health Benefits	Undisputed	\$ 552,674.69
Margaret Gregorich	Retiree Health Benefits	Undisputed	\$ 241,789.11
Margaret Johnson	Retiree Health Benefits	Undisputed	\$ 175,881.33
Margie Cyr	Retiree Health Benefits	Undisputed	\$ 723,668.71
Maria Chacon	Retiree Health Benefits	Undisputed	\$ 375,942.60
Mariano Santos	Retiree Health Benefits	Undisputed	\$ 228,513.30
Marilyn Sola	Retiree Health Benefits	Undisputed	\$ 188,471.26
Marilyn Winston	Retiree Health Benefits	Undisputed	\$ 774,034.83
Marino Dumadag	Retiree Health Benefits	Undisputed	\$ 220,158.40
Mark Anderson	Retiree Health Benefits	Undisputed	\$ 1,009,087.35
Mark Farmer	Retiree Health Benefits	Undisputed	\$ 631,051.51
Mark Gantt	Retiree Health Benefits	Undisputed	\$ 459,277.70
Mark Herder	Retiree Health Benefits	Undisputed	\$ 498,217.68
Mark Lewis	Retiree Health Benefits	Undisputed	\$ 419,800.46

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Mark Lujan	Retiree Health Benefits	Undisputed	\$ 639,115.17
Mark Moses	Retiree Health Benefits	Undisputed	\$ 1,000,942.28
Mark Rushing	Retiree Health Benefits	Undisputed	\$ 683,662.13
Mark Spivey	Retiree Health Benefits	Undisputed	\$ 279,366.66
Mark Walker	Retiree Health Benefits	Undisputed	\$ 712,216.02
Marlys Egan	Retiree Health Benefits	Undisputed	\$ 349,631.17
Marshall Cole Jr.	Retiree Health Benefits	Undisputed	\$ 702,910.53
Martha McNally	Retiree Health Benefits	Undisputed	\$ 278,281.11
Martin Galindo	Retiree Health Benefits	Undisputed	\$ 694,107.40
Marvi Hagan	Retiree Health Benefits	Undisputed	\$ 227,460.66
Mary Ann Brooks	Retiree Health Benefits	Undisputed	\$ 380,137.95
Mary Anne Hansen	Retiree Health Benefits	Undisputed	\$ 552,674.69
Mary Colen	Retiree Health Benefits	Undisputed	\$ 200,830.84
Mary Hammond	Retiree Health Benefits	Undisputed	\$ 235,513.39
Mary Jo Watson	Retiree Health Benefits	Undisputed	\$ 114,325.36
Mary Marconi	Retiree Health Benefits	Undisputed	\$ 375,942.60
Mary Morley	Retiree Health Benefits	Undisputed	\$ 813,188.75
Mary Pribyl	Retiree Health Benefits	Undisputed	\$ 97,355.17
Mary Richardson	Retiree Health Benefits	Undisputed	\$ 324,238.06
Maryann Garcia	Retiree Health Benefits	Undisputed	\$ 508,867.74
Matilda Montelongo	Retiree Health Benefits	Undisputed	\$ 324,616.42
Matthew Golden	Retiree Health Benefits	Undisputed	\$ 511,749.74
Maura Tovar	Retiree Health Benefits	Undisputed	\$ 259,121.73
Maureen Hopson	Retiree Health Benefits	Undisputed	\$ 524,060.69
McKinley Lloyd	Retiree Health Benefits	Undisputed	\$ 385,048.73
Melanie Miller	Retiree Health Benefits	Undisputed	\$ 241,789.11
Melba Gastello	Retiree Health Benefits	Undisputed	\$ 624,253.15
Melvin Greer	Retiree Health Benefits	Undisputed	\$ 604,443.35
Melvin Jackson	Retiree Health Benefits	Undisputed	\$ 570,779.82
Meyer Puzon	Retiree Health Benefits	Undisputed	\$ 810,729.68
Michael Bender	Retiree Health Benefits	Undisputed	\$ 1,276,129.28
Michael Benson	Retiree Health Benefits	Undisputed	\$ 257,644.60
Michael Bowen	Retiree Health Benefits	Undisputed	\$ 301,982.61
Michael Burkhardt	Retiree Health Benefits	Undisputed	\$ 897,236.38
Michael Carlile	Retiree Health Benefits	Undisputed	\$ 451,817.50
Michael Cassidy	Retiree Health Benefits	Undisputed	\$ 386,371.80
Michael Cisneros	Retiree Health Benefits	Undisputed	\$ 451,977.16
Michael Connolly	Retiree Health Benefits	Undisputed	\$ 1,028,869.10
Michael Dixon	Retiree Health Benefits	Undisputed	\$ 1,415,128.16
Michael Evans	Retiree Health Benefits	Undisputed	\$ 1,091,128.72
Michael Glass	Retiree Health Benefits	Undisputed	\$ 570,779.82
Michael Halligan	Retiree Health Benefits	Undisputed	\$ 519,342.64
Michael Locke	Retiree Health Benefits	Undisputed	\$ 317,105.54
Michael Martin	Retiree Health Benefits	Undisputed	\$ 438,369.75
Michael McDonald	Retiree Health Benefits	Undisputed	\$ 732,436.60

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Michael Miller	Retiree Health Benefits	Undisputed	\$ 514,077.21
Michael Moore	Retiree Health Benefits	Undisputed	\$ 321,991.81
Michael Moreno Jr.	Retiree Health Benefits	Undisputed	\$ 864,914.67
Michael Morrell	Retiree Health Benefits	Undisputed	\$ 607,205.04
Michael Niblock	Retiree Health Benefits	Undisputed	\$ 511,749.74
Michael Ries	Retiree Health Benefits	Undisputed	\$ 792,222.17
Michael Rishwain	Retiree Health Benefits	Undisputed	\$ 301,982.61
Michael Sibert	Retiree Health Benefits	Undisputed	\$ 339,409.57
Michael Smith	Retiree Health Benefits	Undisputed	\$ 465,591.81
Michael Tapp	Retiree Health Benefits	Undisputed	\$ 489,893.11
Michael Townes	Retiree Health Benefits	Undisputed	\$ 917,401.92
Michael Wallace	Retiree Health Benefits	Undisputed	\$ 631,051.51
Michael Ward	Retiree Health Benefits	Undisputed	\$ 1,113,035.95
Michele Adams	Retiree Health Benefits	Undisputed	\$ 528,110.45
Michele Kislingbury	Retiree Health Benefits	Undisputed	\$ 1,068,502.91
Michele Zaragoza	Retiree Health Benefits	Undisputed	\$ 594,390.45
Mildred Russo	Retiree Health Benefits	Undisputed	\$ 38,169.79
Milton Daniels	Retiree Health Benefits	Undisputed	\$ 594,923.05
Morris Allen	Retiree Health Benefits	Undisputed	\$ 297,653.27
Myda Bulawit	Retiree Health Benefits	Undisputed	\$ 637,157.95
Nancy Hanlon	Retiree Health Benefits	Undisputed	\$ 323,700.03
Nancy Lamb	Retiree Health Benefits	Undisputed	\$ 394,193.13
Nancy McDonald	Retiree Health Benefits	Undisputed	\$ 454,261.79
Nancy Morin	Retiree Health Benefits	Undisputed	\$ 1,524,916.52
Nancy Popovich	Retiree Health Benefits	Undisputed	\$ 375,942.60
Nancy Zane	Retiree Health Benefits	Undisputed	\$ 176,716.07
Nannette Burnside	Retiree Health Benefits	Undisputed	\$ 538,749.19
Neil Hafley	Retiree Health Benefits	Undisputed	\$ 202,945.89
Nicholas Elliott	Retiree Health Benefits	Undisputed	\$ 310,945.21
Nicholas Huerta II	Retiree Health Benefits	Undisputed	\$ 801,307.77
Nick Garcia	Retiree Health Benefits	Undisputed	\$ 694,842.90
Nicola Stanke	Retiree Health Benefits	Undisputed	\$ 227,460.66
Nilda Mapeso	Retiree Health Benefits	Undisputed	\$ 252,169.71
Nora Keating	Retiree Health Benefits	Undisputed	\$ 139,006.66
Norma Avalos	Retiree Health Benefits	Undisputed	\$ 256,834.43
Normel Nason	Retiree Health Benefits	Undisputed	\$ 353,742.30
Orlando Lobosco	Retiree Health Benefits	Undisputed	\$ 458,507.80
Oscar Barrera	Retiree Health Benefits	Undisputed	\$ 694,842.90
Pamela Kulm	Retiree Health Benefits	Undisputed	\$ 383,728.66
Pamela Parrott	Retiree Health Benefits	Undisputed	\$ 349,631.17
Pamela Reisler	Retiree Health Benefits	Undisputed	\$ 300,850.25
Pamela Sloan	Retiree Health Benefits	Undisputed	\$ 300,850.25
Patricia Atad	Retiree Health Benefits	Undisputed	\$ 600,290.30
Patricia Ester	Retiree Health Benefits	Undisputed	\$ 467,226.61
Patricia Gennings	Retiree Health Benefits	Undisputed	\$ 2,925.86

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Patricia Hernandez	Retiree Health Benefits	Undisputed	\$ 786,455.18
Patricia Hunter	Retiree Health Benefits	Undisputed	\$ 392,434.90
Patricia Johnson	Retiree Health Benefits	Undisputed	\$ 826,340.77
Patricia Muldrew	Retiree Health Benefits	Undisputed	\$ 528,110.45
Patricia Padula	Retiree Health Benefits	Undisputed	\$ 1,540,835.28
Patricia Thomas	Retiree Health Benefits	Undisputed	\$ 138,680.57
Patricia Torbett	Retiree Health Benefits	Undisputed	\$ 256,834.43
Patricia Willson	Retiree Health Benefits	Undisputed	\$ 300,850.25
Patricia Woodall	Retiree Health Benefits	Undisputed	\$ 373,593.89
Patrick Callahan	Retiree Health Benefits	Undisputed	\$ 610,588.89
Patrick Chase	Retiree Health Benefits	Undisputed	\$ 447,581.84
Patrick McDaniel	Retiree Health Benefits	Undisputed	\$ 295,575.07
Patrick O'Hern	Retiree Health Benefits	Undisputed	\$ 8,482.50
Patrick Piccardo	Retiree Health Benefits	Undisputed	\$ 546,296.10
Patrick Samsell	Retiree Health Benefits	Undisputed	\$ 320,699.09
Patti Mah	Retiree Health Benefits	Undisputed	\$ 200,830.84
Patti Serna	Retiree Health Benefits	Undisputed	\$ 227,460.66
Paul Farris	Retiree Health Benefits	Undisputed	\$ 1,082,587.14
Paul Flynn	Retiree Health Benefits	Undisputed	\$ 1,010,898.77
Paul Lopez Jr.	Retiree Health Benefits	Undisputed	\$ 301,982.61
Paul Mazzilli	Retiree Health Benefits	Undisputed	\$ 452,712.99
Paul McConahey III	Retiree Health Benefits	Undisputed	\$ 713,591.16
Paul Perrin	Retiree Health Benefits	Undisputed	\$ 118,864.76
Paul Sensibaugh	Retiree Health Benefits	Undisputed	\$ 408,992.51
Paul Weaver	Retiree Health Benefits	Undisputed	\$ 472,589.93
Paula Cazale	Retiree Health Benefits	Undisputed	\$ 392,034.46
Paulette Strack	Retiree Health Benefits	Undisputed	\$ 349,631.17
Pauline Leinfelder	Retiree Health Benefits	Undisputed	\$ 617,949.75
Pearl Schmidt	Retiree Health Benefits	Undisputed	\$ 67,999.34
Peggy Barnett	Retiree Health Benefits	Undisputed	\$ 241,789.11
Perlin Calkins	Retiree Health Benefits	Undisputed	\$ 283,523.16
Perry Beesinger	Retiree Health Benefits	Undisputed	\$ 792,222.17
Perry Fox	Retiree Health Benefits	Undisputed	\$ 301,982.61
Peter Faipeas	Retiree Health Benefits	Undisputed	\$ 578,935.65
Peter Hironymous	Retiree Health Benefits	Undisputed	\$ 570,779.82
Peter Lee	Retiree Health Benefits	Undisputed	\$ 593,173.17
Peter Neal	Retiree Health Benefits	Undisputed	\$ 771,038.58
Peter Roy	Retiree Health Benefits	Undisputed	\$ 394,098.39
Peter Waller	Retiree Health Benefits	Undisputed	\$ 394,098.39
Peter Winston	Retiree Health Benefits	Undisputed	\$ 429,812.93
Philip Thompson	Retiree Health Benefits	Undisputed	\$ 774,338.77
Phillip Burnside	Retiree Health Benefits	Undisputed	\$ 408,992.51
Phillip Nisperos	Retiree Health Benefits	Undisputed	\$ 350,079.69
Prince Smith	Retiree Health Benefits	Undisputed	\$ 570,779.82
Purita Billedo	Retiree Health Benefits	Undisputed	\$ 256,834.43

