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16 UNITED STATES BANKRUPTCY COURT
17 NORTHERN DISTRICT OF CALIFORNIA
18 SAN FRANCISCO DIVISION

19 In re
20 PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,
21 Debtor.
22 Federal I.D. No. 94-0742640

Case No. 01-30923 DM
Chapter 11 Case
Date: July 30, 2003
Time: 9:30 a.m.
Place: 235 Pine Street, 22nd Floor
San Francisco, California
Judge: Hon. Dennis Montali

25 NOTICE OF MOTION AND MOTION BY PACIFIC GAS AND ELECTRIC
26 COMPANY, PG&E CORPORATION AND OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ORDER SETTING VOTING RECORD DATE
27 AND APPROVING VOTING SOLICITATION AND TABULATION PROCEDURES,
FORMS OF VOTING BALLOTS, AND CERTAIN NOTICES
28 REGARDING PLAN OF REORGANIZATION

BK13P01

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1 NOTICE OF MOTION AND MOTION

2 PLEASE TAKE NOTICE that on July 30, 2003, at 9:30 a.m., or as soon
3 thereafter as the matter may be heard, in the Courtroom of the Honorable Dennis Montali,
4 located at 235 Pine Street, 22nd Floor, San Francisco, California, Pacific Gas and Electric
5 Company, the debtor and debtor-in-possession in the above-captioned Chapter 11 case
6 ("PG&E" or the "Debtor"), PG&E Corporation (the "Parent") and the Official Committee of
7 Unsecured Creditors (the "OCC," and together with PG&E and the Parent, the "Movants"),
8 will and hereby do move the Bankruptcy Court for entry of an order setting a voting record
9 date, and approving the voting and other procedures proposed herein and certain related
10 notices with respect to the Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
11 For Pacific Gas and Electric Company Dated June 27, 2003, as amended (the "Plan"), filed
12 by PG&E and the Parent (collectively, the "PG&E Proponents") and the OCC (the PG&E
13 Proponents and the OCC are collectively referred to as the "Plan Proponents"). This Motion
14 is supported by the facts and law set forth herein.

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15 PLEASE TAKE FURTHER NOTICE that any opposition to the Motion and
16 the relief requested herein must be (i) filed with the Bankruptcy Court and served upon the
17 appropriate parties (including counsel for PG&E, counsel for PG&E Corporation, counsel
18 for the OCC and the Office of the United States Trustee) prior to the scheduled hearing date,
19 or (ii) presented at the scheduled hearing. Movants submit that no notice of this Motion is
20 required, but to the extent that the Bankruptcy Court deems that notice is necessary, Movants
21 believe that this Notice of Motion and opportunity for opposition thereto is sufficient under
22 the circumstances. If there is no timely objection to the requested relief, the Bankruptcy
23 Court may enter an order granting such relief without further hearing.

24
25 MEMORANDUM OF POINTS AND AUTHORITIES

26 I.

27 BACKGROUND.

28 PG&E is an investor-owned utility providing electric and gas services to millions

1 of California residents and businesses. PG&E commenced this case by filing a voluntary
2 petition under Chapter 11 of the Bankruptcy Code on April 6, 2001 (the "Petition Date").
3 PG&E continues to manage and operate its business and property as a debtor-in-possession
4 pursuant to Sections 1107 and 1108 of the United States Bankruptcy Code.¹

5 On June 27, 2003 the PG&E Proponents and the OCC filed the Plan² pursuant to
6 Section 1121(a). Along with the Plan, on June 27, 2003, the PG&E Proponents filed a
7 Disclosure Statement for the Plan of Reorganization Under Chapter 11 of the Bankruptcy
8 Code for Pacific Gas and Electric Company (the "Disclosure Statement").³ The hearing to
9 consider approval of the Disclosure Statement is set for July 30, 2003.

10
11 II.

12 RELIEF REQUESTED.

13 The Movants seek entry of an order setting the voting record date, and approving
14 the solicitation, balloting, voting, and tabulation procedures set forth herein, and approving
15 certain related notices, with respect to confirmation of the Plan. The Movants request such
16 an order pursuant to Sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code and
17 Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") 2002, 3003, 3017, 3018, and
18 3020. Specifically, the Movants request the following relief:

- 19 • The Bankruptcy Court's approval of the proposed Notices, in substantially the
20 forms attached hereto as Exhibits A-C, to be sent to (i) holders of claims or interests
21 ineligible to vote to accept or reject the Plan (including holders of Disputed Claims
22 whose claims have not been allowed for voting pursuant to Bankruptcy Rule
23

24 ¹Unless otherwise expressly stated, all section references in this Motion are to the
United States Bankruptcy Code (Title 11 of the United States Code).

25 ²Capitalized terms used but not defined herein shall have the meaning set forth in the
Plan.

26 ³On June 30, 2003, the PG&E Proponents filed an Errata to the Disclosure Statement.
27 On July 8, 2003, the PG&E Proponents filed an Amendment Dated July 7, 2003 Adding
28 Exhibit C to Disclosure Statement, and on July 9, 2003, the PG&E Proponents filed a
Second Errata to the Disclosure Statement and the Movants filed an Errata to the Plan.

1 3018(a)), and (ii) parties to executory contracts and unexpired leases who do not
2 hold filed or scheduled claims (collectively, the "Non-Voting Parties"). The
3 Movants also ask the Bankruptcy Court to order that copies of the Plan and
4 Disclosure Statement not be required to be sent to the Non-Voting Parties. See
5 infra Section IV.D.

- 6 • The Bankruptcy Court's approval of the procedures proposed herein for soliciting
7 the votes of impaired classes of creditors on the Plan. See infra Section V.A.
- 8 • The Bankruptcy Court's approval of the proposed Notices, in substantially the
9 forms attached hereto as Exhibits D-E, to be sent to parties to executory contracts
10 and unexpired leases to be assumed or rejected, in each case pursuant to the Plan.
11 See infra Section V.A.
- 12 • The Bankruptcy Court's approval of the proposed Voting Ballots, in substantially
13 the forms of the Ballots attached hereto as Exhibits F-H (which will be modified for
14 each Voting Class) and the balloting procedures proposed herein. See infra Section
15 V.B.
- 16 • The Bankruptcy Court's approval of the proposed voting schedule for the Plan. See
17 infra Section V.C.
- 18 • The Bankruptcy Court's approval of the proposed procedures for tabulating votes
19 of impaired creditors with respect to acceptance or rejection of the Plan. See infra
20 Section VI.
- 21 • The Bankruptcy Court's approval of the continued employment of Innisfree M&A
22 Incorporated ("Innisfree") as voting agent for the Plan. See infra Section III.
- 23 • The Bankruptcy Court's approval of the proposed "Notice of (A) Voting Record
24 Date and Voting Deadline and (B) Hearing to Consider Confirmation of "Plan of
25 Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and
26 Electric Company" and (C) Deadline for Filing Objections to Confirmation,"
27 substantially in the form attached hereto as Exhibit I (the "Confirmation Hearing
28 Notice").

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- 1 • The Bankruptcy Court's approval of the procedure described herein for preliminary
2 service of the Confirmation Hearing Notice. See infra Section VII.
3

4 III.

5 VOTING AGENT.

6 Pursuant to an Order of this Court entered on November 21, 2001, effective as of
7 October 1, 2001 (the "Voting Agent Employment Order"), PG&E retained Innisfree to act as
8 the voting agent ("Voting Agent") with respect to the original Plan of Reorganization
9 proposed by the PG&E Proponents (the "Original PG&E Plan"). On April 15, 2002, the
10 California Public Utilities Commission (the "Commission") filed a competing Plan of
11 Reorganization for PG&E, which was subsequently amended (as so amended, the
12 "Commission Plan"). On May 6, 2002, the PG&E Proponents and the Commission filed a
13 Motion for Order (i) Approving Notices of Non-Voting Status, Notices to Parties to
14 Executory Contracts and Notice to State Agencies; and (ii) Approving Voting Solicitation
15 Procedures, Forms of Voting Ballots, Voting Timetable, and Tabulation Procedures (the
16 "Original Voting Motion"), which, inter alia, sought authority to expand Innisfree's role to
17 permit Innisfree to act as Voting Agent for both plans. An Order granting the Original
18 Voting Motion was filed herein on May 20, 2002. The Movants hereby seek authority to
19 extend the employment of Innisfree to enable Innisfree to act as Voting Agent in connection
20 with the Plan, on the same terms and conditions as those set forth in the Voting Agent
21 Employment Order. If so authorized, the Voting Agent will coordinate all mailings related
22 to the Plan (including both voting and non-voting documents), respond to inquiries from
23 creditors, equity security holders and other interested parties, receive and account for all
24 Voting Ballots, and tabulate the votes. In addition, to the extent necessary, the Voting Agent
25 will assist in researching certain information regarding equity security holders and
26 bondholders.
27
28

1 IV.

2 VOTING ELIGIBILITY.

3 A. Voting Classes.

4 Section 1126 of the Bankruptcy Code provides that only holders of allowed
5 claims or equity interests are entitled to vote to accept or reject a Chapter 11 plan of
6 reorganization. Certain classes are not entitled to vote, such as classes of claims or equity
7 security interests who are not impaired (and are deemed to accept the plan), and classes in
8 which the holders will receive no recovery under a Chapter 11 plan (and are deemed to reject
9 the plan). 11 U.S.C. §1126(f), (g). Under the Plan, eight (8) classes or subclasses of claims
10 are impaired and are not deemed to have rejected the Plan, and are therefore entitled to vote
11 to accept or reject the Plan (collectively, the "Voting Classes"), while nine (9) classes or
12 subclasses of claims and equity security interests are unimpaired, and therefore are not
13 entitled to vote on the Plan (collectively, the "Unimpaired Classes"). There are no classes in
14 which the holders will receive no recovery.

15 The descriptions below of Classes and Subclasses of Claims and Interest Holders
16 under the Plan are summaries only. Reference is made to the Disclosure Statement and the
17 Plan for a full description of such Classes and Subclasses.

18 1. Impaired Classes And Subclasses.⁴

19 Class 3a—Secured Claims Relating to First and Refunding Mortgage Bonds.

20 Class 3a is comprised of Secured Claims against PG&E evidenced by a number of First and
21

22 ⁴While the Plan Proponents believe that Classes 5, 6 and 7 are unimpaired by the
23 Plan, certain holders of Class 5, Class 6 or Class 7 Claims may believe that Classes 5, 6
24 and/or 7 are impaired by the Plan. To avoid delaying the voting process, holders of Class 5,
25 6 and 7 Claims will be solicited to vote on the Plan as a precautionary measure so that the
26 voting results will be available if it is determined by the Bankruptcy Court that any such
27 Class is impaired. Allowing the holders of Class 5, Class 6 and Class 7 Claims to vote shall
28 be without prejudice to the Plan Proponents' contention that these Classes are unimpaired,
and the Plan Proponents reserve the right to contest any objection to the unimpaired status of
Classes 5, 6 and 7.

