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9 Attorneys for the Fire Victim Trustee

10
11 **UNITED STATES DISTRICT COURT FOR THE**
12 **NORTHERN DISTRICT OF CALIFORNIA**

13 **In re:**

14 **PG&E CORPORATION,**

15 -and-

16 **PACIFIC GAS AND ELECTRIC**
17 **COMPANY,**

18 **Debtors.**

Bankruptcy Case No. 3:19-bk-030088 DM

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF ERRATA REGARDING
ANNUAL REPORT OF FIRE VICTIM
TRUST AND CLAIMS REPORT OF FIRE
VICTIM TRUST PURSUANT TO FIRE
VICTIM TRUST AGREEMENT**

- 19
20
21 **Affects PG&E Corporation**
22 **Affects Pacific Gas and Electric**
Company
23 **Affects both Debtors**

24 **All papers shall be filed in the Lead Case,*
25 *No. 19-30088 (DM).*

1 PLEASE TAKE NOTICE that the Annual Report of the PG&E Fire Victim Trust filed on
2 April 29, 2021 [Docket No. 10601] contained an inadvertent mistake in Note 4, the correction of
3 which is shown in the redline attached hereto as Exhibit "1."

4 A true and correct copy of the corrected Annual Report is attached hereto as Exhibit "2."

5
6 DATED: June 4, 2021

BROWN RUDNICK LLP

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8 By: /s/ JOEL S. MILIBAND

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Counsel for Fire Victim Trustee

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EXHIBIT "1"

EXHIBIT "1"

PG&E Fire Victim Trust

Notes to the Special-Purpose Financial Statements

Proponents' Joint Chapter 11 Plan of Reorganization, filed June 19, 2020 (Plan) and additional cash contributions totaling \$1,811,166.

4. Investments

Investment securities consist of the following at December 31, 2020:

<i>Description</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. treasury bills	\$ 5,295,652,886	\$ 170,725	\$ -	\$ 5,295,823,611
PG&E Corporation common stock	4,314,077,007	1,638,608,125	-	5,952,685,132
	<u>\$ 9,609,729,893</u>	<u>\$ 1,638,778,850</u>	<u>\$ -</u>	<u>\$ 11,248,508,743</u>

Net appreciation in the fair value of investment securities of \$1,638,778,850 for the period from July 1, 2020 (inception) through December 31, 2020, consists of the net change in unrealized gains and net realized gains from investment sales.

Net unrealized gains

Net change in unrealized gains from investment market appreciation is comprised of the following investment securities for the period from July 1, 2020 (inception) through December 31, 2020:

U.S. treasury bills	\$ 170,725
PG&E Corporation common stock	1,638,608,125
	<u>\$ 1,638,778,850</u>

Net realized ~~losses~~gains

Net realized ~~losses~~gains from investment sales consist of the following for the period from July 1, 2020 (inception) through December 31, 2020:

U.S. treasury bills	\$ 120,042
Common stock	-
	<u>\$ 120,042</u>

5. Related Parties

Pursuant to Bankruptcy Court approved agreements, the Trustee performs his duties under the Trust Agreement, the CRP and the related documents. For the period from July 1, 2020 (inception) through December 31, 2020, the Trust incurred \$750,000 for services performed by the Trustee. As of December 31, 2020, the Trust had prepaid \$125,000 to the Trustee for services to be performed in January 2021.

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EXHIBIT "2"

EXHIBIT "2"



PG&E Fire Victim Trust

Audited Special-Purpose Financial
Statements with Supplementary Information
For the Period from July 1, 2020 (Inception)
through December 31, 2020

The report accompanying these financial statements was issued by
BDO USA, LLP, a Delaware limited liability partnership and the U.S. member
of BDO International Limited, a UK company limited by guarantee.