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
R Harold Duncan	Retiree Health Benefits	Undisputed	\$ 561,727.51
Rachel Healy	Retiree Health Benefits	Undisputed	\$ 1,007,202.24
Rafael Rodriguez	Retiree Health Benefits	Undisputed	\$ 325,544.79
Ralph Davis Jr.	Retiree Health Benefits	Undisputed	\$ 156,832.76
Ralph Hemstreet	Retiree Health Benefits	Undisputed	\$ 1,093,249.09
Ralph Risso Jr.	Retiree Health Benefits	Undisputed	\$ 684,852.90
Ralph Tribble	Retiree Health Benefits	Undisputed	\$ 273,948.31
Ralph Womack	Retiree Health Benefits	Undisputed	\$ 489,903.10
Ramiro Marquez	Retiree Health Benefits	Undisputed	\$ 585,157.45
Ramon Gardea	Retiree Health Benefits	Undisputed	\$ 678,545.15
Ramona Gomez	Retiree Health Benefits	Undisputed	\$ 144,814.74
Randall Booth	Retiree Health Benefits	Undisputed	\$ 475,486.34
Randall Cornell	Retiree Health Benefits	Undisputed	\$ 406,564.01
Randall Harrison	Retiree Health Benefits	Undisputed	\$ 792,222.17
Randall Rooker	Retiree Health Benefits	Undisputed	\$ 506,292.89
Ray Jimenez	Retiree Health Benefits	Undisputed	\$ 346,651.15
Raymond Bird	Retiree Health Benefits	Undisputed	\$ 335,180.92
Raymond Call	Retiree Health Benefits	Undisputed	\$ 959,524.77
Raymond Etcheverry	Retiree Health Benefits	Undisputed	\$ 280,832.26
Raymond Flores	Retiree Health Benefits	Undisputed	\$ 472,589.93
Raymond Gargalicana	Retiree Health Benefits	Undisputed	\$ 842,686.03
Raymond Lozano	Retiree Health Benefits	Undisputed	\$ 378,450.44
Raymond Lucas	Retiree Health Benefits	Undisputed	\$ 407,124.29
Raymond Morales Jr.	Retiree Health Benefits	Undisputed	\$ 667,390.31
Rebecca Vasquez-zuk	Retiree Health Benefits	Undisputed	\$ 592,522.73
Rebecca Plath	Retiree Health Benefits	Undisputed	\$ 498,872.76
Rebecca Taboada	Retiree Health Benefits	Undisputed	\$ 300,850.25
Reed Hogan	Retiree Health Benefits	Undisputed	\$ 463,659.36
Rene Carcamo	Retiree Health Benefits	Undisputed	\$ 833,074.20
Renee Johnston	Retiree Health Benefits	Undisputed	\$ 1,037,980.04
Rhonda Lobosco	Retiree Health Benefits	Undisputed	\$ 1,042,495.64
Rhonda Walkowski	Retiree Health Benefits	Undisputed	\$ 524,060.69
Richard Amaral	Retiree Health Benefits	Undisputed	\$ 529,532.97
Richard Benitez	Retiree Health Benefits	Undisputed	\$ 719,496.12
Richard Berger	Retiree Health Benefits	Undisputed	\$ 524,075.90
Richard Castro	Retiree Health Benefits	Undisputed	\$ 402,197.07
Richard Clark	Retiree Health Benefits	Undisputed	\$ 467,006.35
Richard Cowan	Retiree Health Benefits	Undisputed	\$ 202,945.89
Richard Fields	Retiree Health Benefits	Undisputed	\$ 739,096.45
Richard Foster	Retiree Health Benefits	Undisputed	\$ 781,358.47
Richard Freeman	Retiree Health Benefits	Undisputed	\$ 535,315.92
Richard Hurtado Jr.	Retiree Health Benefits	Undisputed	\$ 837,084.95
Richard Kessler	Retiree Health Benefits	Undisputed	\$ 575,179.90
Richard Leslie	Retiree Health Benefits	Undisputed	\$ 935,687.22
Richard Neeley	Retiree Health Benefits	Undisputed	\$ 380,451.40

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Richard Rivas	Retiree Health Benefits	Undisputed	\$ 472,589.93
Richard Rodriguez	Retiree Health Benefits	Undisputed	\$ 366,220.66
Richard Roper	Retiree Health Benefits	Undisputed	\$ 350,079.69
Richard Saha	Retiree Health Benefits	Undisputed	\$ 350,079.69
Richard Salvetti	Retiree Health Benefits	Undisputed	\$ 301,121.84
Richard Shaw	Retiree Health Benefits	Undisputed	\$ 236,456.31
Richard Silva	Retiree Health Benefits	Undisputed	\$ 587,874.51
Richard Taylor	Retiree Health Benefits	Undisputed	\$ 356,326.51
Richard Vanover	Retiree Health Benefits	Undisputed	\$ 988,500.78
Richard Whitlock II	Retiree Health Benefits	Undisputed	\$ 1,098,928.33
Richert Kamaiopili	Retiree Health Benefits	Undisputed	\$ 999,567.33
Rick Ragsdale	Retiree Health Benefits	Undisputed	\$ 565,017.90
Rick Stetler	Retiree Health Benefits	Undisputed	\$ 551,591.78
Ricky Roland Sr.	Retiree Health Benefits	Undisputed	\$ 639,032.99
Rita Herrera	Retiree Health Benefits	Undisputed	\$ 278,281.11
Robert Baumbach	Retiree Health Benefits	Undisputed	\$ 603,440.25
Robert Blasengym Jr.	Retiree Health Benefits	Undisputed	\$ 693,793.75
Robert Bonfilio	Retiree Health Benefits	Undisputed	\$ 261,351.89
Robert Bressani	Retiree Health Benefits	Undisputed	\$ 684,852.90
Robert Brothers	Retiree Health Benefits	Undisputed	\$ 523,516.21
Robert Capron	Retiree Health Benefits	Undisputed	\$ 683,989.64
Robert Castelli	Retiree Health Benefits	Undisputed	\$ 295,575.07
Robert Castillo	Retiree Health Benefits	Undisputed	\$ 952,051.37
Robert Ching	Retiree Health Benefits	Undisputed	\$ 120,625.62
Robert Evans	Retiree Health Benefits	Undisputed	\$ 202,945.89
Robert Flynn	Retiree Health Benefits	Undisputed	\$ 178,803.30
Robert Gini	Retiree Health Benefits	Undisputed	\$ 257,644.60
Robert Granados	Retiree Health Benefits	Undisputed	\$ 759,454.06
Robert Hanson	Retiree Health Benefits	Undisputed	\$ 978,760.46
Robert Harris	Retiree Health Benefits	Undisputed	\$ 314,947.83
Robert Johnson	Retiree Health Benefits	Undisputed	\$ 452,607.98
Robert Jordan	Retiree Health Benefits	Undisputed	\$ 116,064.92
Robert King	Retiree Health Benefits	Undisputed	\$ 639,115.17
Robert Langone	Retiree Health Benefits	Undisputed	\$ 337,421.22
Robert Lee	Retiree Health Benefits	Undisputed	\$ 279,366.66
Robert Lombardi	Retiree Health Benefits	Undisputed	\$ 710,950.38
Robert MacDonald	Retiree Health Benefits	Undisputed	\$ 1,010,898.77
Robert Marconi	Retiree Health Benefits	Undisputed	\$ 561,768.23
Robert Mariano	Retiree Health Benefits	Undisputed	\$ 802,138.92
Robert Marzec	Retiree Health Benefits	Undisputed	\$ 884,053.01
Robert McClary	Retiree Health Benefits	Undisputed	\$ 358,652.01
Robert Medeiros	Retiree Health Benefits	Undisputed	\$ 886,445.19
Robert Mills	Retiree Health Benefits	Undisputed	\$ 243,078.81
Robert Milton	Retiree Health Benefits	Undisputed	\$ 178,803.30
Robert Ogden Jr.	Retiree Health Benefits	Undisputed	\$ 1,225,854.08

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
Robert Perez	Retiree Health Benefits	Undisputed	\$ 551,204.66
Robert Rodriguez	Retiree Health Benefits	Undisputed	\$ 415,228.31
Robert Scruggs	Retiree Health Benefits	Undisputed	\$ 375,764.87
Robert Sivell	Retiree Health Benefits	Undisputed	\$ 332,694.61
Robert Stover	Retiree Health Benefits	Undisputed	\$ 631,051.51
Robert Weatherred	Retiree Health Benefits	Undisputed	\$ 926,781.50
Roberta Coy	Retiree Health Benefits	Undisputed	\$ 494,856.30
Roberta Taylor	Retiree Health Benefits	Undisputed	\$ 545,833.12
Robyn Burror	Retiree Health Benefits	Undisputed	\$ 278,281.11
Rodney Ezell	Retiree Health Benefits	Undisputed	\$ 570,779.82
Rodney Milton	Retiree Health Benefits	Undisputed	\$ 579,494.36
Rodney Newson	Retiree Health Benefits	Undisputed	\$ 458,507.80
Roger Gray	Retiree Health Benefits	Undisputed	\$ 585,157.45
Roger Phillips	Retiree Health Benefits	Undisputed	\$ 293,274.12
Roger Storey	Retiree Health Benefits	Undisputed	\$ 265,883.66
Rolando Antonio	Retiree Health Benefits	Undisputed	\$ 143,367.05
Ronald Birchard	Retiree Health Benefits	Undisputed	\$ 639,032.99
Ronald Chapman	Retiree Health Benefits	Undisputed	\$ 202,945.89
Ronald D'aiuto	Retiree Health Benefits	Undisputed	\$ 176,290.83
Ronald Girard	Retiree Health Benefits	Undisputed	\$ 346,651.15
Ronald Hines	Retiree Health Benefits	Undisputed	\$ 398,826.00
Ronald Inouye	Retiree Health Benefits	Undisputed	\$ 430,870.61
Ronald Miller	Retiree Health Benefits	Undisputed	\$ 250,831.14
Ronald Palmquist	Retiree Health Benefits	Undisputed	\$ 514,077.21
Ronald Penix	Retiree Health Benefits	Undisputed	\$ 356,326.51
Ronald Phillips	Retiree Health Benefits	Undisputed	\$ 314,947.83
Ronald Sanders	Retiree Health Benefits	Undisputed	\$ 386,007.73
Ronald Stansbury	Retiree Health Benefits	Undisputed	\$ 398,826.00
Ronald Weldum	Retiree Health Benefits	Undisputed	\$ 261,351.89
Ronnie Alford	Retiree Health Benefits	Undisputed	\$ 202,945.89
Ronnie Bayhon	Retiree Health Benefits	Undisputed	\$ 279,366.66
Ronnie Galindo	Retiree Health Benefits	Undisputed	\$ 395,759.28
Rosaelia Pierce	Retiree Health Benefits	Undisputed	\$ 787,740.80
Rosalie Fukumoto	Retiree Health Benefits	Undisputed	\$ 126,042.37
Rosina Wiriaatmadja	Retiree Health Benefits	Undisputed	\$ 293,869.99
Ross Temme	Retiree Health Benefits	Undisputed	\$ 467,834.85
Roxanne Birrueta	Retiree Health Benefits	Undisputed	\$ 494,856.30
Roy Lange	Retiree Health Benefits	Undisputed	\$ 317,105.54
Roy Williams	Retiree Health Benefits	Undisputed	\$ 675,840.37
Ruben Sepulveda	Retiree Health Benefits	Undisputed	\$ 603,440.25
Ruby Lewis	Retiree Health Benefits	Undisputed	\$ 64,415.84
Russell Davenport	Retiree Health Benefits	Undisputed	\$ 577,596.63
Russell Garcia	Retiree Health Benefits	Undisputed	\$ 309,177.62
Russell Grant	Retiree Health Benefits	Undisputed	\$ 603,440.25
Russell Thurman	Retiree Health Benefits	Undisputed	\$ 1,336,726.14

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Ruth Enero	Retiree Health Benefits	Undisputed	\$ 348,082.61
Ryan Crawford	Retiree Health Benefits	Undisputed	\$ 1,460,116.22
Sally Lance	Retiree Health Benefits	Undisputed	\$ 522,428.98
Sally Praegitzer	Retiree Health Benefits	Undisputed	\$ 670,751.70
Sam Mah	Retiree Health Benefits	Undisputed	\$ 272,423.60
Samuel Fant	Retiree Health Benefits	Undisputed	\$ 404,541.77
Samuel Pachuca	Retiree Health Benefits	Undisputed	\$ 337,312.83
Sandie Glasmacher	Retiree Health Benefits	Undisputed	\$ 1,160,325.02
Sara Milnes	Retiree Health Benefits	Undisputed	\$ 402,865.28
Scott Cochran	Retiree Health Benefits	Undisputed	\$ 720,381.23
Scott Crawford	Retiree Health Benefits	Undisputed	\$ 1,145,956.47
Scott Essin	Retiree Health Benefits	Undisputed	\$ 309,177.62
Selma Rodriguez	Retiree Health Benefits	Undisputed	\$ 432,610.77
Sharan Racho	Retiree Health Benefits	Undisputed	\$ 533,096.30
Sharla Perry	Retiree Health Benefits	Undisputed	\$ 323,700.03
Sharlene Brown	Retiree Health Benefits	Undisputed	\$ 921,607.24
Sharon Bookman	Retiree Health Benefits	Undisputed	\$ 300,850.25
Sharon Ellis	Retiree Health Benefits	Undisputed	\$ 349,631.17
Sharon Lee Elizondo	Retiree Health Benefits	Undisputed	\$ 176,716.07
Sharon Testo	Retiree Health Benefits	Undisputed	\$ 483,240.89
Shawn Smith	Retiree Health Benefits	Undisputed	\$ 885,168.12
Shelley Green	Retiree Health Benefits	Undisputed	\$ 563,933.71
Shirley Gunn	Retiree Health Benefits	Undisputed	\$ 404,628.51
Shirley Lam	Retiree Health Benefits	Undisputed	\$ 324,616.42
Shirley Moton	Retiree Health Benefits	Undisputed	\$ 126,042.37
Shirley Ortega	Retiree Health Benefits	Undisputed	\$ 219,431.60
Shirley Wheaton	Retiree Health Benefits	Undisputed	\$ 188,471.26
Sidney Henderson	Retiree Health Benefits	Undisputed	\$ 427,942.39
Simeon Galano Jr.	Retiree Health Benefits	Undisputed	\$ 243,078.81
Sjaan Vandenbroeder	Retiree Health Benefits	Undisputed	\$ 200,830.84
Songkham Luangrath	Retiree Health Benefits	Undisputed	\$ 784,733.19
Stanley Conley	Retiree Health Benefits	Undisputed	\$ 519,342.64
Stanley Salbeck	Retiree Health Benefits	Undisputed	\$ 495,238.33
Stephanie Chain	Retiree Health Benefits	Undisputed	\$ 1,147,441.96
Stephanie Morales	Retiree Health Benefits	Undisputed	\$ 256,834.43
Stephen Chen	Retiree Health Benefits	Undisputed	\$ 235,281.70
Stephen Rehberg	Retiree Health Benefits	Undisputed	\$ 467,834.85
Stephen Thienes	Retiree Health Benefits	Undisputed	\$ 875,184.36
Steve Castanon	Retiree Health Benefits	Undisputed	\$ 837,155.82
Steve Mattos	Retiree Health Benefits	Undisputed	\$ 378,450.44
Steve Scrimsher	Retiree Health Benefits	Undisputed	\$ 482,852.73
Steven Brooks	Retiree Health Benefits	Undisputed	\$ 658,218.79
Steven Capps	Retiree Health Benefits	Undisputed	\$ 918,376.76
Steven Jannicelli	Retiree Health Benefits	Undisputed	\$ 429,812.93
Steven Johnson	Retiree Health Benefits	Undisputed	\$ 617,309.96



