FILED
July 20, 2012
CLERK, U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
0004350832

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Attorneys for Debtor
City of Stockton

UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA

SACRAMENTO DIVISION

In re:	Case No. 2012-32118
CITY OF STOCKTON, CALIFORNIA,	D.C. No. OHS-1
Debtor.	Chapter 9
	DECLARATION OF MARC A. LEVINSON IN SUPPORT OF CITY OF STOCKTON'S STATEMENT OF QUALIFICATIONS UNDER SECTION 109(C) OF THE UNITED STATES BANKRUPTCY CODE

I, Marc Levinson, hereby declare:

1. I am an attorney licensed to practice law in California and admitted to practice before the United States District Court for the Eastern District of California. I am a partner with the firm of Orrick, Herrington & Sutcliffe LLP, counsel of record for the City of Stockton, California (the "City"), in this chapter 9 case. I am the lead bankruptcy lawyer for the City. I make this declaration in support of the City's Statement Of Qualifications Under Section 109(c) and concurrently with the City's Submission Of Evidence Relating To Neutral Evaluation Process Under California Government Code § 53760.3(q). I have personal knowledge of the matters stated herein and if called as a witness, I could and would testify as follows.

2. I was extensively involved in the City's neutral evaluation process, and served as the City's primary contact with the mediator, Judge Ralph Mabey, and with the participating creditors and parties in interest (collectively, the "Participants"). The Participants are those creditors and parties in interest who the City invited on February 29 to join the mediation process and who accepted that invitation. Attached hereto as Exhibit A is a true and correct copy of a press release the City issued on March 21, 2012 (the "Press Release"), which also lists the Participants.[1]

3. I attended and participated in all of the mediation sessions described in the Mediation Sessions Summary (described in Paragraph 4, *infra*) that were attended by Participants other than labor union Participants, with the exceptions of the May 15 meeting with the Price Case Plaintiffs and a meeting with Franklin Investers, each of which was attended by my partner, John Knox. Included in the meetings I personally attended and participated in was a meeting with ARECOS, the group representing retirees. I also attended and participated in many of the mediation sessions between the City and its labor unions.

4. Attached hereto as Exhibit B is a chart that I created with the help of staff at the City. It accurately reflects the date and length of the various meetings between the City and its

[1] Prior to posting the Press Release on its website and releasing it to the press, the City, during a March 21, 2012, conference between City representatives, including myself, and all of the Participants, received the oral approval of the Participants to publically release their names. Except for the United States Department of Housing and Urban Development, all of the Participants listed in the Press Release actually attended the various mediation sessions listed on the Mediation Sessions Summary [Exhibit B to this Declaration].

creditors, as well as the identity of the Participants at each meeting (the "Mediation Sessions Summary").[2] The Mediation Sessions Summary also contains a general description of the purpose of each session and the issues discussed, which description is consistent with my personal knowledge and the personal participation of City staff. The general description does not purport to represent every topic covered in each meeting, as it was common for the City and the Participants to discuss numerous topics in any particular session. Also, because the majority of the mediation sessions were conducted in "shuttle diplomacy" style – with Judge Mabey meeting with the parties separately and the parties only infrequently meeting together – I do not know what other topics may have been covered in the meetings between Judge Mabey and Participants that I did not attend. Also included within the Mediation Sessions Summary are true and correct copies of the sign-in sheets that I and many of the other Participants signed showing our attendance at many of these meetings, with personal information redacted.

5. Attached hereto as Exhibit C is a chart that I created with help from staff of the City. It accurately reflects the status of negotiations between the City and each Participant as of both the petition date and as of today.

Executed this 20th day of July 2012, at Sacramento, California. I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct.

/s/ *Marc Levinson*
Marc Levinson

[2] While the Mediation Sessions Summary includes conference calls that lasted an hour or more (two of which included Judge Mabey), it does not reference my many other conference calls with Participants, many of which included Judge Mabey.