PG&E Fire Victim Trust

**Audited Special-Purpose Financial Statements
with Supplementary Information**
For the Period from July 1, 2020 (Inception) through December 31, 2020

PG&E Fire Victim Trust

Contents

Independent Auditor's Report	1-3
Special-Purpose Financial Statements	
Special-Purpose Statement of Assets, Liabilities and Net Claimants' Equity	4
Special-Purpose Statement of Changes in Net Claimants' Equity	5
Special-Purpose Statement of Cash Flows	6
Notes to the Special-Purpose Financial Statements	7-11
Supplementary Information	
Independent Auditor's Report on Supplementary Information	12
Supplementary Schedule of Operating Expenses	13



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Independent Auditor's Report

Trustee
PG&E Fire Victim Trust
San Francisco, California

Opinion

We have audited the accompanying special-purpose financial statements of the PG&E Fire Victim Trust (the Trust) (a statutory trust created under the laws of the State of Delaware), which comprise the special-purpose statement of assets, liabilities, and net claimants' equity as of December 31, 2020, and the related special-purpose statement of changes in net claimants' equity and the special-purpose statement of cash flows for the period from July 1, 2020 (inception) through December 31, 2020, and the related notes to the special-purpose financial statements.

In our opinion, the accompanying special-purpose financial statements present fairly, in all material respects, the net claimants' equity of the Trust as of December 31, 2020, and the results of its changes in net claimants' equity and its cash flows for the period from July 1, 2020 (inception) through December 31, 2020, in accordance with the basis of accounting described in Note 2 to the special-purpose financial statements.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Special-Purpose Financial Statements* section of our report. We are required to be independent of the Trust and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter - Basis of Accounting

We draw attention to Note 2 of the special-purpose financial statements which describes the basis of accounting. As described in Note 2, these special-purpose financial statements were prepared on a special-purpose basis of accounting which is the basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter. The special-purpose basis of accounting has been used in order to communicate the amount of net assets presently available to fund claims and Trust expenses.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



Responsibilities of Management for the Special-Purpose Financial Statements

Management is responsible for the preparation and fair presentation of the special-purpose financial statements in accordance with the basis of accounting as described in Note 2 to the special-purpose financial statements. Management is also responsible for the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of special-purpose financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the special-purpose financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern within one year after the date that the special-purpose financial statements are issued or available to be issued.

Auditor's Responsibilities for the Audit of the Special-Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the special-purpose financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the special-purpose financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the special-purpose financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the special-purpose financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the special-purpose financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



Other Matter - Restriction of Use

Our report is intended solely for the information and use of the Trust and is not intended to be and should not be used by anyone other than the specified party. This restriction is not intended to limit the distribution of this report, which may be filed with the United States Bankruptcy Court for the Northern District of California San Francisco Division as a matter of public record and posted on the Trust's public-facing website.

BDO USA, LLP

McLean, Virginia
April 29, 2021

Special-Purpose Financial Statements

PG&E Fire Victim Trust

Special-Purpose Statement of Assets, Liabilities and Net Claimants' Equity

December 31, 2020

Assets

Cash	\$	40,056,822
Investments		11,248,508,743
Interest receivable		15,860,979
Prepaid Expense		125,000

Total assets 11,304,551,544

Liabilities

Accounts payable and accrued expenses 6,672,902

Total liabilities 6,672,902

Net claimants' equity \$ 11,297,878,642

See accompanying notes to the special-purpose financial statements.

PG&E Fire Victim Trust

Special-Purpose Statement of Changes in Net Claimants' Equity

Period from July 1, 2020 (Inception) through December 31, 2020

Additions

Trust funding	\$ 9,701,352,988
Net appreciation in investment securities	1,638,898,850
Interest income, net	3,565,368

Total additions 11,343,817,206

Deductions

Approved claims	7,190,000
Operating expenses	38,748,564

Total deductions 45,938,564

Increase in net claimants' equity 11,297,878,642

Net claimants' equity at the beginning of the period -

Net claimants' equity at the end of the period \$ 11,297,878,642

See accompanying notes to the special-purpose financial statements.

