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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re:

THE ROMAN CATHOLIC BISHOP OF OAKLAND, a California corporation sole,

Debtor.

Case No. 23-40523 WJL

Chapter 11

DECLARATION OF MICHAEL A. KAPLAN, ESQ., IN SUPPORT OF OPPOSITION TO DEBTOR'S SECOND MOTION IN LIMINE TO EXCLUDE ARGUMENT AND EVIDENCE THAT A VOTE AGAINST THE DEBTOR PLAN REPRESENTS INFORMED CONSENT THAT DISMISSAL IS IN THE BEST INTEREST OF CREDITORS

Pursuant to 28 U.S.C. § 1746, I, **Michael A. Kaplan, Esq.**, of full age, on his oath, certifies, declares, and says:

1. I am a partner at the law firm of Lowenstein Sandler LLP, and counsel in the above-captioned Chapter 11 Case to the Official Committee of Unsecured Creditors.

2. I submit this certification in support of the opposition to the *Debtor's Second Motion in Limine to Exclude Argument and Evidence That a Vote Against the Debtor Plan Represents Informed Consent That Dismissal is in the Best Interest of Creditors* [Dkt. No. 3071].

3. Annexed hereto as **Exhibit 1** is a true and correct copy of excerpts of the May 21, 2026 Transcript of Proceedings in connection with the Joint Letter from the Debtor and Committee Regarding Discovery Disputes.

4. Annexed hereto as **Exhibit 2** is a true and correct copy of excerpts of the April 30, 2026 Transcript of the Deposition of Matthew Babcock.

5. Annexed hereto as **Exhibit 3** is a true and correct copy of excerpts of the June 3, 2026 Transcript of the Deposition of Matthew Babcock.

I certify and declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information and belief, and I understand that I am subject to punishment if any of the foregoing statements made by me are willfully false.

Dated: June 9, 2026

LOWENSTEIN SANDLER LLP

/s/ Michael A. Kaplan
Michael A. Kaplan, Esq.

Exhibit 1

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

-oOo-

In Re:) Case No. 23-40523
) Chapter 11
THE ROMAN CATHOLIC BISHOP OF OAKLAND) Oakland, California
) Thursday, May 21, 2026
Debtor.) 9:30 AM

_____

JOINT LETTER FROM THE DEBTOR AND THE COMMITTEE REGARDING DISCOVERY DISPUTES.

TRANSCRIPT OF PROCEEDINGS
BEFORE THE HONORABLE WILLIAM J. LAFFERTY
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES (All present by video or telephone):

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back?

MR. GOROFF: Sure. Of course.

THE COURT: Without getting into exactly what we talked about a year ago, I guess my question would be If the contested matter here is should we confirm the debtor's plan or not, the committee has written a solicitation letter that says, in its simplest terms, two things. One, no, you shouldn't vote for this because we think that it's deficient in all these ways, and we are concerned -- and by the way, you guys both eloquently argue your position.

So I'm not saying who's right or wrong here, but the committee is concerned about the conduct of the case, a proposition with which I know you would not agree, but we think the case has not proceeded as it should. We've been asking for certain things from the debtor. We're not getting anywhere between that and some other fairly topical determinations. We think the better course here would be dismissal. They haven't filed that motion yet, for what it's worth. And when they do, maybe the world look a bit different.

And I'm not trying to be cynical here, but the debtor was willing to forego solicitation and assume that the vote would be negative, as it was the last time we went through this exercise. This plan's undoubtedly greatly improved. It is still not something the committee wants to recommend be accepted. And all the committee has done so far has said that

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decision with respect to its recommendations. Would that be a fair question?

MR. KAPLAN: The only exception I take with Your Honor is, is we haven't produced Mr. Babcock in his individual capacity. We've only given him as the designee, and so he is only testifying on the committee. But if I could draw -- maybe I could put a slight distinction and see if Your Honor agrees with it.

THE COURT: What I'm suggesting is, gee, what did you hear at those meetings, I think that's off limits. Okay. I don't think we go there. But are you aware that there was a meeting? Yes. Are you aware that the committee made a decision? Yes. I mean --

MR. KAPLAN: Yeah. If --

THE COURT: -- those two are okay. When you get beyond that, one, it's how is it not going to be privileged. And two, I don't think we get into the internal workings of the committee here any more than we did a year ago. That's my immediate instinct. So if you have anything to offer from beyond that, you tell me.

MR. KAPLAN: I can assure you that he can answer those questions, if those are what Your Honor would like him to answer.

THE COURT: I think that, beyond that, we're getting into something that, in my view, is not yet ripe, if ever.

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And we can explore it in a minute if you want.

When we start filing plans and cutting off dissent and finding the classes of accepted, even though an awful lot of people in the class don't like the idea very much. And we change people's rights all over the place. And we deny them their day in court and going to a jury. We do all that through 1129 and its related sections, which require us to jump through a whole bunch of hoops, act in good faith, be fair and equitable, and all that. That's the plan.

The decision that the committee is advocating here, that we're suggesting or urging that the better outcome here is you go back to state court, where you were before this all began. That is not subject to the same level of inquiry, certainly not now, as the question of whether we're going to confirm a plan because that's just a decision by the people who are most affected in this case. And I'm not going to be -- I'm going to be very -- I don't want to be in a bankruptcy anymore. This is not the realm for me. It's not working out. I will take my chances on something else. That's a decision that they're entitled to make. And when they put forward a motion, I think it's a whole different question how we get into that decision and what's behind it.

But I think in terms of talking to Babcock, what you can get is what's the factual support for the decision. I think up to a point you can get to what's the legal support.

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Not how did you arrive at the decision, but what is -- if you can summarize the legal position why they're advocating that and not go behind that because I think you're going to get into privilege immediately there, that, I think, is relevant. And the question, was there a meeting? Yes. Was there a vote? Yes. That is relevant.

Beyond that, I just think we're -- it's a little apples and oranges to me. It's not just that there's a contested matter on for confirmation that's our focus. That's true. It's also true that the decision to say, we're going to take our chances somewhere else. We're going to dismiss the -- we're going to urge dismissal of this case doesn't carry with it the same institutional protections that confirmation of a plan does because confirmation of a plan is going to affect everybody here.

So in my mind, that's a distinction that I think is important for this purpose, which is why I'm inclined to say that I think that you can have some inquiry of Babcock along the lines I said. What is the factual support for this position? What is the legal support for this position, as in, what is the concluded legal answer as opposed to how did you get there? And then I think it's fair to ask was this done by a committee meeting? Yes. Was there a vote? Yes.

At that point, I think that's about as far as I think we can go on this.

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reasonable world.

And that's built into -- that's not written down in any place in the Bankruptcy Code, but it's absolutely built into it. And is that creditor going to say, well, if we don't confirm this plan, I want to dismiss the case? Probably not. So there's a level of rationality about which Mr. Goroff is exactly right.

But I think, without changing the rules, there's nothing wrong with acknowledging that in these situations, these are not commercial creditors. These are individuals who suffered something horrific. They had every hope and expectation of someday going before a jury. Bankruptcy is largely going to eliminate that. And their choice necessarily is, at some point, do I want to participate in this process or not.

And if the answer is I don't, and they can make a motion to dismiss the case and convince me that's the better outcome for creditors, they can do that. And that process and that inquiry simply is not subject to the same kind of offer -- several stages of good faith and best interests of creditors analysis that a plan conformation is it's just a different kind of decision, and it's one that, whether we acknowledge it formally in the Code or not -- we don't. Is one, when I look at the -- when I look at these questions, I recognize these people are not commercial creditors. They're looking at the

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world differently. Their choice is different.

And for all those reasons, I just don't think that we have to, certainly not now, get into anything more granular and invasive about how that decision was made. If a motion to dismiss is brought, we will hear it. If there is a basis to say it wasn't brought in good faith, I will hear it. If there's something skullduggerous going on, I will hear about that. That's all fair.

But it seems to me, on the one hand, it's a bit premature. And secondly, it's sort of just not relevant to the question that we have to decide, which is, is this plan -- is this plan confirmable. Is it meeting -- does it meet the best interests of creditors test. Is it fair and equitable. All those things.

So I'm prepared to allow Mr. Babcock to testify along the lines that I've suggested. And not getting into anything below the general level of was there a vote? Yes. Was this presented to the committee? Yes. I think that's it. I think getting into anything beyond that is not going to serve any purpose here, and it's going to get us down a slippery slope I do not want to tread.

So for Mr. Babcock, that's the resolution. I assume you all heard me.

I think this rationale is going to be quite relevant to the question of individual witnesses as well. So unless

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somebody has a different idea, I think I'm prepared to say I don't see the utility in having those individual witnesses as representatives of the committee, certainly, testify. I mean, for the same reasons I'm limiting Babcock, I would limit the individuals.

So Mr. Goroff, if you have something else to say about that, feel free.

MR. GOROFF: No. I hear you, Your Honor. I'm assuming, then, we won't see those individuals as rebuttal witnesses, then, or they just simply would not be at the hearing, right?

