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

14 **In re:**

15 **PG&E CORPORATION,**

16 **- and -**

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

19 **Debtors.**

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

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

Chapter 11 Case

No. 19-30088 (DM)

(Lead Case)

(Jointly Administered)

NOTICE OF HEARING ON APPROVAL OF
(A) PROPOSED DISCLOSURE STATEMENT
FOR DEBTORS' AND SHAREHOLDER
PROponents' JOINT CHAPTER 11 PLAN OF
REORGANIZATION; (B) PLAN
SOLICITATION AND VOTING PROCEDURES;
(C) FORMS OF BALLOTS, SOLICITATION
PACKAGES, AND RELATED NOTICES; AND
(D) OTHER RELATED RELIEF

26 **PLEASE TAKE NOTICE THAT:**

27 1. **The Plan and Proposed Disclosure Statement.** On February 7, 2020, pursuant to
28 section 1125 of the Bankruptcy Code, PG&E Corporation and Pacific Gas and Electric Company, as
debtors and debtors in possession (collectively, the "**Debtors**"), filed the proposed disclosure statement
[Docket No. 5700] (together with all schedules and exhibits thereto, and as may be modified, amended,

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1 or supplemented from time to time, the “**Proposed Disclosure Statement**”)¹ for the *Debtors’ and*
2 *Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization, dated January 31, 2020* [Docket
3 No. 5590] (together with all schedules and exhibits thereto, and as may be modified, amended, or
4 supplemented from time to time, the “**Plan**”).

5 2. **Solicitation Procedures Motion.** In accordance with the Disclosure Statement approval
6 and Plan confirmation schedule established by the Court [Docket No. 5673] (the “**Scheduling Order**”),
7 the Debtors will file, on or before February 18, 2020, a Motion requesting, *inter alia*, that the Court (i)
8 approve Plan solicitation and voting procedures, and (ii) approve the forms of Ballots, Solicitation
9 Packages, and related notices to be sent to the Debtors’ creditors and equity interest holders in connection
10 with confirmation of the Plan (the “**Solicitation Procedures Motion**”).

11 3. **Disclosure Statement Hearing.** A hearing (the “**Disclosure Statement Hearing**”) to
12 consider approval of the Proposed Disclosure Statement and the relief requested in the Solicitation
13 Procedures Motion will be held before the Honorable Dennis Montali, United States Bankruptcy Judge,
14 on **March 10, 2020 at 10:00 a.m. (Prevailing Pacific Time), and, if needed, March 11, 2020 at 10:00**
15 **a.m. (Prevailing Pacific Time)**, in Courtroom 17 of the United States Bankruptcy Court for the Northern
16 District of California, San Francisco Division (the “**Bankruptcy Court**”), 450 Golden Gate Avenue,
17 16th Floor, San Francisco, California 94102, or as soon thereafter as counsel can be heard. The
18 Disclosure Statement Hearing may be continued from time to time without further notice to creditors,
19 equity interest holders, or other parties in interest other than by an announcement in the Bankruptcy
20 Court of such continuance or as indicated in any notice of agenda of matters scheduled for hearing filed
21 by the Debtors with the Bankruptcy Court.

22 4. **Objections or Responses to the Proposed Disclosure Statement and Solicitation**
23 **Procedures Motion.**

24 a. **Core Parties.** Pursuant to the Court’s Scheduling Order, the following parties
25 (collectively, the “**Core Parties**”) must serve any responses or objections to approval of the Proposed

26 _____
27 ¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Proposed
28 Disclosure Statement.

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1 Disclosure Statement or any of the relief sought in the Solicitation Procedures Motion (each, a
2 “**Disclosure Statement or Solicitation Objection**”) by e-mail on the parties listed in Paragraph 4.c.(v)
3 below (**BUT NOT FILED OR SENT TO THE BANKRUPTCY COURT**) so as to be received no
4 later than **4:00 p.m. on February 28, 2020 (Prevailing Pacific Time)**: (i) the Tort Claimants
5 Committee; (ii) the Creditors Committee; (iii) the U.S. Trustee; (iv) the Ad Hoc Group of Subrogation
6 Claimholders; (v) the Ad Hoc Committee of Senior Unsecured Noteholders; (vi) the U.S. Department of
7 Justice; (vii) the Office of the California Attorney General; (viii) Governor Gavin Newsom; (ix) the
8 California Public Utilities Commission; (x) the Ad Hoc Committee of Holders of Trade Claims; (xi)
9 Valley Clean Energy Alliance; (xii) City and County of San Francisco; (xiii) South San Joaquin
10 Irrigation District; (xiv) BOKF, NA, solely in its capacity as Indenture Trustee for the Utility Senior
11 Notes; (xv) Adventist Health System/West and Feather River Hospital; and (xvi) the Consenting Fire
12 Claimant Professional Group. Counsel for any of the Core Parties who have served objections or
13 responses shall meet and confer with counsel for the Debtors and the Shareholder Proponents no later
14 than March 5, 2020, to attempt to resolve any Disclosure Statement or Solicitation Objections. To the
15 extent any Disclosure Statement or Solicitation Objection of a Core Party is not resolved during such
16 meet and confer, the applicable Core Party shall file and serve its Disclosure Statement or Solicitation
17 Objection in accordance with Bankruptcy Rule 3017(a), Local Bankruptcy Rule 3017-1(a), and the
18 procedures set forth below so as to be received no later than **4:00 p.m. on March 6, 2020 (Prevailing**
19 **Pacific Time)**.