1 Refunding Mortgage Bonds issued by PG&E under a First and Refunding Mortgage under
2 which BNY Western Trust Company is the indenture trustee.

3 **Class 3b—Secured Claims Relating to Replaced First and Refunding**
4 **Mortgage Bonds.** Class 3b is comprised of Secured Claims against PG&E evidenced by the
5 Mortgage Bonds that secure the Mortgage Backed PC Bond Claims contained in Class 4a.

6 **Class 4a—Mortgage Backed PC Bond Claims.** Class 4a is comprised of
7 Claims of the Issuer, Bond Trustee, and the holders of Mortgage Backed PC Bonds for all
8 amounts due and owing by PG&E under the Loan Agreements and each of the other PC
9 Bond Documents executed by PG&E in connection with the issuance of each series of
10 Mortgage Backed PC Bonds.

11 **Class 4c—MBIA Claims.** Class 4c is comprised of: (i) the contingent claims of
12 MBIA with respect to payments that may become due by PG&E under the terms of the
13 MBIA Reimbursement Agreement as reimbursement for payments made by MBIA under the
14 PC Bond Insurance Policy; and (ii) the claims of MBIA for any and all accrued and unpaid
15 amounts due by PG&E under the MBIA Reimbursement Agreement, including any and all
16 amounts due by PG&E as reimbursement of amounts paid by MBIA under the PC Bond
17 Insurance Policy to the Bond Trustee for the payment of interest on the MBIA Insured PC
18 Bonds.

19 **Class 4e—Letter of Credit Bank Claims.** Class 4e is comprised of: (i) the
20 contingent claims of each Letter of Credit Issuing Bank and the applicable Banks, if any,
21 with respect to payments that may become due by PG&E under their respective
22 Reimbursement Agreements with PG&E in an amount equal to the outstanding Stated
23 Amount of each of the Letters of Credit; and (ii) the claims of the Letter of Credit Issuing
24 Banks and the applicable Banks, if any, for any and all accrued and unpaid amounts due by
25 PG&E under their respective Reimbursement Agreements, including amounts due as
26 reimbursement of amounts paid by each Letter of Credit Issuing Bank under its respective
27 Letter of Credit to the Bond Trustee for the payment of interest on the related series of Letter
28 of Credit Backed PC Bonds.

1 **Class 5—General Unsecured Claims.**⁵ Class 5 includes, but is not limited to:
2 (i) Revolving Line of Credit Claims; (ii) Medium Term Notes Claims; (iii) Senior Note
3 Claims; (iv) Floating Rate Notes Claims; (v) DWR Claims; (vi) Southern San Joaquin
4 Valley Power Authority Bond Claims; (vii) Commercial Paper Claims; (viii) Claims arising
5 from the rejection of executory contracts and unexpired leases as defined in Section 365 of
6 the Bankruptcy Code; (ix) Claims relating to pre-petition litigation against the Debtor that
7 have been fully settled, liquidated or determined by a Final Order or a binding award,
8 agreement or settlement prior to the Petition Date for amounts payable by the Debtor for
9 damages or other obligations in a fixed dollar amount, in a lump sum or by a series of
10 payments; (x) Claims of PG&E's vendors, suppliers and service providers; and (xi) Claims
11 relating to intercompany obligations; provided, however, that General Unsecured Claims do
12 not include any unsecured claims included in any other Class.

13 **Class 6—ISO, PX and Generator Claims.**⁶ Class 6 is comprised of Claims of
14 the California Independent System Operator ("ISO"), California Power Exchange ("PX"),
15 and various power generators for purchases of electricity or ancillary services by PG&E in
16 markets operated by the ISO and the PX.

17 **Class 7—ESP Claims.**⁷ Class 7 is comprised of Claims of Energy Service
18 Providers ("ESPs") with respect to PX energy credits payable by PG&E to such ESPs.

19 Members of the Voting Classes will be allowed to vote only the undisputed
20 portion of their claims, unless the Bankruptcy Court orders otherwise.

21 2. Unimpaired Classes And Subclasses.

22 **Class 1—Other Priority Claims.** Class 1 is comprised of Claims that are
23 entitled to priority in accordance with Section 507(a), other than Administrative Expense
24 Claims and Priority Tax Claims.

25
26 ⁵See discussion in footnote 4, above, regarding impairment with respect to Class 5.

27 ⁶See discussion in footnote 4, above, regarding impairment with respect to Class 6.

28 ⁷See discussion in footnote 4, above, regarding impairment with respect to Class 7.

1 **Class 2—Other Secured Claims.** Class 2 is comprised of Claims relating to
2 mechanics' and materialmen's liens, secured tax Claims, and Secured Claims other than
3 those Secured Claims in Class 3a, Class 3b, and Class 4a.

4 **Class 4b—MBIA Insured PC Bond Claims.** Class 4b is comprised of Claims
5 of the Issuer, Bond Trustee, and the holders of MBIA Insured PC Bonds for all amounts due
6 and owing by PG&E under the Loan Agreements and each of the other PC Bond Documents
7 executed by PG&E in connection with the issuance of the MBIA Insured PC Bonds.

8 **Class 4d—Letter of Credit Backed PC Bond Claims.** Class 4d is comprised of
9 Claims of the Issuer, Bond Trustee, and the holders of Letter of Credit Backed PC Bonds for
10 all amounts due and owing by PG&E under the Loan Agreements and each of the other PC
11 Bond Documents executed by PG&E in connection with the issuance of each series of Letter
12 of Credit Backed PC Bonds.

13 **Class 4f—Prior Bond Claims.** Class 4f is comprised of Claims of the Prior
14 Letter of Credit Issuing Banks for any and all accrued and unpaid amounts due by PG&E
15 under their respective Prior Reimbursement Agreements, including amounts due as
16 reimbursement of amounts paid by each Prior Letter of Credit Issuing Bank under its
17 respective Prior Letter of Credit to the Bond Trustee for the payment of the redemption price
18 of the related series of Prior Bonds.

19 **Class 4g—Treasury PC Bond Claims.** Class 4g is comprised of Claims of the
20 Issuer, Bond Trustee, and the holders of Treasury PC Bonds for all amounts due and owing
21 by PG&E under the Loan Agreements and each of the other PC Bond Documents executed
22 by PG&E in connection with the issuance of each series of Treasury PC Bonds.

23 **Class 8—Environmental, Fire Suppression, Pending Litigation and Tort**
24 **Claims.** Class 8 is comprised of: (i) Claims against PG&E for personal injury, property
25 damage, damage to the environment, nuisance, pollution, contamination or other adverse
26 effects on the environment, or for related fines, penalties or restrictions; (ii) Chromium
27 Litigation Claims and all other Claims against PG&E arising from any accusation,
28 allegation, notice, action, claim, demand or otherwise for personal injury, property damage,

1 products liability or discrimination, or based on employment against PG&E; (iii) Claims
2 against PG&E by any Governmental Entity for damages and costs resulting from a fire that
3 may be recovered under either state or federal law; and (iv) Claims against PG&E that are
4 asserted in litigation pending against PG&E and that are listed in the Plan Supplement or in
5 any amendment to the Plan Supplement to be filed prior to the date the Plan Proponents
6 commence solicitation for voting for the Plan. Class 8 does not include any Claims settled,
7 liquidated or determined by a Final Order or a binding award, agreement or settlement prior
8 to the Petition Date for amounts payable by PG&E for damages or other obligations in a
9 fixed dollar amount payable in a lump sum or by a series of payments (which are classified
10 as General Unsecured Claims).

11 **Class 9—QUIDS Claims.** Class 9 is comprised of unsecured Claims against
12 PG&E evidenced by the 7.90% Deferrable Interest Subordinated Debentures, Series A, due
13 December 31, 2025, issued by PG&E pursuant to an indenture under which the National
14 City Bank of Indiana is the indenture trustee.

15 **Class 10—Workers' Compensation Claims.** Class 10 is comprised of Claims
16 of employees of the Debtor arising prior to the Petition Date for payment of workers'
17 compensation benefits under applicable law.

18 **Class 11—Preferred Stock Equity Interests.** Class 11 is comprised of holders
19 of Preferred Stock issued by PG&E.

20 **Class 12—Common Stock Equity Interests.** Class 12 is comprised of all of the
21 issued and outstanding shares of common stock of PG&E.

22 In addition to the Unimpaired Classes, Movants submit that parties to executory contracts
23 and unexpired leases who do not hold filed or scheduled claims (excluding claims scheduled
24 as contingent, unliquidated, or disputed) and holders of Disputed Claims under the Plan are
25 not creditors entitled to vote on the Plan.

26 **B. Voting Record Date.**

27 Bankruptcy Rule 3018(a) provides that: "an equity security holder or creditor
28 whose claim is based on a security of record shall not be entitled to accept or reject a plan

1 unless the equity security holder or creditor is the holder of record of the security on the date
2 the order approving the disclosure statement is entered or on another date fixed by the court,
3 for cause, after notice and a hearing.” In accordance with this Rule, the voting record date is
4 typically the date the Court issues its order approving the disclosure statement. Under
5 appropriate circumstances, however, Bankruptcy Rule 3018 authorizes the Court to fix a
6 different date following notice and a hearing.

7 Movants hereby request that this Court exercise its power under the Bankruptcy
8 Rules and Section 105(a) of the Bankruptcy Code to set August 4, 2003, or such later date as
9 the Court may deem appropriate, as the voting record date for the Plan (the “Voting Record
10 Date”). Setting a record date that is sufficiently later than the date the Bankruptcy Court
11 enters its Order Approving the Disclosure Statement but also sufficiently earlier than the
12 Solicitation Commencement Date (as defined below) will avoid confusion in soliciting and
13 tabulating votes and will afford those entities responsible for assembling ownership lists of
14 publicly traded debt and equity securities the preparation time necessary to compile an
15 accurate list of holders. Accurate lists often cannot be prepared retroactively as to
16 ownership on a prior date.