THE COURT: Well, all right. Looks like their counsel are nodding.

MR. KAPLAN: I'm stating it for the record, Your Honor. We will not produce any witness that we have not subjected to discovery.

THE COURT: Fine. Okay. Thank you very much.

Does that conclude today?

MR. GOROFF: It would on my end, Your Honor. Thank you very much.

THE COURT: All right. Well, let me ask you this. The committee also filed, and I think it was under seal because of some information contained therein, requests for me to compel the debtor further to respond to discovery. Is that a live issue?

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MR. KAPLAN: Yes, Your Honor. There is a meet-and-confer in twelve minutes on it, Your Honor.

THE COURT: Okay.

MR. KAPLAN: It might be live. It might not be live.

THE COURT: All right. So I should not take an early lunch; is that fair?

MR. KAPLAN: Oh, no. No, Your Honor, you should definitely take an early lunch. I have extreme confidence that we are going to be able to resolve it.

THE COURT: All right. Thank you.

MR. KAPLAN: We extended the deadline to respond.

THE COURT: Okay. All right. Thank you.

MR. KAPLAN: (Indiscernible) yeah.

THE COURT: Yeah. All right. Well, and let me say in closing, I know I probably sound like a broken record, but I mean it. I have enormous respect for Mr. Goroff's position. I understand the frustration here in terms of, well, how can this possibly be a better outcome. In the real world, are 375 people going to get trials tomorrow? No. Are they all going to be equally benefited by dismissal? No. I get that.

But at some point, even if it is irrational, it's for the irrational actors to make that decision. And if we get beyond irrationality to something that's more applicable to the Bankruptcy Code, I will of course hear all the parties and hear your very good arguments. Okay.

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Exhibit 2

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In Re: Case No. 23-40523 WJL
THE ROMAN CATHOLIC BISHOP OF OAKLAND, a California corporation sole, Chapter 11
Debtor.
----------/

DEPOSITION OF
MATTHEW BABCOCK, CPA, CFF, CFE, CIRA
THURSDAY, APRIL 30, 2026
9:05 a.m. PDT

Stenographically reported by:
LORRIE L. MARCHANT, RMR, CRR, CCRR, CRC
California CSR No. 10523
Washington CSR No. 3318
Oregon CSR No. 19-0458
Texas CSR No. 11318

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In Re: Case No. 23-40523
THE ROMAN CATHOLIC BISHOP OF OAKLAND, a California corporation sole, Chapter 11
Debtor.
----------/

BE IT REMEMBERED that on Thursday, April 30, 2026, commencing at the hour of 9:05 a.m. PDT, thereof, at the offices of Foley & Lardner, LLP, One Market Street, 55 Spear Street Tower, Suite 1900, San Francisco, California 94105, before me, LORRIE L. MARCHANT, CSR, RMR, CRR, CCRR, CRC, a Certified Stenographic Shorthand Reporter for the State of California, personally appeared

MATTHEW BABCOCK,

called as a witness by the Committee in the Oakland Diocese herein, who, being by me first duly sworn/affirmed, was thereupon examined and testified as hereinafter set forth.

---oOo---

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Also present:
Unidentified telephonic participants

---oOo---

A. Correct.
Q. So you -- so their attorneys?
A. Yes.
Q. So you're basing your knowledge on what the attorneys filed in public; correct?
MS. GRAY: Objection to form.
THE WITNESS: I'm basing my knowledge on documents that were filed on behalf of the committee after the committee met, deliberated, discussed, made decisions, voted, and through those documents documented their actions.
BY MR. GOROFF:
Q. Is any of -- well, I'll ask you in a minute to identify what these various filings and documents are. But did any of them have a declaration from any of the committee members on them -- attached to them?
A. The documents I reviewed?
Q. Correct.
A. Not that I recall.
Q. You spoke of votes.
How do you know the committee voted?
A. The process I understand is the committee will meet with its advisers and professionals. They'll discuss and deliberate. They will then

reach decisions and, as part of a committee, vote. And the action decided upon is then documented in the filings by committee counsel.
Q. Is it documented in any kind of, like, written sheet that shows votes?
MS. GRAY: Objection to form.
THE WITNESS: I'm unaware of that.
BY MR. GOROFF:
Q. Are there ballots?
A. I'm unaware.
Q. Did you ever see who voted which way on anything?
MS. GRAY: Objection.
THE WITNESS: No.
BY MR. GOROFF:
Q. When you say you understand that the, you know, members of the committee talked to the advisers and professionals, how do you understand that? Who told you that?
A. My understanding is from the normal process in bankruptcy cases, committees will meet. I've been attending certain meetings on other cases. I can see that happen. But the general process is for committee members to be able to meet with advisers and professionals.

Q. You're one of the professionals in this bankruptcy; correct?
A. Yes.
Q. How many times have you met with the committee?
A. Sitting here now, I couldn't tell you.
Q. Did you meet with the committee at any time between April 17 and now?
A. I don't recall meeting with the committee during that time period.
Q. So from the time we directed our questions and you were designated as a spokesperson, 30(b)(6) witness, on the answers, you didn't even meet with the committee; correct?
A. Not to my recollection.
Q. Okay. Did the committee meet?
A. I don't know.
Q. Do you know if any of these topics were shown to the committee?
MS. GRAY: Objection to form.
I'm going to instruct the witness not to answer.
MR. GOROFF: As to what the committee saw? What's your grounds for objecting?
MS. GRAY: All of the committee's

deliberations and the internal workings of committee meetings are privileged and are not subject to disclosure. We've given -- I've given you some leeway here to ask these questions, but I'm going to instruct the witness not to answer.
MR. GOROFF: When you say they're privileged, why are they privileged?
MS. GRAY: Because the committee's deliberations are subject -- are not subject to disclosure.
What the committee deliberates on is information that they have received from counsel. What the -- what the committee discusses is information that it has received from counsel.
MR. GOROFF: So you're making a representation that nothing discussed by the committee, nothing voted on by the committee is public record?
MS. GRAY: Not nothing voted on by the committee, but the internal workings of committee meetings. And I've given leeway for you to ask the questions about that. But at this stage, I'm going to instruct the witness not to answer.
MR. GOROFF: And in your mind this includes how the -- whether the committee voted and how the

MR. GOROFF: Okay.
THE WITNESS: Topics related to the ability of the bishop and other entities to fund a settlement related to options that the bishop has to fund the settlement.
BY MR. GOROFF:
Q. When you say "settlement," what do you mean?
A. The proposed settlement or contribution as part of the plan process.
Q. So are you -- are you saying you reviewed all these materials related to MAP to make an assessment with regard to the debtor's ability to meet what it proposes in its plan?
A. Not to meet.
Q. To what then?
A. To understand and to analyze the consideration being offered to the committee.
Q. What do you understand the MAP process to be about?
A. It was a review of parishes.
Q. What is a parish?
A. A parish is a nonincorporated entity within the diocese.
Q. And you understand there's a difference

between a parish and a church?
A. I understand the debtor has identified a semantic difference.
Q. Well, I'm asking, do you understand there to be a difference?
You called it a "semantic difference."
A. I have seen the diocese refer to parishes enumerable times. And during bankruptcy they've referred to parishes as churches and then also as schools.
Q. You understand that a parish may have a single church; right?
That's possible; right?
A. Correct.
Q. And parishes may also have multiple churches.
You understand that?
A. Multiple locations.
Q. Multiple locations.
But within the Roman Catholic church?
A. I don't understand the question.
Q. Well, when you say -- in other words, it's your understanding that they're the same church in three different locations.
Is that how you view a parish, if it has

three buildings that are churches?
A. A parish may have one location or may have multiple locations.
Q. What do you understand to be located at those locations?
A. Depends on that particular parish.
Q. Okay. What are the things you understand to be at the various locations of the various parishes you reviewed?
A. There can be a church. There can be a school. There can be a rectory. And there can be other activities or structures.
Q. And are there ever parishes that have more than one church; to your knowledge?
A. When you say "church" --
Q. I mean like a building.
A. At one -- again, I don't understand.
Q. In a particular parish, I'm just asking for your understanding.
I mean, the facts will be the facts. I'm just asking how you understand the parish to work.
A. I understand that a parish can have more than one location.
Q. Right.
But how -- is there a way you would

describe a church building, in other words, that has an altar and the various attributes of a church building? Is there a way you would describe that, other than as the word "church"?
A. As a building.
Q. Okay. Well -- but a rectory is different than a church; you would agree?
A. Yes.
Q. All right. And a school is different than a church; you would agree with that?
A. In operation, yes.
Q. So you would -- are there ever parishes that have more than one church building, just to your knowledge?
A. I'm aware of parishes that have more than one location.
Q. One -- more than one church building location?
A. I'm aware of parishes that have two locations, a church at each location, a church building at each location.
Q. Okay. That's what I've been asking you.
And from the MAP process, what conclusions did you draw?
A. I didn't draw any conclusions.

A. So not in this particular case, just in general?

Q. Well, actually, no. I don't want -- I don't want Shontae to object.

So in this particular case, how does voting work?