<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Steven Knief	Retiree Health Benefits	Undisputed	\$ 386,371.80
Steven McCarthy	Retiree Health Benefits	Undisputed	\$ 1,130,839.31
Steven Smith	Retiree Health Benefits	Undisputed	\$ 952,910.01
Steven Specht	Retiree Health Benefits	Undisputed	\$ 1,122,608.21
Steven Walton	Retiree Health Benefits	Undisputed	\$ 663,924.54
Steven Wong	Retiree Health Benefits	Undisputed	\$ 358,652.01
Susan Gregory	Retiree Health Benefits	Undisputed	\$ 454,261.79
Susan Krietemeyer	Retiree Health Benefits	Undisputed	\$ 647,418.47
Susan Lackey	Retiree Health Benefits	Undisputed	\$ 540,937.47
Susan List	Retiree Health Benefits	Undisputed	\$ 735,940.87
Susan Loyko	Retiree Health Benefits	Undisputed	\$ 617,949.75
Susan Mayer	Retiree Health Benefits	Undisputed	\$ 528,110.45
Susan Stagnaro	Retiree Health Benefits	Undisputed	\$ 461,694.78
Suzanne Gibbs	Retiree Health Benefits	Undisputed	\$ 872,839.84
Sydney Dornbush	Retiree Health Benefits	Undisputed	\$ 207,709.41
Sylvia Ramirez	Retiree Health Benefits	Undisputed	\$ 636,102.47
Sylvia Wells	Retiree Health Benefits	Undisputed	\$ 156,197.52
Tammie Murrell	Retiree Health Benefits	Undisputed	\$ 1,051,374.07
Tandy Gotschall	Retiree Health Benefits	Undisputed	\$ 539,577.44
Tasha Freeman	Retiree Health Benefits	Undisputed	\$ 980,725.54
Tatiana Castleton	Retiree Health Benefits	Undisputed	\$ 53,033.86
Ted Percival	Retiree Health Benefits	Undisputed	\$ 863,451.57
Ted Strowbridge	Retiree Health Benefits	Undisputed	\$ 243,078.81
Teresa Edwards	Retiree Health Benefits	Undisputed	\$ 468,479.52
Teresa Standart	Retiree Health Benefits	Undisputed	\$ 492,611.27
Teri Bentz	Retiree Health Benefits	Undisputed	\$ 614,817.59
Teri Williams	Retiree Health Benefits	Undisputed	\$ 965,972.59
Terri Marcellino	Retiree Health Benefits	Undisputed	\$ 714,614.89
Terry Parker	Retiree Health Benefits	Undisputed	\$ 288,046.43
Thelma Carter	Retiree Health Benefits	Undisputed	\$ 64,415.84
Theodore Gittings	Retiree Health Benefits	Undisputed	\$ 451,817.50
Theodore Montes	Retiree Health Benefits	Undisputed	\$ 594,923.05
Thomas Acevedo	Retiree Health Benefits	Undisputed	\$ 926,781.50
Thomas Allen	Retiree Health Benefits	Undisputed	\$ 675,840.37
Thomas Bitz	Retiree Health Benefits	Undisputed	\$ 843,719.34
Thomas Dosh	Retiree Health Benefits	Undisputed	\$ 111,508.65
Thomas Faddis	Retiree Health Benefits	Undisputed	\$ 489,903.10
Thomas Gaumer	Retiree Health Benefits	Undisputed	\$ 604,443.35
Thomas Harper	Retiree Health Benefits	Undisputed	\$ 752,373.40
Thomas Healy	Retiree Health Benefits	Undisputed	\$ 398,826.00
Thomas Hindman	Retiree Health Benefits	Undisputed	\$ 660,709.31
Thomas Lopes	Retiree Health Benefits	Undisputed	\$ 658,218.79
Thomas Martin	Retiree Health Benefits	Undisputed	\$ 879,293.68
Thomas Morris	Retiree Health Benefits	Undisputed	\$ 792,222.17
Thomas Nowak	Retiree Health Benefits	Undisputed	\$ 257,644.60

<b>Name</b>	<b>Nature of Claim</b>	<b>Contingent, Undisputed, or Disputed?</b>	<b>Amount of Claim</b>
Thomas Parker	Retiree Health Benefits	Undisputed	\$ 836,433.76
Thomas Walters	Retiree Health Benefits	Undisputed	\$ 1,113,735.99
Thomas Wells	Retiree Health Benefits	Undisputed	\$ 608,197.93
Tim Delaney	Retiree Health Benefits	Undisputed	\$ 319,023.60
Timothy Ray	Retiree Health Benefits	Undisputed	\$ 830,040.92
Tino Enebrad Jr.	Retiree Health Benefits	Undisputed	\$ 587,697.23
Todd Reich	Retiree Health Benefits	Undisputed	\$ 551,591.78
Todd Schiess	Retiree Health Benefits	Undisputed	\$ 1,071,413.56
Tomas Esperon	Retiree Health Benefits	Undisputed	\$ 99,001.25
Tommy Carson	Retiree Health Benefits	Undisputed	\$ 301,121.84
Tommy Ramirez	Retiree Health Benefits	Undisputed	\$ 301,982.61
Toni Mandara	Retiree Health Benefits	Undisputed	\$ 403,588.98
Tony Castanon	Retiree Health Benefits	Undisputed	\$ 74,922.92
Tracy Balogh	Retiree Health Benefits	Undisputed	\$ 470,445.42
Tracy Satowski	Retiree Health Benefits	Undisputed	\$ 676,905.46
Tresa Lozano	Retiree Health Benefits	Undisputed	\$ 640,648.73
Valdo Lopez	Retiree Health Benefits	Undisputed	\$ 704,438.77
Valerie Brown	Retiree Health Benefits	Undisputed	\$ 813,188.75
Vanh Inthirath	Retiree Health Benefits	Undisputed	\$ 853,305.46
Verlin Brown	Retiree Health Benefits	Undisputed	\$ 102,579.84
Vernel Wofford	Retiree Health Benefits	Undisputed	\$ 697,620.26
Vernon Carter	Retiree Health Benefits	Undisputed	\$ 620,144.93
Vernon Willingham	Retiree Health Benefits	Undisputed	\$ 274,833.77
Vicky Flores	Retiree Health Benefits	Undisputed	\$ 710,872.99
Victor Mikawa	Retiree Health Benefits	Undisputed	\$ 781,850.76
Victoria Brand	Retiree Health Benefits	Undisputed	\$ 324,616.42
Vincent Amoruso Jr.	Retiree Health Benefits	Undisputed	\$ 667,249.34
Vincent Huey	Retiree Health Benefits	Undisputed	\$ 683,989.64
Violet Montes	Retiree Health Benefits	Undisputed	\$ 640,648.73
Virginia Schwall	Retiree Health Benefits	Undisputed	\$ 46,553.03
Vivian Look	Retiree Health Benefits	Undisputed	\$ 607,137.06
Vonzell Graham	Retiree Health Benefits	Undisputed	\$ 778,861.62
W. Gary Gillis	Retiree Health Benefits	Undisputed	\$ 489,893.11
Walter Nichols	Retiree Health Benefits	Undisputed	\$ 197,110.05
Wanda Heisinger	Retiree Health Benefits	Undisputed	\$ 256,834.43
Wanetta Conroy	Retiree Health Benefits	Undisputed	\$ 487,575.92
Wayland Irby	Retiree Health Benefits	Undisputed	\$ 197,110.05
Wayne Hose	Retiree Health Benefits	Undisputed	\$ 639,032.99
Wayne King	Retiree Health Benefits	Undisputed	\$ 269,817.07
Wayne Klemin	Retiree Health Benefits	Undisputed	\$ 429,812.93
Wayne Smith	Retiree Health Benefits	Undisputed	\$ 407,124.29
Wayne Smith Jr.	Retiree Health Benefits	Undisputed	\$ 921,542.78
Wayne Ward	Retiree Health Benefits	Undisputed	\$ 261,351.89
William Costanza	Retiree Health Benefits	Undisputed	\$ 798,830.81
William Cree	Retiree Health Benefits	Undisputed	\$ 228,513.30

Name	Nature of Claim	Contingent, Undisputed, or Disputed?	Amount of Claim
William Gallegos	Retiree Health Benefits	Undisputed	\$ 240,628.56
William Griffitt	Retiree Health Benefits	Undisputed	\$ 145,971.28
William Hobson	Retiree Health Benefits	Undisputed	\$ 375,623.95
William Long	Retiree Health Benefits	Undisputed	\$ 640,240.94
William Midgley	Retiree Health Benefits	Undisputed	\$ 387,800.32
William Moore	Retiree Health Benefits	Undisputed	\$ 823,604.80
William Morelli	Retiree Health Benefits	Undisputed	\$ 459,277.70
William Newell	Retiree Health Benefits	Undisputed	\$ 594,923.05
William Noel	Retiree Health Benefits	Undisputed	\$ 454,543.19
William O'Neal	Retiree Health Benefits	Undisputed	\$ 375,764.87
William Rose	Retiree Health Benefits	Undisputed	\$ 429,812.93
William Smith	Retiree Health Benefits	Undisputed	\$ 375,764.87
William Ugarkovich	Retiree Health Benefits	Undisputed	\$ 726,059.02
William Watson	Retiree Health Benefits	Undisputed	\$ 325,544.79
Willie Honable	Retiree Health Benefits	Undisputed	\$ 477,709.20
Willie Williford	Retiree Health Benefits	Undisputed	\$ 248,900.44
Wilmena Burke	Retiree Health Benefits	Undisputed	\$ 133,550.60
Yitzhak Gilon	Retiree Health Benefits	Undisputed	\$ 511,749.74
Yolanda Laguna	Retiree Health Benefits	Undisputed	\$ 256,834.43
<b>Total</b>			<b>\$ 545,940,194.74</b>

# **EXHIBIT D**

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Attorneys for Debtor  
City of Stockton

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA  
SACRAMENTO DIVISION

In re  
CITY OF STOCKTON, CALIFORNIA,  
Debtor.

Case No. 2012-32118  
Chapter 9

**FIRST AMENDED PLAN FOR  
THE ADJUSTMENT OF DEBTS  
OF CITY OF STOCKTON,  
CALIFORNIA, AS MODIFIED  
(AUGUST 8, 2014)**

1           **193.** Thunder Settlement means that certain settlement between the City and SC  
2 Hockey Franchise Corporation, as successor to IFG-Stockton Franchise Group, Inc., regarding the  
3 treatment under this Plan of the claims arising out of the Thunder License Agreement, the  
4 material terms of which agreement are set forth in the Thunder Settlement Term Sheet.

5           **194. Thunder Settlement Documents** means the documents implementing the  
6 Thunder Settlement, copies of which are annexed as an exhibit to the Second Supplemental Plan  
7 Supplement.

8           **195. Thunder Settlement Term Sheet** means that certain Term Sheet—  
9 Proposed Amendments to Team Lease for Stockton Events Center, dated as of September 18,  
10 2013, a copy of which is attached as Exhibit E to the Disclosure Statement and incorporated by  
11 reference.

12           **196. Unimpaired** means a Claim that is not Impaired within the meaning of  
13 section 1124.

14           **197. Uninsured Portion Claim** means the amount in excess of the Insured  
15 Portion of an Allowed Workers Compensation Claim or an Allowed General Liability Claim that  
16 is covered by one or more of the excess risk-sharing pools of which the City is a member.

