

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

*Attorneys for Debtors
and Debtors in Possession*

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbkllp.com)
Jane Kim (#298192)
(jkim@kbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

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

Chapter 11 Case
No. 19-30088 (DM)
(Lead Case)
(Jointly Administered)

**NOTICE OF (I) APPROVAL OF DISCLOSURE
STATEMENT FOR DEBTORS' AND
SHAREHOLDER PROPONENTS' JOINT
CHAPTER 11 PLAN OF REORGANIZATION;
(II) ESTABLISHMENT AND APPROVAL OF
RECORD DATE, VOTING DEADLINE, AND
OTHER PLAN SOLICITATION AND VOTING
PROCEDURES; (III) APPROVAL OF FORMS
OF BALLOTS, SOLICITATION PACKAGES,
AND RELATED NOTICES;
(IV) ESTABLISHMENT OF PLAN
CONFIRMATION NOTICE PROCEDURES;
AND (V) OTHER RELATED RELIEF**

1 PLEASE TAKE NOTICE that:

2 1. **Approval of Disclosure Statement.** By Order, dated [●], 2020 [Docket No. [●]] (the
3 “**Disclosure Statement and Solicitation Procedures Order**”), the United States Bankruptcy Court for
4 the Northern District of California, San Francisco Division (the “**Bankruptcy Court**”) approved the
5 disclosure statement [Docket No. [●]] (together with all schedules and exhibits thereto, and as may be
6 modified, amended, or supplemented from time to time, the “**Disclosure Statement**”) for the *Debtors’*
7 *and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated March [●], 2020* [Docket
8 No. [●]] (together with all schedules and exhibits thereto, and as may be modified, amended, or
9 supplemented from time to time, the “**Plan**”)¹ as having adequate information as provided under section
10 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”), and also approved certain
11 procedures for the solicitation, distribution, and tabulation of votes to accept or reject the Plan. The Plan
12 is annexed as **Exhibit A** to the Disclosure Statement. The Bankruptcy Court previously set certain dates
13 and deadlines with respect to approval of the Disclosure Statement and confirmation of the Plan by
14 Order, dated February 11, 2020 [Docket No. 5732] (the “**Scheduling Order**”).

15 2. **The Voting Classes and Record Date.** Only parties that hold Claims against, or Interests
16 in, the Debtors in the following Classes as of March 3, 2020 (the “**Record Date**”) are entitled to vote to
17 accept or reject the Plan (collectively, the “**Voting Classes**”):

18

The Voting Classes		
Class	Designation	Impairment
Class 5A-I	HoldCo Public Entities Wildfire Claims	Impaired
Class 5A-II	HoldCo Subrogation Wildfire Claims	Impaired
Class 5A-III	HoldCo Fire Victim Claims	Impaired
Class 10A-I	HoldCo Common Interests	Impaired
Class 10A-II	HoldCo Rescission or Damage Claims	Impaired
Class 3B-I	Utility Impaired Senior Note Claims	Impaired
Class 3B-III	Utility Short-Term Senior Note Claims	Impaired
Class 3B-IV	Utility Funded Debt Claims	Impaired
Class 5B-I	Utility Public Entities Wildfire Claims	Impaired
Class 5B-II	Utility Subrogation Wildfire Claims	Impaired
Class 5B-III	Utility Fire Victim Claims	Impaired

19
20
21
22
23
24
25

26
27 ¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan or
the Disclosure Statement and Solicitation Procedures Order, as applicable.

3. **The Voting Deadline.** Votes to accept or reject the Plan must be actually received by the Debtors’ solicitation agent, Prime Clerk LLC (“**Prime Clerk**” or the “**Solicitation Agent**”), by no later than **May 15, 2020 at 4:00 p.m. (Prevailing Pacific Time)** (the “**Voting Deadline**”) in accordance with the procedures set forth in the Disclosure Statement and Solicitation Procedures Order and the instructions set forth on any Ballot. Failure to follow the voting instructions as set forth in the Disclosure Statement and Solicitation Procedures Order and any applicable Ballot may result in the vote of any such Claim or Interest holder not being counted for purposes of accepting or rejecting the Plan.

4. **The Non-Voting Classes and Other Parties Not Entitled to Vote on the Plan.** Holders of Unimpaired Claims or Interests in the Classes listed below are Unimpaired under the Plan (collectively, the “**Non-Voting Classes**”), are not entitled to vote to accept or reject the Plan, and will not receive a Ballot. Such holders will instead receive a Notice of Non-Voting Status.