MS. GRAY: David ...

THE WITNESS: I don't know.

BY MR. GOROFF:

Q. Okay. How many votes have there been in -- of this committee?

A. I don't know.

Q. Have they voted on the debtor plan in some way?

A. The documents filed with the Court show the result of action taken by the committee deliberations and objections by the committee. And there is an objection that has been filed. They'll show the actions and determination taken by the committee.

Q. Do you have personal knowledge of whether the committee was shown a copy of the notice of withdrawal that was filed on April 24th?

A. No.

Q. You have no personal knowledge?

A. No.

Q. Okay. So you can't say it was shown?

A. I can't say it was or was not shown.

Q. Right.

And you, I think, have already answered. You don't know of any discuss -- whether any discussions were held with the committee about the subject of that document; right?

A. Not that I know of. I don't know.

Q. Yeah.

As we sit here today, you don't know of any conversations or communications; right?

A. I don't know that there were or there were not.

Q. And you understand that that filing speaks of a desire to dismiss the bankruptcy at some point?

A. That filing?

Q. The April 24th notice of withdrawal.

A. Would you repeat the question?

Q. Sure.

MR. GOROFF: If you'll repeat the question, Lorrie.

(Record read as follows: "Question: And you understand that that filing speaks of a desire to dismiss the bankruptcy at some point?")

THE WITNESS: Yes.

BY MR. GOROFF:

Q. Okay. When did the committee vote on that?

A. I don't know.

Q. Did they vote on that?

A. My understanding is the committee meets with its professionals and advisers. It deliberates and then votes. And that action is seen in the documentation that's filed.

And so the withdrawal was filed by the committee.

Q. You are making an inference of something you have no personal knowledge of; is that fair?

A. It's my understanding of the process.

Q. But you have no personal knowledge as to whether that subject was ever talked about with the committee members themselves?

A. I believe it was, but I wasn't at that meeting.

Q. And since that's a relevant subject for today's 30(b)(6) deposition, don't you think you should have been -- if there was such a meeting, don't you think you should have been there?

MS. GRAY: Objection to form.

THE WITNESS: No.

BY MR. GOROFF:

Q. Why not?

A. Because the committee meets with its professionals, deliberates, votes. And the action decided upon by the committee is then seen in that documentation. The withdrawal was filed, and that's the voice of the committee.

Q. And you are one of the professionals?

A. Yes.

Q. That decision will have financial implications, won't it?

A. What decision?

Q. To dismiss the bankruptcy if that happens.

A. When you say "financial implications," what do you mean?

Q. Well, let me just ask you. If there is a dismissal of this bankruptcy, do you think that will have any impact on the claimants in this bankruptcy?

A. If there's a dismissal, yes, there would be an impact on the claimants.

Q. What would that be?

A. The bankruptcy would be no longer in place, and the individual claimants would be able to pursue their cases in state court.

Q. And how would that work?
How would that work?
A. I --
MS. GRAY: Objection to form.
THE WITNESS: How would what work?
BY MR. GOROFF:
Q. How would it work that they would pursue their cases in state court?
A. It would proceed along the same path as prior to bankruptcy.
Q. Okay. And what does that mean?
A. That the individual creditors would be able to pursue their claims against RCBO or other entities.
Q. Let's focus on RCBO.
How would their -- how would they be able to pursue their claims against RCBO?
Where would these take place?
A. My understanding is state court.
Q. Of which state?
A. State of California.
Q. Where in California?
A. I don't know.
Q. Would it be in the county that oversees Oakland?

MS. GRAY: Objection to form.
THE WITNESS: I don't know.
BY MR. GOROFF:
Q. Do you think it would be anywhere else?
A. I don't know where it would be.
Q. How many judges serve Oakland in the state court, civil division?
A. I'm unaware.
Q. Approximately.
A. I don't know.
Q. Are you familiar that there was a stay that was lifted in this bankruptcy so that a certain number of cases could be tried?
A. Yes.
Q. How many cases were -- had their stay lifted?
A. My understanding is six.
Q. And when was that?
A. I don't recall the exact date sitting here.
Q. Approximately.
A. I believe it occurred last year.
Q. And how many have been tried?
A. My understanding is one.
Q. Okay. And how many are supposed to be tried in 2026?

A. I don't know.
Q. Do you know of any others?
A. I'm not aware.
Q. You don't know of one?
A. I don't know.
Q. At all?
A. I don't know.
Q. And how many are supposed to be tried in 2027?
A. I don't know.
Q. And how many are supposed to be tried in 2028?
A. I don't know.
Q. And if there are 375 and we do one a year, how many years would it take to try all of them?
A. Under the hypothetical, one a year, it would be the number of claims that exist.
Q. So 375 years?
A. If it's one a year.
Q. Well, in 2026 it's going to be one; right?
A. That's --
MS. GRAY: I'm going to object to form.
What topic is this related to, David?
MR. GOROFF: It goes to the consequences of dismissal. And he already said that this document

is relevant.
MS. GRAY: Who already said this document was relevant?
MR. GOROFF: Mr. Babcock said this document is relevant.
MS. GRAY: David --
MR. GOROFF: He said it was relevant to his opinions today.
MS. GRAY: Well, we're going to set aside whether he determines what's relevant. But if it -- if you're saying it's related to dismissal, then we'll allow it.
MR. GOROFF: Okay. Thank you.
Because that one I will call Judge Lafferty on, so ...
THE WITNESS: What's the question?
MR. GOROFF: Can you repeat the question, please?
THE STENOGRAPHER: One moment.
(Record read as follows: "Question: Well, in 2026 it's going to be one; right?")
THE WITNESS: I don't know.
BY MR. GOROFF:
Q. All right. As we sit here today, you can't think of any other suit that you know to be queued

up to be tried in 2026 by the state court?
A. I don't know of any.
Q. Let's say it was ten a year. How many years would that take?
A. Assuming how many?
Q. Let's say 375. Let's go with the number you said the committee thinks it is.
A. If the assumption in the hypothetical is 37 -- or 375, it would be 37 years.
Q. And you understand that in assessing the value of -- or strike that.
You understand that in assessing the benefit of the ability to bring suit, you look at how long it may take to pursue that suit; right?
MS. GRAY: Object. Calls for legal opinion.
THE WITNESS: That may be one criteria.
BY MR. GOROFF:
Q. Yeah.
And then any result of a suit could be appealed.
Do you understand that to be true?
MS. GRAY: Same objection.
BY MR. GOROFF:
Q. Let's say you get a judgment in state

court. And the trial at superior court level, that can be appealed to the court of appeal; yes?
A. I understand appeal is an option.
Q. It's a right, isn't it?
MS. GRAY: Objection. Calls for a legal opinion.
THE WITNESS: I understand it's an option.
BY MR. GOROFF:
Q. Okay. Let's say a defendant takes that option. How long does an appeal take to -- on average in the court of appeal for the Sixth District to go from start to finish?
MS. GRAY: Same objection.
THE WITNESS: I don't know.
BY MR. GOROFF:
Q. It's more than a year, isn't it?
A. I don't know.
Q. Okay. You have no knowledge of that whatsoever?
A. I don't know.
Q. But whether a judgment is appealed would affect how -- whether or not and how quickly a decision -- I mean, a payment is made on what happens in a trial; right?
A. It may.

Q. And it's not your view that there is any way for all 375 trials to proceed at once; right?
A. I don't have a view.
Q. All right. And some of them would need discovery developed, wouldn't they --
MS. GRAY: Objection. Form.
BY MR. GOROFF:
Q. -- like we're doing today?
MR. GOROFF: Sorry.
MS. GRAY: Sorry. No, I think I overstepped you.
MR. GOROFF: That's all right.
MS. GRAY: Objection. Calls for a legal opinion.
MR. GOROFF: We'll do that probably. That's no problem. Thank you. Seriously.
THE WITNESS: I don't know.
BY MR. GOROFF:
Q. Well, they're not all ready for trial just yet, are they?
A. I don't know.
Q. You can't tell me of any one that's ready for trial as we sit here today of the 374 or through -- you know, that -- that still remain?
A. Can't tell you ones that are or aren't.

Q. Okay. But you know that cases often go through a period of discovery before they are tried; right?
A. That's my understanding.
Q. And that would include document exchange?
A. It can.
Q. And it would include other written discovery, such as requests to admit interrogatories?
A. It can.
Q. And it would include depositions?
A. It can.
Q. And it can include expert witnesses; right?
A. It can.
Q. And that all takes time too; right?
A. Yes.
Q. And do you have a rough understanding of how long the average civil case takes to go from filing to trial in the Superior Court governing Oakland?
MS. GRAY: Objection to form.
THE WITNESS: No.
BY MR. GOROFF:
Q. All right. Even approximately?
A. No.

