

**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 (First Supplemental and Revised)</b>	Each of Attachment A to Joint Applicants’ First Supplemental and Revised Response to Bench Request No. 012 and Attachment B to Joint Applicants’ First Supplemental and Revised Response to 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' First Supplemental  
and Revised Response to  
Bench Data 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
Estimate of LTIP Acceleration*	\$1,686,507	\$1,686,507
<b>TOTAL</b>	<b>\$9,626,240</b>	<b>\$9,660,387</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
Estimate of LTIP Acceleration*	\$372,134	\$372,134
<b>TOTAL</b>	<b>\$372,134</b>	<b>\$4,058,927</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
Estimate of LTIP Acceleration*	\$238,533	\$238,533
<b>TOTAL</b>	<b>\$238,533</b>	<b>\$2,416,409</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
Estimate of LTIP Acceleration*	\$256,083	\$256,083
<b>TOTAL</b>	<b>\$256,083</b>	<b>\$2,783,378</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
Estimate of LTIP Acceleration*	\$236,184	\$236,184
<b>TOTAL</b>	<b>\$236,184</b>	<b>\$3,220,170</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
Estimate of 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
Estimate of 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
Estimate of 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
Estimate of 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
Estimate of 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 Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
Estimate of 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 Severance	XXXXXXX	XXXXXXX
SERP (Additional years of credited Svc)	XXXXXXX	XXXXXXX
Benefits Continuation	XXXXXXX	XXXXXXX
Estimated Excise Tax Gross-Up	XXXXXXX	XXXXXXX
Estimate of 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 Severance	\$4,578,750	\$17,181,990
SERP (Additional years of credited Svc)	\$531,944	\$3,755,875
Benefits Continuation	\$0	\$387,440
Estimated Excise Tax Gross-Up	\$3,360,983	\$11,257,434
Estimate of LTIP Acceleration*	\$3,683,454	\$3,683,454
<b>TOTAL</b>	<b>\$12,155,131</b>	<b>\$36,266,192</b>

\* Estimate of LTIP Acceleration attributable to the Proposed Transaction, calculated as shown in Attachment B to Joint Applicants' First Supplemental and Revised Response to Bench Request No. 012

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