The Non-Voting Classes		
Class	Designation	Impairment
Class 1A	HoldCo Other Secured Claims	Unimpaired
Class 2A	HoldCo Priority Non-Tax Claims	Unimpaired
Class 3A	HoldCo Funded Debt Claims	Unimpaired
Class 4A	HoldCo General Unsecured Claims	Unimpaired
Class 5A-IV	HoldCo Ghost Ship Fire Claims	Unimpaired
Class 6A	HoldCo Workers’ Compensation Claims	Unimpaired
Class 7A	HoldCo Environmental Claims	Unimpaired
Class 8A	HoldCo Intercompany Claims	Unimpaired
Class 9A	HoldCo Subordinated Debt Claims	Unimpaired
Class 11A	HoldCo Other Interests	Unimpaired
Class 1B	Utility Other Secured Claims	Unimpaired
Class 2B	Utility Priority Non-Tax Claims	Unimpaired
Class 3B-II	Utility Reinstated Senior Note Claims	Unimpaired
Class 3B-V	Utility PC Bond (2008 F and 2010 E) Claims	Unimpaired
Class 4B	Utility General Unsecured Claims	Unimpaired
Class 5B-IV	Utility Ghost Ship Fire Claims	Unimpaired
Class 6B	Utility Workers’ Compensation Claims	Unimpaired
Class 7B	2001 Utility Exchange Claims	Unimpaired
Class 8B	Utility Environmental Claims	Unimpaired
Class 9B	Utility Intercompany Claims	Unimpaired
Class 10B	Utility Subordinated Debt Claims	Unimpaired
Class 11B	Utility Preferred Interests	Unimpaired
Class 12B	Utility Common Interests	Unimpaired

1 In addition, pursuant to the Disclosure Statement and Solicitation Procedures Order, the
2 following holders of Claims and Interests **are not** entitled to vote to accept or reject the Plan:

- 3 (a) Any holder of a Claim that was not listed in the Schedules or was listed as contingent,
4 unliquidated, disputed, in the amount of \$0.00, or unknown, and a Proof of Claim was
5 not (i) filed by the applicable Bar Date or (ii) deemed timely filed by an Order of the
6 Bankruptcy Court before the Voting Deadline unless the Debtors have consented in
7 writing;
- 8 (b) Any holder of a Claim that is the subject of an objection or request for estimation filed
9 by February 21, 2020 at 4 p.m. (Prevailing Pacific Time);
- 10 (c) Any holder of a Claim (i) filed in the amount of \$0.00, (ii) where, as of the Record Date,
11 the outstanding amount of a Claim is not greater than \$0.00, or (iii) where a Claim has
12 been disallowed, expunged, disqualified, or suspended; and
- 13 (d) Claimholders who are otherwise disqualified from voting to accept or reject the Plan
14 pursuant to the procedures set forth in the Solicitation Procedures and Disclosure
15 Statement Order.

16 5. **Claims Objections or Estimation Requests for Voting Purposes.** If an objection to,
17 or request for estimation of, a Claim has been filed and served by any party in interest with appropriate
18 standing by the deadline set forth in the Scheduling Order (February 21, 2020, at 4:00 p.m. (Prevailing
19 Pacific Time)), such Claim shall be temporarily disallowed or estimated for voting purposes only with
20 respect to the Plan and not for purposes of allowance or distribution, except to the extent and in the
21 manner as may be set forth in such objection or request for estimation; *provided*, that the deadline for
22 any party in interest with appropriate standing to file and serve an objection to, or request for estimation
23 of, any timely filed HoldCo Rescission or Damage Claim has been extended through and including
24 May 1, 2020, at 4:00 p.m. (Prevailing Pacific Time).