16 million in the trial, how much would that be?
A. If every claimant was awarded 16 million and had the same insurance coverage that Mr. Woodall --
Q. I'm not -- we're not talking about Mr. --
A. Well, it's an asset.
Q. No.
I'm just asking, what would be the -- what would be the amount awarded? I guess that -- I -- perhaps it was an error in my question.
MS. GRAY: Please let the witness finish answering the question.
BY MR. GOROFF:
Q. Go ahead and answer.
MR. GOROFF: But I -- if that was -- he's not answering my question, I'll just ask the question again.
THE WITNESS: And what is the question?
BY MR. GOROFF:
Q. The question is, if -- if we assume that every witness -- I'm sorry. If we assume that every abuse claimant pursues a trial and also recovers 16 million, how many dollars are we talking about?
A. It would be in excess of 5 billion.
Q. Right.

And you agree RCBO does not have $5 billion?
MS. GRAY: Objection to form.
THE WITNESS: No.
BY MR. GOROFF:
Q. You don't agree?
A. No.
Q. Why is that?
A. RCBO has insurance coverage.
Q. And you believe RCBO can compel the insurers to share 4 billion more dollars?
A. I understand RCBO has insurance coverage.
Q. That's not my question.
You believe RCBO can compel the insurers to share or to contribute 4 billion more dollars?
A. I don't have a belief one way or the other.
Q. Have the insurers come to the plate for Mr. Woodall and said they're going to pay his 16 bill- -- million rather?
A. I understand that there's insurance coverage on Mr. Woodall's claim, and that Mr. Bardos testified that of the 16 million, 15.75 would be covered by insurance and 250,000 would be the amount that the diocese would have to pay.
Q. Right.

And have the insurers said, "We understand. It's our obligation. Here's $15.75 million"?
A. Not that I'm aware of.
Q. All right. They're resisting paying; correct?
A. I'm aware that the insurers are reluctant based on their offers that have been made.
Q. And insurers are represented by able counsel; right?
MS. GRAY: Objection. Form.
BY MR. GOROFF:
Q. The committee knows that; right?
A. Yes.
Q. And they have a lot of litigation they can pursue before it's clear whether and if they'll pay anything to Mr. Woodall; right?
MS. GRAY: Objection to form.
THE WITNESS: Yes.
BY MR. GOROFF:
Q. And it's possible the insurers will win?
A. It's a possibility.
Q. Did you happen to listen to yesterday's hearing?
A. Yes.
Q. Did you hear Mr. Schiavoni speak?

A. Yes.
Q. And he talked about test cases.
Did you hear that?
A. Yes.
Q. And he talked about a Fourth Circuit decision.
Did you hear that?
A. I don't recall.
Q. Okay. Do you know what the Fourth Circuit is?
A. No.
Q. It's the United States Court of Appeals.
And he referenced a decision of the United States Court of Appeals.
Did you hear that discussion?
A. No.
Q. Okay. And I'll summarize. You're welcome to look at the transcript or whatever might be available. He said that there had been a decision that to -- that I've not -- I'll represent I have not read this -- that to have test cases was discriminatory and perhaps not lawful; right?
That -- you don't know -- you don't know one way or the other, but accept my premise that he may have said that; right?

MS. GRAY: I'm going to object to form.
THE WITNESS: Yeah. I don't know what he said.
BY MR. GOROFF:
Q. But let's say the Fourth Circuit did find that. Let's say there was a -- there's a risk that the courts -- federal courts in -- or state courts in California may conclude similarly; right?
MS. GRAY: Objection to form.
THE WITNESS: That's a possibility.
BY MR. GOROFF:
Q. So it's possible even Mr. Woodall, his -- his 16 million has not been monetized yet; right?
A. There's a jury verdict, is my understanding, in the amount of 16 million.
Q. Right.
There's a -- but a jury verdict in the amount of 16 million is not the same as having 16 million in your pocket; right?
A. Yes.
Q. All right. So it's possible because Mr. Woodall was a lift stay claim, we'll call it, that that may -- may not stand if the insurers have some way of appealing; right?
MS. GRAY: Objection to form.

David, what topic are we on here?
MR. GOROFF: We're on the -- we're on dismissal. We're on what happens if there's dismissal.
MS. GRAY: We're on what happens if there's dismissal. And we're discussing the intricate details of Mr. Woodall's case and Fourth Circuit opinions that you've said yourself that you have not read?
MR. GOROFF: We're talking about Mr. Woodall because Mr. Woodall was referenced in the dismissal papers, as I know you've read, because it's from your firm and the papers that talk about dismissal --
MS. GRAY: Right.
MR. GOROFF: -- when there's a withdrawal.
And we're talking about the Fourth Circuit because I'm talking about contingencies that -- so it's not a surprise -- I'm talking about contingencies that may impact how quickly the claimants can monetize, if anything, their jury verdicts.
MS. GRAY: The witness has explained that he did not listen to the hearing, that he's not aware of even what the Fourth Circuit is. And

you -- you're continuously asking questions that call for legal conclusions --
MR. GOROFF: Well, he --
MS. GRAY: -- and hypotheticals.
MR. GOROFF: He ought to be aware because he is the committee. You've done this a million times to me the other way where you say he doesn't personally know. But he is the committee. He actually does have knowledge.
MS. GRAY: He has answered your question. And now you are explaining Fourth Circuit Law to him.
MR. GOROFF: No, no, no. You're --
MS. GRAY: Your questions are calling for a legal conclusion.
MR. GOROFF: You're trying to --
MS. GRAY: And hypotheticals.
MR. GOROFF: I'm sorry. I don't mean to talk over you.
MS. GRAY: Go ahead.
MR. GOROFF: You're to whipsaw me so that if I ask him a question in his committee capacity, you'll say he doesn't know, meaning Mr. Babcock doesn't know, even though the committee surely does know. Brent and Mr. Prol were there, as

Mr. Schiavoni talked about.
MS. GRAY: Mr. Prol is not a witness. He's counsel at the table.
And what is whipsaw? Is that a legal -- is that a legal term?
MR. GOROFF: Also --
MS. GRAY: I don't know what whipsaw is.
MR. GOROFF: A whipsaw means you're getting me both ways.
MS. GRAY: Okay.
MR. GOROFF: And ...
(Discussion off the stenographic record.)
BY MR. GOROFF:
Q. You listened to the hearing yesterday, didn't you, Mr. Babcock?
A. Some, yes.
Q. Okay. Did you listen to Mr. Schiavoni at the end?
MS. GRAY: Objection to form.
THE WITNESS: At the end, I heard some of his, yes.
BY MR. GOROFF:
Q. Did you tune out after awhile, or what happened?
A. No. There were other events occurring as

well. So I heard some.

Q. Okay. So you didn't hear his discussion of the Fourth Circuit?

A. No.

Q. All right. We'll come back. We'll take a break now. And I think that's a -- we're at a fine break point.

(Recess taken from 10:43 to 11:03.)

BY MR. GOROFF:

Q. Mr. Babcock, what is your understanding of what becomes of the insurance policies or the relations with insurers between RCBO and its insurers under the debtor plan?

A. I guess I don't understand what you mean.

Q. If there's claims against the insurers, what happens to those under the debtor plan as the committee understands it?

A. From reading the debtor plan, I understand that there's an assignment of insurance.

Q. Right.

What do you understand -- tell me what you understand about the assignment of the insurance under the plan.

A. That insurance rights would be assigned to the settlement trust.

Q. M-hm.

That's also called the survivor trust?

A. Survivor trust. Thank you.

Q. Yeah.

And then what does a survivor trust get to do with that assignment?

A. The survivor trust, based on the debtor plan, would be able to pursue recoveries.

Q. On behalf of the abuse claimants; is that right?

A. Yes.

Q. And if the survivor trust exceeded, what would become of proceeds received from the insurers?

A. I guess which option? Because I believe there's different options in the debtor plan.

Q. Okay. Well, what options do you understand there to be in the debtor plan?

A. There's a distribution option and a litigation option.

Q. Tell me how you understand litigation option to work with regard to the insurance assignment.

A. That survivors can elect to litigate their claim.

Q. Every survivor can elect this; right?

A. I believe that's what the plan states.

Q. So 375 people, if that's the number, can elect to litigate their claim against the insurers for RCBO under the plan of RCBO?

A. Yes.

Q. And what happens, as you understand it, if those efforts on the part of those who choose the litigation option succeed? If they litigate against the insurers and they win, what do they get?

A. I believe the debtor plan indicates they receive not more than but the amount of their claim.

Q. So if their claim were worth 16 million and they won, they could potentially get that against insurers; right?

A. I guess I don't understand your question.

Q. Well, you say that they -- under the litigation option in the plan, they could get up to the amount of their claim but no more; right?

A. Yes.

Q. And they can get that from the insurer, right, if they pursue the litigation option?

A. I believe that's what the debtor plan indicates.

Q. Okay. And you don't dispute that that's what the debtor anticipates happening in the debtor

plan, right --

MS. GRAY: Objection to form.

BY MR. GOROFF:

Q. -- under the litigation option?

A. That's what the debtor plan states.

Q. Right.

So as you understand, all 375 or whatever number -- we'll take that number right now -- claimants, abuse claimants, under the debtor plan can go after an insurance company and get whatever the amount of their claim as was decided in that litigation against the insurers; right?