PG&E Fire Victim Trust
Special-Purpose Statement of Cash Flows

Period from July 1, 2020 (Inception) through December 31, 2020

Cash flows from operating activities:

Increase in net claimants' equity	\$	11,297,878,642
Adjustments to reconcile the increase in net claimants' equity to net cash provided by operating activities:		
Net appreciation in fair market value of investment		
Securities		(1,638,898,850)
PG&E common stock contributed		(4,314,077,007)
Amortization of premiums on treasury bills, net		19,008,419
Changes in operating assets and liabilities:		
Interest receivable		(15,860,979)
Prepaid expenses		(125,000)
Accounts payable and accrued expenses		6,672,902
Net cash provided by operating activities		5,354,598,127
 Cash flows from investing activities:		
Purchases of treasury bills		(24,832,546,715)
Maturities of treasury bills		19,518,005,410
Net cash used for investing activities		(5,314,541,305)
Net increase in cash and cash equivalents		40,056,822
Cash and cash equivalents at the beginning of the period		-
Cash and cash equivalents at the end of the period		\$ 40,056,822

See accompanying notes to the special-purpose financial statements.

PG&E Fire Victim Trust

Notes to the Special-Purpose Financial Statements

1. Description of the Trust

The PG&E Fire Victim Trust (the Trust) was established on July 1, 2020, as a statutory trust created under the laws of the State of Delaware pursuant to an order of the U.S. Bankruptcy Court for the Northern District of California (Bankruptcy Court) pursuant to the Debtors and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization, filed June 19, 2020 (Plan). The Trust is governed by the provisions of the Trust Agreement dated as of July 1, 2020 (Trust Agreement), the Fire Victim Claims Resolution Procedures (CRP), and related Bankruptcy Court approved documents. The provisions of the Trust Agreement, the CRP, and the approved documents are enforceable by the Bankruptcy Court, and, after the close of the PG&E Corporation and Pacific Gas and Electric Company Chapter 11 case, by the U.S. District Court for the Northern District of California (District Court).

The purpose of the Trust is to administer, process, settle, resolve, liquidate and pay certain claims for persons that sustained damage in various ways as a result of the wildfires in the Butte Fire in 2015, the North Bay wildfires in 2017, and the Camp Fire in 2018, as set forth in the Trust Agreement and the CRP, and to preserve, hold and manage the Trust assets for use in paying such claims.

The Trust is administered by the Trustee, whose appointment was approved by the Bankruptcy Court. Justice John K. Trotter (Ret.) was appointed Trustee of the Trust by the Bankruptcy Court. Wilmington Trust, N.A. serves as Delaware Trustee to the Trust.

2. Summary of Significant Special-Purpose Accounting Policies

Basis of presentation

The Trust's special-purpose financial statements are prepared using special-purpose accounting methods adopted by the Trustee, which differs from accounting principles generally accepted in the United States of America (GAAP). The special-purpose accounting methods were adopted in order to communicate to the beneficiaries of the Trust the net claimants' equity available for the payment of claims and the operating expenses of the Trust. Since the accompanying special-purpose financial statements are not based upon GAAP, the accounting treatment by other parties for these same transactions may differ as to timing and amount. The special-purpose accounting methods include the following:

- Trust assets are generally recorded when they are received by the Trust and are available for the payment of claims and the operating expenses of the Trust. The trust has recorded a receivable for interest income earned but not received as of December 31, 2020.
- Certain assets of the Trust are restricted for the payment of certain claims and expenses related to such claims.
- Future fixed liabilities under contractual obligations and other agreements entered into by the Trust are recorded as deductions from net claimants' equity in the same period that such contractual obligations or agreements are signed. Under GAAP, liabilities and contractual obligations are recorded over the period that is benefited by the underlying contract or agreement.
- Under GAAP, a provision for income taxes is recorded based upon income reported for financial statement purposes, and federal income taxes currently payable and changes in

PG&E Fire Victim Trust

Notes to the Special-Purpose Financial Statements

deferred taxes due to differences between financial reporting and tax bases of assets and liabilities. Under GAAP, deferred taxes including measuring the benefit from the future use of net operating losses generated. The Trust records income tax expense (or benefit) associated with amounts payable (or receivable) under current federal income taxes, and does not record a provision for (or benefit from) deferred taxes. Accordingly, there is no provision for (or benefit from) deferred taxes.

- Under GAAP, for financial statement disclosure purposes all investments would be categorized based on the priority of inputs used to measure fair value. Under GAAP, inputs used in measuring fair value are categorized into three levels. Level 1 includes inputs that are based upon quoted prices for identical instruments traded in active markets. Level 2 includes inputs that are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar investments in markets that are not active, or models based on valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the investment. Level 3 includes inputs that are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques. The accompanying special-purpose financial statements do not categorize investments into these levels.
- The full amount of claims are expensed in the period in which the confirmed claims are paid. Under GAAP, a liability would be recorded for an estimate of the amount to be paid for claims that have been incurred but not yet reported, and for those claims that have been submitted but not yet approved for payment by the Trust.