17 C. Holders Entitled To Vote.

18 The Movants propose that only the following holders of impaired claims be
19 entitled to vote to accept or reject the Plan: (a) holders of claims, as of the Voting Record
20 Date, that are not listed as contingent, unliquidated, or disputed (excluding scheduled claims
21 that have been superseded by filed proofs of claims) in PG&E’s Amended and Restated
22 Schedules filed with the Bankruptcy Court on July 2, 2001, as the same may be amended
23 from time to time (the “Schedules”), (i) as to which no objection has been filed as of the
24 Solicitation Commencement Date; or (ii) to the extent an objection has been filed, (x) that
25 have been temporarily allowed prior to the Voting Deadline for the purpose of accepting or
26 rejecting such Plan pursuant to Bankruptcy Rule 3018(a), in the amount which the court
27 deems proper for such purposes, (y) that have been allowed by the Bankruptcy Court for any
28 purpose pursuant to the Bankruptcy Court’s ruling on such objection prior to the Voting

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1 Deadline, or (z) that are otherwise entitled to vote on account of meeting the criteria in
2 subsection (c) below; (b) holders of filed proofs of claim listed, as of the Voting Record
3 Date, on the official claims register maintained by Robert L. Berger & Associates, LLC, the
4 Claims Agent appointed by the Bankruptcy Court, (i) as to which no objection has been filed
5 as of the Solicitation Commencement Date; or (ii) to the extent an objection has been filed,
6 (x) that have been temporarily allowed prior to the Voting Deadline for the purpose of
7 accepting or rejecting such Plan pursuant to Bankruptcy Rule 3018(a), in the amount which
8 the Bankruptcy Court deems proper for such purposes, (y) that have been allowed by the
9 Bankruptcy Court for any purpose pursuant to the Bankruptcy Court's ruling on such
10 objection prior to the Voting Deadline, or (z) that are otherwise entitled to vote on account
11 of meeting the criteria in subsection (c) that immediately follows; and (c) registered record
12 holders of PG&E bonds, notes or debentures, and beneficial owners holding such securities
13 through nominee holders, in each case as of the Voting Record Date, as evidenced by the
14 records of the applicable trustee or transfer agent, as well as the records of The Depository
15 Trust Company, Euroclear, and Clearstream.⁸

16 D. Notices Of Non-Voting Status.

17 Bankruptcy Rule 3017(d)(4) provides, in relevant part, as follows:

18 If the court orders that the disclosure statement and the plan or a summary of the
19 plan shall not be mailed to any unimpaired class, notice that the class is
20 designated in the plan as unimpaired and notice of the name and address of the
21 person from whom the plan or summary of the plan and disclosure statement may
22 be obtained upon request and at the plan proponent's expense, shall be mailed to
23 members of the unimpaired class together with the notice of the time fixed for
24 filing objections to and the hearing on confirmation.

25 Pursuant to Bankruptcy Rule 3017(d), the Movants request the Bankruptcy Court
26 to direct that Movants need not mail copies of the Plan and the Disclosure Statement to any
27 holders of claims or interests in an Unimpaired Class,⁹ to parties to executory contracts and

28 ⁸The Depository Trust Company is the central depository for the vast majority of securities held in "street name" in the United States. Euroclear and Clearstream are the two principal depositories in Europe holding on behalf of nominees and other holders.

⁹As discussed above, Movants, while believing that Classes 5, 6 and 7 are unimpaired under the Plan, intend to provide copies of the Plan and Disclosure Statement, as well as

(continued . . .)

1 unexpired leases who do not hold filed or scheduled claims, or to holders of Disputed Claims
2 under the Plan, unless otherwise requested of the Voting Agent in writing by facsimile (212-
3 446-3605) or e-mail (pge@innisfreema.com). Such holders also may obtain the Plan and
4 Disclosure Statement through the "Pacific Gas & Electric Company Chapter 11 Case" link
5 accessible through the Bankruptcy Court's website (www.canb.uscourts.gov).

6 The Movants' proposed Notice of Non-Voting Status to Holders of Claims or
7 Equity Interests in Unimpaired Classes, in substantially the form attached hereto as
8 Exhibit A, identifies the Unimpaired Classes (1, 2, 4b, 4d, 4f, 4g, 8, 9,10, 11 and 12) and
9 informs the members of such classes that they hold unimpaired claims or interests under the
10 Plan, and thus are conclusively presumed to have accepted the Plan pursuant to Section
11 1126(f) of the Bankruptcy Code.

12 With respect to "beneficial owners" of securities issued by PG&E who hold their
13 interests through a "nominee holder," such as bondholders and stockholders who hold their
14 securities through a bank or brokerage firm, the Movants request the Bankruptcy Court to
15 direct all nominee holders to forward the Notice of Non-Voting Status to Holders of Claims
16 or Equity Interests in Unimpaired Classes to the beneficial owners within five (5) business
17 days of receipt by such nominee holders of the Notice.

18 In addition, Movants propose to mail (i) a Notice to Parties to Executory
19 Contracts, in substantially the form attached hereto as Exhibit B, to all known parties to
20 executory contracts and unexpired leases who do not hold filed or scheduled claims
21 (excluding claims scheduled as contingent, unliquidated, or disputed) under the Plan, and
22 (ii) a Notice to Holders of Disputed Claims, in substantially the form attached hereto as
23 Exhibit C to all holders of Disputed Claims under the Plan. These Notices will inform such
24 parties that they are not entitled to vote on the Plan. Movants submit that these Notices, to
25 be mailed at the same time as the Solicitation Packages are mailed to holders of impaired

26 _____
27 (... continued)
28 Voting Ballots, to holders of Claims in Classes 5, 6 and 7 as a precautionary measure
because certain holders of such Claims may contend that their interests are impaired.

1 claims entitled to vote to accept or reject the Plan, satisfy the requirements of Bankruptcy
2 Rule 3017(d).

3
4 V.

5 SOLICITATION AND BALLOTING PROCESS.

6 A. Solicitation.

7 The Bankruptcy Rules set forth the materials that must be provided to the Voting
8 Classes for the purpose of soliciting their votes on the Plan. Pursuant to Bankruptcy Rule
9 3017(d), the Movants propose that this Court authorize and direct the Voting Agent and
10 nominee holders to send the following materials (collectively, the "Solicitation Package") to
11 all persons entitled to vote on the Plan:

12 (i) An appropriate Voting Ballot, in substantially the form of one of the
13 proposed Ballots attached hereto as Exhibits F through H, and accompanying postage-
14 prepaid return envelope;

15 (ii) Copies of the Plan and the Disclosure Statement;

16 (iii) The Confirmation Hearing Notice; and

17 (iv) Any other documents approved by the Bankruptcy Court. (The PG&E
18 Proponents intend to submit a letter for inclusion in the Solicitation Package, asking
19 creditors to vote in favor of the Plan. Prior to the hearing on this Motion, the PG&E
20 Proponents will provide the proposed form of letter for the Court's and interested parties'
21 review.)

22 The Movants propose to mail the Solicitation Package to the following persons
23 entitled to vote on the Plan:

24 (a) Holders of allowed claims, as of the Voting Record Date, that are listed in
25 PG&E's Schedules as not contingent, unliquidated or disputed (excluding scheduled claims
26 that have been superseded by filed claims), that have not been disallowed or disqualified
27 prior to the Voting Record Date and that are not the subject of pending objections on the
28 Solicitation Commencement Date, provided, however, that the assignee of an assigned

1 scheduled claim may vote such claim only if the transfer has met the requirements of
2 Bankruptcy Rule 3001(e) as of the Voting Record Date;

3 (b) Subject to subsection (c) below, holders of filed proofs of claim, as of the
4 Voting Record Date, that have not been disallowed or disqualified prior to the Voting
5 Record Date and that are not the subject of pending objections on the Solicitation
6 Commencement Date, provided, however, that the assignee of an assigned filed claim may
7 vote such claim only if the transfer has met the requirements of Bankruptcy Rule 3001(e) as
8 of the Voting Record Date; and

9 (c) Registered holders, as of the Voting Record Date, of PG&E bonds, notes or
10 debentures (i.e., such holders whose bonds, notes or debentures are registered in their
11 names), or nominee holders for beneficial owners of PG&E bonds, notes or debentures, as of
12 the Voting Record Date, provided, however, that the Voting Agent shall provide such
13 nominee holders with sufficient copies of the Solicitation Package to distribute to their
14 respective beneficial owners (and such beneficial owners may vote on the ballots supplied to
15 them by the nominee holder).

16 In addition, Movants propose to mail one of two Notices to Parties to Executory
17 Contracts and Unexpired Leases, substantially in the form attached hereto as Exhibits D and
18 E, to all known parties to executory contracts and unexpired leases to be assumed or rejected
19 pursuant to the Plan (collectively, the "Notices to Parties to Executory Contracts"). Each
20 such Notice provides the recipient with a general description of the proposed treatment of its
21 executory contract or unexpired lease under the Plan, refers the recipient to the Plan and the
22 Disclosure Statement for additional information, and informs the recipient how to obtain
23 copies of the Plan and the Disclosure Statement.

24 B. Voting Ballots.

25 Bankruptcy Rule 3018(c) provides, in relevant part, as follows: "Form of
26 Acceptance or Rejection. An acceptance or rejection shall be in writing, identify the plan or
27 plans accepted or rejected, be signed by the creditor or equity security holder or an
28 authorized agent, and conform to the appropriate Official Form." Movants have prepared

1 proposed Voting Ballots that comply with Bankruptcy Rule 3018(c) and are based on
2 Official Form No. 14. Movants have, however, modified the Official Form to address the
3 particular needs of this case.

4 Movants will prepare separate Voting Ballots for each of the eight (8) Voting
5 Classes (including Classes 5, 6 and 7) in the Plan. These Voting Ballots allow such Voting
6 Classes to vote to accept or reject the Plan. See Bankruptcy Code §1129(c).

7 With respect to holders of publicly held debt securities issued by PG&E, Movants
8 have prepared two types of proposed Voting Ballots: (i) a "Beneficial Owner Ballot" to be
9 submitted by registered holders of PG&E bonds, notes or debentures as of the Voting
10 Record Date, and beneficial owners holding their voting securities through nominee holders,
11 in substantially the form attached hereto as Exhibit F; and (ii) a "Master Ballot" to be
12 submitted by nominee holders on behalf of beneficial owners of PG&E bonds, notes or
13 debentures as of the Voting Record Date, in substantially the form attached hereto as
14 Exhibit G. Movants have also prepared a proposed "Claim Holder Ballot" for all other types
15 of claims entitled to vote, in substantially the form attached hereto as Exhibit H.

16 With respect to registered holders of allowed claims (e.g., debt security holders)
17 entitled to vote on the Plan, the Movants propose that the Voting Agent will send
18 Solicitation Packages directly to them and the registered holders in turn will submit their
19 Voting Ballots directly to the Voting Agent. The Movants propose that beneficial owners,
20 on the other hand (e.g., bondholders who hold their securities through nominee holders such
21 as banks or brokerage firms), will receive their Solicitation Packages through their nominee
22 holders, and that such nominee holders will have two options:

23 (i) they may prevalidate the beneficial owners' Voting Ballots and instruct the
24 beneficial owners to directly submit their votes to the Voting Agent. Nominee holders may
25 prevalidate a ballot by (1) signing and dating the ballot; (2) indicating on the ballot the name
26 of the nominee holder, the amount of securities held by the nominee for the beneficial
27 owner, and the account number(s) for the account(s) in which securities are held by the
28 nominee holder; and (3) forwarding the Solicitation Package to the beneficial owner for

1 voting or

2 (ii) if the nominee holder chooses not to prevalidate the beneficial owners'
3 individual ballots, but to instead process the beneficial owners' individual ballots, the
4 nominee holder shall summarize the beneficial owners' votes on a Master Ballot and submit
5 the Master Ballot to the Voting Agent.