A. That's what the plan states.

Q. Right.

And if it's -- if it's 5 million that was decided, they can get 5 million. If it's 16 million, they can get 16 million, correct, or whatever?

MS. GRAY: Objection to form.

THE WITNESS: It would be what they were awarded.

BY MR. GOROFF:

Q. Right.

And so -- and do you have a quarrel with that as a committee?

A. Quarrel with what?

Q. With the litigation option.

Why isn't that sufficient?

A. Based on the meetings that the committee members have had with advisers and professionals, the deliberations and discussions, the committee determined that it would recommend voting against the debtor plan. And one of those reasons is the insurance.

Q. What's wrong with the litigation option in the debtor's view?

MR. MOORE: Committee's view.

MR. GOROFF: I'm sorry. Thank you.

BY MR. GOROFF:

Q. The committee's view.

A. One main concern is the role of the debtor. And the -- essentially the debtor pays 150 million gross. Not all of that goes to abuse survivors. Some of that goes to future claimants.

You also have administrative and litigation costs. But there's that gross amount of 150, and the debtor is essentially freed. And the committee and survivors bear the burden of pursuing against insurers.

Q. And if -- and if RCBO is ejected from

bankruptcy, then what happens if -- if the claimant gets a judgment?

What happens, then, in terms of going after insurers?

A. If the case is dismissed, the individuals will be able to pursue their claim in the state court. The RCBO has a different responsibility and role. The entirety of its assets are exposed. And they have a different role in the insurance proceedings.

Q. Are you an expert on the First Amendment?

A. No.

Q. Is the committee?

A. No.

Q. Is the committee an expert on the Religious Freedom Restoration Act?

A. No.

Q. Okay. And you aren't either?

A. No.

Q. Okay. So when you say all of the assets are exposed, what do you mean?

A. That -- as has been stated by Judge Lafferty, that if this moves outside of bankruptcy and you have 375 judgment claimants, that at the end of the day everything would be sold.

Q. Every single church, the -- well, every single church in the diocese would be sold.

Is that your belief, committee?

A. It's not mine. Judge Lafferty indicated that it's without -- you know, there would be no dispute that everything would be sold.

Q. I'm not asking what Judge Lafferty said. I'm asking what the committee's belief is.

A. Well, Judge Lafferty's discussion helped to inform the committee as well. And the committee does believe that assets that currently the debtor is unwilling to put in for a contribution would be made available.

Q. In any diocese bankruptcy you've worked on, have all -- all of the assets of the diocese been sold?

MS. GRAY: Objection to form.

(Simultaneous speakers - unclear.)

MR. GOROFF: You're right. This is --

MS. GRAY: He's not here in that capacity.

I'm going to instruct you not to answer the question.

BY MR. GOROFF:

Q. Well, I'm going to ask you to answer it since you are the adviser to the committee.

MS. GRAY: I'm instructing you not to answer the question. Not here in your personal capacity.

MR. GOROFF: Okay. We'll be back.

MS. GRAY: Yep.

BY MR. GOROFF:

Q. Does the committee know of any instance in a diocese bankruptcy where all assets were sold?

A. Where all assets, no. But greater assets, yes.

Q. What do you mean -- or what does the committee mean by "greater assets"?

A. Where diocese as debtors have contributed more based on an ability versus a willingness to pay.

Q. When you say they've contributed more, you, the committee, what does -- which diocese bankruptcies is the committee referring to?

A. Other diocese that have settled up to this point, New Orleans is one.

Q. Okay. What are the others?

A. Albany and Syracuse.

Q. Others?

A. Those are some of the ones that come to mind right now.

voted.
MS. GRAY: Objection to form.
THE WITNESS: The committee's decision is found in the document that was filed by committee counsel, which was the withdrawal of the plan and disclosure statement and the letter to survivors that indicates that the debtor -- or that the committee -- I apologize, the committee is recommending voting "no" on the debtor's plan.
BY MR. GOROFF:
Q. Did the committee vote on dismissing this bankruptcy? Yes or no.
A. I'm unaware.
Q. All right. What is the protocol when the committee votes in this bankruptcy?
A. What do you mean?
Q. Well, first of all, do they convene as a -- for a meeting before they vote on something?
A. I understand the committee convenes and meets regularly, yes.
Q. How regularly?
A. As needed by the case requirements.
Q. How -- when did they meet in connection with dismissal, this topic?
A. It would have been within the last week or

so. But I don't know the day.
Q. Well, we already asked -- I already asked if there had been a meeting of the committee in the last -- since April 17. And you did not know of one. Has something refreshed your recollection that there was one?
A. No. I mean, with the filing of the letter that the committee filed for survivors, that would show that they had met and -- and voted. I don't know when.
Q. Well -- but the committee, as it sits here today, doesn't know of an actual meeting with the -- its members on that topic in advance of that letter?
A. I don't know the exact -- I don't know the date, no.
Q. Or that it took place after April 17?
MS. GRAY: Objection to form.
THE WITNESS: For the -- for that letter to have been filed by the committee, my understanding is a meeting would have occurred.
BY MR. GOROFF:
Q. When a meeting occurs, though, how -- just during the course of this bankruptcy, has the committee had a particular way of doing things when it -- when it meets?

A. I guess I don't understand the question.
Q. Well, how do they meet?
Do they meet in person?
A. It depends.
Q. Okay. Have they met in person?
A. Yes.
Q. How often?
A. I don't know.
Q. What decides whether they have a meeting in person or otherwise?
MS. GRAY: Objection.
THE WITNESS: The needs of the case at that time.
BY MR. GOROFF:
Q. You would agree that whether a bankruptcy should be dismissed is a pretty momentous decision in the -- in a case; right?
MS. GRAY: Objection.
THE WITNESS: It's a decision, yes.
BY MR. GOROFF:
Q. Pretty momentous; right?
MS. GRAY: Objection to form.
THE WITNESS: It's a decision that the committee needs to make.
///

BY MR. GOROFF:
Q. Does the committee consider it a momentous decision or not? Yes or no.
MS. GRAY: Objection to form.
BY MR. GOROFF:
Q. Yes or no.
MS. GRAY: Objection to form.
THE WITNESS: The committee would consider it an important decision.
BY MR. GOROFF:
Q. Okay. When did the committee last meet in person?
A. I don't recall.
Q. Even approximately?
A. I don't recall.
Q. Was it this year?
A. I don't recall.
Q. When is the last one in person the committee does recall?
A. I don't know when the committee met in person versus remotely.
Q. When did they last meet remotely?
A. Would have been at least last week.
Q. And how do you know?
A. I would have seen an e-mail or invite.

Q. Who sent the e-mail?
A. Committee counsel.
Q. And who was invited to the meeting?
MS. GRAY: Objection to form.
THE WITNESS: I don't know. It would be on the e-mail.
BY MR. GOROFF:
Q. And you didn't attend, Mr. Babcock, did you?
A. I did not.
Q. Why not?
A. I chose not to attend.
Q. Were you asked to?
A. No.
Q. So the 30(b)(6) witness was not invited to the meeting?
MS. GRAY: Objection to form.
THE WITNESS: I did not attend.
BY MR. GOROFF:
Q. You just told me you weren't invited either.
A. I wasn't disinvited. I wasn't invited. I was included on the e-mail.
Q. Okay. But you did not regard being included on an e-mail as an invitation?

A. I was included on the e-mail.
Q. Why didn't you attend?
MS. GRAY: Objection. Form.
THE WITNESS: I did not attend.
BY MR. GOROFF:
Q. Why?
MS. GRAY: Objection to form. It's asked and answered.
MR. GOROFF: No. It was answered, "I did not attend. I did not attend. I did not attend."
MS. GRAY: No. Before that he said because he chose not to.
BY MR. GOROFF:
Q. Well, why did you choose not to?
Thank you.
A. That was a meeting that I chose not to attend.
Q. That's circular.
Why did you choose not to attend?
MS. GRAY: Objection to form. It's asked and answered.
THE WITNESS: As there are many meetings that occur that the financial advisers don't attend.
BY MR. GOROFF:
Q. Didn't the dismissal of the bankruptcy have financial consequences?
A. Yes. I didn't attend. Others from our team may have.
Q. Who?
Well, did anyone?
A. I don't know.
Q. You said they may have. But did they?
A. I don't know.
Q. As we sit here today, you can't -- I'm sorry.
(Stenographer admonishment.)
BY MR. GOROFF:
Q. As we sit here today, you can't identify anyone from BRG who attended any remote meeting with the committee in the past week?
A. Not for sure.
Q. Okay. Even -- you have no reason to believe any of them attended?
A. No. I don't have no reason to believe. I just don't know for sure.
Q. When the committee meets, who runs the meeting?
A. The ones I've attended, the committee members will in assistance with advisers and professionals.