Exhibit A

CITY OF STOCKTON

Stockton All-America City 2004 1999

CITY OF STOCKTON NEWS RELEASE

FOR IMMEDIATE RELEASE:
Wednesday, March 21, 2012

Contact: **Connie Cochran**
Public Information Officer
(209) 937-8827
connie.cochran@stocktongov.com

STOCKTON'S AB 506 CONFIDENTIAL MEDIATION PARTICIPANTS

(Stockton, CA) - On February 28, 2012, the Stockton City Council approved moving forward with a confidential neutral evaluation process recently adopted through state legislation, AB 506. The process gives municipalities that are in fiscal distress an opportunity for financial restructuring, not unlike what goes on in the private sector. The City has not declared bankruptcy.

The City's total annual budget is $600 million including all funds and operations; the financial restructuring involves only a small portion of the City's total budget – the General Fund – which represents approximately $165 million of the larger budget.

The AB 506 process allows municipalities to enter into a period of confidential mediation with creditors or "interested parties" with $5 million or more in obligations or debt. The City and interested parties will select a mediator with the goal of reaching an agreement on how to manage these City debt obligations.

AB 506 process requires that the mediation process remain confidential; however,

-more-more-more-

the participants in Stockton's AB 506 process have all agreed to identify the names of the organizations that will be participating, which is allowable under the legislation. The participating parties include:

- Association of Retired Employees of the City Of Stockton
- Assured Guaranty
- California Public Employees Retirement System (CalPERS)
- Dexia Credit Local, New York Branch
- Franklin Advisers, Inc.
- Jarvis/MUD case
- Mid-Management/Supervisory Level Unit (Management B&C Employees)
- National Public Finance Guarantee Corp.
- Operating Engineers' Local 3
- Price case
- Stockton City Employees' Association (SCEA)
- Stockton Firefighters' Local 456
- Stockton Fire Management Unit
- Stockton Police Management Association
- Stockton Police Officers' Association (SPOA)
- Union Bank, NA
- U.S. Department of Housing and Urban Development
- Wells Fargo Bank, National Association, as indenture trustee for the following bonds:
    - Redevelopment Authority of the City of Stockton Revenue Bonds, Series 2004 (Stockton Events Center Arena Project)
    - Stockton Public Financing Authority Lease Revenue Bonds, Series 2004 (Parking and Capital Projects)
    - Stockton Public Financing Authority 2006 Lease Revenue Refunding Bonds, Series A
    - Stockton Public Financing Authority Variable Rate Demand Lease Revenue Bonds, 2007 Series A and 2007 Series B (Taxable) (Building Acquisition Financing Project)
    - City of Stockton 2007 Taxable Pension Obligations Bonds, Series A and Series B
    - Stockton Public Financing Authority Lease Revenue Bonds, 2009 Series A (Capital Improvement Projects)
    - Stockton Public Financing Authority Variable Rate Demand Water Revenue Bonds, Series 2010A (Delta Water Supply Project)

In addition, the participants have all agreed to provide the name of the mediator, once the mediator has been selected.

For additional information or questions, please visit www.stocktongov.com or call (209) 937-8827.

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All News Releases can be found on the City of Stockton website. www.stocktongov.com/news