17           **198. Unsecured Claim Payout Percentage** means the percentage of the  
18 Allowed amount of General Unsecured Claims that will be paid to holders of Class 12 Claims,  
19 equal to the percentage paid on account of the Retiree Health Benefit Claims (unless the amount  
20 of the Retiree Health Benefit Claims changes, that percentage will be equal to 0.93578%, i.e.,  
21 \$5,100,000 divided by \$545,000,000), or such other amount as is determined by the Bankruptcy  
22 Court before confirmation of this Plan to constitute a pro-rata payment on such other General  
23 Unsecured Claims; *provided, however*, the dollar amount to be paid on account of General  
24 Unsecured Claims other than the Retiree Health Benefit Claims on the Effective Date shall not  
25 exceed \$500,000. If the amounts to be paid exceed \$500,000, then such excess amounts shall be  
26 made in two equal annual installments on the first and second anniversary of the Effective Date,  
27 together with simple interest accruing from and after the Effective Date at 5% per annum. Such  
28 excess amounts may be prepaid at the option of the City.

1           **L. Class 11 – Claims of Holders of Special Assessment and Special Tax**  
 2           **Obligations.**

3                   **1. Impairment and Voting.**

4                   Class 11 is not Impaired by this Plan since the treatment of this Class will not  
 5 affect the legal, equitable, or contractual rights of the holders of the Claims, and, accordingly, the  
 6 holders of the Claims in this Class are not entitled to vote to accept or reject this Plan in  
 7 accordance with the Plan Solicitation Order.

8                   **2. Treatment.**

9                   Class 11 consists of Claims of the holders of Special Assessment and Special Tax  
 10 Obligations, which are secured by special and restricted sources of revenues consisting of specific  
 11 levies on real property within certain financing districts created by the City.

12                   Special Assessment and Special Tax Obligations. The Special Assessment and  
 13 Special Tax Obligations are secured by certain special assessments and special taxes levied on  
 14 specific real property within the respective districts for which these obligations were issued.  
 15 These special assessment and special tax revenues are legally restricted to the payment of debt  
 16 service on the Special Assessment and Special Tax Obligations under California statutes and the  
 17 California Constitution, are “special revenues” as defined in section 902(2), and cannot be used  
 18 for any other purpose or be transferred to the General Fund. The General Fund is not obligated to  
 19 pay debt service on the Special Assessment and Special Tax Obligations. The City will continue  
 20 to apply revenues from the applicable special assessments and special taxes to pay the Special  
 21 Assessment and Special Tax Obligations as required by the terms of such obligations.

22           **M. Class 12 – General Unsecured Claims.**

23                   **1. Impairment and Voting.**

24                   Class 12 is Impaired by this Plan since the treatment of this Class will affect the  
 25 legal, equitable, or contractual rights of the holders of the Claims, and, accordingly, the holders of  
 26 the Claims in this Class are entitled to vote to accept or reject this Plan in accordance with the  
 27 Plan Solicitation Order.

28           ///

1                   **2. Treatment.**

2                   The Claims in this Class include without limitation: (i) the Retiree Health Benefit  
3 Claims; (ii) the Golf Course/Park Unsecured Claim; (iii) the Leave Buyout Claims; (iv) the Claim  
4 filed by Michael A. Cobb; and (v) Other Postpetition Claims.

5                   Pursuant to the Retirees Settlement, on the Effective Date, the City will pay the  
6 Retiree Health Benefit Claimants an aggregate amount of \$5,100,000 in full satisfaction of the  
7 Allowed Retiree Health Benefit Claims, and no other retiree health benefits will be provided by  
8 the City. If required by state or federal law, the City will withhold from the aggregate \$5,100,000  
9 payment any taxes or other deductions to be withheld from the individual payment to each Retiree  
10 Health Benefit Claimant. The individual recipient is responsible for any tax liability for this  
11 payment, and the City will not provide any advice to any recipient as to the taxable impact of this  
12 payment.

13                   All other General Unsecured Claims shall receive cash on the Effective Date in the  
14 amount equal to a percentage of the Allowed amount of such Claims, which percentage equals the  
15 Unsecured Claim Payout Percentage, or such other amount as is determined by the Bankruptcy  
16 Court before confirmation of this Plan to constitute a pro-rata payment on such other General  
17 Unsecured Claims; *provided, however*, that the dollar amount to be paid on account of General  
18 Unsecured Claims other than the Retiree Health Benefit Claims on the Effective Date shall not  
19 exceed \$500,000. If the amounts to be paid exceed \$500,000, then such excess amounts shall be  
20 made in two equal annual installments on the first and second anniversary of the Effective Date,  
21 together with simple interest accruing from and after the Effective Date at 5% per annum. Such  
22 excess amounts may be prepaid at the option of the City without penalty.

23                   **N. Class 13 – Convenience Class Claims.**

24                   **1. Impairment and Voting.**

25                   Class 13 is not Impaired by this Plan since the treatment of this Class will not  
26 affect the legal, equitable, or contractual rights of the holders of the Claims, and, accordingly, the  
27 holders of the Claims in this Class are not entitled to vote to accept or reject this Plan in  
28 accordance with the Plan Solicitation Order.



# EXHIBIT E

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA  
SACRAMENTO DIVISION

In re:

CITY OF STOCKTON, CALIFORNIA, Case No. 12-32118 (CMK)  
Chapter 9  
Debtor.

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WELLS FARGO BANK, NATIONAL ASSOCIATION,  
FRANKLIN HIGH YIELD TAX-FREE INCOME FUND, AND  
FRANKLIN CALIFORNIA HIGH YIELD MUNICIPAL FUND,

Plaintiffs.

vs.

CITY OF STOCKTON, CALIFORNIA,  
Defendant.

---

DEPOSITION OF DWANE MILNES

Monday, March 17, 2014

9:01 a.m.

400 Capitol Mall, Suite 3000  
Sacramento, California

REPORTED BY:

Kimberly A. Barrette

CSR No. 6671

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1 A. That's correct.

2 Q. Given that the City was in financial distress

3 during that three-year period from which those benchmarks

4 are drawn, do you think that the use of the claim amounts

5 during that period might have been heightened in the time

6 frame because retiree healthcare benefit claimants may

7 have expected that such services were going to be cut off

8 imminently?

9 MR. RIOS: Objection, calls for speculation.

10 THE WITNESS: I don't know enough to be able

11 to agree or disagree with your question.

12 MR. MORSE: Q. Are you aware -- strike that.

13 In your capacity as a board member of ARECOS,

14 you come into regular contact with retiree healthcare

15 benefit claimants, correct?

16 A. Correct.

17 Q. And as -- excuse me -- strike that.

18 In your capacity as the chairperson of the

19 Retirees Committee, you also come into regular contact

20 with retiree healthcare benefit claimants, correct?

21 A. Correct.

22 Q. Are you aware of any specific instances where

23 any of those individuals accelerated the time frame under

24 which they incurred or went forward with a medical

25 procedure based on a risk that the retiree healthcare

**Page 59**

1 benefits would be eliminated imminently?

2 A. No, I'm not aware of any of that occurring.

3 Q. Did ARECOS make any -- strike that.

4 Did ARECOS communicate with any of the

5 retirees that the benefits would be lost imminently?

6 MR. RIOS: I'm just going to object that the

7 witness was produced on behalf of the committee, but he

8 can answer the question.

9 MR. MORSE: Thank you.

10 THE WITNESS: Ask it again.

11 BY MR. MORSE: Q. Did ARECOS ever -- let me

12 back up just for a moment.

13 ARECOS, among other things, puts out regular

14 -- I'll call them regular -- mostly monthly news letters

15 to the retiree population, correct?

16 A. Correct.

17 Q. Did ARECOS ever, in any of those publications

18 or any other communication with the retirees, indicate

19 that the retiree healthcare benefits were coming to an

20 end?

21 A. We were reporting through the newsletter the

22 information that we were receiving from the City, so

23 anything you see in the newsletter came directly from the

24 City.

25 Q. So the claimants, during that three-year

**Page 60**

1 period of time, would have been aware that the retiree

2 healthcare benefits may be terminated?

3 A. That's not correct. ARECOS was incorporated

4 in October, 2011. It was only as early as sometime late

5 spring, 2011, that the City was reducing the level of

6 medical benefits, not eliminating them, and the opinion

7 of the ARECOS board was that the City did not have the

8 legal ability to reduce those benefits.

9 And the purpose -- initial purpose of the

10 ARECOS organization, as ultimately created, was to talk

11 to and negotiate with the City over making no further

12 reductions in retiree medical benefits, but they were

13 still -- a broad-based medical plan was still in place in

14 2011.

15 Q. Switching back to Exhibit 2041, that's the

16 amended creditor list.

17 A. Uh-huh.

18 Q. I just want to make sure I understand how it

19 works.

20 It identifies all the retiree healthcare

21 claimants and then assigns -- or identifies the amount of

22 their allowed retiree healthcare benefit claim, is that

23 correct?

24 A. That's right.

25 Q. Then on the right-hand column, that number

**Page 61**

1 appears and then is added up all the way down the right

2 side and that's how we get the \$545.9 million amount?

3 A. That's correct.

4 Q. And you testified earlier that that claim

5 amount may go up or may go down, correct?

6 A. A few hundred thousand dollars.

7 Q. But the amount of the cash payment by the

8 City, the \$5.1 million, that never changes, correct?

9 A. That's correct.

10 Q. So the City doesn't necessarily care if the

11 \$45.9 goes up or down. It's paying the 5.1 no matter

12 what?

13 MR. RIOS: Objection, calls for speculation.

14 I don't know if he knows what the City cares about.

15 BY MR. MORSE: Q. But for all intents and

16 purposes, the City may prefer to have a higher claim,

17 aggregate claim amount, right, because then that reduces

18 the unsecured claim payout percentage?

19 MR. RIOS: Objection, calls for speculation.

20 Go ahead.

21 THE WITNESS: My experience is that the City

22 doesn't care whether or not that number is higher or

23 lower. They were more concerned about the accuracy of

24 the information in the claim list.

25 MR. MORSE: Q. I think you testified that

**Page 74**

1 negotiations there?  
 2 A. Let's see. Their attorney was there. I  
 3 believe Teresia Haase was there. I believe a  
 4 representative from the City attorney's office was there.  
 5 You have to ask them regarding the complete  
 6 makeup of who was on the other side of the table.  
 7 Teresia Haase was there. At one point in the discussion,  
 8 I believe Andrew Rich may have been involved.  
 9 Q. Was the 5.1 million the first -- the initial  
 10 amount that was offered by the City?  
 11 MR. RIOS: Objection, you're getting into  
 12 privileged mediation negotiations. Instruct the witness  
 13 not to answer.  
 14 BY MR. MORSE: Q. I assume you're going to  
 15 follow your counsel's advice?  
 16 A. Mm-hmm.  
 17 Q. Okay. What are the components of the \$5.1  
 18 million payment?  
 19 A. What do you mean by the "components"?  
 20 Q. What does it represent?  
 21 A. That represents the total amount that the City  
 22 would pay in a one-time check to those retirees who were  
 23 qualified on the benefit list for retiree medical  
 24 benefits, and the portion of the 5.1 million that they  
 25 get sort of represents roughly what their share is of the

**Page 75**

1 total.  
 2 Q. And their share of the total, is that about  
 3 \$5,000 each? I'm going to ask you to do some math again  
 4 here, but if you divide 5.1 million by the 1,100, it's  
 5 about 5,000?  
 6 A. I mean, there are some people on there who are  
 7 going to get a little over a hundred dollars. Some  
 8 people on there are going to get, you know, close to  
 9 \$10,000.  
 10 Q. But it's --  
 11 A. Some people get 3 or \$4,000.  
 12 Q. But it's kind of too cute, isn't it, that the  
 13 5.1 million divides equally into 1,100 at the \$5,000  
 14 mark?  
 15 A. No.  
 16 MR. RIOS: Objection, that's argumentative.  
 17 THE WITNESS: There was not a relationship  
 18 between the 5.1 million and the 546 million, now or ever.  
 19 BY MR. MORSE: Q. No relationship whatsoever?  
 20 A. None.  
 21 Q. Were other inducements offered to the retirees  
 22 to obtain their agreement on the \$5.1 million number?  
 23 MR. RIOS: Objection. Getting into the  
 24 mediation negotiations. Instruct the witness not to  
 25 answer.

**Page 76**

1 BY MR. MORSE: Q. And I assume you're going  
 2 to following his advice?  
 3 A. Yes.  
 4 MR. MORSE: Smart man.  
 5 (Exhibit 2044 was marked.)  
 6 BY MR. MORSE: Q. Mr. Milnes, you've been  
 7 handed what's been marked Exhibit 2044. This is an  
 8 e-mail from Marc Levinson to members of your counsel's  
 9 team on Thursday, August 29, 2013 at 9:30 and 56 seconds  
 10 in the morning.  
 11 A. That's a lot of black ink.  
 12 Q. It is. It is. There is a top page that's the  
 13 e-mail, and that is Bates Number RET20001420. And then  
 14 there are two pages that are -- have been redacted. I  
 15 believe for -- or, excuse me -- three pages that have  
 16 been redacted in their entirety. I believe that's the  
 17 redline that shows, you know, the changes from the prior  
 18 versions.  
 19 And then the last two pages, 1424 and 1425,  
 20 contain a document that is called "Summary of the  
 21 Agreement Between the City of Stockton and the Official  
 22 Committee of Retirees."  
 23 I suspect that you haven't seen necessarily  
 24 the top e-mail, but you've surely seen this document here  
 25 that's at 24 and 25, is that correct?