Use of estimates

The preparation of special-purpose financial statements in conformity with the special-purpose accounting methods described above requires the Trust to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and the disclosures of contingent assets and liabilities at the date of the special-purpose financial statements, as well as the reported amounts of additions and deductions to the net claimants' equity during the reporting period. Actual results could differ from those estimates and such differences could have a material effect on the net assets available for the payment of claims.

Investments

Investment securities are stated at fair value. Fair value for investment securities are based on quoted market prices for identical or similar instruments traded in active markets as of the date of the special-purpose financial statements. The net appreciation or depreciation in fair value of investments in the accompanying special-purpose statement of changes in net claimants' equity consists of realized gains or losses on sales of investments and the changes in unrealized gains or losses on investments held. Investment income is recognized when earned. Interest income, net of investment expenses and amortization and accretion of treasury bills premiums or discounts, is included in interest income, net in the accompanying special-purpose statement of changes in net claimants' equity. Gains and losses on sales of investment securities are determined using the specific identification method.

PG&E Fire Victim Trust

Notes to the Special-Purpose Financial Statements

Accounts payable and accrued expenses

Accounts payable and accrued expenses consist of outstanding invoices and accruals associated with managing the Trust during the period from July 1, 2020 (inception) through December 31, 2020, that had not been paid as of December 31, 2020. There were no approved claims that had not been paid as of December 31, 2020.

Operating expenses

Operating expenses of the Trust are paid from the Trust's cash assets when invoices are received.

Income taxes

The Trust is classified as a Qualified Settlement Fund pursuant to the Internal Revenue Code and Regulations thereunder (the Code), subject to the terms of the Trust Agreement, which permit a grantor trust election; a grantor trust election has not yet been made. In general, a Qualified Settlement Fund is subject to federal income taxes based on modified gross income, as defined by the Code. For the period from July 1, 2020 through December 31, 2020, the Trust did not incur any federal income tax liability. During the period from July 1, 2020 through December 31, 2020 the Trust generated a net operating loss of approximately \$35,063,000. As disclosed in Note 2 to the special-purpose financial statements, the Trust does not record a provision for (or benefit from) deferred taxes. Accordingly, there is no provision for a deferred tax asset associated with net operating losses.

The Trust is subject to California State income taxes. For the period from July 1, 2020 through December 31, 2020, the Trust did not incur any California State income tax liability.

Risks and uncertainties

The Trust's assets that are exposed to credit risk consist primarily of cash and cash equivalents, investments in treasury bills and common stock. Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed federally insured limits. The Trust has never experienced any losses related to these balances. Amounts on deposit in excess of federally insured limits at December 31, 2020 approximate \$39.6 million.

The Trust invests in a professionally managed portfolio that contains treasury bills and common stock. Such investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's account balance and the amounts reported in the special-purpose statement of assets, liabilities and net claimants' equity available for the payment of claims.

3. Trust Funding

At inception, the Trust was funded by PG&E Corporation and Pacific Gas and Electric Company with \$9,692,731,235 consisting of \$5,385,464,815 of cash and PG&E Common Stock with a then current market value of \$4,307,266,420. During the period from July 1, 2020 (inception) through December 31, 2020, the Trust was funded by PG&E Corporation and Pacific Gas and Electric Company with additional stock contributions of \$6,810,576 pursuant to the terms of the Debtors and Shareholder

PG&E Fire Victim Trust

Notes to the Special-Purpose Financial Statements

Proponents' Joint Chapter 11 Plan of Reorganization, filed June 19, 2020 (Plan) and additional cash contributions totaling \$1,811,166.