6 In summary:

7 (a) Registered holders of allowed claims, including holders of record of PG&E
8 bonds, notes or debentures as of the Voting Record Date (i.e., such holders whose bonds,
9 notes or debentures are registered in their names) shall: (i) indicate their vote and complete
10 all other information requested on the Voting Ballot; and (ii) return the Voting Ballot to the
11 Voting Agent on or prior to the Voting Deadline (as defined below).

12 (b) Beneficial owners of PG&E bonds, notes or debentures as of the Voting
13 Record Date, if such bonds, notes or debentures are registered in "street name," and the
14 beneficial owner's nominee holder has prevalidated the Voting Ballot prior to forwarding the
15 Solicitation Package to the beneficial owner, shall: (i) indicate their vote and complete all
16 other information requested on the Voting Ballot; and (ii) return the Voting Ballot to the
17 Voting Agent on or prior to the Voting Deadline.

18 (c) Beneficial owners of PG&E's bonds, notes or debentures as of the Voting
19 Record Date, if such bonds, notes or debentures are registered in "street name," and the
20 beneficial owner's nominee holder has not prevalidated the Voting Ballot prior to
21 forwarding the Solicitation Package to the beneficial owner, shall: (i) indicate their vote and
22 complete all other information requested on the Voting Ballot; and (ii) return the Ballot to
23 the nominee holder on or prior to the Voting Deadline as arranged by the nominee holder.
24 The nominee holder will then summarize the votes of each beneficial owner on the Master
25 Ballot, and return the Master Ballot to the Voting Agent in accordance with the voting
26 schedule outlined below.

27 C. Voting Schedule.

28 The Movants have developed a proposed voting schedule to take into account the

1 many different types and relatively high number of public securities that PG&E has issued
2 and are outstanding, as well as the complexity of the classification schemes under the Plan.
3 In addition, the schedule allows for the nominee holders of PG&E bonds, notes or
4 debentures, or other securities—typically banks and brokerage firms holding the securities
5 (or their respective agents)—to process materials for the approximately 130 different types
6 of securities issued by PG&E, in 147 different CUSIPs. The Movants accordingly ask the
7 Bankruptcy Court to approve the following schedule, which is premised on solicitation
8 commencing on August 15, 2003 (the “Solicitation Commencement Date”). To the extent
9 the Solicitation Commencement Date changes pursuant to this Court’s order, Movants
10 propose that the dates set forth below would be adjusted accordingly, without the need for
11 further Court order, so long as such dates remain within the parameters stated below:

12 (1) **Submission of Documents to the Voting Agent.** Movants shall cause to
13 be delivered to the Voting Agent any and all documents to be included in the Solicitation
14 Package no later than the date designated by the Voting Agent as the deadline for its receipt
15 of such materials in order to comply with the voting schedule described below.

16 (2) **Preliminary Mailing to Nominee Holders [5 business days]:** From
17 August 11 through August 15, 2003, the Voting Agent will distribute elements of the
18 Solicitation Packages to nominee holders of PG&E bonds, notes or debentures, or other
19 securities in the Voting Classes. During this preliminary mailing period, nominee holders
20 may prepare their mailings to their respective beneficial owners and may begin mailing the
21 Solicitation Packages as they are completed. During this period, the Voting Agent will also
22 prepare the Solicitation Packages to be sent to registered holders of claims.

23 (3) **Mailing to Registered Holders of Claims and to Beneficial Owners:** On
24 the Solicitation Commencement Date, the Voting Agent will mail the Solicitation Packages
25 to the registered holders of claims and to the beneficial owners of PG&E bonds, notes or
26 debentures, or other securities in the Voting Classes.

27 (4) **Voting Deadline [end of 45-day period beginning on the Solicitation**
28 **Commencement Date]:** Pursuant to Bankruptcy Rule 3017(c), persons entitled to vote, in

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NEWMAN
CANAK
FALK
GIBSON
A Registered Corporation

1 order for the Voting Agent to count their votes, must properly complete, execute, and deliver
2 their Voting Ballots to the Voting Agent or, in certain cases, to their nominee holder by mail,
3 overnight mail, or personal delivery so that the Voting Agent or nominee holder, if
4 applicable, receives such Ballots no later than 5:00 p.m. Eastern Time on September 29,
5 2003 (the "Voting Deadline"), unless the Bankruptcy Court extends the Voting Deadline.
6 Nominee holders shall have up to three additional business days to transmit Master Ballots
7 to the Voting Agent. The Voting Agent must, however, receive all Master Ballots no later
8 than 5:00 p.m. Eastern Time on the third business day after the Voting Deadline.

9
10 VI.

11 TABULATION PROCEDURES.

12 A. Claim Amount.

13 For purposes of tabulating the votes of creditors with respect to acceptance or
14 rejection of the Plan, PG&E proposes to provide the Voting Agent with each creditor's
15 Voting Class under the Plan and such creditor's undisputed claim amount. Movants submit
16 that voting creditors may vote only the undisputed portion of their respective claims, unless
17 otherwise ordered by the Bankruptcy Court. The claim amount eligible to vote shall be
18 based on one of the following:

- 19 (i) The amount set forth on a filed proof of claim which: (a) is not the subject
20 of a pending objection (or, if the subject of a pending objection, to the extent not
21 subject to objection); (b) has not been disallowed, disqualified, and reduced; and
22 (c) has not been estimated and/or temporarily allowed for voting purposes prior to
23 the Voting Deadline;
- 24 (ii) The amount set forth as a claim in PG&E's Schedules as not contingent,
25 unliquidated, or disputed (excluding scheduled claims that have been superseded
26 by filed claims) which (a) is not the subject of a pending objection (or, if the
27 subject of a pending objection, to the extent not subject to objection); (b) has not
28

1 been disallowed, disqualified, and reduced; and (c) has not been estimated and
2 temporarily allowed for voting purposes prior to the Voting Deadline;
3 (iii) The amount estimated and/or temporarily allowed for voting purposes prior
4 to the Voting Deadline with respect to a claim pursuant to an order of this Court;
5 or
6 (iv) For securities claims, the amount evidenced by the records of the trustee or
7 transfer agent, as well as the records of The Depository Trust Company,
8 Euroclear, Clearstream, or of the individual nominees holding the securities,
9 except that in no event shall a nominee be entitled to vote in excess of its position
10 in The Depository Trust Company or as a registered holder.

11 For claims allocated among different Voting Classes, the holders of such claims will receive
12 separate Voting Ballots for each Voting Class. Such claimants will accordingly be entitled
13 to vote in more than one Voting Class, based on the amount of their claim attributable to
14 each Voting Class.

15 B. Vote Tabulation.

16 Pursuant to Sections 105 and 1126 of the Bankruptcy Code, the Movants request
17 that the Bankruptcy Court approve the following vote tabulation guidelines:

18 (i) The Voting Agent shall not count any Voting Ballot that does not indicate
19 an acceptance or rejection of the Plan;

20 (ii) The Voting Agent shall not count any Voting Ballot that is returned to the
21 Voting Agent unsigned;

22 (iii) Pursuant to Rule 3018(a), the Voting Agent shall count only the first timely
23 Voting Ballot it receives from a creditor, unless, “[f]or cause shown,” this Court “after
24 notice and hearing” permits such creditor to “change or withdraw an acceptance or
25 rejection;”

26 (iv) The Voting Agent shall not count any Voting Ballot that is received after
27 the pertinent voting deadline even if postmarked or otherwise sent prior to such deadline,
28 unless the Bankruptcy Court extends such deadline;

1 (v) The Voting Agent shall not count any Voting Ballot that the Voting Agent
2 determines is not legible;

3 (vi) The Voting Agent shall not count any Voting Ballot transmitted via
4 facsimile or any other electronic means, except for voting confirmations received from
5 Euroclear or Clearstream which may be transmitted electronically as customary;

6 (vii) The Voting Agent shall not count any individual Voting Ballot that purports
7 to partially accept and partially reject the Plan; each creditor shall therefore vote all of a
8 claim within a particular Voting Class either to accept or reject the Plan;

9 (viii) The Voting Agent shall not count any Voting Ballot of a creditor that is
10 duplicative of a Voting Ballot of another creditor;

11 (ix) Each creditor shall be deemed to have voted the full amount of its
12 undisputed claim as of the Voting Record Date, within a particular Voting Class, as shown
13 on the records provided to the Voting Agent; and

14 (x) To the extent that there are over-votes submitted by a nominee holder on the
15 Master Ballot or prevalidated ballots (or over-votes on the Master Ballot are not reconcilable
16 prior to the vote certification) with respect to the Plan, votes to accept or reject the Plan shall
17 be applied by the Voting Agent in the same proportion as the votes to accept or reject the
18 Plan submitted on the Master Ballot or prevalidated ballots that contain the over-vote, but
19 only to the extent of the amount of votes to which such nominee holder is authorized to
20 submit as of the Voting Record Date.

21 The Movants submit that the tabulation procedures set forth above are necessary
22 to avoid any confusion resulting from incompletely or inconsistently executed ballots.

23
24 VII.

25 CONFIRMATION HEARING NOTICE.

26 Pursuant to Bankruptcy Rules 2002(b) and 3017(d), the Movants will provide the
27 Confirmation Hearing Notice to creditors and interest holders not less than 25 days prior to
28 the time fixed for filing objections to, and the hearing on, confirmation of the Plan. The

1 Movants propose to serve the Confirmation Hearing Notice in two stages: first, on or before
2 August 8, 2003, Movants will mail the Confirmation Hearing Notice to all creditors and
3 interest holders on the full, approximately 175,000-name mailing list in this case (which
4 does not include beneficial holders of certain securities or their nominees), and the Special
5 Notice List established and maintained pursuant to the Case Management Order (Revised
6 June 14, 2001) entered herein. Second, the Movants will include the Confirmation Hearing
7 Notice in the Solicitation Package to be sent on the Solicitation Commencement Date to
8 creditors (including nominees for beneficial holders of securities). In addition, on or before
9 August 8, 2003 the Movants propose to publish the Confirmation Hearing Notice for purposes
10 of, inter alia, providing notice to creditors and other interested parties who are not on the full
11 mailing list or the Special Notice List, or are otherwise not readily identifiable or reachable,
12 including:

- 13 (a) Creditors, interest holders, and other interested parties to whom no other
14 notice was sent in this case and who are unknown or not reasonably ascertainable
15 by PG&E; and
16 (b) Known creditors, equity security holders and other interested parties with
17 addresses unknown to PG&E.

18 The Movants propose to publish the Confirmation Hearing Notice in the following
19 publications: Wall Street Journal (National Edition); The New York Times (National
20 Edition); San Francisco Chronicle; Los Angeles Times; Bakersfield Californian; Fresno Bee;
21 Modesto Bee; Press Democrat (Santa Rosa); Sacramento Bee; San Jose Mercury News; and
22 Stockton Record. See Case Management Order, Ex. B (rev. June 14, 2001). The Movants
23 submit that publication of such Confirmation Hearing Notice is adequate and sufficient
24 notice to such creditors, equity security holders and other interested persons under the
25 circumstances.