**Page 77**

1 A. That's correct.  
 2 Q. And what is this document? And when I say  
 3 "this document," I'm referring to the 1424 to 1425.  
 4 A. This is the summary of the agreement between  
 5 the City of Stockton and the Official Committee of  
 6 Retirees.  
 7 Q. And to the best of your knowledge is that the  
 8 final version of --  
 9 A. I'd have to read through it and compare it  
 10 word by word to what we have as the final agreement.  
 11 Q. Was there any other agreement that you're  
 12 aware of, for example, that the Retirees Committee  
 13 signed, or was this -- in this format of Exhibit 2044,  
 14 was this the sort of format of the final agreement among  
 15 the City and the Retirees Committee?  
 16 A. There is no other agreement.  
 17 Q. So when we refer to the Retiree Settlement,  
 18 it's these two pages in exhibit --  
 19 A. That's correct.  
 20 Q. -- 2044?  
 21 A. That's correct.  
 22 Q. Okay. That will make things easier.  
 23 So if you start page 1424, your counsel didn't  
 24 want me to get into other inducements that were offered  
 25 to the Retirees Committee to agree to the 5.1 million,

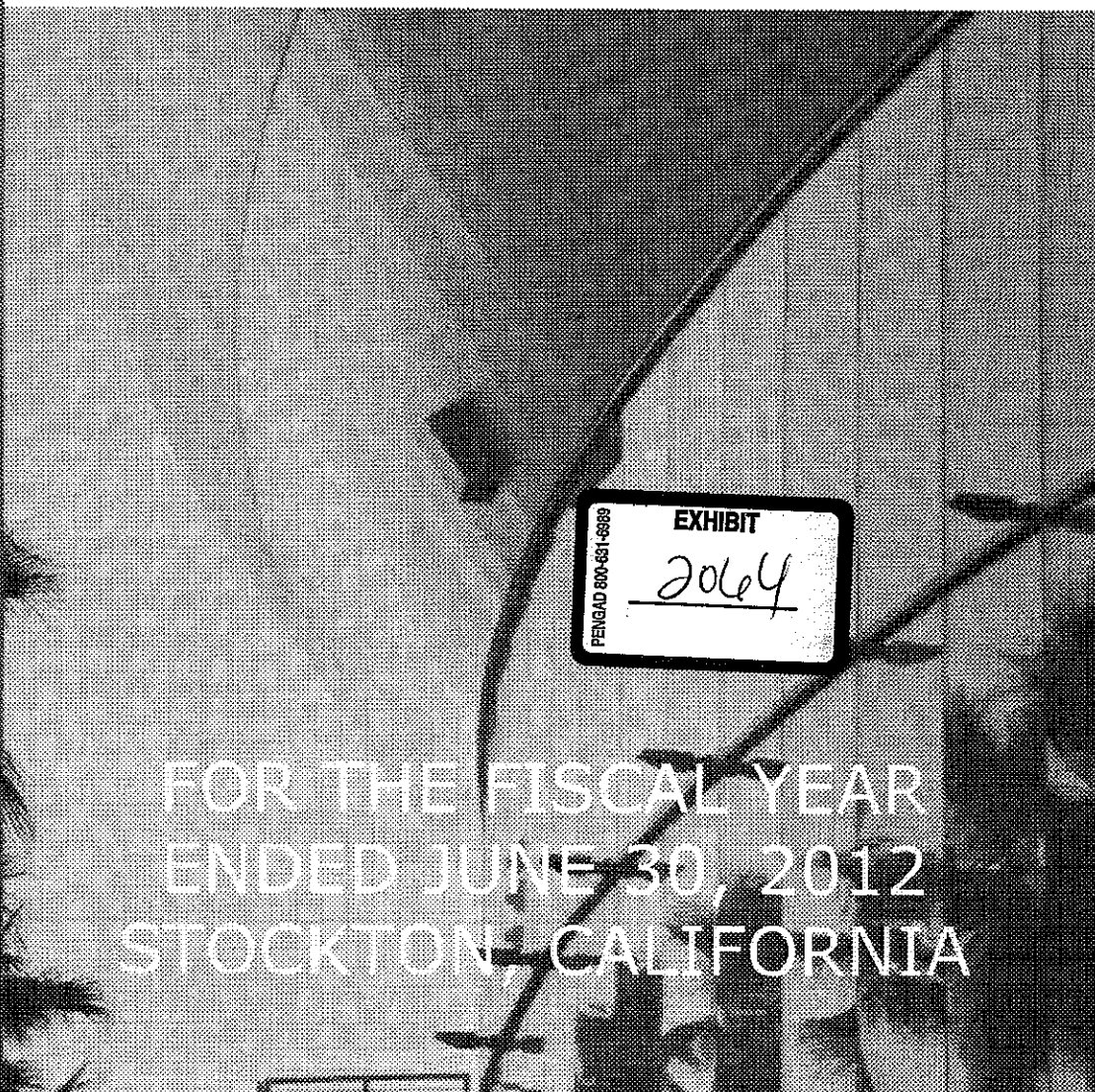
# EXHIBIT F

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ATTACHMENT A

# COMPREHENSIVE ANNUAL FINANCIAL REPORT



FOR THE FISCAL YEAR  
ENDED JUNE 30, 2012  
STOCKTON, CALIFORNIA

CTY225373

**City of Stockton**  
**Notes to Basic Financial Statements, Continued**  
**For the year ended June 30, 2012**

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**11. RISK SERVICES, Continued**

The CJPRMA governing board is comprised of a representative from each member entity. All members have a single vote for policy and charter changes. An executive committee of seven is elected to handle administration. Members are assessed annual contributions based on actuarially determined rates. CJPRMA retroactively adjusts premium deposits for any excess or deficiency in deposits related to paid claims and reserves. Financial statements for CJPRMA for the fiscal year ended June 30, 2012 can be obtained from CJPRMA at 322 Constitution Drive, Livermore, California 94551.

*Workers' Compensation Insurance* - The City of Stockton has been self-funded for its Worker's Compensation Program since 1979. In July 2003, in an effort to stabilize and control its costs of access to workers' compensation coverage, the City joined California Public Entity Insurance Authority (CPEIA), a public entity risk pool which operated an Excess Workers' Compensation (EWC) Program. CPEIA has since merged into an existing authority known as California State Association of Counties Excess Insurance Authorities (CSACEIA). The City's self-insured retention is currently set at \$500,000 per occurrence. Losses above the City's SIR are pooled up to \$4 million per occurrence by the Authority.

CSACEIA was formed in 1979 by 29 California counties for the purpose of pooling risk and providing a viable and cost effective solution for the counties' insurance and risk management needs. It has since expanded to allow admittance from cities and other entities and currently includes 93% of the counties in California, nearly 61% of the cities, as well as, numerous school districts, special districts, housing authorities and other Joint Powers Authorities.

*Property Protection* - The City participates in CJPRMA's All Risks Property Protection Program, which is primarily underwritten by a casualty insurance company. The Program provides \$10 million per occurrence in coverage to participating members, subject to a deductible of \$25,000. Premiums, which are negotiated each year, are based on property values and are not subject to retroactive adjustments.

**12. POSTEMPLOYMENT HEALTH CARE BENEFITS**

In addition to providing pension benefits through CalPERS, the City provides certain health care benefits for retired employees under contractual obligations negotiated between the City and various employee bargaining units.

*Plan Description* - The City of Stockton's Retiree Healthcare Plan (RHP) is a single-employer defined benefit healthcare plan administered by Delta Health Systems of Stockton, California. All City management and public safety employees who receive a CalPERS retirement allowance upon separation are eligible for coverage under the RHP at age 50. Other miscellaneous employees who receive a CalPERS retirement allowance and have 15 or more years of service are eligible for coverage at age 50. Some employees, retired for disability, may qualify at a younger age. Employees retired for disability must be covered under a medical plan of the City and be eligible to receive monthly pension for CalPERS Disability Retirement. However, disability retirement is not available to other miscellaneous employees. Currently, 1,095 retirees meet these eligibility requirements and participate in the Plan.

**City of Stockton**  
**Notes to Basic Financial Statements, Continued**  
**For the year ended June 30, 2012**

**12. POSTEMPLOYMENT HEALTH CARE BENEFITS, Continued**

**Funding Policy** - The contribution requirements are paid by City departments and are based on amounts established in the City's Annual Budget. For the 2011/12 year, the City's contributions were financed on a pay-as-you-go basis. During the year, expenditures of approximately \$14,327,000 were recognized for payment of post-employment health care benefits. Most retirees do not contribute to the plan. Retirees who exhaust their City-paid benefit before reaching age 65 can purchase coverage until they reach age 65. Those that qualify for City paid benefits may purchase coverage for additional dependents not covered by the City's contribution to the RHP.

**Annual OPEB Cost and Net OPEB Obligation** - The City's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty years.

The components of the City's annual OPEB cost, contributions to the plan, and changes in the City's net OPEB obligation for the year ended June 30, 2012 were as follows:

Annual required contribution (ARC)	\$	32,136,000
Interest on net OPEB obligation		4,765,000
Adjustment to the annual required contribution		(4,927,000)
Annual OPEB cost (AOC)		<u>31,974,000</u>
Contributions made		<u>(14,327,000)</u>
Increase in net OPEB obligation		17,647,000
Net OPEB Obligation at June 30, 2010		<u>105,887,000</u>
Net OPEB Obligation at June 30, 2011	\$	<u>123,534,000</u>

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation as of and for the year ended June 30, 2012 are as follows:

<u>Fiscal Year</u>	<u>Annual OPEB Cost (AOC)</u>	<u>Percentage of Annual OPEB Contributed</u>	<u>OPEB Obligation</u>
6/30/2012	\$ 31,974,000	45%	\$ 123,534,000
6/30/2011	42,977,000	30%	105,887,000
6/30/2010	40,891,000	34%	75,854,000

**Funded Status and Funding Progress** - As of June 30, 2011 (the most recent actuarial valuation date), the actuarial accrued liability for benefits was \$416,737,585 and the actuarial value of plan assets was \$0, resulting in an unfunded actuarial accrued liability (UAAL) of \$416,737,585. The covered payroll (annual payroll of active employees covered by the plan that included data through June 30, 2011) was \$102,040,120 and the ratio of the UAAL to the covered payroll was 408.41%.



**City of Stockton**  
**Notes to Basic Financial Statements, Continued**  
**For the year ended June 30, 2012**

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**12. POSTEMPLOYMENT HEALTH CARE BENEFITS, Continued**

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

*Actuarial Methods and Assumptions* - Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the June 30, 2011 actuarial valuation, the entry age actuarial cost method was used. The actuarial assumptions included (a) 4.5% investment rate of return on the City's pooled investments, (b) 3.0% general inflation assumption, (c) 3.25% projected salary increase and (d) healthcare cost trend rate of 9.3% for members who are also covered by Medicare and 9.0% for non-Medicare members. The healthcare cost trend rate was reduced by decrement to an ultimate rate of 5.0% after 8 years for both groups. The UAAL is being amortized as a level percentage of projected payroll over 30 years on a closed basis. The remaining amortization period at June 30, 2012 is 25 years.

**13. POLLUTION REMEDIATION OBLIGATIONS**

GASB Statement No. 49 requires the former Agency, now Successor Agency, to report a pollution remediation liability upon the occurrence of an obligating event, such as being compelled by a regulatory agency or legal action to cleanup existing pollution. The liability is estimated based on the expected future cash flows technique (i.e., the sum of the probability-weighted amounts in a range of possible estimated amounts). Only components of the liability (e.g., site assessment, site investigation, corrective measures feasibility study, remediation design, remediation operations and maintenance, and post-remediation monitoring) which can be reasonably estimated are included in the estimated liability. Expected recoveries from insurers and other responsible parties reduce the estimated liability.

Actual pollution remediation costs may vary from the estimated liability for many reasons, including changes in pollution laws and regulations, technology used for the cleanup, the remediation plan or operating conditions, prices of products and services.

# EXHIBIT G

**TERESIA ZADROGA-HAASE**  
**March 17, 2014**

Page 1

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA  
SACRAMENTO DIVISION

In re:

CITY OF STOCKTON, CALIFORNIA, Case No. 12-32118 (CMK)  
Chapter 9  
Debtor.

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WELLS FARGO BANK, NATIONAL ASSOCIATION,  
FRANKLIN HIGH YIELD TAX-FREE INCOME FUND, AND  
FRANKLIN CALIFORNIA HIGH YIELD MUNICIPAL FUND,

Plaintiffs.

vs.

CITY OF STOCKTON, CALIFORNIA,  
Defendant.

---

DEPOSITION OF TERESIA ZADROGA-HAASE

Monday, March 17, 2014

2:13 p.m.

