

1 Teresa S. Renaker – CA State Bar No. 187800  
 2 trenaker@lewisfeinberg.com  
 3 Jeffrey Lewis – CA State Bar No. 66587  
 4 jlewis@lewisfeinberg.com  
 5 Catha Worthman – CA State Bar No. 230399  
 6 cworthman@lewisfeinberg.com  
 7 LEWIS, FEINBERG, LEE, RENAKER & JACKSON, P.C.  
 8 476 9th Street  
 9 Oakland, CA 94607  
 10 Telephone: (510) 839-6824  
 11 Facsimile: (510) 839-7839

12 Steven M. Tindall – CA State Bar No. 187862  
 13 steventindall@rhd.com  
 14 RUKIN HYLAND DORIA & TINDALL LLP  
 15 100 Pine Street, Suite 725  
 16 San Francisco, CA 94111  
 17 Telephone: (415) 421-1800  
 18 Facsimile: (415) 421-1700  
 19 *Attorneys for Plaintiffs*

20 ISRAEL GOLDOWITZ, Chief Counsel  
 21 CHARLES L. FINKE, Deputy Chief Counsel  
 22 VICENTE MATIAS MURRELL, Attorney, BAR NO. MD 9806240098  
 23 PENSION BENEFIT GUARANTY CORPORATION  
 24 Office of the Chief Counsel  
 25 1200 K Street, N.W., Suite 340  
 26 Washington, D.C. 20005  
 27 Telephone: 202-326-4020 x3850  
 28 Facsimile: 202-326-4112  
 29 Emails: murrell.vicente@pbgc.gov and efile@pbgc.gov  
 30 *Attorneys for Pension Benefit Guaranty Corporation*

31 UNITED STATES DISTRICT COURT  
 32 NORTHERN DISTRICT OF CALIFORNIA  
 33 SAN FRANCISCO DIVISION

34 THOMAS A. PAULSEN, et al.  
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 36 Plaintiffs,  
 37  
 38 v.  
 39 CNF, INC., et al.  
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 41 Defendants.

42 CASE NO. C 03-03960 JW (PSG)  
 43  
 44 JOINT STIPULATION RE: PBGC PROVISION  
 45 OF DATA TO FACILITATE SETTLEMENT;  
 46 ~~PROPOSED~~ ORDER THEREON  
 47  
 48 Place: Courtroom 5  
 49 Judge: Honorable James Ware

1           WHEREAS, on October 7, 2010, the Court certified a class under Federal Rule of Civil  
2 Procedure 23(b)(3) consisting of all participants in and beneficiaries of the Consolidated  
3 Freightways Corporation Pension Plan (“CFC Plan”) whose pension benefits have been reduced or  
4 will be reduced due to the termination of the CFC Plan (*See* Dkt. #255);

5           WHEREAS, the term “Class Member” shall refer to each member of the class certified by  
6 the Court;

7           WHEREAS, the Pension Benefit Guaranty Corporation (“PBGC”) has been the statutory  
8 trustee of the terminated CFC Plan since May 19, 2003;

9           WHEREAS, following class certification and appointment of Class Counsel, PBGC  
10 provided court-appointed Class Counsel with a list of names and addresses of Class Members;

11           WHEREAS, Class Counsel provided notice of the pending litigation and class certification  
12 to all Class Members, and no individual requested exclusion from the Class;

13           WHEREAS, the parties to this litigation have reached a proposed class settlement that they  
14 are submitting to the Court for preliminary approval;

15           WHEREAS, the parties’ proposed settlement provides for Towers Perrin to pay \$9.2 million  
16 to a Settlement Fund;

17           WHEREAS, after payment of any attorneys’ fees, costs of litigation, and class representative  
18 service payments approved by the Court, the parties’ proposed settlement provides for the  
19 remaining amount to be allocated among the Class Members in proportion to the present value of  
20 the reduction in their pensions due to the maximum insurance limits, to be determined by reference  
21 to a PBGC Actuarial Case Memorandum dated September 7, 2006;

22           WHEREAS, PBGC has previously provided Class Counsel its Actuarial Case Memorandum  
23 dated September 7, 2006 (a copy of which is attached hereto and has been previously submitted to  
24 the Court as Deposition Exhibit 103);

25           WHEREAS, PBGC redacted names and Social Security numbers in the Actuarial Case  
26 Memorandum due to requirements under the Privacy Act, 5 U.S.C. § 552a, and PBGC’s  
27 regulations, 29 C.F.R. § 4902.1, *et seq.*;

