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Attorney for Plaintiffs

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

KEVIN E. BYBEE, JOHN R. SCHOLZ,
SALLY A. DILL, and VICTOR H. DRUM-
HELLER, as individuals and plan participants
in The Continental Retirement Plan;

on behalf of themselves and all others simi-
larly situated; and on behalf of The Conti-
nental Retirement Plan;

Plaintiffs,

vs.

INTERNATIONAL BROTHERHOOD OF
TEAMSTERS, a labor organization; JAMES
HOFFA, in his official capacity as the Gen-
eral President of the International Brother-
hood of Teamsters; PETER FINN, in his of-
ficial capacity as the Principal Officer of
Teamsters Local 856; CHRISTOPHER
GRISWOLD, in his official capacity as the
Principal Officer of Teamsters Local 986;
PAUL STRIPLING, in his official capacity
as Principal Officer of Teamsters Local 781;
GEORGE MIRANDA, in his official capaci-
ty as Principal Officer of Teamsters Local
210; UNITED AIRLINES, INC., a Delaware
corporation; UNITED AIRLINES HOLD-
INGS, INC., a Delaware corp.; the UNITED
AIRLINES HOLDINGS' ADMINISTRA-
TIVE COMMITTEE, named fiduciary of
The Continental Retirement Plan.

Defendants.

Case No.: 3:18-cv-06632-JD

**DECLARATION OF JOHN R. SCHOLZ
IN SUPPORT OF THE PLAINTIFFS'
OPPOSITION TO THE DEFENDANTS
UNITED AIRLINES, INC.'S, UNITED
AIRLINES HOLDINGS, INC.'S, AND
UNITED AIRLINES HOLDINGS' AD-
MINISTRATIVE COMMITTEE'S MO-
TION TO DISMISS PLAINTIFFS'
SECOND AMENDED COMPLAINT**

Hearing Date: February 4, 2021
Hearing Time: 10:00 a.m.
Hearing Place: Courtroom 11 (19th Floor)
Judge: Hon. James Donato

DECLARATION OF JOHN R. SCHOLZ

Pursuant to 28 U.S.C. § 1746, I hereby declare as follows:

1. I make this declaration in support of Plaintiffs' Opposition to Defendants' - United Airlines, Inc., United Airlines Holdings, Inc., and United Airlines Holdings' Administrative Committee - Motion to Dismiss Plaintiffs' Second Amended Complaint, in the above-captioned matter, based on my personal knowledge or, where specified, on information and belief based on documents and statements that I believe to be true and accurate.

2. I submitted a declaration in support of Plaintiffs' Opposition to Defendants' United Airlines, Inc. and then United Continental Holdings, Inc. Motion to Dismiss Plaintiffs' First Amended Complaint, on June 17, 2019, in the above captioned matter, filed as Docket #50-1. I attached exhibits to my declaration. I incorporate by reference my prior declaration and exhibits and my prior declaration remains true and correct to the best of my knowledge.

3. Attached hereto as Exhibit A is a true and correct copy of the Order Approving Debtor's Emergency Motion to Approve Agreement With PBGC, by the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division in the bankruptcy proceedings for UAL Corporation, the predecessor of United Airlines Holdings, Inc.

4. Attached hereto as Exhibit B is a true and correct copy of The Continental Retirement Plan ("CARP"), as amended and restated effective December 28, 2012, received from the Department of Labor as a result of a Freedom of Information Act Request.

5. Attached hereto as Exhibit C is a true and correct copy of The Continental Retirement Plan ("CARP"), as amended and restated effective January 1, 2007, received from the Department of Labor as a result of a Freedom of Information Act Request.

6. Attached hereto as Exhibit D is a true and correct copy the 2017 Annual Funding Notice

1 for The Continental Retirement Plan ("CARP") that I was sent as a participant in CARP. The
2 notice states CARP is a single employer pension plan.

3 7. Attached hereto as Exhibit E is a screenshot from the PBGC's website taken on April 18,
4 2017, stating CARP is a single employer pension plan.

5 8. Attached hereto as Exhibit F is a screenshot from the Teamsters' website taken on
6 March 29, 2017, stating "[a] good example of a single-employer plan is CARP . . ."

7 9. Attached hereto as Exhibit G is true and correct copy of a letter Edward Gleason, as
8 staff attorney for the Teamsters, wrote regarding the Settlement Agreement between UAL Corp
9 (now United Airlines Holdings) and the PBGC. The Teamsters published this letter as part of
10 campaign by the Teamsters to become the certified representative at United Air Lines for me-
11 chanics.
12

13 10. Attached hereto as Exhibit H is a true and correct copy of a negotiation update provided
14 by the Teamsters to the membership stating Edward Gleason would be heading up the Team-
15 sters' Pension subcommittee for United mechanic negotiations. The posting states clearly "the
16 Union membership will vote" and "the final decision will ALWAYS rest with the members."
17

18 11. Attached hereto as Exhibit I is a true and correct copy of Teamsters' Collective Bargain-
19 ing Agreement Survey for the Mechanics at United Air Lines, addressing retirement plans on
20 page 2, stating there are only two types of defined benefit plans - single employer and multi-
21 employer - and one type of defined contribution plan. Yet, the preference question only permits
22 electing between a multi-employer plan and the defined contribution plan.
23

24 12. Attached hereto as Exhibit J is a true and correct copy of Letter of Agreement 26-1
25 found in the former Continental Airlines mechanics 2009-2012 collective bargaining agreement
26 agreeing to "maintain" CARP in light of the recent merger with United Air Lines.
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28

1 13. Attached hereto as Exhibit K is a true and correct copy of the Tentative Joint Collective
2 Bargaining Agreement I received to review prior to voting on the agreement. The only version
3 provided was a lined-out 2009 Continental Mechanics Agreement; the Teamsters did not pro-
4 vide United mechanics with a lined-out version of the 2010 United Mechanics Agreement for
5 United mechanics to compare, appreciate, and understand what the changes were.
6

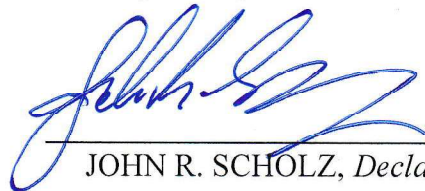
7 14. Attached hereto as Exhibit L is a true and correct copy of a posting to the "Teamsters
8 for a Democratic Union" website detailing Defendant James Hoffa's and John Slatery's, the un-
9 ion benefits negotiating committee member, corruption probe.
10

11 15. Attached hereto as Exhibit M is a true and correct copy of a text message I received to
12 my personal cell phone from Nick Manicone, Teamsters' staff attorney, in response to my re-
13 quest for information regarding the basis for the conclusions in Edward Gleason's memoran-
14 dum on my grievance.
15

16 I declare under penalty of perjury the foregoing is true and correct.

17 Executed this 28 day of December, 2020, in Pleasanton, California.

18 Respectfully submitted:

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21 JOHN R. SCHOLZ, *Declarant*
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**SCHOLZ EXHIBITS TO FOLLOW VIA
FEDEX TO THE COURT AND
ATTORNEYS OF RECORD -
ATTACHMENT LIMIT AND SIZE LIMIT
PREVENT FILING ON ECF**