

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

DR NO.	“CONFIDENTIAL” Material
012 (First Supplemental and Revised)	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**

Attachment B to Joint Applicants' First Supplemental and Revised Response to Bench Request No. 012
LTIP Estimated Accelerated Vesting for Officers
Based on 12/31/2007 Performance Modifiers

Last Name	First Name	LTIP Share Grants						Estimated Total LTIP Acceleration Payments at Close			Estimated LTIP acceleration attributable to Proposed Transaction		
		2006-8 PS	2007-9 PS	2008-10 PS	2006-8 Unvested Perf-RS	2007-9 Unvested Perf-RS	2008-10 Unvested Perf-RS	Shares	Dividend Equivalents on PS	\$ Value at \$30/sh	Estimate of PS Grants at Merger (2)	Estimate of PS Grants Prior to Transaction Announcement (9/30/07) (3)	Difference
Reynolds	Stephen	50,282	45,355	35,163	10,991	14,046	15,070	209,880	\$ 332,710	\$ 6,629,102	\$ 4,344,610	\$ 2,658,103	\$ 1,686,507
Valdman	Bert	11,279	9,826	7,781	5,753	7,101	7,781	58,121	\$ 73,695	\$ 1,817,325	\$ 959,018	\$ 586,884	\$ 372,134
O'Connor	Jennifer	7,734	6,789	5,283	4,664	4,906	5,283	40,578	\$ 50,620	\$ 1,267,951	\$ 659,891	\$ 403,808	\$ 256,083
McLain	Susan	7,306	6,223	4,842	3,726	4,497	4,842	36,949	\$ 47,238	\$ 1,155,721	\$ 614,869	\$ 376,336	\$ 238,533
Markell	Eric	7,172	6,223	7,092	3,658	4,497	7,092	41,193	\$ 48,407	\$ 1,284,198	\$ 608,692	\$ 372,508	\$ 236,184
Harris	Kimberly	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
Bussey	Phil	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
Mellies	Marla	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
Shirley	Cal	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
Eldredge	James	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
Gaines	Don	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
Wiegand	Paul	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX	XXXXXXXX
TOTAL CEO & Officers		110,663	98,226	82,590	43,349	52,255	62,497	534,702	\$ 732,220	\$ 16,773,270	\$ 9,490,616	\$ 5,807,161	\$ 3,683,455

(1) LTIP Acceleration Attributable to Proposed Transaction is calculated as difference of estimated merger value of 2006-8 and 2007-9 Performance Share Grants and the value these grants had at 9/30/2007 prior to transaction announcement.

(2) Estimated LTIP Acceleration at Merger uses the following assumptions:

Assumptions At Merger (Performance Results As Of 12/31/2007)

Cycle	Modifier 12/31/07	Dividends (Assume 9/30/08)
2006-8	140.75%	\$2.75
2007-9	140.75%	\$1.75
2008-10	100.00%	\$0.75

Merger Share Price

\$30

(3) Estimated LTIP Value at 9/30/2007 uses the following assumptions:

Performance Results As Of 9/30/2007

Cycle	Modifier 12/31/07	Dividends for Full Cycle
2006-8	104.00%	\$3.00
2007-9	98.05%	\$3.00

9/28/2007 Share Price

24.47

REDACTED
VERSION