400 Capitol Mall, Suite 3000  
Sacramento, California

REPORTED BY:

Kimberly A. Barrette

CSR No. 6671

Page 34	Page 36
<p>1 base," it looks like what Segal did was that -- in order                  2 to calculate the claim amount, that it used actual claims                  3 for the prior three years to generate this sort of                  4 benchmark number for 2012/2013. Then it used that number                  5 to extrapolate over the retiree's lifetime to come to a                  6 claim amount.                  7 Is that consistent with your overall sort of                  8 general understanding of the methodology?                  9 A. Yes.                  10 Q. Isn't it standard practice, instead of doing                  11 that methodology I just went through, to calculate these                  12 types of claims using the present value of future                  13 benefits?                  14 MR. BOCASH: Objection, vague as to what                  15 constitutes standard practice.                  16 MR. MORSE: We'll get into that.                  17 MR. BOCASH: Do you want to get into it now?                  18 BY MR. MORSE: Q. Is that your understanding                  19 of -- as explained here, as you understand it, is that                  20 sort of the standard industry practice?                  21 A. I don't know.                  22 Q. You mentioned earlier a Segal report, an                  23 actuarial report. Do you recall that testimony?                  24 A. Yes.                  25 Q. That you had looked at?</p>	<p>1 right?                  2 A. Yes.                  3 Q. Okay. So if I look at page 7267 --                  4 A. Oh, I see the --                  5 Q. The Bates numbers, sorry?                  6 A. 7267.                  7 Q. Correct. And if you look in Chart 1 under                  8 "current retirees beneficiaries and dependents" --                  9 A. Yes.                  10 Q. -- for the end of 2011 there's a number that                  11 is essentially \$261.9 million?                  12 A. Yes.                  13 Q. Do you see that?                  14 A. Yes.                  15 Q. So doesn't Segal's -- the way that Segal's                  16 calculates this is different than the methodology that                  17 the retirees are using for the retiree healthcare benefit                  18 claims, isn't it?                  19 A. This is under the GASB 43 and 45 regulations                  20 and, yes, he's using present value.                  21 Q. And this is the number that the City uses to                  22 account for the allowed retiree healthcare benefit claims                  23 in its CAFR, correct?                  24 A. Yes.                  25 Q. Why, in connection with Exhibit 2041 that's</p>
<p>Page 35</p> <p>1 A. Yes.                  2 Q. Do you recall whether Segal calculates the                  3 retiree healthcare benefit claims in the same manner as                  4 is set forth on Exhibit 2042?                  5 A. I don't.                  6 (Exhibit 2056 was marked.)                  7 BY MR. MORSE: Q. You've been handed what has                  8 been previously marked 2056. It is the top e-mail from                  9 Aun Goodrich to Andy Bellknap and someone named Jay                  10 Perkins at Management Partners.com on February 29th,                  11 2012, at 8:34 p.m., bears Bates numbers CTY117224 all the                  12 way through 7302.                  13 Now, you may not have seen the top e-mail                  14 because you're not copied, at least, on the top part.                  15 But if you look at page 7261, I believe that's the Segal                  16 actuarial valuation that we were talking about.                  17 A. It's not the one I was talking about.                  18 Q. Which one were you talking about?                  19 A. What you're showing me is the health plan                  20 valuation for the City self-funded health plan and this                  21 is what we used to set the rates going forward. I'm                  22 sorry. This is it.                  23 Q. That's the one?                  24 A. Yes.                  25 Q. Okay. Good. So you've seen this before then,</p>	<p>Page 37</p> <p>1 the amended creditors list, have you deviated from how                  2 Segal calculates these claims and how the City calculates                  3 them for CAFR purposes?                  4 A. I don't know.                  5 Q. But as you can see, just comparing the                  6 numbers, the 546 number in Exhibit 2041 and then the                  7 261.9 million number on 7267, they are substantially                  8 different, correct?                  9 A. Yes.                  10 Q. Almost two times -- or more than two times                  11 between the 261 and the 546?                  12 A. Yes.                  13 Q. But you don't know why for allowed healthcare                  14 retiree healthcare benefit claims purposes the City has                  15 agreed to the higher number?                  16 A. No.                  17 Q. Going back to the amended creditor list. What                  18 were the criteria for inclusion on the list?                  19 A. From memory, they had to be on the retiree --                  20 on the health plan as of June 30th, 2012, and it had to                  21 be the retiree and one dependent.                  22 We had retirees that had multiple dependents                  23 on the plan, but we only included claims for the retiree                  24 and one dependent because that's all the City paid for at                  25 that time.</p>

# EXHIBIT H

# Governmental Accounting Standards Series

Statement No. 45 of the  
Governmental Accounting  
Standards Board

Accounting and Financial  
Reporting by Employers for  
Postemployment Benefits  
Other Than Pensions



**GOVERNMENTAL ACCOUNTING STANDARDS BOARD**  
OF THE FINANCIAL ACCOUNTING FOUNDATION

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The GASB website can be accessed at [www.gasb.org](http://www.gasb.org).

## Summary

In addition to pensions, many state and local governmental employers provide *other postemployment benefits* (OPEB) as part of the total compensation offered to attract and retain the services of qualified employees. OPEB includes *postemployment healthcare*, as well as other forms of postemployment benefits (for example, life insurance) when provided separately from a pension plan. This Statement establishes standards for the measurement, recognition, and display of OPEB expense/expenditures and related liabilities (assets), note disclosures, and, if applicable, required supplementary information (RSI) in the financial reports of state and local governmental employers.

The approach followed in this Statement generally is consistent with the approach adopted in Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*, with modifications to reflect differences between pension benefits and OPEB. Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, addresses financial statement and disclosure requirements for reporting by administrators or trustees of OPEB plan assets or by employers or sponsors that include OPEB plan assets as trust or agency funds in their financial reports.

### How This Statement Improves Financial Reporting

Postemployment benefits (OPEB as well as pensions) are part of an exchange of salaries and benefits for employee services rendered. Of the total benefits offered by employers to attract and retain qualified employees, some benefits, including salaries and active-employee healthcare, are taken while the employees are in active service, whereas other benefits, including postemployment healthcare and other OPEB, are taken after the employees' services have ended. Nevertheless, both types of benefits constitute compensation for employee services.

From an accrual accounting perspective, the cost of OPEB, like the cost of pension benefits, generally should be associated with the periods in which the exchange occurs, rather than with the periods (often many years later) when benefits are paid or provided. However, in current practice, most OPEB plans are financed on a pay-as-you-go basis, and financial statements generally do not report the financial effects of OPEB until the promised benefits are paid. As a result, current financial reporting generally fails to:

- Recognize the *cost* of benefits in periods when the related services are received by the employer



- Provide information about the *actuarial accrued liabilities* for promised benefits associated with past services and whether and to what extent those benefits have been funded
- Provide information useful in assessing potential demands on the employer's future cash flows.

This Statement improves the relevance and usefulness of financial reporting by (a) requiring systematic, accrual-basis measurement and recognition of OPEB cost (expense) over a period that approximates employees' years of service and (b) providing information about actuarial accrued liabilities associated with OPEB and whether and to what extent progress is being made in funding the plan.

## Summary of Standards

### Measurement (the Parameters)

Employers that participate in *single-employer* or *agent multiple-employer defined benefit* OPEB plans (sole and agent employers) are required to measure and disclose an amount for annual OPEB cost on the accrual basis of accounting. Annual OPEB cost is equal to the employer's annual required contribution to the plan (ARC), with certain adjustments if the employer has a net OPEB obligation for past under- or overcontributions.

The ARC is defined as the employer's required contributions for the year, calculated in accordance with certain parameters, and includes (a) the normal cost for the year and (b) a component for amortization of the total unfunded actuarial accrued liabilities (or funding excess) of the plan over a period not to exceed thirty years. The parameters include requirements for the frequency and timing of actuarial valuations as well as for the actuarial methods and assumptions that are acceptable for financial reporting. If the methods and assumptions used in determining a plan's funding requirements meet the parameters, the same methods and assumptions are required for financial reporting by both a plan and its participating employer(s). However, if a plan's method of financing does not meet the parameters (for example, the plan is financed on a pay-as-you-go basis), the parameters nevertheless apply for financial reporting purposes.

For financial reporting purposes, an actuarial valuation is required at least biennially for OPEB plans with a total membership (including employees in active service, terminated employees who have accumulated benefits but are not yet receiving them, and retired employees and beneficiaries currently receiving benefits) of 200 or more, or at least triennially for plans with a total membership of fewer than 200. The projection of benefits should include all benefits covered by the current *substantive plan* (the plan as understood by the

employer and plan members) at the time of each valuation and should take into consideration the pattern of sharing of benefit costs between the employer and plan members to that point, as well as certain legal or contractual caps on benefits to be provided. The parameters require that the selection of actuarial assumptions, including the *healthcare cost trend rate* for postemployment healthcare plans, be guided by applicable actuarial standards.

#### **Alternative Measurement Method**

A sole employer in a plan with fewer than one hundred total plan members (including employees in active service, terminated employees who have accumulated benefits but are not yet receiving them, and retirees and beneficiaries currently receiving benefits) has the option to apply a simplified *alternative measurement method* instead of obtaining actuarial valuations. The option also is available to an agent employer with fewer than one hundred plan members, in circumstances in which the *employer's* use of the alternative measurement method would not conflict with a requirement that the *agent multiple-employer plan* obtain an actuarial valuation for plan reporting purposes. Those circumstances are:

- The plan issues a financial report prepared in conformity with the requirements of Statement 43 but is not required to obtain an actuarial valuation because (a) the plan has fewer than one hundred total plan members (all employers) and is eligible to use the alternative measurement method, or (b) the plan is not administered as a qualifying trust, or equivalent arrangement, for which Statement 43 requires the presentation of actuarial information.
- The plan does not issue a financial report prepared in conformity with the requirements of Statement 43.

This alternative method includes the same broad measurement steps as an actuarial valuation (projecting future cash outlays for benefits, discounting projected benefits to present value, and allocating the present value of benefits to periods using an actuarial cost method). However, it permits simplification of certain assumptions to make the method potentially usable by nonspecialists.

#### **Net OPEB Obligation—Measurement**

An employer's net OPEB obligation is defined as the cumulative difference between annual OPEB cost and the employer's contributions to a plan, including the OPEB liability or asset at transition, if any. (Because retroactive application of the measurement requirements of this Statement is not required, for

most employers the OPEB liability at the beginning of the transition year will be zero.) An employer with a net OPEB obligation is required to measure annual OPEB cost equal to (a) the ARC, (b) one year's interest on the net OPEB obligation, and (c) an adjustment to the ARC to offset the effect of actuarial amortization of past under- or overcontributions.

### **Financial Statement Recognition and Disclosure**

Sole and agent employers should recognize OPEB expense in an amount equal to annual OPEB cost in government-wide financial statements and in the financial statements of proprietary funds and fiduciary funds from which OPEB contributions are made. OPEB expenditures should be recognized on a modified accrual basis in governmental fund financial statements. Net OPEB obligations, if any, including amounts associated with under- or overcontributions from governmental funds, should be displayed as liabilities (or assets) in government-wide financial statements. Similarly, net OPEB obligations associated with proprietary or fiduciary funds from which contributions are made should be displayed as liabilities (or assets) in the financial statements of those funds.

Employers are required to disclose descriptive information about each defined benefit OPEB plan in which they participate, including the funding policy followed. In addition, sole and agent employers are required to disclose information about contributions made in comparison to annual OPEB cost, changes in the net OPEB obligation, the funded status of each plan as of the most recent actuarial valuation date, and the nature of the actuarial valuation process and significant methods and assumptions used. Sole and agent employers also are required to present *as RSI* a schedule of funding progress for the most recent valuation and the two preceding valuations, accompanied by notes regarding factors that significantly affect the identification of trends in the amounts reported.

### **Cost-Sharing Employers**

Employers participating in *cost-sharing multiple-employer* plans that are administered as trusts, or equivalent arrangements, in which (a) employer contributions to the plan are irrevocable, (b) plan assets are dedicated to providing benefits to retirees and their beneficiaries in accordance with the terms of the plan, and (c) plan assets are legally protected from creditors of the employers or plan administrator, should report as cost-sharing employers. Employers participating in multiple-employer plans that do not meet those criteria instead are required to apply the requirements of this Statement that are applicable to agent employers.

Cost-sharing employers are required to recognize OPEB expense/expenditures for their *contractually required contributions* to the plan on the accrual or modified accrual basis, as applicable. Required disclosures include identification of the way that the contractually required contribution rate is determined (for example, by statute or contract or on an actuarially determined basis). Employers participating in a cost-sharing plan are required to present as RSI schedules of funding progress and employer contributions for the plan as a whole if a plan financial report, prepared in accordance with Statement 43, is not issued and made publicly available and the plan is not included in the financial report of a public employee retirement system or another entity.

#### **Other Guidance**

Employers that participate in *defined contribution* OPEB plans are required to recognize OPEB expense/expenditures for their required contributions to the plan and a liability for unpaid required contributions on the accrual or modified accrual basis, as applicable.

This Statement also includes guidance for employers that finance OPEB as insured benefits (as defined by this Statement) and for special funding situations.

#### **Effective Dates and Transition**

This Statement generally provides for prospective implementation—that is, that employers set the beginning net OPEB obligation at zero as of the beginning of the initial year. Implementation is required in three phases based on a government's total annual revenues in the first fiscal year ending after June 15, 1999. The definitions and cutoff points for that purpose are the same as those in Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*. This Statement is effective for periods beginning after December 15, 2006, for *phase 1 governments* (those with total annual revenues of \$100 million or more); after December 15, 2007, for *phase 2 governments* (those with total annual revenues of \$10 million or more but less than \$100 million); and after December 15, 2008, for *phase 3 governments* (those with total annual revenues of less than \$10 million). Earlier implementation is encouraged.

Unless otherwise specified, pronouncements of the GASB apply to financial reports of all state and local governmental entities, including general purpose governments; public benefit corporations and authorities; public employee retirement systems; and public utilities, hospitals and other healthcare providers, and colleges and universities. Paragraphs 4 and 6 discuss the applicability of this Statement.