VIII.

CONCLUSION.

The Movants have given notice of this Motion to the United States Trustee, and each person or entity on the Special Notice List as established pursuant to this Court's Case Management Order. The Movants submit such notice is adequate under the circumstances.

WHEREFORE the Movants respectfully request that this Court find that the Notice of this Motion and opportunity for opposition thereto is appropriate under the circumstances and further request entry of an order granting the relief sought herein and

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HOWARD
RICE
NEMEROVSKI
CANADY
FALK
& RABKIN
A Professional Corporation

1 such other and further relief as is just.

2
3 DATED: July 21, 2003.

Respectfully,

4 HOWARD, RICE, NEMEROVSKI, CANADY,
5 FALK & RABKIN
6 A Professional Corporation
7 COOLEY GODWARD LLP
8 DEWEY BALLANTINE LLP
9 WEIL, GOTSHAL & MANGES LLP
10 ORRICK, HERRINGTON & SUTCLIFFE LLP

11 By: *James L. Lopes*
12 ^{for} JAMES L. LOPES
13 Attorneys for Debtor and Debtor in Possession
14 PACIFIC GAS AND ELECTRIC COMPANY
15 and Attorneys for PG&E CORPORATION

MILBANK, TWEED, HADLEY & McCLOY LLP

16 By: _____
17 PAUL S. ARONZON
18 Attorneys for OFFICIAL COMMITTEE OF
19 UNSECURED CREDITORS

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HOWARD
RICE
NEMEROVSKI
CANADY
FALK
& RABKIN
A Professional Corporation

1 such other and further relief as is just.

2
3 DATED: _____, 2003.

Respectfully,

4 HOWARD, RICE, NEMEROVSKI, CANADY,
5 FALK & RABKIN
6 A Professional Corporation
7 COOLEY GODWARD LLP
8 DEWEY BALLANTINE LLP
9 WEIL, GOTSHAL & MANGES LLP
10 ORRICK, HERRINGTON & SUTCLIFFE LLP

11 By: _____
12 JAMES L. LOPES
13 Attorneys for Debtor and Debtor in Possession
14 PACIFIC GAS AND ELECTRIC COMPANY
15 and Attorneys for PG&E CORPORATION

MILBANK, TWEED, HADLEY & McCLOY LLP

16 By: 
17 PAUL S. ARONZON

18 Attorneys for OFFICIAL COMMITTEE OF
19 UNSECURED CREDITORS

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,

Debtor.

Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

**NOTICE OF NON-VOTING STATUS FOR
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY
CODE FOR PACIFIC GAS AND ELECTRIC COMPANY**

**TO: HOLDERS OF CLAIMS OR EQUITY INTERESTS IN UNIMPAIRED
CLASSES: CLASSES 1, 2, 4b, 4d, 4f, 4g, 8, 9, 10, 11 AND 12 IN PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
FOR PACIFIC GAS AND ELECTRIC COMPANY**

PLEASE TAKE NOTICE THAT:

1. On July __, 2003, Pacific Gas and Electric Company ("PG&E"), PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, "Plan Proponents") filed the "Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company (the "Plan") with the United States Bankruptcy Court for the Northern District of California, San Francisco Division. Along with the Plan, PG&E and PG&E Corporation filed a "Disclosure Statement for Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors" (the "Disclosure Statement"). On July __, 2003, the Bankruptcy Court approved the Disclosure Statement, finding that it contains adequate information within the meaning of Section 1125 of the Bankruptcy Code.
2. Pursuant to Section 1126(a), only holders of allowed claims or equity security interests in classes of claims or equity security interests that are impaired and are not deemed to have rejected the Plan are entitled to vote to accept or reject the Plan. Pursuant to Section 1126(f), holders of claims or equity security interests that are *not impaired* under the Plan are deemed to have accepted the Plan and are therefore not

¹ Unless otherwise expressly stated, all section references in this Notice are to the United States Bankruptcy Code (Title 11 of the United States Code).

entitled to vote on the Plan. As defined in Section 1124, a claim or interest is unimpaired if the Plan leaves unaltered the legal, equitable, and contractual rights to which such claim or interest entitles the holder of such claim or interest.

3. PG&E's records show that you hold a claim or interest in one or more of the following classes or subclasses, each of which is unimpaired under the Plan: 1, 2, 4b, 4d, 4f, 4g, 8, 9, 10, 11 or 12. **AS A HOLDER OF A CLAIM OR INTEREST IN ONE OF THESE UNIMPAIRED CLASSES OR SUBCLASSES, YOU ARE CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN PURSUANT TO SECTION 1126(f), AND ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.**

4. "Nominee holders" (such as banks or brokerage firms) who hold non-voting securities for beneficial owners of PG&E bonds, notes, debentures, or shares of stock registered in "street name" shall forward this Notice or copies thereof to the beneficial owners within five business days of receipt of this Notice.

5. Unless otherwise requested, the Plan Proponents will not provide holders of claims or equity interests whose claims or equity interests are unimpaired under the Plan with copies of the Plan or Disclosure Statement. If you wish to obtain copies of the Plan or Disclosure Statement, you may do so at no cost to you by: (i) downloading such copies through the "Pacific Gas & Electric Company Chapter 11 Case" link on the Bankruptcy Court's website at "<http://www.canb.uscourts.gov>"; (ii) telephoning the Voting Agent at (877) 456-3402; or (iii) emailing the Voting Agent at "pge@innisfreema.com."

6. The hearing on confirmation of the Plan is scheduled for _____, 2003, commencing at _____ m., Pacific time, in the Courtroom of the Honorable Dennis Montali, located at 235 Pine Street, 22nd Floor, San Francisco, California 94104. Such hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at the hearing and at any adjourned hearing(s). Please see the enclosed Confirmation Hearing Notice for additional details regarding this hearing and the procedure and deadline for filing any objection to the Plan.

WD 072103/1-1419915/120/1088547/v3

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,

Debtor.

Federal I.D. No. 94-0742640

Case No. 01 30923 DM

Chapter 11 Case

**NOTICE OF NON-VOTING STATUS FOR
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY
CODE FOR PACIFIC GAS AND ELECTRIC COMPANY**

**TO: PARTIES TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES
TO BE ASSUMED PURSUANT TO
THE PLAN WHO DO NOT HOLD A FILED OR SCHEDULED CLAIM**

PLEASE TAKE NOTICE THAT:

1. On July __, 2003, Pacific Gas and Electric Company ("PG&E"), PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, "Plan Proponents") filed the "Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company" (the "Plan") with the United States Bankruptcy Court for the Northern District of California, San Francisco Division. Along with the Plan, PG&E and PG&E Corporation filed a "Disclosure Statement for Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors" (the "Disclosure Statement"). On July __, 2003, the Bankruptcy Court approved the Disclosure Statement, finding that it contains adequate information within the meaning of Section 1125 of the Bankruptcy Code.¹

2. The records of PG&E show that you are a party to an executory contract or unexpired lease with PG&E. Pursuant to the Plan, your contract or lease will be assumed by PG&E. **AS A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE WHICH IS BEING ASSUMED WHO DOES NOT HOLD A FILED OR SCHEDULED CLAIM (EXCLUDING CLAIMS SCHEDULED AS CONTINGENT, UNLIQUIDATED, OR DISPUTED), YOU ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.**

¹ Unless otherwise expressly stated, all section references in this Notice are to the United States Bankruptcy Code (Title 11 of the United States Code).

3. Unless otherwise requested, the Plan Proponents will not provide non-voting parties to executory contracts and unexpired leases with a copy of the Plan or Disclosure Statement. If you wish to obtain a copy of the Plan or Disclosure Statement, you may do so at no cost to you by: (i) downloading such copies through the "Pacific Gas & Electric Company Chapter 11 Case" link on the Bankruptcy Court's website at "<http://www.canb.uscourts.gov>"; (ii) telephoning the Voting Agent at (877) 456-3402; or (iii) emailing the Voting Agent at "pge@innisfreema.com."

4. The hearing on confirmation of the Plan is scheduled for _____, 2003, commencing at _____ m., Pacific time, in the Courtroom of the Honorable Dennis Montali, located at 233 Pine Street, 22nd Floor, San Francisco, California 94104. Such hearing may be adjourned from time to time without further notice other than an announcement of the adjourned dates at the hearing and at any adjourned hearing(s). Please see the enclosed Confirmation Hearing Notice for additional details regarding this hearing and the procedure and deadline for filing any objection to the Plan.

WD 072103/1-1419915/42/1088598/v1

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,

Debtor.

Federal I.D. No. 94-0742640

Case No. 01 30923 DM

Chapter 11 Case

**NOTICE OF NON-VOTING STATUS FOR
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY
CODE FOR PACIFIC GAS AND ELECTRIC COMPANY**

**TO: HOLDERS OF "DISPUTED CLAIMS"
AS DEFINED IN PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE FOR PACIFIC GAS AND ELECTRIC COMPANY**

PLEASE TAKE NOTICE THAT:

1. On July __, 2003, Pacific Gas and Electric Company ("PG&E"), PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, "Plan Proponents") filed the "Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Dated" (the "Plan") with the United States Bankruptcy Court for the Northern District of California, San Francisco Division. Along with the Plan, PG&E and PG&E Corporation filed a "Disclosure Statement for Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors" (the "Disclosure Statement"). On July __, 2003, the Bankruptcy Court approved the Disclosure Statement, finding that it contains adequate information within the meaning of Section 1125 of the Bankruptcy Code.¹

2. Pursuant to Section 1126(a), only holders of allowed claims or equity security interests in classes of claims or equity security interests that are impaired and are not deemed to have rejected the Plan are entitled to vote to accept or reject the Plan. A holder of a claim or equity interest therefore is not entitled to vote on the Plan if such claim or equity interest is not an allowed claim or interest. Pursuant to Section 502(a), a

¹ Unless otherwise expressly stated, all section references in this Notice are to the United States Bankruptcy Code (Title 11 of the United States Code).

claim or interest is not allowed if a party in interest objects thereto, unless and until the Court later determines that allowability of the claim in its ruling on the objection.