25 6. **Rule 3018 Motions.** Pursuant to the Scheduling Order, if you timely filed a Proof of
26 Claim or Interest and disagreed with the Debtors' classification of, objection to, or request for estimation
27 of, your Claim or Interest and believe that you should have been be entitled to vote to accept or reject
28 the Plan, then you were required to file and serve a motion, pursuant to Bankruptcy Rule 3018(a) (a
"3018 Motion"), to temporarily allow such Claim or Interest in a different amount or in a different Class
for purposes of voting to accept or reject the Plan by March 6, 2020 at 4:00 p.m. (Prevailing Pacific

1 Time), unless such deadline has been extended by agreement of the Debtors; *provided, however*, that,
2 notwithstanding anything in the Disclosure Statement and Solicitation Procedures Order or the
3 Scheduling Order to the contrary, the deadline for any holder of a timely filed HoldCo Rescission or
4 Damage Claim to file a 3018 Motion has been extended through and including April 23, 2020, at 4:00
5 p.m. (Prevailing Pacific Time). 3018 Motions that were not timely filed and served in accordance with
6 the Scheduling Order shall not be considered. The rights of the Debtors and any other party in interest
7 to respond or object to any 3018 Motion are hereby expressly reserved. Any claimant or interest holder
8 that timely filed a 3018 Motion will be provided with a Ballot and such Ballot will be counted in
9 accordance with the procedures set forth in the Disclosure Statement and Solicitation Procedures Order,
10 unless temporarily allowed in a different amount by an Order of the Court entered prior to the Voting
11 Deadline. For the avoidance of doubt, and notwithstanding any other provision in the Disclosure
12 Statement and Solicitation Procedures to the contrary, any amount that is established or determined by
13 the Court in connection with a timely filed 3018 Motion shall be allowed in the amount determined by
14 the Court for voting purposes only with respect to the Plan, and not for purposes of allowance or
15 distribution;²

16 7. **The Confirmation Hearing.** Pursuant to the Scheduling Order, the hearing (the
17 “**Confirmation Hearing**”) to consider confirmation of the Plan will be held on **May 27, 2020 at 10:00**
18 **a.m. (Pacific Time)**, before the Honorable Dennis Montali, United States Bankruptcy Judge, in
19 Courtroom 17 of the Bankruptcy Court, 450 Golden Gate Avenue, 18th Floor, San Francisco, California
20 94102. The procedures for filing responses and objections to confirmation of the Plan are set forth
21 below. The Confirmation Hearing and the deadlines related thereto may be continued from time to time
22 by the Bankruptcy Court without further notice other than announcement by the Bankruptcy Court in
23 open Court, as indicated in any notice of agenda of matters scheduled for hearing filed with the
24

25 _____
26 ² Claimants may contact PG&E Ballot Processing, c/o Prime Clerk, LLC, One Grand Central Place, 60
27 East 42nd Street, Suite 1440, New York, NY 10165, by telephone at 844-339-4217 (domestic) or 929-
28 333-8977 (international), or by e-mail to pgeinfo@primeclerk.com to receive an appropriate Ballot for
any Claim for which a proof of claim has been timely filed and a 3018 Motion has been filed.

1 Bankruptcy Court, or on the docket. The Plan may be modified, if necessary, before, during, or because
2 of the Confirmation Hearing, without further notice to interested parties.

3 8. **Objections to Confirmation of the Plan.** Responses and objections to confirmation of
4 the Plan must:

- 5 (a) Be in writing;
- 6 (b) State the name and address of the objecting party and the amount and nature of the Claim
7 or Interest of such party;
- 8 (c) State with particularity the basis and nature of any objection with respect to the Plan;
- 9 (d) Conform to the Bankruptcy Rules, the Bankruptcy Local Rules for the United States
10 District Court for the Northern District of California, the *Order Establishing Procedures*
11 *for Disclosure Statement and Confirmation Hearing* (N.D. Cal. May 2017) (Montali, J.),
and the Scheduling Order; and
- 12 (e) Be filed with the Bankruptcy Court and served in accordance with Bankruptcy Rule
13 3020(b)(1) so as to be actually received on or before **4:00 p.m. (Prevailing Pacific Time)**
14 **on May 15, 2020** (the “**Objection Deadline**”) by the following parties (the “**Notice**
15 **Parties**”):
- 16 (i) Clerk, U.S. Bankruptcy Court for the Northern District of California, 450
17 Golden Gate Avenue, 18th Floor, San Francisco, California 94102;
- 18 (ii) The Debtors, c/o PG&E Corporation and Pacific Gas and Electric Company,
19 77 Beale Street, P.O. Box 770000, San Francisco, California 94177 (Attn:
20 Janet Loduca, Esq.);
- 21 (iii) The attorneys for the Debtors, (A) Weil, Gotshal & Manges LLP, 767 Fifth
22 Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.
23 (stephen.karotkin@weil.com), Jessica Liou, Esq. (jessica.liou@weil.com),
and Matthew Goren, Esq. (matthew.goren@weil.com)), (B) Keller
24 Benvenuti Kim LLP, 650 California Street, Suite 1900, San Francisco,
25 California 94108 (Attn: Tobias S. Keller, Esq. (tkeller@kbkllp.com) and
Jane Kim, Esq. (jkim@kbkllp.com)), and (C) Cravath, Swaine & Moore LLP,
26 Worldwide Plaza, 825 Eighth Avenue, New York, New York 10019 (Attn:
27 Paul H. Zumbro, Esq. (pzumbro@cravath.com), Kevin J. Orsini, Esq.
28 (korsini@cravath.com), and Omid H. Nasab, Esq. (onasab@cravath.com));
- (iv) The U.S. Trustee, 450 Golden Gate Avenue, 5th Floor, Suite 05-0153, San
Francisco, California 94102 (Attn: James L. Snyder, Esq.
(James.L.Snyder@usdoj.gov) and Timothy Laffredi, Esq.
(Timothy.S.Laffredi@usdoj.gov));
- (v) The attorneys for the administrative agent under the Debtors’ debtor-in-
possession financing facility, (A) Stroock & Stroock & Lavan LLP, 180
Maiden Lane, New York, New York 10038-4982 (Attn: Kristopher M.
Hansen, Esq. (khansen@stroock.com), Erez E. Gilad, Esq.