20 **b. All Other Parties.** Pursuant to the Court’s Scheduling Order, Disclosure
21 Statement or Solicitation Objections of any other parties (e.g., parties other than the Core Parties) must
22 be filed with the Bankruptcy Court and served in accordance with Bankruptcy Rule 3017(a), Local
23 Bankruptcy Rule 3017-1(a), and the procedures set forth below so as to be received no later than **4:00**
24 **p.m. on March 6, 2020 (Prevailing Pacific Time)**.

25 **c. Response and Objection Procedures.** Disclosure Statement or Solicitation
26 Objections must:

- 27 (i) Be in writing;

- 1 (ii) State the name and address of the objecting party and the amount and nature of the Claim or
Interest of such party;
- 2 (iii) State with particularity **in short, concise bullet points** (without points and authorities in
3 support), the basis and nature of any objection or response and include, where appropriate,
4 proposed language to be incorporated into the Proposed Disclosure Statement to resolve any
such objection or response;
- 5 (iv) Conform to the Bankruptcy Rules, the Bankruptcy Local Rules, the *Order Establishing*
6 *Procedures for Disclosure Statement and Confirmation Hearing* (N.D. Cal. May 2017)
(Montali, J.), and the Scheduling Order; and
- 7 (v) Be served on the following parties:
- 8 A. Clerk, U.S. Bankruptcy Court for the Northern District of California, 450 Golden
Gate Avenue, Mail Box 36099, San Francisco, California 94102;
- 9 B. The Debtors, c/o PG&E Corporation and Pacific Gas and Electric Company, 77
10 Beale Street, P.O. Box 770000, San Francisco, California 94177 (Attn: Janet
Loduca, Esq.);
- 11 C. The attorneys for the Debtors, (A) Weil, Gotshal & Manges LLP, 767 Fifth
12 Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.
(stephen.karotkin@weil.com), Jessica Liou, Esq. (jessica.liou@weil.com), and
13 Matthew Goren, Esq. (matthew.goren@weil.com)), (B) Keller & Benvenuti
LLP, 650 California Street, Suite 1900, San Francisco, California 94108 (Attn:
14 Tobias S. Keller, Esq. (tkeller@kellerbenvenuti.com) and Jane Kim, Esq.
(jkim@kellerbenvenuti.com)), and (C) Cravath, Swaine & Moore LLP,
15 Worldwide Plaza, 825 Eighth Avenue, New York, New York 10019 (Attn: Paul
H. Zumbro, Esq. (pzumbro@cravath.com), Kevin J. Orsini, Esq.
(korsini@cravath.com), and Omid H. Nasab, Esq. (onasab@cravath.com));
- 16 D. The U.S. Trustee, 450 Golden Gate Avenue, 5th Floor, Suite 05-0153, San
17 Francisco, California 94102 (Attn: James L. Snyder, Esq.
(James.L.Snyder@usdoj.gov) and Timothy Laffredi, Esq.
(Timothy.S.Laffredi@usdoj.gov));
- 18 E. The attorneys for the administrative agent under the Debtors' debtor-in-
19 possession financing facility, (A) Stroock & Stroock & Lavan LLP, 180 Maiden
20 Lane, New York, New York 10038-4982 (Attn: Kristopher M. Hansen, Esq.
(khansen@stroock.com), Erez E. Gilad, Esq. (egilad@stroock.com), and
21 Matthew G. Garofalo, Esq. (mgarofalo@stroock.com)) and (B) Stroock &
22 Stroock & Lavan LLP, 2029 Century Park East, Los Angeles, California 90067-
3086 (Attn: Frank A. Merola, Esq. (fmerola@stroock.com));
- 23 F. The attorneys for the collateral agent under the Debtors' debtor-in-possession
24 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.
25 (david.schiff@davispolk.com), and Timothy Graulich, Esq.
(timothy.graulich@davispolk.com));
- 26 G. The attorneys for the CPUC, Paul, Weiss, Rifkind, Wharton & Garrison LLP,
27 1285 Avenue of the Americas, New York, New York 10019-6064 (Attn: Alan W.
Kornberg, Esq. (akornberg@paulweiss.com), Brian S. Hermann, Esq.
- 28

