

**BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

**Docket No. U-072375**

**Puget Holdings LLC and Puget Sound Energy, Inc.  
Joint Application for an Order Authorizing Proposed Transaction**

**BENCH REQUEST NO. 012**

**“CONFIDENTIAL” Table of Contents**

<b>DR NO.</b>	<b>“CONFIDENTIAL” Material</b>
<b>012</b>	Attachment A to Joint Applicants’ Response to in Bench Request No. 012 is CONFIDENTIAL per Protective Order in WUTC Docket Nos. U-072375 and per WAC 480-07-160

**ATTACHMENT A to  
Joint Applicants' Response to  
Bench Request No. 012**

<b>Steve Reynolds</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	\$4,578,750	\$4,578,750
SERP (Additional years of credited Svc)	\$0	\$0
Benefits Continuation	\$0	\$23,400
Estimated Excise Tax Gross-Up	\$3,360,983	\$3,371,730
LTIP Acceleration	\$6,629,102	\$6,629,102
<b>TOTAL</b>	<b>\$14,568,835</b>	<b>\$14,602,982</b>

<b>Bert Valdman</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	\$0	\$1,864,458
SERP (Additional years of credited Svc)	\$0	\$509,869
Benefits Continuation	\$0	\$46,840
Estimated Excise Tax Gross-Up	\$0	\$1,265,626
LTIP Acceleration	\$1,817,325	\$1,817,325
<b>TOTAL</b>	<b>\$1,817,325</b>	<b>\$5,504,118</b>

<b>Sue McLain</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	\$0	\$1,239,651
SERP (Additional years of credited Svc)	\$0	\$117,800
Benefits Continuation	\$0	\$25,600
Estimated Excise Tax Gross-Up	\$0	\$794,825
LTIP Acceleration	\$1,155,721	\$1,155,721
<b>TOTAL</b>	<b>\$1,155,721</b>	<b>\$3,333,597</b>

<b>Jennifer O'Connor</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	\$0	\$1,342,628
SERP (Additional years of credited Svc)	\$0	\$414,871
Benefits Continuation	\$0	\$37,840
Estimated Excise Tax Gross-Up	\$0	\$731,956
LTIP Acceleration	\$1,267,951	\$1,267,951
<b>TOTAL</b>	<b>\$1,267,951</b>	<b>\$3,795,246</b>

<b>Eric Markell</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	\$0	\$1,440,000
SERP (Additional years of credited Svc)	\$0	\$450,937
Benefits Continuation	\$0	\$37,840
Estimated Excise Tax Gross-Up	\$0	\$1,055,209
LTIP Acceleration	\$1,284,198	\$1,284,198
<b>TOTAL</b>	<b>\$1,284,198</b>	<b>\$4,268,184</b>

<b>Kimberly Harris</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

<b>Phil Bussey</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

<b>Marla Mellies</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

<b>Jim Eldredge</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

<b>Don Gaines</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

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<b>Paul Wiegand</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severence	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

<b>Cal Shirley</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severence	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
LTIP Acceleration	XXXXXXX	XXXXXXX
<b>TOTAL</b>	<b>XXXXXXX</b>	<b>XXXXXXX</b>

<b>Total for All Officers</b>	<b>Upon Change in Control</b>	<b>Upon Change in Control with Termination</b>
Cash Severence	\$4,578,750	\$17,181,990
SERP (Additional years of credited Svc)	\$531,944	\$3,223,930
Benefits Continuation	\$0	\$387,440
Estimated Excise Tax Gross-Up	\$3,360,983	\$11,254,434
LTIP Acceleration	\$16,773,271	\$16,773,271
<b>TOTAL</b>	<b>\$25,244,948</b>	<b>\$48,821,065</b>

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