Q. So everybody runs the meeting, or is there -- is there someone who chairs these meetings customarily?
A. There's a committee chair.
Q. And that's Mr. Woodall?
A. I believe, yes. I think it's co-chair, but I -- I don't know.
Q. Who do you think the other co-chair is?
A. I don't recall.
Q. So did -- this meeting you spoke of, was it after Mr. Woodall received his verdict?
A. Yes.
Q. And so it's your belief that Mr. Woodall chaired a meeting in which after he received its verdict -- his verdict, the committee voted to dismiss this bankruptcy?
A. The committee met and made that decision.
Q. Right.
After -- in a meeting run by Mr. Woodall after he received his verdict?
MS. GRAY: Objection to form.
THE WITNESS: In a meeting that Mr. Woodall and other committee members would have participated in, along with professionals and advisers.
///

bankruptcy code's requirement of feasibility; correct?

MS. GRAY: I'm going to object to form.

THE WITNESS: Again, the committee found and that amount was acceptable to the committee based on the information the committee had at that time.

BY MR. GOROFF:

Q. I appreciate that. But I'm asking a different question.

Did the committee believe that it would satisfy the 1129 -- 11 U.S.C. 1129 requirement of feasibility?

MS. GRAY: Objection to form.

THE WITNESS: The committee believed it met the requirements.

BY MR. GOROFF:

Q. And that included feasibility?

A. Yes.

Q. And it includes fair and reasonable -- I mean, I'm sorry -- yeah, best interest of creditors?

MS. GRAY: Objection to form.

THE WITNESS: With the information available at that time, yes.

///

BY MR. GOROFF:

Q. And it included that it was fair and equitable?

A. With the information available at that time, yes.

Q. Okay. And you are here today as the designee on Topic 1 of our list of topics. So let me just turn to that.

And that is (as read):

"Each reason the committee has for objecting to the debtor plan, including, not -- but not limited to, all factual bases for each such reason."

Correct?

A. Yes.

Q. And recognizing that there was, you know, some objections before we get to that in terms of the response of the committee, what are the committee's reasons for objecting to the debtor plan?

If we can just sort of list them out, and then we can go one -- one by one through them.

A. There's four primary reasons.

Q. And what are they?

A. The first is that the debtor plan is not providing enough. And in light of the Woodall jury verdict of $16 million, the value of claims that the debtor and insurers are using or referring to is woefully understated.

Q. And what is No. 2?

A. Two is that RCBO, RCWC, RCC and Adventus have all as a -- had a refusal to offer enough to the committee members and have made it very clear that there's no intention to support the committee plan that was then withdrawn.

Q. Okay. What is No. 3?

A. Refusal or reluctance of insurers to offer a meaningful amount for the benefit of survivors.

Q. Okay. What is No. 4?

A. The child protection didn't go far enough in the debtor's plan.

(Stenographer interrupted for clarification of the record.)

BY MR. GOROFF:

Q. Okay. So let's talk about No. 1.

The 16 million-dollar value is -- is not something that the debtor knew about, certainly, at the time it proposed the plan; correct?

A. That specific amount to that claimant, no.

Q. Okay. It knew that there was a request for

approximately that amount and the demand that was made in the Woodall litigation; correct?

A. I -- that, I don't know.

Q. Okay. But whatever -- but whatever that demand was by Mr. Woodall in that case was something the committee also knew at the time; right?

That was equally available to both the debtor and the committee when they proposed their comparative plans; right?

A. That the value would be a jury verdict of $16 million?

Q. That the -- the request on the part of the plaintiff was at least $16 million.

It was more than this, wasn't it?

A. I don't know what the request was.

Q. Okay. But whatever it was, that was a -- that was a publicly available number, correct, that -- what was request -- well, put it this way: It was a number that was available to both the debtor and the committee; correct?

A. I don't know. I'm not aware of that.

Q. Okay. But how does the verdict -- how does that play out?

So Mr. Woodall has received a 16 million-dollar verdict. What does that mean in

the committee's eyes as to the value of claims No. 2 through 375?

A. The -- or the committee met together, met with its professionals and advisers after that verdict and discussed and deliberated, and based on that process determined that that settlement was a significant change and impacted the view of the committee, which is why, then, the committee withdrew the plan and disclosure statement of the committee and is moving forward in a different path.

Q. Oh, I understand that. But I'm trying to get some meat out of those bones even though I'm vegan.

And the -- so 16 million is for Mr. Woodall, assuming he's able to realize that. But what does that mean the committee sees as the value of the other 374 claims it believes exist for abuse survivors?

(Stenographer interrupted for clarification of the record.)

THE WITNESS: The committee views that verdict as a data point that's important to consider. As to value of each and every one of the other claims, the committee sees that as being determined through individual trials.

BY MR. GOROFF:

Q. Right.

Does it believe that each trial is going to result in a 16 million-dollar verdict for the other 2 through 375?

A. No.

Q. Is there a number it does believe will be the result of those trials?

A. The committee doesn't have a number.

Q. Why does it -- does it believe the number will be less for the other trials?

A. It doesn't have a number.

Q. Does it believe it will be more for the other trials?

A. It doesn't have a number.

Q. So if it doesn't have a number, how -- how does the committee want the debtor to respond?

MS. GRAY: Object to form.

THE WITNESS: Again, there's not a number the committee has. The committee is open to considering additional information provided by the debtor.

BY MR. GOROFF:

Q. And I believe when you -- if I -- if I'm not misquoting you on behalf of the committee, you

said in light of the 16 million-dollar value of claims that debtor and insurers -- well, I think you spoke debtors and insurers in that Topic No. 1; is that correct, or am I wrong on that?

You said there were four topics.

A. I did, yes.

Q. And -- but one of -- in Topic 1 you referred to debtor and insurers; correct?

A. Yes. And I may have missed it. It would be the debtors and insurers, what they're offering now is not enough.

Q. But -- so is there a kind of punishing of RCBO because it cannot bring the insurers to the table?

MS. GRAY: Objection to form.

THE WITNESS: I don't believe so.

BY MR. GOROFF:

Q. Okay. And I asked this before, but why -- if the concern is going after the insurers, why doesn't the litigation option in the plan satisfy debtor's -- I mean, satisfy committee's concerns?

MS. GRAY: Objection to form.

THE WITNESS: The committee view is through the payment of the 150 million gross by the debtor, which all of that will not go to the survivors, but

the debtor removes itself, assigns those insurance rights over, and then the burden falls on the committee and the individual survivors to pursue those claims, which the committee views different than if a dismissal occurs.

BY MR. GOROFF:

Q. But doesn't the committee, then, have autonomy in how -- if it's -- if it's assigned the insurance, doesn't the committee have autonomy to go after whom and when it chooses as opposed to using the debtor as an intermediary?

MS. GRAY: Objection to form.

THE WITNESS: The committee views that combination of transfer to the survivor trust with 150 million gross not enough.

BY MR. GOROFF:

Q. But it believes that there can be $4 billion from insurers; right?

A. I don't know if the committee has a belief as to amounts.

Q. But, Mr. Babcock, didn't your testimony earlier -- when we talked about you believed that RCBO has assets of approximately 1 billion, perhaps a little bit north, and we talked about the delta between that and 5 billion and you thought the

A. Yes.
Q. Tell me what you know about that.
A. Claimants, survivors can choose to litigate their claim. They complete a form. A survivor trustee would review those that it submitted, those forms, and determine which cases would go forward.
If a survivor's case wasn't selected, that survivor then has the ability to appeal.
Q. Appeal to whom?
A. The bankruptcy court was what was being considered.
Q. I'm correct that the committee plan did not let every claimant as a matter of right bring their own claim against an -- the insurers; correct?
A. The committee plan allowed every claimant to prepare that form or application.
Q. Right.
A. Yes.
Q. But, in fact, they -- there was -- they were -- there was no right, though, to just do -- to bring those claims. The survivors' trustee would choose which among those who requested the right to bring the claim actually were permitted to do so; correct?
A. The survivor trustee would select with the

right of appeal for survivors that weren't selected.
Q. Right.
And the survivors' trustee would get to choose who and how many of the survivors actually got to litigate their own case, like Mr. Woodall did?
A. Yes.
Q. Okay. And the others would have to pursue an appeal process to some court, which would either agree with the survivors' trustee or I guess overrule that decision and it would only be in the latter case that the survivor would be able to pursue the insurance companies directly; correct?
A. Would you repeat that, please?
MR. GOROFF: Can you read that, Lorrie?
(Record read as follows: "Okay. And the others would have to pursue an appeal process to some court, which would either agree with the survivors' trustee or I guess overrule that decision and it would only be in the latter case that the survivor would be able to pursue the insurance companies directly; correct?")
THE WITNESS: That's the mechanism in the plan.