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1           WHEREAS, the definition of the class as certified by the Court includes the Plan  
2 participants listed on Attachment E to the Actuarial Case Memorandum;

3           WHEREAS, to calculate the pro rata settlement share to be paid to each Class Member in  
4 the event that the proposed settlement receives this Court's final approval, Plaintiffs believe certain  
5 information is required, specifically (1) the name and pension reduction amount for each class  
6 member (which would include, but not be limited to, the information that would be contained in an  
7 unredacted Attachment E); (2) each class member's form of benefit; (3) each class member's birth  
8 date; and (4) for class members whose form of benefit is a joint and survivor annuity, the spouse's  
9 birth date; as well as (5) each class member's Social Security number, so that payments from the  
10 settlement fund can be properly reported to the IRS;

11           WHEREAS, PBGC has such information regarding each Class Member and is the most  
12 reliable source of the benefit information;

13           WHEREAS, the parties' settlement provides further that each Class Member shall be  
14 notified as to their expected pro rata settlement share, in order to enable each Class Member to  
15 evaluate the fairness and adequacy of the settlement;

16           WHEREAS Class Counsel represents each Class Member, and the Privacy Act contains a  
17 number of exceptions, including but not limited to an exception for release of otherwise private  
18 information "pursuant to the order of a court of competent jurisdiction," 5 U.S.C. § 552a(b)(11);

19           IT IS HEREBY AGREED AND STIPULATED, AS FOLLOWS:

20           1.       Within thirty days of the entry of an order by the Court, PBGC will provide Class  
21 Counsel with the following information for each of the Class Members: (1) the name and pension  
22 reduction amount for each Class Member; (2) each Class Member's form of benefit; (3) each Class  
23 Member's birth date; and (4) for Class Members whose form of benefit is a joint and survivor  
24 annuity, the spouse's birth date; as well as (5) each Class Member's Social Security number;

25           2.       Class Counsel will maintain the information as confidential client information.  
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DATED: May 6, 2011

Respectfully submitted,

LEWIS, FEINBERG, LEE, RENAHER & JACKSON, P.C.  
RUKIN HYLAND DORIA & TINDALL LLP

By: /s/ Teresa S. Renaker

Teresa S. Renaker  
Attorneys for the Class

DATED: May 6, 2011

PENSION BENEFIT GUARANTY CORPORATION

By: \_\_\_\_\_/s/\_\_\_\_\_

VICENTE MATIAS MURRELL  
Attorney for Pension Benefit Guaranty Corporation

I hereby attest that I have the concurrence of the other signatory in the filing of this e-filed document.

DATED: May 6, 2011

LEWIS, FEINBERG, LEE, RENAHER & JACKSON, P.C.

By: /s/ Teresa S. Renaker

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~~PROPOSED~~ ORDER

This Court has previously certified the following class all participants in and beneficiaries of the Consolidated Freightways Corporation Pension Plan (“CFC Plan”) whose pension benefits have been reduced or will be reduced due to the termination of the CFC Plan. See Dkt. #255 at 16:18-20. Each member of the class is referred to herein as a “Class Member.”

Pursuant to the stipulation of Class Counsel and PBGC, the Court now orders:

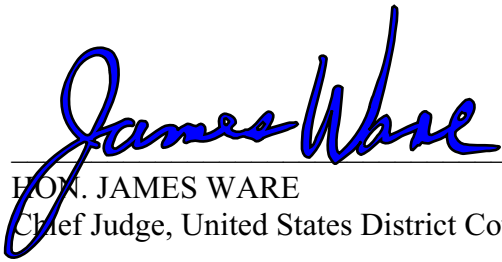
1. Within thirty days of the date of this order, PBGC shall provide Class Counsel with the following information for each Class Member, including each participant, spousal beneficiary, and alternate payee: (1) the name and pension reduction amount for each Class Member; (2) each Class Member’s form of benefit; (3) each Class Member’s birth date; and (4) for Class Members whose form of benefit is a joint and survivor annuity, the spouse’s birth date; as well as (5) each Class Member’s Social Security number and, if available (6) each Class Member’s sex;

2. PBGC may provide this information by providing both an unredacted Attachment E to the Actuarial Case Memorandum of September 7, 2006 and Benefit Determination Letters for each of the class members; and/or in any other form at the convenience of PBGC;

3. PBGC shall designate as confidential the information it provides pursuant to this order, and Class Counsel shall maintain the information received from PBGC as confidential client information.

IT IS SO ORDERED.

DATED: May 9, 2011 \_\_\_\_\_

  
\_\_\_\_\_  
HON. JAMES WARE  
Chief Judge, United States District Court