# EXHIBIT I

216

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6 *Attorneys for Franklin High Yield Tax-Free*  
7 *Income Fund and Franklin California High*  
8 *Yield Municipal Fund*

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

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

Case No. 12-32118 (CMK)  
Chapter 9  
Adv. Proceeding No. 13-02315-C

16 WELLS FARGO BANK, NATIONAL  
ASSOCIATION, FRANKLIN HIGH  
17 YIELD TAX-FREE INCOME FUND,  
AND FRANKLIN CALIFORNIA HIGH  
18 YIELD MUNICIPAL FUND,

19 Plaintiffs.

20 v.

21 CITY OF STOCKTON, CALIFORNIA,  
22 Defendant.

**SUBMISSION BY FRANKLIN  
HIGH YIELD TAX-FREE INCOME  
FUND AND FRANKLIN  
CALIFORNIA HIGH YIELD  
MUNICIPAL FUND OF EXPERT  
REPORT OF CHARLES M.  
MOORE**

**Expert Report of Charles M. Moore, CPA, CTP, CFF****I. Introduction.**

I have been retained by Jones Day as an expert in municipal finance related to the analysis of business plans and financial projections on behalf of the Franklin High Yield Tax-Free Income Fund and Franklin High Yield Municipal Fund (collectively, “Franklin”) in connection with the City of Stockton’s (the “City”) Chapter 9 filing under the U.S. Bankruptcy Code and the treatment of the Stockton Public Financing Authority Lease Revenue Bonds, 2009 Series A (Capital Improvement Projects) (the “Franklin Bonds”), which represent a \$35.1 million loan (\$37.1 million including unpaid prepetition interest) to the City, in the City’s proposed First Amended Plan for the Adjustment of Debts of City of Stockton, California (November 15, 2013) (the “Plan”).

I am a Senior Managing Director and Shareholder of Conway MacKenzie, Inc. (“CM” or the “Firm”). CM provides turnaround consulting and financial advisory services to distressed organizations, municipalities, and their constituents, as well as due diligence, fraud investigation and litigation support services. The Firm was established in 1987 and has nine offices throughout the United States. CM has been recognized as an “Outstanding Turnaround Firm” by the publication *Turnarounds and Workouts* every year since 2000, was named “Turnaround Firm of the Year” by M&A Advisor in 2011, and has received several awards for its work in performing turnarounds and conducting transactions for a variety of clients.

Attached as Exhibit 1 are my Curriculum Vitae, statement of compensation, listing of other cases where I have testified as an expert or fact witness at trial or by deposition during the past four years, and listing of publications I have authored in the previous 10 years. The procedures performed in connection with this engagement were either performed by me or under my supervision by employees of CM.

The information in this report is presented as of the date of this report. The opinion and conclusions expressed herein are subject to change based on additional data, facts and information that may be received subsequent to the date of this report. In addition, it is possible that I may be asked at a future date to review and respond to a report issued by an expert(s) retained by the City.

**II. Case Background.**

Several financial institutions either have debt outstanding or have insured debt outstanding with the City. These include National Public Finance Guaranty Corporation (“NPFPG”), Assured Guaranty Municipal Corp. (“Assured Guaranty”), and AMBAC (“Ambac”). These entities have all settled with the City. In the Plan, the City proposes to place the Franklin Bonds in a class entitled “General Unsecured Claims.” This class includes an alleged amount of \$545.9 million of Retiree Health Benefit Claims (also known as other post-retirement employee benefit (“OPEB”) claims, which are to receive an aggregate

its example in the LRF, the recovery on the Pension Obligation Bonds would increase by an estimated 11.7% to a total recovery of 63.6%. Similarly, the recovery on the Assured Guaranty 2007 Office Building Bonds is based on the mid-point of the Lee & Associates appraisal range of the 400 East Main Building dated as of July 20, 2012. Given recoveries in property values since that time, that figure would likely be higher now.

B. Treatment Of Retirees.

The City's overall treatment of retirees also dramatically exceeds the proposed recoveries to Franklin. The City attempts to justify its treatment of the Franklin Bonds by comparing it to the proposed recovery of less than 1% on account of claims for retiree health care. In fact, however, retirees as a whole fare far better under the Plan. Specifically, taking the retiree recoveries on claims for both retiree health care and pensions together, and using verified figures with respect to the City's health care and pension liabilities, the aggregate recovery for the 1,100 retirees holding claims for both health care and pension obligations is at least 53.4% of the claimed amounts (and for the 1,300 retirees holding only claims for pension obligations, the recovery is 100%). In fact, in the LRF the City itself estimates the overall recoveries to retirees to be in excess of 70% (see LRF page 11).

1. The City Has Inflated The Amount Of The Retiree Health Benefit Claims.

The City has stipulated to an allowed amount of Retiree Health Benefit Claims of \$545.9 million. The actual amount of the City's liability for retiree health care is substantially smaller.

The City produced a memorandum titled "Retiree Health Benefit Cost Analysis Explanation" for distribution to retiree health benefit claimants (see Exhibit 9). This memorandum is also summarized in the Notice of November 26, 2013 Bar Date for All Retiree Health Benefit Claims. It purports to explain the methodology used to calculate the City's \$545.9 million aggregate claim amount. Based on that explanation, and the testimony of the City's witnesses in deposition, it is clear that in calculating the allowed claim amount to which the City has stipulated that the City did not discount its future liability for retiree health care to present value. As described below, this is wholly inconsistent with the practice of the City actuary in prior actuarial valuations for the City, with the way the City reports its retiree health care liability in its audited financial statements, with the rules promulgated by the Government Accounting Standards Board, and with the most basic principles of corporate and governmental finance. Amazingly, when asked about the City's failure to apply a discounting methodology, the City's designated witness with respect to calculation of the Retiree Health Benefit Claims professed not even to understand the concept of present value. When asked whether \$1,000 was worth more today or 20 years in the future, she answered that "it depends on whether you have \$1,000 now or twenty years in the future."<sup>12</sup>

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<sup>12</sup> See A. Goodrich Tr. (3/17/14) at 33:21-23 (rough draft).



In developing the stipulated \$545.9 million amount of the Retiree Health Benefit Claims, the City's actuary, Segal Company ("Segal"), generated a benchmark for FY2012-13 from actual retiree health care claims made during the previous 3 years. Segal then used that benchmark to extrapolate projected future health care costs over each retiree's lifetime, which could extend decades into the future, and then simply added up the total projected future health care costs to arrive at the aggregate claim amount of \$545.9 million. This is a patently invalid methodology.

Standard practice entails calculating the *present value* of future benefits based on forecasts of the actual benefits to be provided using standard actuarial data and assumptions regarding the costs of providing health care. This is precisely what Segal itself did in the actuarial valuation reports used to calculate the City's retiree health care liability for purposes of the City's audited financial statements (as described in more detail below). There is no basis for the abrupt and unexplained change in methodology in the bankruptcy case.

To start, it makes no sense simply to tally up projected future health care expenses payable over the next thirty years or more. The payment of a claim thirty years from now obviously is less of a burden than the payment of the same claim today. This is why generally accepted accounting principles dictate that future liabilities like retiree health care benefit costs be discounted to present value in order to provide an accurate representation of the liability in an entity's financial statements.

Moreover, it is inappropriate to extrapolate a projection of future liability from historical data. Projected future liabilities should be derived from forward-looking assumptions about the *future* costs of providing health care benefits. The backward-looking methodology used by Segal and the City in the bankruptcy case is particularly inappropriate here because, given the City's long, pre-bankruptcy period of financial distress and accompanying rumors of a bankruptcy filing, it is likely that there was heightened retiree use of health care benefits in recent years, as retirees likely expected such benefits to be cut off in a bankruptcy case (as in fact they were). This would have inflated the benchmark used by Segal to extrapolate future health care liabilities. Moreover, available mitigation opportunities were not applied to the City's calculation. While Segal apparently did account for retirees' eligibility for Medicare after age 65, it does not account for any potential mitigation provided by the Patient Protection and Affordable Care Act ("ACA").<sup>13 14</sup>

Given that there are 1,100 applicable retirees, under the City's calculation the average amount owed to *each* retiree is approximately \$0.5 million. This is a staggering amount, and shows just how much the City has inflated its alleged liability in this regard.<sup>15</sup>

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<sup>13</sup> Ibid, 19:4-10.

<sup>14</sup> While the Retirees Committee's designated witness stated that the reason for this was because the ACA did not become effective until January 1, 2014 (see D. Milnes Tr. (3/17/14) at 44:24-45:15 (rough draft)), it was signed into law on March 23, 2010; thus the City had ample time to incorporate its prospective impact.

<sup>15</sup> Additionally, Stockton's OPEB liabilities are exceedingly high in comparison with peer cities. According to the City's figures, Stockton's per capita liability was \$1,409 versus a peer median of \$286, and as a percentage of payroll its annual required contribution was 30.8% versus a peer median of 6.8% (see "Ask" page 37 of 790).

2. The City's Pre-Bankruptcy Calculation Of Retiree Health Care Liability Reveals A More Accurate Calculation.

In the Actuarial Valuation and review of OPEB conducted by Segal for the City dated as of June 30, 2011, the unfunded actuarial accrued liability for retiree health care ("UAAL") as of June 30, 2011 was \$416.7 million. This liability is reported in the City's audited financial statements for the year ended June 30, 2012.

Of that \$416.7 million UAAL, approximately \$261.9 million was attributable to current retirees (with the balance attributable to liability for current employees). Segal discounted that liability to present value using a 4.5% discount rate. Segal's figure provides a good estimate of the magnitude of the City's error in using absolute dollar figures. It is clear that the City's UAAL, calculated correctly, would be nowhere near the \$545.9 million claim amount to which the City has stipulated.

3. Combined Retiree Recovery.

Even accounting for the elimination of the retiree health benefits, the combined recovery under the Plan to retirees with both health care and pension claims is at least 53.4%, based on the verifiable, available data described above. Specifically, while the City proposes to discharge all claims regarding retiree health care benefits for a total payment of \$5.1 million, the City proposes to leave unimpaired all pension benefits promised to retirees (see treatment of Class 15 in the Plan). For the City's pension liability, the latest available data is from the CalPERS June 30, 2012 valuation reports for the City's Safety and Miscellaneous Plans (dated as of October 2013, see attached Exhibits 10 and 11), which list an unfunded liability with a present value of \$258.4 million for the Safety Plan and \$153.4 million for the Miscellaneous Plan. These reports also show that, of the total present value of projected benefits, the total liability that is owing to current retirees is 71.3% in the case of the Safety Plan and 68.4% in the case of the Miscellaneous Plan. Applying these percentages to the unfunded liabilities yields a total retiree claim of \$289.2 million for the pension. Combined with the retiree health care claim of \$261.9 million, the combined claim of retirees is \$551.0 million. A 100% recovery on the CalPERS liability and \$5.1 million recovery on the retiree health care claims results in an overall recovery of 53.4% (see Exhibit 8).

C. Treatment Of Current Employees.

In the Disclosure Statement and other public statements, the City has emphasized the salary and benefit reductions accepted by current employees and new hires, implying that these should somehow be factored into the evaluation of the merits of the Plan.

The various changes that current employees have accepted for the most part reverse the City's prior largesse, and include requiring employees to pay the employee portion of the pension payment, eliminating employer paid member contribution-related spiking, and eliminating various other "add-pays" that have the effect of reducing compensation and therefore future pension benefits (see e.g., Declaration of Robert Deis in Support of City of Stockton's Reply to Objections, filed February 15, 2013, Docket 708). This may indeed

**EXHIBIT 8**

**Exhibit 8 - Summary of Proposed Treatment of Capital Markets Creditors in Stockton's Proposed Plan of Adjustment**

Class	Name	Impaired / Unimpaired	Claim \$	Recovery (\$)	Recovery (%)	Notes (1)
1A, 1B	Certificates of Participation (Redevelopment Housing Projects) ("2003 Police/Fire/Library Certificates") (AMBAC)	Impaired	\$ 12,600,000	\$ 13,411,894	106.4%	(2)
2	Stockton Public Financing Authority Lease Revenue Refunding Bonds, Series A ("2006 SEB Bonds") (NPFPG)	Unimpaired	12,100,000	12,100,000	100.0%	
3	Redevelopment Agency of the City of Stockton Revenue Bonds, Series 2004 ("2004 Arena Bonds") (NPFPG)	Impaired	45,100,000	43,602,877	96.7%	(3)
4	Stockton Public financing Authority Lease Revenue Bonds, Series 2004 ("2004 Parking Structure Bonds") (NPFPG)	Impaired	25,632,235	26,521,102	103.5%	(4)
5	Stockton Public Financing Authority Lease Revenue Bonds 2007 Series A and B ("2007 Office Building Bonds") (Assured)	Impaired	40,400,000	21,793,689	53.9%	(5)
6	City of Stockton 2007 Pension Obligation Bonds Series A and B ("Pension Obligation Bonds") (Assured)	Impaired	124,280,000	64,528,495	51.9%	(6)
<b>Pro-Forma Treatment of Retirees (Pension and Retiree Health)</b>						
12,15	City Retirees (combining retiree health claims and retiree component of pension claims)	Impaired	\$ 551,029,258	\$ 294,265,898	53.4%	(7)
<b>Proposed Treatment of Franklin:</b>						
12	Stockton Public Financing Authority Lease Revenue Bonds, 2009 Series A ("2009 LRBs") (Franklin)	Impaired	\$ 37,093,198	\$ 93,578	0.25%	(8)

## Notes:

- (1) For Capital Markets Creditors, recoveries based on NPV of general fund obligations valued as of June 1, 2014 using a 5% discount rate, except in the case of AMBAC, which uses an August 15, 2013 valuation date (the date of the first payment under that settlement agreement).
- (2) Claim based on figure per City (Presentation by Stockton City Council, October 3, 2013). Recovery excludes any application of the "Housing Set-Aside Amounts."
- (3) Claim based on figure per City (Presentation by Stockton City Council, October 3, 2013). Recovery based on General Fund schedule and excludes amounts in reserve fund.
- (4) Claim based on principal outstanding of \$25.6 million per revised payment schedule.
- (5) Claim based on figure per City (Presentation by Stockton City Council, October 3, 2013). Recovery per mid-point of Lee & Associates appraisal of 400 E. Main building dated July 20, 2012 for Assured.
- (6) Excludes contingent payments contemplated by the settlement documents.
- (7) Calculated utilizing retiree portion of retiree health UAAL per Segal Report for period ending June 30, 2011; for Pension, uses the CalPERS reports for period ending June 30, 2012, with the UAAL for Safety and Miscellaneous factored to reflect the percentage of the total liability that is owed to retirees (71.3% and 68.4% for Safety and Miscellaneous, respectively).
- (8) Recovery based on 0.9% payment applied to the Franklin claim as if the 502(b)(6) limitation that the City asserts were to apply.