3. PG&E's records show that you hold a Disputed Claim—that is, (i) a claim, proof of which was properly filed, as to which the Debtor has interposed a timely objection and/or request for estimation in accordance with Section 502(c) of the Bankruptcy Code and/or Federal Rule of Bankruptcy Procedure 3018, which objection and/or request for estimation has not been withdrawn or determined by a Final Order, or (ii) a claim listed on PG&E's Amended and Restated Schedules filed with the Bankruptcy Court on July 2, 2001, as the same may be amended from time to time (the "Schedules"), and not listed as contingent, unliquidated, or disputed (excluding scheduled claims that have been superseded by filed proofs of claims), as to which the Debtor has interposed a timely objection and/or request for estimation in accordance with Section 502(c) of the Bankruptcy Code and/or Federal Rule of Bankruptcy Procedure 3018, which objection and/or request for estimation has not been withdrawn or determined by a Final Order, or (iii) a claim, including a claim listed on PG&E's Schedules as contingent, unliquidated, or disputed, proof of which was required to be filed by order of the Bankruptcy Court or pursuant to applicable law, but as to which a proof of claim was not timely or properly filed. **AS A HOLDER OF A DISPUTED CLAIM, YOU ARE NOT ENTITLED TO VOTE ON THE PLAN TO THE EXTENT OF THE DISPUTED PORTION OF SUCH CLAIM.**

4. The hearing on confirmation of the Plan is scheduled for _____, 2003, commencing at _____ m., Pacific time, in the Courtroom of the Honorable Dennis Montali, located at 235 Pine Street, 22nd Floor, San Francisco, California 94104. Such hearing may be adjourned from time to time without further notice other than an announcement of the adjourned dates at the hearing and at any adjourned hearing(s). Please see the enclosed Confirmation Hearing Notice for additional details regarding this hearing and the procedure and deadline for filing any objection to the Plan.

5. Unless otherwise requested, the Plan Proponents will not provide holders of Disputed Claims with copies of the Plan or Disclosure Statement. If you wish to obtain copies of the Plan or Disclosure Statement, you may do so at no cost to you by:
(i) downloading such copies through the "Pacific Gas & Electric Company Chapter 11 Case" link on the Bankruptcy Court's website at "<http://www.canb.uscourts.gov>";
(ii) telephoning the Voting Agent at (877) 456-3402; or (iii) emailing the Voting Agent at "pge@innisfreema.com."

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC COMPANY,
a California corporation,

Debtor.

Case No. 01 30923 DM

Chapter 11 Case

**NOTICE TO PARTIES TO EXECUTORY CONTRACTS OR UNEXPIRED LEASES
WITH PACIFIC GAS AND ELECTRIC COMPANY TO BE ASSUMED PURSUANT TO
THE PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY
CODE FOR PACIFIC GAS AND ELECTRIC COMPANY**

PLEASE TAKE NOTICE THAT the records of Pacific Gas and Electric Company ("PG&E" or the "Debtor") show that you are a party to an executory contract or unexpired lease with PG&E. Pursuant to the Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company (the "Plan"),¹ PG&E intends to "assume" your contract or lease within the meaning of Section 365 of the Bankruptcy Code (11 U.S.C. §365). You can obtain a copy of the Plan and the accompanying Disclosure Statement, at no cost to you, by (i) downloading such copies through the "Pacific Gas & Electric Company Chapter 11 Case" link on the Bankruptcy Court's website at "www.canb.uscourts.gov"; (ii) telephoning the Voting Agent appointed in this case at (877) 456-3402; or (iii) emailing the Voting Agent at "pge@innisfreema.com."

Pursuant to the Plan, except as may otherwise be agreed to by the parties, within thirty (30) days after the Effective Date, the Debtor will cure any and all defaults under any executory contract or unexpired lease assumed by the Debtor in accordance with Section 365(b)(1) of the Bankruptcy Code (11 U.S.C. §365(b)(1)). The Plan further provides for the following procedure with respect to cures of defaults: a Notice of Cure and check for the cure amount as set forth in the Debtor's books and records will be sent to you unless (a) that amount is zero or (b) your claim was assigned, in which event, the check will be sent to the assignee of the claim. If you disagree that the cure is sufficient to cure all defaults within the meaning of Section 365(b)(1) of the Bankruptcy Code, you must notify the Debtor in writing within 30 days of the date of mailing of the Notice of Cure of such dispute and include a statement of the additional cure amount or other cure sought, a brief description of the reasons that you believe you are entitled to such additional cure, and copies of any documents in support thereof. The Debtor shall respond in writing with a Dispute Response within 60 days from the date of receipt of such dispute. If the Debtor does not respond within such 60-day period, the additional cure will be deemed to be owing by the Debtor and will be paid or otherwise satisfied by the Debtor within 30 days following the end of such 60-day period. You have 30 days from the service of

¹Capitalized terms not defined herein have the meanings ascribed to them in the Plan.

the Dispute Response to seek relief from the Bankruptcy Court regarding such dispute. If you do not timely seek such relief, the amount paid, if any, by the Debtor will be deemed the final cure amount and you will be forever barred from seeking any additional cure. In the event that you timely seek such relief, within thirty (30) days (or such other time as agreed by the parties) of (i) the entry of a Final Order determining the additional liability of the Debtor, if any, or (ii) a final settlement between the parties, the Debtor will pay in Cash or otherwise satisfy such additional liability. Nothing in the Plan will prohibit the Debtor from seeking appropriate relief from the Bankruptcy Court with respect to any such cure. See Article VI. of the Plan for additional information regarding assumed executory contracts and unexpired leases.

With this Notice, you will receive a copy of the Confirmation Hearing Notice, which, among other things, sets forth (a) the Voting Record Date and (b) the date, time and place for the Confirmation Hearing and the deadline for filing objections to confirmation.

WD 072103/1-1419915/42/1088631/v1

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC COMPANY,
a California corporation,

Debtor.

Case No. 01 30923 DM

Chapter 11 Case

**NOTICE TO PARTIES TO EXECUTORY CONTRACTS OR UNEXPIRED LEASES
WITH PACIFIC GAS AND ELECTRIC COMPANY TO BE REJECTED PURSUANT
TO THE PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE FOR PACIFIC GAS AND ELECTRIC COMPANY**

PLEASE TAKE NOTICE THAT the records of Pacific Gas and Electric Company ("PG&E" or the "Debtor") show that you are a party to an executory contract or unexpired lease with PG&E. Pursuant to the Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company (the "Plan")¹ and the Plan Supplement filed on July 18, 2003 (as may be amended from time to time), PG&E intends to "reject" your contract or lease within the meaning of Section 365 of the Bankruptcy Code (11 U.S.C. §365). You can obtain a copy of the Plan and the accompanying Disclosure Statement, at no cost to you, by (i) downloading such copies through the "Pacific Gas & Electric Company Chapter 11 Case" link on the Bankruptcy Court's website at "www.canb.uscourts.gov"; (ii) telephoning the Voting Agent appointed in this case at (877) 456-3402; or (iii) emailing the Voting Agent at "pge@innisfreema.com."

Pursuant to the Plan, Claims arising out the rejection of an executory contract or unexpired lease must be properly filed in the Chapter 11 Case and served upon the Debtor no later than thirty (30) days after the later of (a) notice of entry of an order approving the rejection of such executory contract or unexpired lease, (b) notice of entry of the Confirmation Order and (c) notice of an amendment to Schedule 6.1 to the Plan Supplement. All such Claims not filed within such time shall be forever barred from assertion against the Debtor, its estate and its property. See Article VI. of the Plan for additional information regarding rejected executory contracts and unexpired leases.

With this Notice, you will receive a copy of the Confirmation Hearing Notice which, among other things, sets forth (a) the Voting Record Date and (b) the date, time and place for the Confirmation Hearing and the deadline for filing objections to confirmation.

¹Capitalized terms not defined herein have the meanings ascribed to them in the Plan.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC COMPANY, a
California corporation,

Debtor.

Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

BENEFICIAL OWNER BALLOT
CLASS 5: GENERAL UNSECURED CLAIMS EVIDENCED BY SECURITIES

As a beneficial owner of the type of securities specified at the bottom of this page that have been placed in Class 5 (the "Class 5 Securities") and issued by Pacific Gas and Electric Company ("PG&E"), please use this Ballot to cast your vote to accept or reject the "Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company" (the "Plan") filed by PG&E, PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, the "Proponents") on July __, 2003.

This Ballot allows you to vote to accept (or reject) the Plan, annexed as Exhibit A to the "Disclosure Statement for Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors" (the "Disclosure Statement"), which accompanies this Ballot. All capitalized terms used in this Ballot but not otherwise defined herein shall have the meaning ascribed to them in the Plan.

Confirmation of the Plan requires that the holders of two-thirds in amount and more than one-half in number of claims in each class that actually vote on the Plan, accept the Plan; provided, however, that regardless of rejection of the Plan by any class (or classes) of claims, the Bankruptcy Court may nonetheless confirm the Plan if at least one impaired class of claims has accepted the Plan (determined without including any acceptance by an insider) and it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it.

Please review the Disclosure Statement, the Plan and this Ballot carefully before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim in the Plan. If you hold claims or equity interests in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you are an authorized signatory for more than one beneficial owner of Class 5 Securities, you must execute a separate Ballot for each beneficial owner.

DEADLINE

The Voting Deadline is 5:00 p.m. (Eastern Time), _____, 2003, unless extended by the Bankruptcy Court. Please return this Ballot in the enclosed pre-addressed, postage-paid envelope so that it is received by the Voting Deadline.

Innisfree M&A Incorporated (the "Voting Agent") will not accept Ballots by fax, e-mail or other electronic means; Ballots faxed, e-mailed or sent by other electronic means will not be accepted by the Voting Agent and will not be counted.

If the Bankruptcy Court confirms the Plan, it will be binding on all creditors whether or not they have voted for either such Plan.

HOW TO VOTE

1. Complete Item 1 (if not already filled out by your nominee) and Item 2. You may vote your Class 5 Securities to accept or reject the Plan. You must vote all your Class 5 Securities either to accept or to reject the Plan and may not split your vote (i.e., partially accept and partially reject) with respect to the Plan. However, if you receive another Ballot for a class in which you are entitled to vote that is different from the class in which Class 5 Securities has been classified, you may indicate a vote in such Ballot that is different from the vote indicated in this Ballot.
2. Complete Item 3 (if applicable).
3. Review the certifications contained in Item 4.
4. Sign the Ballot (unless this Ballot has already been signed or "prevalidated" by your nominee). Unsigned Ballots will not be counted.
5. Return the Ballot in the enclosed pre-addressed, postage-paid envelope so that it is received by the Voting Deadline. Ballots to be returned to the Voting Agent may also be forwarded to the following address: Innisfree M&A Incorporated, Attn: In re PG&E, 501 Madison Avenue, 20th Floor, New York, NY 10022; but beneficial owners of securities who received a return envelope addressed to their brokerage firm, bank or other nominee must return their Ballots in the envelope provided, or, if the envelope has been lost, seek further guidance from their brokerage firm, bank or other nominee, or the Voting Agent.
6. Once you have submitted your Ballot to the Voting Agent, acceptance or rejection of the Plan may be changed or withdrawn only with permission of the Bankruptcy Court for cause shown. If an individual holder of Class 5 Securities simultaneously submits duplicative Ballots with respect to such Claim that are voted (or otherwise completed) inconsistently, the Voting Agent will not count such Ballots.
7. Ballots of holders of claims and interests that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted.
8. Except as may be allowed by the Bankruptcy Court, an executed Ballot returned to the Voting Agent may not be revoked.
9. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

Item 1. Amount of Class 5 Securities Voted. I certify that as of _____, 2003, I was a beneficial owner of Class 5 Securities in the following principal amount (insert amount in box below) or that I am the authorized signatory or nominee of that beneficial owner. (If a nominee holds your Class 5 Securities on your behalf and you do not know the amount, please contact your nominee immediately. For purposes of this Ballot, do not adjust the principal amount for any accrued or unmatured interest.)