BY MR. GOROFF:
Q. And do you see apples to apples -- comparing that -- you know, that litigation option to the -- the debtor's litigation option, do you believe the committee's former litigation option better serves the 375 or 374 claimants than does the debtor plan?
MS. GRAY: I'm going to object to form.
Counsel, I'm happy to give a little bit of leeway on this topic, but the committee plan is no longer a topic that Mr. Babcock has been designated for.
MR. GOROFF: Well, actually, we should -- we can bring Mr. Kaplan in. He and I definitely discussed that on Sunday, that it shows a benchmark of what the committee believed was achievable. And part of showing why the committee is objecting is comparing the relative provisions of the two plans.
So that's what I'm doing.
MS. GRAY: Okay. I will give some leeway on that. And we can discuss it as we go.
MR. GOROFF: Okay.
THE WITNESS: Again, can you repeat that question?
MR. GOROFF: Again, Lorrie, if you would

repeat the question.
(Record read as follows: "Question: And do you see apples to apples -- comparing that -- you know, that litigation option to the debtor's litigation option, do you believe the committee's former litigation option better serves the 375 or 374 claimants than does the debtor plan?")
THE WITNESS: So there -- there's two questions there. Which one ...
BY MR. GOROFF:
Q. Well, we'll answer them both. Answer which -- I'm not sure what the two questions are you see, but ...
A. The first was apples to apples. Both plans had a litigation option with differences.
Q. Okay. Do you believe that the committee's plan option was better than the debtor?
A. The committee after review, after discussion, after meeting with professionals/advisers, that was the approach that the committee felt was in the best interest of survivors.
Q. All survivors?
A. All survivors.

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Case: 23-40523 Doc# 3169-2 Filed: 06/09/26 Entered: 06/09/26 16:24:04 Page 16 of 18

A. That's my understanding, yes.

Q. There's, among other things, a coverage adversary proceeding; right?

A. Yes, which is on its sixth amended, I believe, complaint.

Q. But the fact that there's been so many amendments just shows the difficulty of prosecuting these cases against insurers; right?

MS. GRAY: Objection to form.

THE WITNESS: The committee sees that as problems with the current approach, which would be different outside of bankruptcy.

BY MR. GOROFF:

Q. Well, wasn't that the reason for the lifting of the stay?

Didn't the committee want the stay lifted because it felt that once -- once these started to go the trial even before the jury was impaneled, the -- the insurers would come to the table?

A. The committee felt that lifting the stay for certain cases would assist in the process.

Q. Has that been true so far?

A. I don't know.

Q. The committee has no view as to whether that's been true?

A. The insurer process is still slow.

Q. Right.

Well, they haven't offered any more money than before; right?

A. As far as I'm aware, yes.

Q. All right. I'm correct; yes?

My question was at fault, but I'm correct; right?

A. There's nothing in the debtor's plan that identifies or indicates any type of insurance settlement, so ...

Q. Well -- but there's also -- the lift stay hasn't created an insurance settlement?

A. Not yet. Recently the committee just barely had the first jury verdict come back from that process.

Q. How would the approach be different outside of bankruptcy?

A. What -- which approach?

Q. With the insurers.

A. The committee sees that outside of bankruptcy, the individual claimants would be able to pursue their claims. And as that continued, that that would help with the insurance entities.

Q. And so doesn't the committee like the

coverage action? I mean, isn't that something they see as a positive?

A. I don't know. I know that they're -- they understand that it's on the sixth amended. And so the speed with which it's proceeding is concerning.

Q. Didn't the committee plan contemplate it would be assigned to the survivors' trust?

A. The committee plan that's been withdrawn had insurance rights being assigned to the committee trust.

Q. Including the coverage action; right?

A. I don't recall.

Q. Okay. The plan will speak for itself in that regard; right?

A. Yes.

Q. All right. How -- and I'm -- well, how does the committee believe that dismissing the bankruptcy would positively impact the survivors' rights to -- to put pressure on insurers?

A. The committee sees the dismissal of bankruptcy as the opportunity for individual survivors to pursue their claims and increase the assets that would be available through RCBO and help to assist in the insurance process.

Q. And we talked earlier, but the committee

understands that even letting the survivors pursue their own claims could possibly take years before you get to a verdict which would motivate the insurers to do anything?

MS. GRAY: Objection.

Counsel, I believe we stipulated we're not talking about dismissal.

MR. GOROFF: Well, we're talking about -- we're not talking about the process by which you came to dismiss.

The fact of -- right now there's no other plan. So we're talking about the defects -- their objection to the plan. And one of them is that they don't -- they don't like the -- the insurers won't offer enough. And they believe that outside the bankruptcy process, they might offer more.

So I think we're -- we inevitably are talking about it for that purpose.

MS. GRAY: Okay.

BY MR. GOROFF:

Q. Doesn't the litigation option in the debtor plan address these concerns of the committee?

A. I don't know. The committee has professionals that they've been able to consult with and discuss. And based on those discussions, the

Q. All right. And RCC operates cemeteries; right?

A. It does. It operates cemeteries on land owned by RCBO.

Q. Right.

But it's not -- just the nature of what RCC is, is one where it's unlikely that children, let's say, were victims of sexual abuse while somehow in -- at RCC; right?

MS. GRAY: Objection to form.

THE WITNESS: Unlikely, but not impossible.

BY MR. GOROFF:

Q. Okay. And let's go to Topic 43. I'm going to ...

So Topic 43 is (as read):

"Committee's bases, if any, for the expectation that RCBO can contribute 195.2 million of payments to fund the committee plan, including, but not limited to, all expected sources and amounts of funding, including by the committee in reaching that number."

So, in other words, how can the -- RCBO achieve the 195.2 by itself that the committee had originally anticipated?

A. Based on the committee plan that was withdrawn, the committee provided options that the diocese could choose to follow in order to reach that amount.

Q. And those options included selling 30 churches; correct?

A. That was an option.

Q. Okay. What is the most money the committee thinks the debtor could pay within 3.5 years and still have a feasible plan?

A. The committee doesn't have an amount at this point. And that would be subject to expert testimony.

Q. So we -- you couldn't say 250 million, 300 million? I mean, you couldn't give that number or even a ballpark; right?

A. At this point, no.

Q. Okay. And will the committee be prepared to do that at the date of expert disclosures?

MS. GRAY: Objection. Form.

THE WITNESS: If necessary, yes.

BY MR. GOROFF:

Q. When you say "if necessary," you mean -- what do you mean?

A. I don't know if experts will be provided by the committee. I'm not sure.

Q. In what circumstance would they not provide experts?

A. I don't know.

MS. GRAY: Objection to form.

BY MR. GOROFF:

Q. Okay.

A. I don't know.

Q. Are you assuming a dismissal? Is that what that -- that is or that's not -- I shouldn't read that in to --

A. No.

Q. Okay. Topic 46, looking forward to your thoughts, whether the insurers will support confirmation of the debtor plan, including, but not limited to, all bases for the committee's belief.

A. I don't know.

Q. Have they so far?

A. Not that I'm aware of.

Q. Do you see anything that will bring them to change?

A. Committee hopes that the lift stay would assist in that.

Q. That if they -- if there's a lift stay, then the insurers would actually support the debtor plan?

A. That the insurers would move forward. But as to acceptance of a debtor plan, I don't know.

Q. Okay. Does the committee want to see the insurers support the debtor plan?

A. I don't know if the committee has a view one way or the other.

Q. I mean, the committee at present opposes the debtor plan; right?

A. Correct.

Q. And, therefore, the committee would prefer if the insurers also oppose the debtor plan, right, because it would be you've got another contingent that opposes the plan?

A. I don't know.

Q. Okay. You have no thoughts on that one way or the other.

And I think -- Topic 51 I think you've answered. The committee's understanding of when abuse claimants will receive distributions under the debtor plan, if confirmed; correct?

You've given me the committee's view on that?

A. Yeah. It's the dates identified in the debtor's plan that occur after the effective date,

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Exhibit 3



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Transcript of Matthew Babcock, Designated Representative

Date: June 3, 2026
Case: The Roman Catholic Bishop of Oakland, In Re:

Planet Depos
Phone: 888.433.3767
Email: transcripts@planetdepos.com
www.planetdepos.com

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

- - - - - - - - - - - - - - - x

In re: :

THE ROMAN CATHOLIC BISHOP : Case No.: 23-40523

OF OAKLAND, a California : Chapter 11

Corporation sole, :

Debtor. :

- - - - - - - - - - - - - - - x

Deposition of

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,

By and through its Designated Representative,

MATTHEW BABCOCK

New York, New York

Wednesday, June 3, 2026

9:01 a.m.

Job No.: 635422

Pages: 1 - 142

Reported By: Catherine Galati

A Through the filing of this document.
Q And with regard to the -- well, so that's circular. You're saying it's readily apparent to the insurers because we're telling the insurers this in this document. Is there anything else that would have made that readily apparent to the insurers?
A The committee is aware that the insurers have been involved in this process. And --
Q And what -- go ahead. I'm sorry. Please.
A In the debtor's sixth amended complaint, the debtor indicated and it made a demand on the insurers for $100 million for those 61 claims. Those are some of the facts that would be publicly available that would help to inform the insurers.
Q And are there particular dollars the committee believed particular insurers should have come forward with for paying survivors?
MR. KAPLAN: Objection to form.
You can answer to the extent the information is publicly available, but certainly don't disclose any internal analysis the committee may have done on that.
A Not that I'm aware that's not privileged.
Q There are -- several insurers have made

offers of some kind. They may not have been good offers, but several insurers have made offers, have they not, in the course of this bankruptcy --

MR. KAPLAN: Objection.