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Exhibit B

MEDIATION SESSIONS SUMMARIES

Date (2012)	Approx. Duration (hrs.)	Mediation or Information Sessions and Attendees	Purpose of the Mediation or Information Session
March 8		Fire Management and Fire Unit	Discussion of personnel cost restructuring proposals
March 21	1	Conference call with all or virtually all Participants	Initial meeting to discuss next steps, selection of mediator, location and timing of mediation sessions and allocating payment of the mediator and costs of mediation
March 26	1	Conference call with all or virtually all Participants	Follow-up on March 21 call and discussion of the selection of Judge R. Mabey as mediator
March 28	5	Coalition Bargaining (all parties representing labor invited, and all or virtually all participated). Judge Mabey not present.	Meeting to discuss City's Governmental Accounting Standards Board (GASB) liability
April 11	5	Coalition Bargaining (all parties representing labor invited, and all or virtually all participated). Judge Mabey not present.	Discussion of various labor and retiree restructuring proposals
April 30	All day	Judge Mabey and virtually all Participants, including many financial advisors. See attached attendance sheet.	Introduction the mediation and disclosure of and discussion of the City's finances. Presentation of multi-year financial forecast and detailed assumptions with the forecast model. An interactive version of the model was provided Participants along with the Ask
May 1	All day	Judge Mabey and virtually all Participants, including many financial advisors. See attached attendance sheet.	Continuing discussion of the City's finances, including an analysis of restricted and partially restricted funds
May 2	Morning to mid-afternoon	Judge Mabey and financial advisors and a few attorneys	Continuing discussion of the City's finances with a focus on the City's 10-year budget projection
May 10	1	Conference call with Judge Mabey and capital markets creditors	Financial data, the City's Ask and related topics
May 14	All day	Judge Mabey and all nine labor unions	Presentation of City proposals
May 15	All day	Coalition Bargaining (all parties representing labor invited, and all or virtually all participated)	Discussion of various labor and retiree restructuring proposals
	All day	Judge Mabey and Capital Market Representatives from: ▪ Assured Guaranty ▪ National Public Finance Guarantee Corporation ▪ Franklin Advisers ▪ Wells Fargo Bank, National Association, as Indenture Trustee ▪ Dexia Credit Local	All day mediation session involving shuttle diplomacy between Judge Mabey, the City and the various participants regarding the Ask and chapter 9 issues

Case 12-32118 Doc 452 Page 9 of 27

Date (2012)	Approx. Duration (hrs.)	Mediation or Information Sessions and Attendees	Purpose of the Mediation or Information Session
May 16	1	Judge Mabey and Price Case Plaintiffs	Discussion of proposed treatment of judgment creditor
	All day	Coalition Bargaining (all parties representing labor invited, and all or virtually all participated)	Discussion of various labor and retiree restructuring proposals
	All day	Judge Mabey and all nine labor unions, retirees (ARECOS), Howard Jarvis Taxpayers' Association, Capital Market Representatives from: ▪ Assured Guaranty ▪ National Public Finance Guarantee Corporation ▪ Franklin Advisers ▪ Wells Fargo Bank, National Association, as Indenture Trustee ▪ Dexia Credit Local	All day mediation session involving shuttle diplomacy between Judge Mabey, the City and the various Participants regarding the Ask and chapter 9 issues
May 17	3	Stockton Police Management Association (SPMA)	Discussion of personnel cost restructuring proposals
	3	Operating Engineers Local Union No. 3 (OE3)	Discussion of personnel cost restructuring proposals
	3	Fire Management and Fire Unit	Discussion of personnel cost restructuring proposals
	4	Stockton Police Officers Association (SPOA)	Discussion of personnel cost restructuring proposals
May 18	2	Stockton City Employees Association (SCEA)	Discussion of personnel cost restructuring proposals
May 21	2	Management Supervisory Level Bargaining Unit (B&C)	Discussion of personnel cost restructuring proposals
May 22	6	Stockton Police Officers Association (SPOA)	Discussion of personnel cost restructuring proposals
May 23	2	Fire Management and Fire Unit	Discussion of personnel cost restructuring proposals
May 24	3	Stockton Police Management Association (SPMA)	Discussion of personnel cost restructuring proposals
	2	Operating Engineers Local Union No. 3 (OE3)	Discussion of personnel cost restructuring proposals
May 29	All day	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals
	1	Stockton Police Management Association (SPMA)	Discussion of personnel cost restructuring proposals
May 30	All day	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals
	1	Stockton City Employees Association (SCEA)	Discussion of personnel cost restructuring proposals
May 31	3	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals

Case 12-32118 Doc 452 Page 10 of 27

Date (2012)	Approx. Duration (hrs.)	Mediation or Information Sessions and Attendees	Purpose of the Mediation or Information Session
June 4	5	Stockton City Employees Association (SCEA)	Discussion of various labor and retiree restructuring proposals
	2	Operating Engineers Local Union No. 3 (OE3)	Discussion of personnel cost restructuring proposals
June 5	5	Stockton Police Management Association (SPMA)	Discussion of personnel cost restructuring proposals
June 6	3	Stockton Police Officers Association (SPOA)	Discussion of personnel cost restructuring proposals
	All day	Financial Advisors Assured Guaranty and City Finance and management staff; counsel and Judge Mabey not present	Discussion at City Hall of City finances, including model assumptions, restricted funds analysis, asset inventory and other issues. Specific City restructuring proposals on: ▪ 2007 Taxable Pension Obligation Bonds, Series A & B ▪ 2007 Series A and Taxable Series B, Variable Rate Demand Lease Revenue Bonds
June 7	2	Fire Management and Fire Unit	Discussion of personnel cost restructuring proposals
June 8	3	Stockton Police Management Association (SPMA)	Discussion of personnel cost restructuring proposals
	2	Stockton City Employees Association (SCEA)	Discussion of personnel cost restructuring proposals
	4	Stockton Police Officers Association (SPOA)	Meeting with representatives from the California Public Employees' Retirement System (CalPERS) to discuss retirement benefits
June 11	1-2	ARECOS (see attached sign-in sheet)	Discussion of the Ask and the ARECOS counterproposal
	Noon through 11:30 p.m.	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals
June 12	1	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals
June 13	All day	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals
June 14	All day	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals

Case 12-32118 Doc 452 Page 11 of 27

Date (2012)	Approx. Duration (hrs.)	Mediation or Information Sessions and Attendees	Purpose of the Mediation or Information Session
	1	Management Supervisory Level Bargaining Unit (B&C)	Discussion of personnel cost restructuring proposals
June 15	1	Conference call with Judge Mabey and ARECOS	Discussion of the ARECOS counterproposal
	All day	Coalition Bargaining (all nine labor unions participated)	Discussion of various labor and retiree restructuring proposals
June 25	2	Fire Management and Fire Unit	Discussion of personnel cost restructuring proposals
	4	Stockton Police Officers Association (SPOA)	Discussion of personnel cost restructuring proposals

Case 12-32118 Doc 452 Page 12 of 27

Stockton AB506 Mediation
6/11/2012

Name	Organization
Dania Torres Wong Renee Sloan Holtzman Sahai	For City
Ann Goodrich RSHS	For City
Jon Holtzman RSHS (attorney)	City
Steven Felderstein	Retirees
Cynthia Healy	Retirees
Marc Levinson	Orrick for City

CONFIDENTIAL

CITY OF STOCKTON
April 30, 2012
AB 506 Meeting in Sacramento

	NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
1.	RALPH MABEY	Neutral Evaluator		
2.	Laurie Montes	City of Stockton		
3.	Marc Levinson	Orrick for City of Stockton		
4.	Kimberly Trammel	City of Stockton		
5.	VANESSA BURKE	CITY OF STOCKTON		
6.	David Mullican	City of Stockton		
7.	Andy Belknap	City of Stockton Management Partners		
8.	Bob Leland	City of Stockton Management Partners		

Case 12-32118 Doc 452 Page 14 of 27

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CITY OF STOCKTON
April 30, 2012
AB 506 Meeting in Sacramento

	NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
9.	John Luebberke	City of stockton		
10.	JIM WATSON	HJTA-MUD		
11.	Pat Samsell	Association of Retired Employees City of Stockton		
12.	DWANE MILNES	Assoc of Retired Employees of City of Stockton		
13.	John Jones	JONES CPA		
14.	JANE MACIAS	IAFF LOCAL 456		
15.	JOE SANTELLA	OPERATING ENGINEERS LOCAL UNION #3		
16.	Joe Rose	Stockton City Employees Assn; Operating Engineers Local 3		

Case 12-32118 Doc 452 Page 15 of 27

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CITY OF STOCKTON
April 30, 2012
AB 506 Meeting in Sacramento

NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
17. Debra Froshaug	Stockton City Employee's Assoc.		
18. Veronica Segura	Stockton City Employees' Association		
19. Alan C. Davis	Stockton POA		
20. Deborah Collins	Price T/S		
21. Kristina Burrows	Price Plaintiffs		
22. Bridget Sanders	Stockton POA		
23. David E. Mastagni	Stockton POA		
24. Isaac Stevens	Stockton POA		