\$

Item 2. The Plan (check only one box).

ACCEPT (vote FOR) the Plan.

REJECT (vote AGAINST) the Plan.

Item 3. Identify All Class 5 Securities Voted. If you own Class 5 Securities through more than one record holder, or in your own name as well as through a record holder and/or hold another Class 5 Claim you may receive more than one Ballot. In that case, please fill in the table below (using additional sheets of paper if necessary) and identify other Class 5 Securities or Class 5 Claims for which you are the beneficial owner or holder, as the case may be. By returning this Ballot, the beneficial owner certifies that (a) this Ballot is the only Ballot it submitted for the Class 5 Securities and Class 5 Claims generally, except for those identified in the following table, and (b) all Ballots for Class 5 Securities it submitted indicate the same vote indicated in Item 2 of this Ballot.

Fill In Table Below Only If You Have Voted or Are Voting Ballots Other Than This Ballot

Account Number	Name of Record Holder*	Amount of Other CLASS 5 CLAIMS Voted	Type of Other CLASS 5 CLAIMS Voted**

* Insert your name if you are the record holder of these Class 5 Securities. Otherwise, insert the name of your broker, bank, or other nominee.

** Insert name of security and CUSIP number.

Item 4. Certification. By returning this Ballot, the beneficial owner of the amount of Class 5 Securities identified in Item 1 above:

- (a) authorizes and instructs its nominee (i) to furnish the voting information, the customer account number, and the amount of Class 5 Securities the nominee holds on its behalf in a Master Ballot transmitted to the Voting Agent (unless this is a prevalidated Ballot forwarded directly to the Voting Agent in accordance with the nominee's instructions) and (ii) to retain this Ballot and related information in its records for one year after the Voting Deadline;
- (b) certifies that it (i) has full power and authority to vote to accept or reject the Plan with respect to the amount of Class 5 Securities identified in Item 1 and (ii) has received copies of the Disclosure Statement and the Plan (including the exhibits thereto); and

- (c) agrees to provide proof of its authority to vote this Ballot if required or requested by the nominee, its agent, the Voting Agent, the Proponents or the Bankruptcy Court.

Name of Holder: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other than Holder)

Title (if holder is not an individual): _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number (including area code): () _____

Date Completed: _____

QUESTIONS

If you have any questions regarding this Ballot or the voting procedures, if you believe that you have received this Ballot in error (for example, you believe you should have received a ballot for a different class of securities or different class of claims), or if you do not have a copy of the Disclosure Statement or the Plan, please contact the Voting Agent – Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, NY 10022, (telephone: 877-750-9501) – or your broker, bank, or other nominee.

WD 070803/1-1419915/74/1088105/v1

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC COMPANY, a
California corporation,

Debtor.

Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

MASTER BALLOT
CLASS 5: GENERAL UNSECURED CLAIMS EVIDENCED BY SECURITIES

This Master Ballot is to be used by you – as a broker, bank, or other nominee; or as the proxy holder of a nominee or beneficial owner – to record and transmit the votes of the beneficial owners of the type of securities specified at the bottom of this page that have been placed in Class 5 (the “Class 5 Securities”) and have been issued by Pacific Gas and Electric Company (“PG&E”) concerning the acceptance or rejection of the “Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company” (the “Plan”) filed by PG&E, PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, the “Proponents”) on July __, 2003.

We previously sent you for prompt delivery to beneficial owners our “Solicitation Package” that includes the Plan and the “Disclosure Statement for Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors” (the “Disclosure Statement”) and a Beneficial Owner Ballot. Please take any action required to enable each beneficial owner to timely vote its Class 5 Securities to accept or reject the Plan. For Beneficial Owner Ballots returned to you, you must (1) execute this Master Ballot to reflect the voting instructions given to you in the Beneficial Owner Ballots and (2) forward this Master Ballot to Innisfree M&A Incorporated (the “Voting Agent”) at the following address: Innisfree M&A Incorporated, Attention: PG&E Ballot Tabulation, 501 Madison Avenue, 20th Floor, New York, NY 10022. Before you transmit any votes, please review this Master Ballot and the voting procedures set forth in Section I.D. of the Disclosure Statement.

DEADLINE

The Voting Deadline for beneficial owners to return their Beneficial Owner Ballots to you is 5:00 p.m. (Eastern Time), _____, 2003, unless extended by the Bankruptcy Court. If the Voting Agent does not timely receive your Master Ballot by _____, 2003, the votes included in your Master Ballot will not count. Do not send your Master Ballot by fax, e-mail or other electronic means (provided, however, that Euroclear and Clearstream may transmit their Master Ballots electronically as customary); except as provided above, Master Ballots faxed, e-mailed or sent by other electronic means to the Voting Agent will not be counted.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, nominee, or other person for soliciting ballots accepting the Plan. You will be reimbursed, upon request, for customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to the beneficial owners of Class 5 Securities held by you as a nominee or in a fiduciary capacity.

Nothing contained in this Master Ballot or in the enclosed documents renders you or any other person an agent for the Proponents or the Voting Agent, or authorizes you or any other person to use any document or make any statement on behalf of any of them with respect to the Plan, except for the statements contained in the Solicitation Package.

HOW TO VOTE

1. To transmit the votes of beneficial owners of Class 5 Securities, you may either:

- (a) deliver the Solicitation Package (which includes a Beneficial Owner Ballot) to each beneficial owner for which you hold Class 5 Securities and take any action required to enable each beneficial owner to (i) complete and execute the Beneficial Owner Ballot voting to accept or reject the Plan and (ii) return the completed, executed Beneficial Owner Ballot to you in sufficient time to enable you to complete this Master Ballot and deliver it to the Voting Agent by the Voting Deadline;

or

- (b) prevalidate the Beneficial Owner Ballot (by signing that ballot and by indicating on the ballot the record holder of the Class 5 Securities voted, the principal amount and the appropriate account numbers through which the beneficial owner's holdings are derived, making sure to retain this information in your records for one year after the Voting Deadline) and then forward the Beneficial Owner Ballot and the Solicitation Package to the beneficial owner of the Class 5 Securities for voting so that the beneficial owner may return the completed ballot directly to the Voting Agent in the enclosed pre-addressed, postage-paid return envelope.

2. For Beneficial Owner Ballots returned to you, you must (a) complete this Master Ballot to reflect the voting instructions given to you in the Beneficial Owner Ballots, (b) forward this Master Ballot to the Voting Agent, and (c) retain those Beneficial Owner Ballots in your records for one year after the Voting Deadline.

3. To complete this Master Ballot properly, take the following steps:

- (a) Check the appropriate box in Item 1.
- (b) Vote to accept (for) or reject (against) the Plan in Item 2 for the Class 5 Securities held by you as the nominee or proxy holder on behalf of the nominee or the beneficial owners. Please provide information for each beneficial owner for whom you are voting Class 5 Securities in your name. If you are unable to disclose the identity of a beneficial owner, please use the customer account number assigned by you to that beneficial owner or, if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number in your records for one year after the Voting Deadline). Any Master Ballot that is signed, dated and timely received, but does not expressly indicate, with respect to a beneficial owner, acceptance or rejection of the Plan will not be counted with respect to the Plan (as to such beneficial owner).
- (c) Fill in the information requested in Item 3 for each beneficial owner that completed Item 3 of its Beneficial Owner Ballot, if applicable.
- (d) Read and complete Item 4 carefully.
- (e) Sign and date this Master Ballot.
- (f) Provide your name and address.

(g) If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the application Item of the Master Ballot to which you are responding.

(h) Deliver this completed, executed Master Ballot so as to be received by the Voting Agent by 5:00 p.m. (Eastern Time) on _____, 2003. The Master Ballot may be sent by mail, courier or by hand delivery to the Voting Agent, Innisfree M&A Incorporated, Attention: In re PG&E, 501 Madison Avenue, 20th Floor, New York, NY 10022 (telephone: 212-750-5833).

4. This Master Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

Item 1: Certification of Authority to Vote. The undersigned certifies that it (please check applicable box):

- is a broker, bank, or other nominee that on _____, 2003 was the registered holder of the aggregate principal amount of Class 5 Securities listed in Item 2 below; or
- is acting under a power of attorney, agency, or proxy (a copy of which will be provided upon request) granted by a broker, bank, or other nominee or a beneficial owner that on _____, 2003 was the registered holder of the aggregate principal amount of Class 5 Securities listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan.

Item 2: Class 5 Securities Claims (Class 5) Vote on the Plan. The undersigned certifies that: (a) the following beneficial owners of Class 5 Securities, as identified by their respective customer account numbers, were beneficial owners of Class 5 Securities on _____, 2003 and have delivered to the undersigned Beneficial Owner Ballots casting votes with respect to the Plan as indicated below and containing instructions for the casting of those votes on their behalf and (b) if the beneficial owner has purported to vote more or less than the aggregate principal amount of Class 5 Securities that the holder actually owned, the vote transcribed onto this Master Ballot reflects, based on the undersigned's records, *the actual amount owned* by the holder on _____, 2003:

Customer Name or Account Number for Each Beneficial Owner of [Name of Securities]	Face Amount of Securities	
	To Accept (For) the Plan	To Reject (Against) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

A beneficial owner must vote all its Class 5 Securities either to accept or reject the Plan and may not split its vote (i.e., partially accept and partially reject) with respect to the Plan. If a beneficial owner has purported to split its votes, do not enter any vote in this table for such beneficial owner. You should instead provide a separate tabulation of those ballots.

Item 3: Additional Class 5 Ballots Submitted by Beneficial Owners. The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a beneficial owner:

Customer Name or Account Number for Each Beneficial Owner of Class 5 Securities	Transcribe From Item 3 Of Beneficial Owner Ballot			
	Account Number	Name of Record Holder	Amount of Other CLASS 5 CLAIMS Voted	Type of Other CLASS 5 CLAIMS Voted
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$+

Item 4: By signing this Master Ballot, the undersigned certifies that it:

- (a) sent a copy of the Solicitation Package to each beneficial owner of Class 5 Securities for which the nominee indicated below was the record holder as of _____, 2003; and
- (b) obtained and transmitted the votes reflected in this Master Ballot in accordance with the instructions and procedures set forth in the Disclosure Statement and this Master Ballot.

Name of Broker, Bank, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Broker, Bank, or Other Nominee (if applicable):

(Print or Type)

Signature: _____

Name of Signatory: _____

Title: _____

(If Appropriate)

Address: _____

Telephone (including area code): () _____

QUESTIONS

If you have any question regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot or the Solicitation Package, please contact the Voting Agent – Innisfree M&A Incorporated, at 501 Madison Avenue, 20th Floor, New York, NY 10022 (telephone: 212-750-5833).