(egilad@stroock.com), and Matthew G. Garofalo, Esq. (mgarofalo@stroock.com)) and (B) Stroock & Stroock & Lavan LLP, 2029 Century Park East, Los Angeles, California 90067-3086 (Attn: Frank A. Merola, Esq. (fmerola@stroock.com));

(vi) The attorneys for the collateral agent under the Debtors' debtor-in-possession financing facility, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Eli J. Vonnegut, Esq. (eli.vonnegut@davispolk.com), David Schiff, Esq. (david.schiff@davispolk.com), and Timothy Graulich, Esq. (timothy.graulich@davispolk.com));

(vii) The attorneys for the CPUC, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064 (Attn: Alan W. Kornberg, Esq. (akornberg@paulweiss.com), Brian S. Hermann, Esq. (bhermann@paulweiss.com), Walter R. Rieman, Esq. (wrieman@paulweiss.com), Sean A. Mitchell, Esq. (smitchell@paulweiss.com), and Neal P. Donnelly, Esq. (ndonnelly@paulweiss.com));

(viii) The attorneys for the Creditors Committee, (A) Milbank LLP, 55 Hudson Yards, New York, New York 10001-2163 (Attn: Dennis F. Dunne, Esq. (DDunne@milbank.com) and Samuel A. Kahlil, Esq. (skhalil@milbank.com)) and (B) Milbank LLP, 2029 Century Park East, 33rd Floor, Los Angeles, California 90067 (Attn: Gregory A. Bray, Esq. (GBray@milbank.com) and Thomas R. Kreller, Esq. (TKreller@milbank.com));

(ix) The attorneys for the Tort Claimants Committee, (A) Baker & Hostetler LLP, 1160 Battery Street, Suite 100, San Francisco, California 94111 (Attn: Robert A. Julian, Esq. (rjulian@bakerlaw.com) and Cecily A. Dumas, Esq. (cdumas@bakerlaw.com)) and (B) Baker & Hostetler LLP, 11601 Wilshire Boulevard, Suite 1400, Los Angeles, California, 90025-0509 (Attn: Eric E. Sagerman, Esq. (esagerman@bakerlaw.com) and Lauren T. Attard, Esq. (lattard@bakerlaw.com));

(x) The attorneys for the Ad Hoc Group of Subrogation Claim Holders, (A) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019-6099 (Attn: Matthew A. Feldman, Esq. (mfeldman@willkie.com), Joseph G Minias Esq. (jminias@willkie.com), Benjamin P. McCallen Esq. (bmccallen@willkie.com), and Daniel I. Forman Esq. (dforman@willkie.com) and (B) Diemer & Wei, LLP, 100 West San Fernando Street, Suite 555, San Jose, California 95113 (Attn: Kathryn S. Diemer (kdiemer@diemerwei.com));

(xi) The attorneys for the Shareholder Proponents, Jones Day, 555 South Flower Street, Fiftieth Floor, Los Angeles, California 90071-2300 (Attn: Bruce S. Bennett, Esq. (bbennett@jonesday.com), Joshua M. Mester, Esq. (jmester@jonesday.com), and James O. Johnston, Esq. (jjohnston@jonesday.com)); and

(xii) The attorneys for the Ad Hoc Committee of Senior Unsecured Noteholders, (A) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036 (Attn: Michael S. Stamer, Esq. (mstamer@akingump.com), Ira S. Dizengoff, Esq.

