



Signed and Filed: January 31, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

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

26 **In re:**
27 **PG&E CORPORATION**
28 **- and -**
29 **PACIFIC GAS AND ELECTRIC**
30 **COMPANY,**
31 **Debtors.**

32 Bankruptcy Case
33 No. 19 - 30088 (DM)
34 Chapter 11
35 (Lead Case)
36 (Jointly Administered)

- 37 Affects PG& Corporation
- 38 Affects Pacific Gas and Electric Company
- 39 Affects both Debtors

40 **INTERIM ORDER PURSUANT TO 11 U.S.C.**
41 **§§ 105(A) AND 362 ESTABLISHING**
42 **NOTIFICATION PROCEDURES AND**
43 **APPROVING RESTRICTIONS ON CERTAIN**
44 **TRANSFERS OF STOCK OF, AND CLAIMS**
45 **AGAINST, THE DEBTORS**

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

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

1 3. The restrictions, notification requirements, and other procedures annexed hereto as
2 **Exhibit 1** (the “**Procedures**”) are hereby approved and shall apply to all trading and transfers of PG&E
3 Stock.

4 4. Until further order of this Court to the contrary, any acquisition or trading of PG&E Stock
5 in violation of the Procedures shall be null and void *ab initio* as an act in violation of the automatic stay
6 under section 362 of the Bankruptcy Code and pursuant to this Court’s equitable powers under section
7 105(a) of the Bankruptcy Code.

8 5. Any person (including any Entity) or Acquiring Group that acquires PG&E Stock in
9 violation of this Interim Order or the Procedures or that otherwise fails to comply with their
10 requirements, shall be subject to such sanctions as this Court may consider appropriate pursuant to this
11 Court’s equitable power under section 105(a) of the Bankruptcy Code.

12 6. The notices substantially in the forms annexed hereto as **Exhibit 2**, and **Exhibit 3** are
13 hereby approved.

14 7. Within three (3) business days of the entry of this Interim Order, the Debtors shall send
15 the notice of this Interim Order (the “**Notice of Interim Order**”) annexed hereto as **Exhibit 4** to all
16 parties that were served with notice of the Motion, publish the Notice of Interim Order once in the
17 national edition of *The New York Times* and the *San Francisco Chronicle*, and post the Procedures to the
18 website established by Prime Clerk for these chapter 11 cases (which website address shall be identified
19 in the Notice of Interim Order), such notice being reasonably calculated to provide notice to all parties
20 that may be affected by the Procedures, whether known or unknown, and no further notice of the
21 Procedures shall be necessary.

22 8. Nothing herein shall preclude any person desirous of acquiring any PG&E Stock from
23 requesting relief from this Interim Order from this Court, subject to the Debtors’ rights to oppose such
24 relief.

25 9. Notice of the Motion as provided therein shall be deemed good and sufficient notice of
26 the Motion.

27 10. The relief granted in this Interim Order is intended solely to permit the Debtors to protect,
28 preserve, and maximize the value of their Tax Attributes; accordingly, other than to the extent that this

1 Interim Order expressly conditions or restricts trading in PG&E Stock, nothing in this Interim Order or
2 in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any
3 holders of PG&E Stock, including in connection with the treatment of any such stock under any chapter
4 11 plan or any applicable bankruptcy court order.

5 11. The requirements set forth in this Interim Order are in addition to the requirements of
6 Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws and do not excuse
7 noncompliance therewith.

8 12. The Debtors are authorized to take all steps necessary or appropriate to carry out this
9 Interim Order.

10 1. A final hearing to consider the relief requested in the Motion shall be held on February
11 27, 2019 at 9:30 a.m. (Prevailing Pacific Time) and any objections or responses to the Motion shall be
12 filed and served so as to be actually received on or prior to February 20, 2019 at 4:00 p.m. (Prevailing
13 Pacific Time).

14 14. This Court shall retain jurisdiction to hear and determine all matters arising from or
15 related to the implementation, interpretation, or enforcement of this Interim Order.

16 ** END OF ORDER **
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Exhibit 1 to Interim Order

Procedures

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

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 In re:
5 PG&E CORPORATION,
6 Debtor.
7 Tax I.D. No. 94-3234914

Case Nos. 19-____()
19-____()

Chapter 11

NOTICES, RESTRICTIONS, AND OTHER
PROCEDURES REGARDING
OWNERSHIP AND ACQUISITIONS OF
STOCK OF THE DEBTORS

8 In re:
9 PACIFIC GAS AND ELECTRIC
10 COMPANY,
11 Debtor.
12 Tax I.D. No. 94-0742640

Date:
Time:
Place:

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14 TO ALL PERSONS (INCLUDING ENTITIES) THAT OWN STOCK OF THE
15 DEBTORS:

16 Pursuant to that certain *Interim Order Establishing Notification Procedures and Approving*
17 *Restrictions on Certain Transfers of Stock of, and Claims Against, the Debtors* (the “**Interim Order**”)
18 entered by the United States Bankruptcy Court for the Northern District of California (the
19 “**Bankruptcy Court**”) on _____, 2019, Docket No. _____, the following restrictions,
20 notification requirements, and/or other procedures (collectively, the “**Procedures**”) apply to all trading
21 and transfers of stock of the Debtors.¹

22 A. **PG&E Stock Restrictions**

23 (1) **Definitions.** For purposes of these Procedures, the following terms have the following
24 meanings:

25 (a) “**PG&E Corp.**” shall mean PG&E Corporation.

