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14 *Proposed Attorneys for Debtors and Debtors
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15 **UNITED STATES BANKRUPTCY COURT**
16 **NORTHERN DISTRICT OF CALIFORNIA**
17 **SAN FRANCISCO DIVISION**

19 **In re:**
20 **PG&E CORPORATION,**
21 **Debtor.**
22 **Tax I.D. No. 94-3234914**

Case Nos: 19-30088 (DM)
19-30089 (DM)

Chapter 11

23 **In re:**
24 **PACIFIC GAS AND ELECTRIC**
25 **COMPANY,**
26 **Debtor.**
27 **Tax I.D. No. 94-0742640**

**NOTICE OF HEARING ON SHORTENED
TIME AND PROPOSED AGENDA FOR
FIRST DAY MOTIONS AND FIRST DAY
HEARING**

Date: January 31, 2019
Time: 10:00 a.m. (Pacific)
Place: United States Bankruptcy Court,
Courtroom 17, 16th Floor
450 Golden Gate Avenue, San
Francisco, CA 94102

1 PLEASE TAKE NOTICE that on January 29, 2019 (the “**Petition Date**”), PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors
3 and debtors in possession (the “**Debtors**”) in the above-captioned chapter 11 cases (the
4 “**Chapter 11 Cases**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the
5 United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the
6 Northern District of California (San Francisco Division) (the “**Bankruptcy Court**”).

7 PLEASE TAKE FURTHER NOTICE that, at a status conference held on January 29,
8 2019, the Bankruptcy Court scheduled a hearing (the “**First Day Hearing**”) for January 31, 2019
9 at 10:00 a.m. (Prevailing Pacific Time), before the Honorable Dennis Montali, United States
10 Bankruptcy Judge, in Courtroom 17 on the 16th Floor at 450 Golden Gate Avenue, San
11 Francisco, CA 94102.

12 PLEASE TAKE FURTHER NOTICE that a proposed agenda with respect to the First
13 Day Hearing is set forth below. At the First Day Hearing, the Court will hear the motions and
14 applications filed by the Debtors and listed in Section II of the proposed agenda below (the
15 “**First Day Motions**”). Copies of each pleading identified below can be viewed and/or obtained
16 by: (i) accessing the Court’s website at <http://www.canb.uscourts.gov>, (ii) contacting the Office
17 of the Clerk of the Court at 450 Golden Gate Avenue, San Francisco, CA 94102, or (iii) from the
18 Debtors’ proposed notice and claims agent, Prime Clerk LLC (“**Prime Clerk**”), at
19 <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217 (toll free) for U.S.-based
20 parties; or +1 (929) 333-8977 for International parties or by e-mail at: pgeinfo@primeclerk.com.

21 Note that a PACER password is needed to access documents on the Court’s website.

22 PLEASE TAKE FURTHER NOTICE that any objections or responses to the First Day
23 Motions shall be filed and served so as to be actually received on or prior to January 31, 2019 at
24 8:00 a.m. (Prevailing Pacific Time).

25 **AGENDA FOR FIRST DAY HEARING ON JANUARY 31, 2019 AT 10:00 a.m.**¹

26 **I. Introduction/Opening Statement**

- 27 • Tobias S. Keller (Keller & Benvenuti LLP)
- 28 • Stephen Karotkin (Weil, Gotshal & Manges LLP)

II. Motions and Applications to Be Heard at First Day Hearing

A. Administrative and Procedural Motions

1. **Joint Administration Motion.** Motion of Debtors Pursuant to Fed. R. Bankr. P. 1015(b) for Entry of Order Directing Joint Administration of Chapter 11 Cases [Dkt No. 5].
2. **Creditor Matrix and Notice of Commencement Motion.** Motion of Debtors

¹ Docket entry numbers relate to Case Number 19-30088 unless otherwise indicated.

Pursuant to 11 U.S.C. §§ 105(a), 342(a), and 521(a)(1) and Fed. R. Bankr. P. 1007 and 2002 for Entry of Order (I) Waiving the Requirements to File Lists of Creditors and Equity Holders and Granting Related Relief; and (II) Authorizing and Approving Procedures for Providing Notice of the Commencement of Chapter 11 Cases [Dkt No. 17].