(idizengoff@akingump.com), David H. Botter, Esq. (dbotter@akingump.com), Abid Qureshi, Esq. (aqureshi@akingump.com) and (B) Akin Gump Strauss Hauer & Feld LLP, 580 California Street, Suite 1500, San Francisco, California 94104 (Attn: Ashley Vinson Crawford, Esq. (avcrawford@akingump.com)).

IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT TIMELY FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE CONFIRMATION HEARING.

PURSANT TO THE SCHEDULING ORDER, PRINCIPAL COUNSEL REPRESENTING A PARTY, OR ANY PRO SE PARTY, OBJECTING TO CONFIRMATION OF THE PLAN MUST APPEAR IN PERSON AT A PRE-CONFIRMATION SCHEDULING CONFERENCE ON MAY 19, 2020 AT 10:00 AM (PREVAILING PACIFIC TIME) TO DISCUSS SCHEDULING ANY EVIDENTIARY MATTERS TO BE DEALT WITH IN CONNECTION WITH THE CONFIRMATION HEARING AND SCHEDULING FOR BRIEFING OF CONTESTED LEGAL ISSUES. FAILURE TO APPEAR MAY RESULT IN THE OBJECTION BEING STRICKEN.

9. Plan Releases. INFORMATION REGARDING CERTAIN INJUNCTIONS, EXCULPATIONS AND RELEASES UNDER THE PLAN IS SET FORTH ON ANNEX A HERETO. YOU SHOULD CAREFULLY REVIEW THE PLAN AND THE INFORMATION ON ANNEX A IN ITS ENTIRETY AS IT MAY AFFECT YOUR RIGHTS.

10. Executory Contracts and Unexpired Leases. Pursuant to the Plan, as of, and subject to, the occurrence of the Effective Date of the Plan and the payment of any applicable Cure Amount (as defined in the Plan), all executory contracts and unexpired leases of the Reorganized Debtors shall be deemed assumed, unless such executory contract or unexpired lease (i) was previously assumed or rejected by the Debtors, pursuant to a Final Order (as defined in the Plan), (ii) previously expired or terminated pursuant to its own terms or by agreement of the parties thereto, (iii) is the subject of a motion to assume, assume and assign, or reject filed by the Debtors on or before the Confirmation Date (as defined in the Plan), or (iv) is specifically designated as an executory contract or unexpired lease to be

1 rejected on the Schedule of Rejected Contracts (as defined in the Plan) by the Debtors. The Debtors
2 shall serve all applicable notices regarding cure amounts or rejection as set forth in the Plan on the
3 appropriate parties no later than fourteen (14) days before the Objection Deadline.

4 11. **Additional Information.** Copies of the Disclosure Statement, the Disclosure Statement
5 and Solicitation Procedures Order, the Plan, and the other solicitation materials are on file with the Clerk
6 of the Bankruptcy Court (the “**Clerk**”) and may be examined by interested parties on the Debtors’ case
7 website, which can be found and accessed at no cost at <https://restructuring.primeclerk.com/pge>. Copies
8 of the Disclosure Statement, the Disclosure Statement and Solicitation Procedures Order, the Plan, and
9 the other solicitation materials may also be: (i) examined by interested parties during normal business
10 hours at the office of the Clerk; (ii) accessed for a fee via PACER at <http://www.canb.uscourts.gov/>; and
11 (iii) obtained by written request to the Solicitation Agent, at the address or e-mail address set forth below:

12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

If by e-mail to: pgeinfo@primeclerk.com	If by standard, overnight, or hand delivery: PG&E Information c/o Prime Clerk, LLC 60 East 42nd Street Suite 1440 New York, NY 10165
---	--

THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

Dated: March [•], 2020

WEIL, GOTSHAL & MANGES LLP

KELLER BENVENUTTI KIM LLP

By: _____
Stephen Karotkin

*Attorneys for Debtors
and Debtors in Possession*