4. Investments

Investment securities consist of the following at December 31, 2020:

<i>Description</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. treasury bills	\$ 5,295,652,886	\$ 170,725	\$ -	\$ 5,295,823,611
PG&E Corporation common stock	4,314,077,007	1,638,608,125	-	5,952,685,132
	<u>\$ 9,609,729,893</u>	<u>\$ 1,638,778,850</u>	<u>\$ -</u>	<u>\$ 11,248,508,743</u>

Net appreciation in the fair value of investment securities of \$1,638,778,850 for the period from July 1, 2020 (inception) through December 31, 2020, consists of the net change in unrealized gains and net realized gains from investment sales.

Net unrealized gains

Net change in unrealized gains from investment market appreciation is comprised of the following investment securities for the period from July 1, 2020 (inception) through December 31, 2020:

U.S. treasury bills	\$ 170,725
PG&E Corporation common stock	1,638,608,125
	<u>\$ 1,638,778,850</u>

Net realized gains

Net realized gains from investment sales consist of the following for the period from July 1, 2020 (inception) through December 31, 2020:

U.S. treasury bills	\$ 120,042
Common stock	-
	<u>\$ 120,042</u>

5. Related Parties

Pursuant to Bankruptcy Court approved agreements, the Trustee performs his duties under the Trust Agreement, the CRP and the related documents. For the period from July 1, 2020 (inception) through December 31, 2020, the Trust incurred \$750,000 for services performed by the Trustee. As of December 31, 2020, the Trust had prepaid \$125,000 to the Trustee for services to be performed in January 2021.

PG&E Fire Victim Trust

Notes to the Special-Purpose Financial Statements

6. Contingent Liabilities

The Trust Agreement subjects the Trust to certain indemnification obligations that may result in future claims against the Trust. The probability of such claims cannot be reasonably determined. Accordingly, no associated liability has been recorded in the accompanying special-purpose financial statements. Such claims, if any, are not expected to be material. The Trust has obtained liability insurance with respect to its obligations to indemnify the Trustee, the Claims Administrator, the members of the Trust Oversight Committee, and certain service providers to the Trust.

7. Trust Liability Insurance

The Trust purchased liability insurance requiring premiums of \$6,181,128 in 2020 for the policy term through July 2023. The Trust's special-purpose accounting policy is to expense in the current period any amounts that will not be available to pay future claims or operating expenses of the Trust. Accordingly, insurance premiums paid were recorded as reductions in net claimants' equity during the period from July 1, 2020 (inception) through December 31, 2020.

8. COVID-19

On January 30, 2020, the World Health Organization (WHO) announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (the COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally.

The COVID-19 pandemic has adversely affected global economic activity and greatly contributed to significant volatility in financial markets through the date of issuance of these special-purpose financial statements. The Trustee, Trust advisors, and management of the Trust are actively monitoring the impact of this global situation on the Trust's financial condition and operations. Given the daily evolution of the COVID-19 pandemic and the global responses to curb its spread, the Trust is not able to estimate the long-term effects of the COVID-19 pandemic on its financial condition and operations, if any.

9. Subsequent Events

The Trust has evaluated its December 31, 2020 special-purpose financial statements for subsequent events through April 29, 2021, the date the special-purpose financial statements were available to be issued. The Trust is not aware of any subsequent events which would require recognition or disclosure in the special-purpose financial statements.

Supplementary Information



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Independent Auditor's Report on Supplementary Information

Trustee
PG&E Fire Victim Trust
San Francisco, California

Our audit of the special-purpose financial statements included in the preceding section of this report was conducted for the purpose of forming an opinion on those special-purpose statements as a whole. The supplementary information presented in the following section of this report is presented for purposes of additional analysis and is not a required part of those special-purpose financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the special-purpose financial statements. The information has been subjected to the auditing procedures applied in the audit of the special-purpose financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the special-purpose financial statements or to the special-purpose financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the special-purpose financial statements as a whole.

BDO USA, LLP

April 29, 2021

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PG&E Fire Victim Trust

Supplementary Schedule of Operating Expenses

Period from July 1, 2020 (Inception) through December 31, 2020

Claims processor fees and expenses	\$	16,341,491
Insurance, data, and other expenses		6,854,101
Legal fees and expenses		6,212,469
Claims administration fees and expenses		5,289,991
Financial professional fees and expenses		2,996,806
Trustee fees and expenses		750,000
Consultant fees and expenses		303,706

Total operating expenses **\$ 38,748,564**

See independent auditor's report on supplementary information.