Case 12-32118 Doc 452 Page 16 of 27

CONFIDENTIAL

CITY OF STOCKTON
April 30, 2012
AB 506 Meeting in Sacramento

NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
25. GREG BIDDLE	IAFF L-456		
26. BRYAN CARR	IAFF L-456		
27. Mark Renner	IAFF L-456 (legal counsel)		
28. Jim Barry	Dexia		
29. Bill Kanner	Mintz Levin Counsel to Wells Fargo as Indentre Trustee		
30. Jim Johnston	Dewey & LeBoeuf - counsel to Franklin		
31. Max Islinger	Miller Buckfire - FA to National		
32. STUART ERICKSON	MILLER BUCKFIRE FA to NPFG		

OHSUSA:750734960.1

CITY OF STOCKTON
April 30, 2012
AB 506 Meeting in Sacramento

	NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
33.	Kyle Herman	Miller Buckfire FA to NPFG		
34.	AUSTIN LOCKE	MILLER BUCKFIRE FA to NPFG		
35.	John Jordan	NPFG		
36.	Matt Cohn	NPFG		
37.	RODOLFO ESQUIVEL	ALVAREZ & MARSAL FA TO ASSURED G.		
38.	Bill Roberts	ALVAREZ & MARSAL FA To Assured G.		
39.	Nancy Zielke	Alvarez, Marsal FA to Assured G		
40.	Guy Neal	Sidley Austin LLP Assured		

Case 12-32118 Doc 452 Page 18 of 27

CONFIDENTIAL

CITY OF STOCKTON
April 30, 2012
AB 506 Meeting in Sacramento

NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
41. Eric Taylman	Sidley Austin LLP for Assured		
42. Stephanie Heffner	Price Plaintiffs		
43. Todd Williams	Price Tr.		
44. Rob McWhorter	CalPERS		
45.			
46.			
47.			
48.			

Case 12-32118 Doc 452 Page 19 of 27

CONFIDENTIAL

CITY OF STOCKTON
May 1, 2012
AB 506 Meeting in Sacramento

	NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
1.	RALPH MABEY	Neutral Evaluator		
2.	Wm V. Roberts.	Assured		
3.	Nancy Zielke	Alvarez & Marsal FA - Assured		
4.	Rodolfo Esquivel	ALVAREZ & MARSAL FA - ASSURED.		
5.	Deborah Collins	Price Pltfs		
6.	Kristina Burrows	Price Plaintiffs		
7.	Todd Williams	Price Plaintiffs		
8.	Stephanie Haffner	Price Plaintiffs		

Case 12-32118 Doc 452 Page 20 of 27

CITY OF STOCKTON
May 1, 2012
AB 506 Meeting in Sacramento

NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
9. Kyle Herman	Miller Buckfire NPFG		
10. Stuart Fritchman	Miller Buckfire NPFG		
11. Max Islinger	Miller Buckfire NPFG		
12. Austin Locke	Miller Buckfire NPFG		
13. Rob McWhorter	CalPERS		
14. Jim Barry	Dexia		
15. Patrick Farrell	ARECOS		
16. Dwane Milnes	ARECOS		

Case 12-32118 Doc 452 Page 21 of 27

CITY OF STOCKTON
May 1, 2012
AB 506 Meeting in Sacramento

	NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
17.	Bob Leland	Mgt Partners		
18.	Kimberly Trammel	City of Stockton		
19.	Andrew Belknap	Management partners		
20.	John Luebbers	City		
21.	DAVE MILLICAN	City of Stockton		
22.	VANESSA BURKE	COS		
23.	MIKE BRIDGES	MANAGEMENT PARTNERS		
24.	JOHN JOHNS	JOHNS CPA		

Case 12-32118 Doc 452 Page 22 of 27

CONFIDENTIAL

CITY OF STOCKTON
May 1, 2012
AB 506 Meeting in Sacramento

NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
25. Jane Macedo	IAFF 456		
26. Bryan Carr	IAFF 456		
27. Joe Santella	Operating Engineers Local Union #3		
28. Joe Rose	Stockton City Employees Assn; Operating Engineers Local 3		
29. Debra Fraskaug	Stockton City Employer's Assoc		
30. Veronica Segura	Stockton City Employees Assn.		
31. Bridget Sanders	Stockton POA		
32. David E. Mastagni	Stk POA		