WD 070703/1-1419915/74/1088038/v1

EXHIBIT H

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC COMPANY, a
California corporation,

Debtor.

Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

CLAIM HOLDER BALLOT
CLASS 5: GENERAL UNSECURED CLAIMS NOT EVIDENCED BY SECURITIES

As a holder of a claim that has been placed in Class 5 (a "Class 5 Claim") and that is not evidenced by securities, you should use this Ballot to cast your vote to accept or reject the "Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company" (the "Plan") filed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, the "Proponents") on July __, 2003.

The Plan is attached as Exhibit A to the "Disclosure Statement for Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors" (the "Disclosure Statement"), which accompanies this Ballot. The Bankruptcy Court has approved the Disclosure Statement with respect to the Plan. All capitalized terms used in this Ballot but not otherwise defined herein shall have the meaning ascribed to them in the Plan.

Confirmation of the Plan requires that the holders of two-thirds in amount and more than one-half in number of claims in each class that actually vote on the Plan, accept the Plan; provided, however, that regardless of rejection of the Plan by any class (or classes) of claims, the Bankruptcy Court may nonetheless confirm the Plan if at least one impaired class of claims has accepted the Plan (determined without including any acceptance by an insider) and it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it.

Please review the Disclosure Statement, the Plan and this Ballot carefully before you elect to vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim in the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you are an authorized signatory for more than one holder of a Class 5 Claim, you must execute a separate Ballot for each holder of a Class 5 Claim.

DEADLINE

The Voting Deadline is 5:00 p.m. (Eastern Time), _____, 2003, unless extended by the Bankruptcy Court. If Innisfree M&A Incorporated (the "Voting Agent") does not receive your Ballot by the Voting Deadline, your vote in such Ballot will not count.

Do not send your Ballot to the Voting Agent by fax, e-mail or other electronic means; Ballots faxed, e-mailed or sent by other electronic means will not be accepted by the Voting Agent and will not be counted.

If the Bankruptcy Court confirms the Plan, it will be binding on all creditors whether or not they have voted for the Plan.

HOW TO VOTE

1. Complete Item 1 and Item 2. You must vote all your Class 5 Claim either to accept or to reject the Plan and may not split your vote (i.e., partially accept and partially reject) with respect to the Plan. However, if you receive another Ballot for a class in which you are entitled to vote that is different from your Class 5 Claim, you may indicate a vote in such Ballot that is different from the vote indicated in this Ballot.
2. Review the certifications contained in Item 3.
3. Sign the Ballot. Unsigned Ballots will not be counted.
4. Return the Ballot in the enclosed pre-addressed, postage-paid envelope so that it is received by the Voting Deadline. Ballots may also be forwarded to the following address: Innisfree M&A Incorporated, Attn: In re PG&E, 501 Madison Avenue, 20th Floor, New York, NY 10022.
5. Once you have submitted your Ballot to the Voting Agent, acceptance or rejection of the Plan may be changed or withdrawn only with permission of the Bankruptcy Court for cause shown. If an individual holder of a Class 5 Claim simultaneously submits duplicative Ballots with respect to such Claim that are voted (or otherwise completed) inconsistently, the Voting Agent will not count such Ballots.
6. The Ballots of Class 5 Claim holders who sign, date and return their Ballots but fail to check a box in Item 2 will be void and of no effect.
7. Except as may be allowed by the Bankruptcy Court, an executed Ballot returned to the Voting Agent may not be revoked.
8. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

Item 1. Amount of Class 5 Claim Voted. I certify that as of _____, 2003, I was a holder of a Class 5 Claim in the following amount as of April 6, 2001 (insert amount in box below) or that I am the authorized signatory of that holder. (For purposes of this Ballot, do not adjust the amount for any interest that has accrued after April 6, 2001.)

\$ _____

Item 2. The Plan (check only one box).

- ACCEPT** (vote FOR) the Plan.
- REJECT** (vote AGAINST) the Plan.

Item 3. Certification. By returning this Ballot, the holder of the amount of the Class 5 Claim identified in Item 1 above:

- (a) certifies that it (i) has full power and authority to vote to accept or reject the Plan with respect to the Class 5 Claim identified in Item 1 and (ii) has received copies of the Disclosure Statement and the Plan (including the exhibits thereto); and
- (b) agrees to provide proof of its authority to vote this Ballot if required or requested by the Voting Agent, the Proponents or the Bankruptcy Court.

Name of Holder: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Signatory: _____
(If Other than Holder)

Title (if holder is not an individual): _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number (including area code): (____) _____

Date Completed: _____

QUESTIONS

If you have any questions regarding this Ballot or the voting procedures, if you believe that you have received this Ballot in error (for example, you believe you should have received a ballot for a different class of claims), or if you do not have a copy of the Disclosure Statement or the Plan, please contact the Voting Agent – Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, NY 10022 (phone: 877-750-9501).

EXHIBIT I

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PACIFIC GAS AND ELECTRIC COMPANY,

Debtor.

Case No. 01-30923 DM
Chapter 11

**NOTICE OF (A) VOTING RECORD DATE AND VOTING DEADLINE
AND (B) HEARING TO CONSIDER CONFIRMATION OF
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE FOR PACIFIC GAS AND ELECTRIC COMPANY
AND (C) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION**

NOTICE IS HEREBY GIVEN as follows:

On July __, 2003, Pacific Gas and Electric Company ("PG&E"), PG&E Corporation and the Official Committee of Unsecured Creditors (collectively, "Plan Proponents") filed the "Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company" (the "Plan") with the United States Bankruptcy Court for the Northern District of California, San Francisco Division. Along with the Plan, PG&E and PG&E Corporation filed a "Disclosure Statement for Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors" (the "Disclosure Statement"). On July __, 2003, the Bankruptcy Court approved the Disclosure Statement, finding that it contains adequate information within the meaning of Section 1125 of the Bankruptcy Code.

On July 21, 2003, the Plan Proponents filed a motion requesting entry of an order (i) establishing solicitation, voting and tabulation procedures and deadlines, including establishing a Voting Record Date, (ii) scheduling hearings to consider confirmation of the Plan, (iv) establishing deadlines and procedures for filing objections to confirmation of the Plan, and (v) approving the form and manner of notice of the confirmation hearing.

Voting Record Date (_____, 2003)
and Voting Deadline (_____, 2003)

1. The Bankruptcy Court has established _____, 2003, as the voting record date for purposes of determining those holders of impaired claims that are entitled to vote to accept or reject the Plan.

2. Persons entitled to vote on the Plan will receive Voting Ballots which allow the holder of a claim to vote to accept or reject the Plan. In order for the Voting Agent, Innisfree M&A Incorporated, to count their votes, such persons must

properly complete, execute and deliver their Voting Ballots to the Voting Agent or, in certain cases, to their nominee holder by mail, overnight mail or personal delivery so that the Voting Agent or nominee holder receives such Ballots no later than 5:00 p.m. Eastern Time on _____, 2003 (the "Voting Deadline"), unless the Court extends such deadline.

3. Nominee holders for beneficial owners of Debtor's bonds, notes and debentures shall have up to three additional business days to transmit Master Ballots to the Voting Agent. The Voting Agent must, however, receive all Master Ballots no later than 5:00 p.m. Eastern Time on _____, 2003 unless the Court extends such deadline.

**UNLESS A BALLOT IS RECEIVED BY THE VOTING AGENT
BY THE VOTING DEADLINE, IT WILL NOT BE COUNTED.**

Hearing On Confirmation of the Plan
(_____, 2003 at _____ .m.)

A hearing to consider confirmation of the Plan and any objections thereto (the "Confirmation Hearing") has been set by the United States Bankruptcy Court for the Northern District of California for _____ .m., California time, on _____, 2003, in the Courtroom of the Honorable Dennis Montali, located at 235 Pine Street, 22nd Floor, San Francisco, California 94104 (the "Court"). No further notice shall be provided to creditors or interest holders of any adjournment or continuation of the Confirmation Hearing announced in open court at such Confirmation Hearing or at any subsequent adjournment thereof.

Last Day to File Objections to
Confirmation of the Plan (_____, 2003)

1. Any objection to confirmation of the Plan must (a) be in writing, (b) set forth the name and address of the objecting party, the nature of the objection and the legal basis therefor (as more fully described in paragraph 2, below), (c) describe any discovery that such objecting party desires to conduct in connection with its objections, and (d) be filed with and received by the Clerk of the United States Bankruptcy Court for the Northern District of California (including a copy for Chambers of the Honorable Dennis Montali), together with proof of service thereof, and served upon and received by the following parties, no later than 4:00 p.m., Pacific time, on _____, 2003:
(1) Pacific Gas and Electric Company, 77 Beale Street, P.O. Box 7442, San Francisco, California 94120, Attn: General Counsel; (2) PG&E Corporation, One Market, Spear Street Tower, Suite 2400, San Francisco, California 94105, Attn: General Counsel; (3) Howard, Rice, Nemerovski, Canady, Falk & Rabkin, A Professional Corporation, Attorneys for Pacific Gas and Electric Company, Three Embarcadero Center, 7th Floor, San Francisco, California 94111, Attn: James L. Lopes; (4) Dewey Ballantine LLP, Attorneys for PG&E Corporation, 700 Louisiana, Suite 1900, Houston, Texas 77002, Attn: Alan Gover; (5) Weil, Gotshal & Manges LLP, Attorneys for PG&E Corporation,

767 Fifth Avenue, New York, New York 10153, Attn: Michael Kessler; (6) Orrick, Herrington & Sutcliffe LLP, Old Federal Reserve Bank Building, Attorneys for PG&E Corporation, 400 Sansome Street, San Francisco, California 94111, Attn: Joseph Malkin; and (7) Cooley, Godward LLP, Attorneys for Pacific Gas and Electric Company, One Maritime Plaza, 20th Floor, San Francisco, California, 94111, Attn: Martin Schenker; (8) The Office of the United States Trustee, 250 Montgomery Street, Suite 1000, San Francisco, California 94104, Attn: Patricia Cutler; (9) Milbank, Tweed, Hadley & McCloy LLP, Attorneys for the Official Unsecured Creditors' Committee, 601 South Figueroa Street 30th Floor, Los Angeles, California 90017, Attn: Paul Aronzon.

2. Objections to the Plan(s) shall briefly state the grounds on which each objection is based in a manner which is sufficient to give notice to the proponents of the Plan(s) of the nature of the objection, but shall NOT include a memorandum of legal or factual points and authorities or other discussion of the legal theories for the objection.

**UNLESS AN OBJECTION TO CONFIRMATION IS TIMELY SERVED AND FILED
IN ACCORDANCE WITH THIS NOTICE IT WILL
NOT BE CONSIDERED BY THE COURT.**

**HOWARD, RICE, NEMEROVSKI, CANADY,
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