(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));

H. 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));

I. 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));

J. 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. Foreman 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));

K. 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

L. 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)).

THE COURT NARROWLY CONSTRUES SECTION 1125(a)(1) OF THE BANKRUPTCY CODE. OBJECTIONS TO THE PROPOSED DISCLOSURE STATEMENT ARE TO MAKE SURE THAT ADEQUATE DISCLOSURE WILL ENABLE AN IMPAIRED CREDITOR OR SHAREHOLDER TO MAKE AN INFORMED JUDGMENT ABOUT THE PLAN. OBJECTIONS TO THE PROPOSED DISCLOSURE STATEMENT SHOULD NOT INCLUDE OBJECTIONS TO CONFIRMATION, ALTERNATIVES TO THE PLAN, OR

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1 OTHER IRRELEVANT MATTERS. THE ONLY EXCEPTION IS THAT AN OBJECTION
 2 MAY BE BASED UPON A GOOD FAITH BELIEF THAT THE PROPOSED PLAN IS
 3 UNCONFIRMABLE AS A MATTER OF LAW. THE COURT WILL NOT TREAT THE
 4 ABSENCE OF AN OBJECTION TO CONFIRMATION AS A WAIVER OF SUCH AN
 5 OBJECTION FILED LATER WHEN THE PLAN IS READY TO BE CONSIDERED.

6 IF ANY OBJECTION TO THE PROPOSED DISCLOSURE STATEMENT OR THE
 7 SOLICITATION PROCEDURES MOTION IS NOT TIMELY FILED AND SERVED AS
 8 PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING
 9 TO THE ADEQUACY OF THE PROPOSED DISCLOSURE STATEMENT OR ANY OF THE
 10 RELIEF SOUGHT IN CONNECTION WITH THE SOLICITATION PROCEDURES MOTION
 11 AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

12 5. **Other Relevant Dates.** The Scheduling Order also approved and established the
 13 following dates and deadlines:

- 14 a. February 21, 2020 at 4:00 p.m. (Prevailing Pacific Time): Deadline for filing any
 15 objection to, or request for estimation of, a Claim for purposes of voting on the
 16 Plan.
- 17 b. March 6, 2020 at 4:00 p.m. (Prevailing Pacific Time): Deadline for any creditor
 18 or shareholder to file a motion pursuant to Bankruptcy Rule 3018(a) seeking to
 19 temporarily allow its Claim or Interest in a different class or amount for purposes
 20 of voting to accept or reject the Plan.
- 21 c. May 15, 2020 at 4:00 p.m. (Prevailing Pacific Time): Deadline for (i) submitting
 22 Ballots to accept or reject the Plan and (ii) filing and serving objections to Plan
 23 confirmation.
- 24 d. May 27, 2020 at 10:00 a.m. (Prevailing Pacific Time): First day of Confirmation
 25 Hearing.

26 6. **Miscellaneous.** The Proposed Disclosure Statement and the Plan (and, once filed, the
 27 Solicitation Procedures Motion) are on file with the Clerk of the Bankruptcy Court and may be examined
 28 by interested parties on the Debtors' case website, which can be found and accessed at no cost at
<https://restructuring.primeclerk.com/pge/>. The Proposed Disclosure Statement and the Plan (and, once
 filed, the Solicitation Procedures Motion) may also be: (i) examined by interested parties during normal

1 business hours at the office of the Clerk on a public computer terminal; (ii) accessed for a fee via PACER
2 at http:// http://www.canb.uscourts.gov/; and (iii) obtained by written request to the Debtors' solicitation
3 agent, Prime Clerk LLC ("Prime Clerk" or the "Solicitation Agent"), at the address or e-mail address
4 below:

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

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

11 Dated: February 7, 2020

WEIL, GOTSHAL & MANGES LLP

By: /s/ Stephen Karotkin
Stephen Karotkin

Attorneys for Debtors and Debtors in Possession

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