## **EXHIBIT 9**

### **Retiree Health Benefit Cost Analysis Explanation**

***This explanation was prepared by the City for distribution to retiree health benefit claimants by the Official Committee of Retirees.***

The Segal Company ("Segal"), the City's health insurance and Other Post Employment Benefits (OPEB) actuary, calculated the amount of each retiree's health benefit claim by considering both aggregate and individual factors.

As a starting base from which the future projected claims calculations were made, Segal obtained from the City's third-party administrator retiree and their dependent medical and prescription claims data for fiscal years 2009-2010, 2010-2011, and 2011-2012. This data was divided by retirees under and over age 65. The large claims paid by the stop loss insurance carrier were deducted from these claims, and the annual stop loss insurance premiums for these three claim years were included. This claim information was further adjusted by the Plan changes made to the retiree plans in 2010, 2011 and 2012 that would impact what the retiree benefits would have been going forward from 2012. These include deductible changes, co-pay changes, formulary changes, etc. This claim information was also adjusted to add an estimate of Incurred But Not Reported Claims (IBNR) that was not included in the data reported by the third-party administrator. Segal calculated the IBNR reserves estimate based on lag data (the length of time from when a medical service is performed and when it is submitted for payment to the third-party administrator or from Medco/Caremark, the City's pharmacy vendor) and standard Segal methodologies.

From this claim information, Segal developed a per capita cost for the 12-month period from July 1, 2012 through June 30, 2013. Segal then projected from this data annual retiree health costs for each retiree's lifetime. This projection assumes the costs of medical and prescription services increase over time, i.e., medical inflation. This calculation assumes annual increases based on standard Segal trends for medical inflation for both medical claims (starting at 8.5% for 2012-2013, decreasing to 5% by 2020-2021, and then 5% ongoing) and pharmacy claims (starting at 7% for 2012-2013, decreasing to 5% in 2017-2018, and then 5% ongoing). Trend factors are based on Segal published trends, which are developed annually based on a survey of vendors and take into consideration factors that could impact healthcare costs.

The claims calculation took into account the life expectancy of each of the retirees and their one City-covered dependent based on the 2009 period life expectancy tables for healthy and disabled lives as published by the Social Security Administration. The Social Security tables used have calculated life expectancies separately for females and males. Thus, the sex of each retiree impacts the life expectancy assumed and the amount of that person's claim. Each year's projected payout to retirees is the sum of the medical, prescription drug, and administrative costs and subtracts out any applicable retiree self-pay amounts, so that the claims amounts represent the City's net cost of providing health benefits to retirees. The retiree self-pay rates were assumed to increase at the same trend as the medical costs assumed in the calculation. All projected payments assume complete years without any proration.

The valuation program takes each retiree and dependent listed and calculates the probability of death or survival at each age based on the 2009 Social Security

life expectancy tables. For each year of survival, the net claims cost based on the retiree or dependent's age and sex was trended and adjusted for the probability of survival. This amount was added to the retiree's liability. This iteration is performed until the probability of the retiree's survival is zero. At that point, if the dependent was still surviving (based on calculations), there is no further claim liability for the dependent, since the City's liability ends with the retiree. If the dependent is a child, they were included in the calculation as a dependent only until age 23.

The total of each retiree's claim (which includes amounts for dependent benefits where applicable) over their life expectancy is the total City liability for retiree health benefit claims.

The liability for each eligible retiree also takes into consideration that:

- Ages are rounded up or down based on the nearest year.
- Any retiree who was enrolled on June 30, 2012 but who died after that date (or who dies prior to resolution of his or her retiree health benefit claim) was not treated any differently in the calculation because the benefit loss calculation is based on enrollment as of June 30, 2012 and in order to treat all the retirees in a similar manner. (The retiree's estate would receive their settlement amount).
- Claims calculation includes the covered dependent that the retiree had enrolled as of June 30, 2012. If the retiree did not cover a spouse or domestic partner but did cover a child, the child was included in the claims calculation only to age 23, when their



eligibility to participate in the Plan would have ended. If more than one child was enrolled as of June 30, 2012, the calculation used the youngest child to reflect the maximum length of time the retiree would have been entitled to a City-paid benefit for their child.

(Retirees are eligible for City payment for one dependent under their Memorandum of Understanding. Based on the Medical Plan, children are eligible to be enrolled in a City retiree plan only to age 23.)

- Claims calculation takes into account the transition of retirees who are now under age 65 from not being eligible for Medicare coverage to when the person turns age 65 and is eligible for Medicare coverage. Since Medicare is the primary insurance and the City Plan is secondary, the claims amounts paid by the City Plan decline, which would lower the amount of the claims to which that retiree is entitled. This adjustment is based on the year the retiree turns age 65 and is eligible for Medicare, and also the year their spouse/domestic partner turns age 65 and is eligible for Medicare. Retirees not eligible for Medicare were not adjusted by the Medicare integration factor.
- Claims are based on the life expectancy of the retiree, and there is no surviving spouse benefit that extends past the life expectancy of the retiree in these calculations. Based on City Council action, only surviving spouses of retirees who had died prior to July 1, 2012 and where the surviving spouse was already enrolled in the Plan as of June 30, 2012 are included in the retiree group.

- The City's paid retiree medical benefit has two parts: An under age 65 benefit that is time-limited to 15 years, and a separate over age 65 benefit that has no time limit. Retirees under 65 years of age as of July 1, 2012, who would have exhausted their maximum 15-year benefit, had their claims calculation adjusted to reflect retirees paying the retiree premium rate during the years in which they would not have been eligible for paid coverage. However, their calculation does include benefits they would have received once they turned age 65 under the Memorandum of Understanding. Retirees whose maximum 15 years benefit would not have been exhausted by the time they turned age 65 did not have their claims calculation impacted.

A list of retirees and their one dependent eligible for benefits was provided to Segal by the City. To be eligible, a retiree must have been eligible for retiree health benefits based under the Memorandum of Understanding in effect at the time of his or her retirement and must have been enrolled in the City retiree medical plans as of **June 30, 2012**. Also included are retirees who were otherwise eligible for retiree benefits but had waived their coverage, or persons who had exhausted their under age 65 year 15-year benefit but were otherwise eligible for the over age 65 benefit, and persons who had retired prior to July 1, 2012 but had not yet been enrolled as a retiree in the medical plan. Based on City Council action, only surviving spouses of retirees who had died prior to July 1, 2012 and where the surviving spouse was already enrolled in the Plan as of June 30, 2012 are included in the eligible group.

# EXHIBIT J

1       **Q.** You mentioned earlier that in addition to your  
2 comparison of recoveries of the so-called capital markets  
3 creditors, you also compared recoveries of retirees, right?

4       **A.** Yes.

5       **Q.** Can you explain that aspect of your opinion, please.

6       **A.** What I did is, I looked at retirees together, those  
7 holding pension claims as well as OPEB claims. And this is  
8 probably best addressed through one of my exhibits in my  
9 report.

10       **Q.** And you are referring to Exhibit 8 of your report.

11       **A.** Correct, Exhibit 8.

12       **Q.** Could you explain what Exhibit 8 shows with respect to  
13 retirees.

14       **A.** Yes. Approximately two-thirds of the way down in that  
15 top table there is a section called "pro forma treatment of  
16 retirees," and again as I mentioned it combines pension and  
17 retiree health.

18               The numbers that I have used here have claims of 551  
19 million dollars and recovery of 294 million for a recovery of  
20 just over 53 percent. And that compares to Franklin's  
21 proposed treatment which again, when this report was  
22 developed, the Franklin claim was still proposed at 10  
23 million dollars. Now we see that Franklin recovery would be  
24 just under one percent.

25       **Q.** And in your report, you touch upon the claim of the

1 retirees for OPEB or other post employment benefits. And you  
2 discuss the City's calculation of that claim in the amount of  
3 400 -- 545 million?

4 **A.** Correct. The City has put forward a claim for OPEB in  
5 the amount of 545.9 million dollars.

6 **Q.** And do you agree with that calculation?

7 **A.** I do not.

8 **Q.** Why not?

9 **A.** There are two reasons. The first one is that the City  
10 changed its methodology for calculating the OPEB liability  
11 for claims purposes, compared to how it has done in its  
12 audited financial statements.

13 The City, for claims purposes, took historical average  
14 amounts for three fiscal years, fiscal years 9, 10, and 11,  
15 and came up with an average per participant, this is just  
16 related to retirees, and then rolled that forward each year,  
17 based on assumptions for healthcare, inflation, mortality, as  
18 well as Medicare becoming available at age 65 if they're  
19 eligible for Medicare.

20 That is significantly different than the approach used  
21 by the City's actuary in an actuarial report for the OPEB  
22 liability which projects future healthcare costs and then  
23 discounts those to a present value.

24 So item number 1, and the reason why I don't agree  
25 with it, is because of the change in methodology for

1 projecting those future expenses.

2 **Q.** And what's wrong with the backward-looking  
3 methodology?

4 **A.** Well, one item in particular I had seen first-hand is,  
5 when an entity is in distress, which certainly there was no  
6 secret that the City of Stockton was in distress prior to its  
7 bankruptcy petition filing, very often you'll see run-up in  
8 certain expenses. Employees in particular can become  
9 concerned that they will lose access to a benefit. And so  
10 you can see some spikes in actual activity.

11 So by using those very recent years, that could  
12 include information that would then be rolled forward through  
13 the course of the next 80 years.

14 **Q.** You said you had two issues with the way the City  
15 calculated the claim amount. What's the other one?

16 **A.** The first item I mentioned which is the change in  
17 methodology is one item. But by far, the much bigger issue  
18 that I have with calculation of the claim for OPEB relates to  
19 the lack of discounting for those future anticipated costs.

20 The City, as I indicated, rolled forward the  
21 anticipated OPEB payments and did not do any sort of  
22 discounting of those amounts.

23 **Q.** And why do you believe that's not appropriate?

24 **A.** Well, certainly again it goes back to how the City has  
25 calculated this in its information included in its audited

1 financial statements, as well as based on standards for  
2 reporting these liabilities.

3 **Q.** And in your experience, have you ever seen a  
4 calculation of OPEB liability that was not discounted to  
5 present value?

6 **A.** I have not.

7 **Q.** Going back to -- well, I'll stop there for a second.  
8 Going back to your first criticism of a calculation about  
9 claim amount, Mr. Leland criticized you for being  
10 inconsistent. He indicated that when you're looking at  
11 projections of future revenues for the long-range financial  
12 plan, we talked about earlier, you "advocate a  
13 backward-looking approach, but in the context of retiree  
14 healthcare claims, you demand only forward-looking  
15 assumptions." Is that an accurate assessment of what you're  
16 doing?

17 **A.** No.

18 **Q.** Can you explain why not?

19 **A.** Yes, there are a few things. Number one, as it  
20 relates to the charts and calculations that I'd done for the  
21 revenue, again, that is a data point. I was not suggesting  
22 that the City change its long-range financial plan. But with  
23 that clarification aside, one of the most important items is,  
24 I looked at a 15-year period. A 15-year period represents a  
25 full economic cycle.

1           Looking back just three years, especially in light of  
2 what may have been going on with activity, I don't think is  
3 well-founded to then use that, going forward.

4           And then lastly, as I indicated, this is completely  
5 different than what the City's methodology has been in the  
6 past for calculating its OPEB liability.

7           **Q.** And going back to Exhibit 8 in your calculation of the  
8 total claim amount for retirees, Mr. Leland again says that  
9 you're being inconsistent in using an apples and oranges  
10 comparison. He says, in two respects, your numbers are from  
11 different time periods while you valued the retiree health  
12 liability in 2011, you valued the pension liability at year  
13 30, 2012. And secondly, your retiree health calculation was  
14 valued using the unfunded actuarially accrued liability  
15 calculation whereas the CalPERS figures you cite for pension  
16 are for market value calculation. Did you look at  
17 Mr. Leland's criticism in that regard?

18           **A.** I did.

19           **Q.** And what's your reaction to it?

20           **A.** There's a lot of technical information that you asked  
21 for there, so I'll walk through it slowly, hopefully.

22           The first item is that in my calculation of recovery,  
23 the 53 percent for retirees, I used the most recent  
24 information available for both pension and OPEB. The most  
25 recent actuarial valuation reports, or the pension plans, is