3. **Motion for Extension of Time to File Schedules and Statements.** Motion of Debtors Pursuant to 11 U.S.C. §§ 521(a) and 105(a) and Fed. R. Bankr. P. 1007(c) for Entry of Order (I) Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs, and (II) Extending Time to File 2015.3 Reports [Dkt No. 18].
4. **Oversize Briefing Motion.** Motion of Debtors Pursuant to B.L.R. 9013-1(c) For Entry of Order Authorizing Oversize Briefing for Certain First Day Motions [Dkt No. 19].
5. **Responsible Individual Application.** Application of Debtors Pursuant to B.L.R. 4002-1 for Order Appointing Jason P. Wells as Responsible Individual [Dkt No. 20].
6. **Cash Management Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I)(A) Continue Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Continue Intercompany Arrangements, (D) Continue to Honor Obligations Related to Joint Infrastructure Projects, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Waiving the Requirements of 11 U.S.C. § 345(b) [Dkt No. 7].
7. **Insurance Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b), 363(c), and 364 and Fed. Bankr. P. 4001, 6003, and 6004 for Interim and Final Orders (I) Authorizing the Debtors to Maintain Insurance Policies, Workers' Compensation Program, and Surety Bond Program and Pay All Obligations With Respect Thereto; and (II) Granting Relief From the Automatic Stay with Respect to Workers' Compensation Claims [Dkt No. 9].
8. **Claims and Noticing Agent Retention Application.** Debtors' Application Pursuant to 28 U.S.C. § 156(c) for Appointment of Prime Clerk LLC as Claims and Noticing Agent [Dkt No. 14].

8(a). Declaration of Shai W. Waisman in Support of Debtors' Application for Appointment of Prime Clerk LLC as Claims and Noticing Agent [Dkt No. 22]

B. Operational Motions

9. **Exchange Operator Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362, 363, and 364 and Fed. R. Bankr. P. 6003 and 6004 to (A) Honor Prepetition Obligations to Natural Gas and Electricity Exchange Operators, (B) Grant Administrative Expense Claims and Authorize Posting of Postpetition Collateral to Exchange Operators, (C) Modify the Automatic Stay, and (D) Grant Related

Relief [Dkt No. 15].

10. **Operational Integrity Suppliers Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b)(9) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to Pay Prepetition Obligations Owed to Certain Safety and Reliability, Outage, and Nuclear Facility Suppliers [Dkt No. 12].
11. **Lien Claimants Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b) and Fed. R. Bankr. P. 6003 and 6004 (I) for Interim and Final Authority to Pay Prepetition Obligations Owed to Shippers, Warehousemen, and Other Lien Claimants, and (II) Granting Administrative Expense Priority Status for Claims Arising from Goods Delivered to the Debtors Postpetition [Dkt No. 13].
12. **Taxes Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363, 507(a), and 541(d) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to Pay Certain Prepetition Taxes and Assessments and Granting Related Relief [Dkt No. 11].
13. **Customer Programs Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a)(7) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Orders (I) Authorizing Debtors to (A) Maintain and Administer Customer Programs, Including Public Purpose Programs, and (B) Honor Any Prepetition Obligations Relating Thereto; and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [Dkt No. 16].
14. **Employee Wages and Benefits Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Prepetition Wages, Salaries, Withholding Obligations, and Other Compensation and Benefits; (II) Maintain Employee Benefits Programs; and (III) Pay Related Administrative Obligations [Dkt No. 8].
15. **NOL Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(A) and 362 for Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the Debtors [Dkt No. 10].
16. **DIP Financing Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362, 363, 364, 503 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004 and 9014 for Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing, (II) Granting Liens and Superpriority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling Final Hearing, and (V) Granting Related Relief [Dkt No. 23].
 - 16(a). Declaration of David Kurtz in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 362, 363, 364, 503 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004 and 9014 for Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing, (II) Granting Liens and Superpriority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling Final Hearing, and (V) Granting

Related Relief [Dkt No. 24]

17. **Motion to Seal DIP Fee Letters**. Motion of Debtors Pursuant to Bankruptcy Code Sections 105(a) and 107(b) and Bankruptcy Rule 9018 for Entry of an Order Authorizing the Filing Under Seal of the Proposed Debtor-In-Possession Financing Fee Letters [Dkt No. 25].

17(a). Declaration of David Kurtz in Support of Debtors' Motion Pursuant to Bankruptcy Code Sections 105(a) and 107(b) and Bankruptcy Rule 9018 for Entry of an Order Authorizing the Filing Under Seal of the Proposed Debtor-In-Possession Financing Fee Letters [Dkt No. 27].

III. OTHER FILED DOCUMENTS THE COURT MAY CONSIDER:

18. Declaration of Jason B. Wells in Support of First Day Motions and Related Relief [Dkt No. 28]

19. The Voluntary Chapter 11 Petition of PG&E Corporation [Dkt No. 1]

20. The Voluntary Chapter 11 Petition of Pacific Gas and Electric Company [Dkt No. 1] (Case No. 19-30089).

21. Any other document filed in these Chapter 11 Cases and related Adversary Proceedings

Dated: January 29, 2019

WEIL, GOTSHAL & MANGES LLP

CRAVATH, SWAINE & MOORE LLP

KELLER & BENVENUTTI LLP

By: /s/ Jane Kim

Jane Kim

*Proposed Attorneys for Debtors and Debtors
in Possession*

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