Q -- to pay survivors?

MR. KAPLAN: To the extent we're talking about what may or may not have occurred in mediation, that, I'm going to instruct you not to answer. If it's public information, sure, go ahead.

A My understanding is in the debtor's third amended plan, the debtor had identified, I believe, $44 million related to certain insurers.

Q What were those insurers?

A I don't recall.

Q It would be in the third amended plan, you're saying?

A Yes.

Q And it ended up being 44 million?

A That's what I recall.

Q Okay. And do you remember how many insurers that was?

A I don't recall. I know it was removed in the current fourth amended plan.

Q Do you know if Westport was one of those?

A I don't recall.
Q Did you know if CNA was one of those?
A I don't recall.
Q Do you know if CIGA was one of those?
A I don't recall.
Q Do you know if LMI was one of those?
A I don't recall.
Q Do you know if American Home Insurance was one of those?
A I don't recall.
Q Okay. Does the debtor -- strike that.
Does the committee have a benchmark with regard to what the debtor's -- what the debtor should be paying?
MR. KAPLAN: Objection to form. I just want to clarify. You're asking the debtor, not the insurer?
MR. GOROFF: I'm first asking the debtor.
MR. KAPLAN: Okay. So with respect to the debtor, I'm going to instruct you not to answer to the extent your answer involves privileged information about what the committee's internal analysis of what the debtor should pay is. But if there is other publicly available information, you can answer it.

Q Okay. So the committee is just asking the court to take its word that these are massive discounts that the insurers were seeking, right?

A Based on discussions the committee had with its professionals and advisors, the committee met, determined to file this document, and part of that document discussed the bankruptcy discounts.

Q The committee says here that the insurers oppose the diocese plan and the committee plan, right?

A Yes.

Q And looking at the debtor plan, the diocese plan, that's a true statement, right? The committee's understanding is that the insurers stand in opposition to the debtor with regard to that plan, correct?

A Yes.

Q And the committee knows that the debtor would prefer if the insurers supported that plan, right?

MR. KAPLAN: Objection to form.

This is specifically the subject of the email you sent me the other night in which I explained to you we would not be producing a witness to talk about Topic 46 in your initial

declaration as you described these questions, which you asked the witness about and he was prepared to answer. So we're not talking about this today. You had the opportunity.

MR. GOROFF: No. We're talking about this document, and this document says that the insurers oppose both the diocese plan and the committee plan.

MR. KAPLAN: Which is a matter of public record, Mr. Goroff, insofar as the insurers filed objections.

MR. GOROFF: That's great. Thanks for your testimony, Michael. But I'm asking him, is it his belief that the debtor -- is it the committee's belief that the debtor would prefer if they did not object to the plan. That's a yes-or-no question.

MR. KAPLAN: It is also completely irrelevant to the confirmation proceedings. And we are getting close to the line which we're just going to get up and leave.

MR. GOROFF: Okay.

MR. KAPLAN: Because you're not asking questions that have any bearing on anything. I don't know if you know that or not, but it's

absolutely factual.

MR. GOROFF: I am asking questions related to what was said in the document, and that's what I'm going to do today. That is my opportunity. And --

MR. KAPLAN: You are asking him questions that are public records of the fact that the insurers had filed objections to your plan.

MR. GOROFF: Let me ask a different question on this one.

BY MR. GOROFF:

Q The debtor does not control the insurers, correct?

MR. KAPLAN: Objection to form.

A Not that I'm aware.

Q Is it the committee's belief that the debtor should be held responsible for the insurers' -- what the committee calls intransigence in the plan?

MR. KAPLAN: Objection to form.

A I don't know.

Q The committee has no view on that?

A I don't know what the committee's view is.

Q Well, you are the committee's representative. So how does it come that you

trials were to proceed and go forward, and you had 375 judgment creditors, that -- I believe his words were that everything would be sold, and that was indisputable.

Q I understand the committee quoted points from Judge Lafferty, but how does the committee understand that would work mechanically? In other words, how would that process go forward that that would be the outcome?

MR. KAPLAN: Objection.

You can answer if you know.

A Yeah. I don't know.

Q Okay. There is a possibility Judge Lafferty is incorrect, right?

A It's a possibility.

Q Yeah. And Judge Lafferty wasn't discussing the Religious Freedom Restoration Act when he was speaking of the quoted portions about assets being sold, was he?

MR. KAPLAN: Objection to form.

A I don't recall one way or the other.

Q And he wasn't speaking about the First Amendment and particularly the free exercise clause at that time, was he?

MR. KAPLAN: Objection to form.

A I don't recall one way or the other.
Q Does the committee know of any lawsuit where churches or other houses of worship used for worship or sacramental or spiritual or religious purposes have been forced to be sold?
MR. KAPLAN: Objection.
To the extent this calls for the committee's privileged work product that has not yet been disclosed, I'm going to instruct you not to answer. If the committee has said so publicly, then you can answer.
A The committee does identify in one of its court filings a case. I don't recall the case name.
Q You're talking about the 1975 North Carolina Court of Appeals case?
A I don't recall.
Q Well, there's Floyd versus Pike on page 4. Is that what you're talking about?
A Yes.
Q So that's before the Religious Freedom Restoration Act was passed, right?
MR. KAPLAN: Objection to form. This is legal argument.
Q Well, that's a fact.

A I'm unaware. I don't know.
Q Okay. And that case didn't consider the First Amendment?
MR. KAPLAN: Objection to form. That calls for a legal conclusion.
You can answer if you know.
A I don't know.
Q And that case was a midlevel North Carolina decision, right, and not a case from the California or federal courts?
MR. KAPLAN: Same objection.
A I don't know.
Q Well, you do know that. You know the North Carolina -- you know North Carolina has a Supreme Court, right? State of North Carolina has a Supreme Court?
A That's my understanding.
Q And it also has an intermediate court called the Court of Appeals?
A Okay.
Q Yes? You know that? The committee knows that, right?
MR. KAPLAN: Objection. No. The committee -- how could the committee know that? You're talking about a legal citation.

A I don't know. Based on what you're representing.
Q Okay. But you know that this is a 51-year-old decision from a North Carolina Court of Appeals?
A Yes.
Q And you don't know the facts underlying it?
A No.
Q And you don't know the degree to which, if any, it addressed constitutional concerns?
A I don't know.
Q Or whether those were even raised in that case?
MR. KAPLAN: Same objection.
A I don't know.
Q All right. And if you look at the third bullet, it says, the diocese has steadfastly refused to take any number of the actions set forth in Exhibit A which collectively would dramatically increase the amount of funds available to survivors.
Do you see that?
A Yes.
Q What do you mean by steadfastly refused?

parishes whose mass attendance had dropped dramatically, parishes -- and in general the focus on maintenance of unused properties or unnecessary properties versus a focus on the mission.

And so it was financial. It was the sacraments. It was all of these things. Priests were one item. But the bishop specifically stated that a number of parishes weren't financially viable and unable to continue. And in the May 2nd letter, he indicated that the diocese couldn't continue forward with artificial means similar or, like, having unused schools rented. He's identified a much more broad issue than just not enough priests.

Q Are you familiar with the Baltimore Archdiocese?

MR. KAPLAN: Objection to form. I just want to be careful. Mr. Babcock's individual knowledge is not relevant.

Q Is the committee?

A The committee is, yes.

Q When I say you, I mean you as --

MR. KAPLAN: Okay.

Q Yeah. And there's about half a million parishioners in that diocese, right?

A I don't know if the committee is aware of the number of parishioners.
Q If one of its experts said there was, would that mean the committee knew that?
A Not necessarily.
Q Okay. You're not here to say the committee's experts are wrong if they had made that representation?
A Correct.
Q All right. And how many churches does Baltimore have?
MR. KAPLAN: Objection to form.
You can answer if you know.
A I don't know -- I don't know the number of churches.
Q It's reduced the number of churches it had, you know, prior to its bankruptcy, correct?
MR. KAPLAN: Objection to form.
You can answer if you know.
A My understanding is, as part of the bankruptcy process, it significantly reduced the number of churches in the city of Baltimore.
Q But I'm talking about the diocese.
MR. KAPLAN: I just want to be very careful here. Mr. Babcock should only be

answering what the committee knows, not what he may know in his role as a partner at BRG to an expert who submitted a report from BRG. We need to delineate here.

BY MR. GOROFF:

Q I mean, this has been in the Baltimore newspapers. Public record.

A I'm not sure what the committee is aware of with Baltimore.

Q Baltimore currently has more than 100 operating churches, correct?

MR. KAPLAN: Same objection.

A I'm not aware one way or the other.

Q If it does, that's more than the number of churches RCBO has, right?

MR. KAPLAN: Objection to form.

A Mathematically, yes.

Q Okay. The third romanette under Exhibit A is, use the funds owed to it from the Catholic Cathedral Corporation of East Bay under the CCCEB note as defined in the diocese plan or commence an action against CCCEB for collection on the CCCEB note.

What does the committee want done there?

A Committee doesn't necessarily want