Case 12-32118 Doc 452 Page 23 of 27

CONFIDENTIAL

CITY OF STOCKTON
May 1, 2012
AB 506 Meeting in Sacramento

	NAME	REPRESENTING	EMAIL ADDRESS	PHONE NUMBER
33.	ISAAC STEVENS	STOCKTON POLICE OFFICERS' ASSN.		
34.	Alan C. Davis	Stockton Police Officers' Assn.		
35.	John Knox	stockton - OHS		
36.	Marc Levinson	Orrick for City of Stockton		
37.				
38.				
39.				
40.				

Case 12-32118 Doc 452 Page 24 of 27

Exhibit C

Case 12-32118 Doc 452 Page 26 of 27

OUTCOME OF AB 506 MEDIATION SESSIONS

Participant	Outcome from Mediation (as of June 28, 2012 Petition Date)	Status as of July 20, 2012
Labor Groups		
Stockton City Employees Association (SCEA)	Many offers and counteroffers exchanged. Tentative agreement reached. Awaiting membership vote, to be followed by consideration by the City Council.	Tentative agreement ratified by union members on June 29. On the July 24 City Council agenda for final approval.
Operating Engineers Local Union 3 - Maintenance and Operations Employees	Many offers and counteroffers exchanged. Tentative agreement reached. Awaiting membership vote, to be followed by consideration by the City Council.	Tentative agreement ratified by members of the union on July 13. On the July 24 City Council agenda for final approval.
Operating Engineers Local Union 3 - Trades and Maintenance Employees	Many offers and counteroffers exchanged. Tentative agreement reached. Awaiting membership vote, to be followed by consideration by the City Council.	Tentative agreement ratified by members of the union on July 13. On the July 24 City Council agenda for final approval.
Operating Engineers Local Union 3 - Water Supervisor Employees	Many offers and counteroffers exchanged. Tentative agreement reached. Awaiting membership vote, to be followed by consideration by the City Council.	Tentative agreement ratified by members of the union on July 13. On the July 24 City Council agenda for final approval.
Stockton Police Management Association (SPMA)	Many offers and counteroffers exchanged. Tentative agreement reached. Awaiting membership vote, to be followed by consideration by the City Council.	Tentative agreement ratified by union members on July 11. On the July 24 City Council agenda for final approval.
Mid-Management/ Supervisory Level Unit (B&C)	Many offers and counteroffers exchanged. Tentative agreement reached. Awaiting membership vote, to be followed by consideration by the City Council.	Tentative agreement ratified by union members on July 2. On the July 24 City Council agenda for final approval.
Stockton Fire Management Unit	Many offers and counteroffers exchanged. No agreement reached.	No agreement.

Case 12-32118 Doc 452 Page 27 of 27

Participant	Outcome from Mediation (as of June 28, 2012 Petition Date)	Status as of July 20, 2012
International Association of Firefighters Local 456	Many offers and counteroffers exchanged. No agreement reached.	No agreement.
Stockton Police Officers Association (SPOA)	Many offers and counteroffers exchanged. No agreement reached.	No agreement.
Retired Employees		
Association of Retired Employees of the City of Stockton	ARECOS made two counteroffers, but no agreement reached.	No agreement.
Banking, Financial Institutions and Insurers (Debt)		
Assured Guaranty	No counteroffer and no agreement reached.	No agreement.
Franklin Advisers	Exchange of counteroffers, but no agreement reached.	No agreement.
National Public Finance Guarantee Corporation	No counteroffer and no agreement reached.	No agreement.
Wells Fargo Bank, National Association, as Indenture Trustee	No counteroffer and no agreement reached.	No agreement.
Others		
Howard Jarvis Taxpayers Association	No counteroffer and no agreement reached.	No agreement.
Price Case plaintiffs	Exchange of counteroffers, but no agreement reached.	No agreement.