26 (b) “**Utility**” shall mean Pacific Gas and Electric Company.

27
28 ¹ Capitalized terms used but not defined herein (in particular, see definitions in paragraphs A(1) below)
shall have the meanings ascribed to them in the Interim Order.

1 (c) **“Common Stock”** shall mean common stock issued by PG&E Corp.

2 (d) **“Preferred Stock”** shall mean preferred stock issued by Utility.

3 (e) **“Option”** shall mean any contingent purchase, warrant, convertible debt, put,
4 stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it
5 is contingent or otherwise not currently exercisable.

6 (f) **“PG&E Stock”** shall mean, collectively, Common Stock and Preferred Stock.
7 For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an
8 Option to acquire PG&E Stock may be treated as the owner of such PG&E Stock.

9 (g) **“Beneficial ownership”** of PG&E Stock and Options to acquire PG&E Stock
10 shall be determined in accordance with section 382 of the title 26 of the United States Code (the **“Tax**
11 **Code”**), the regulations promulgated by the U.S. Department of Treasury under the Tax Code (the
12 **“Treasury Regulations”**), and rulings issued by the Internal Revenue Service (the **“IRS”**), and as
13 described herein, and, thus, to the extent provided in those sources, from time to time shall include,
14 without limitation, (i) direct and indirect ownership (but determined without regard to any rule that
15 treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that
16 entity), e.g., a holding company would be considered to beneficially own all stock owned or acquired
17 by its subsidiaries, (ii) ownership by a holder’s family members, (iii) ownership by any Entity, and (iv)
18 to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire
19 PG&E Stock.

20 (h) **“Acquiring Group”** shall mean any group of persons (including any Entity) that
21 has a plan or arrangement to acquire beneficial ownership of the stock of more than one Debtor within
22 the meaning of Treasury Regulations section 1.1502-92(c)(3)(i).

23 (i) **“Entity”** shall mean any “entity” as such term is defined in Treasury
24 Regulations section 1.382-3(a), including any group of persons acting pursuant to a formal or informal
25 understanding among themselves to make a coordinated acquisition of PG&E Stock.

26 (j) **“Substantial Stockholder”** shall mean any person (including any Entity) or
27 Acquiring Group that beneficially owns at least 24.6 million shares of Common Stock (representing
28 approximately 4.75% of all issued and outstanding shares of Common Stock).

1 (2) Notice of Substantial Ownership. Any person (including any Entity) or Acquiring
2 Group that beneficially owns, at any time on or after the Petition Date, PG&E Stock in an amount
3 sufficient to qualify such person or Acquiring Group as a Substantial Stockholder shall serve upon (a)
4 PG&E Corporation, 77 Beale Street, P.O. Box 770000 San Francisco, California 94177 (Attn: Chris
5 Foster); (b) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn:
6 Stephen Karotkin, Esq.; Jessica Liou, Esq.; Matthew Goren, Esq.; Kevin Bostel, Esq.), as proposed
7 counsel to the Debtors; and (c) counsel to any statutory committees appointed in the Chapter 11 Cases
8 (each an “**Official Committee**”) (collectively, together with the Debtors, the “**Disclosure Parties**”) a
9 notice of such person’s or Acquiring Group’s substantial ownership (a “**Substantial Stock Ownership**
10 **Notice**”), in substantially the form annexed to the Interim Order as Exhibit 2, which describes
11 specifically and in detail such person’s or Acquiring Group’s ownership of PG&E Stock, on or before
12 the date that is the later of (x) twenty (20) calendar days (the “**Initial Notice Due Date**”) after the entry
13 of the order granting the requested relief or (y) ten (10) business days after such person or Acquiring
14 Group qualifies as a Substantial Stockholder.

15 (3) Acquisition of PG&E Stock. At least fifteen (15) business days (or, if the Initial Notice
16 Due Date has not passed at the time of the filing of the Acquisition Notice (defined below), at least
17 twenty (20) business days) prior to the proposed date of any transfer of PG&E Stock or exercise of any
18 Option to acquire PG&E Stock that would result in an increase in the amount of PG&E Stock
19 beneficially owned by any person (including any Entity) or Acquiring Group that currently is or, as a
20 result of the proposed acquisition transaction, would be a Substantial Stockholder (a “**Proposed**
21 **Acquisition Transaction**”), such person, Acquiring Group or Substantial Stockholder (a “**Proposed**
22 **Transferee**”) shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of
23 such Proposed Transferee’s intent to purchase, acquire, or otherwise accumulate PG&E Stock (an
24 “**Acquisition Notice**”), in substantially the form annexed to the Interim Order as Exhibit 3, which
25 describes specifically and in detail the Proposed Acquisition Transaction. At the election of the filing
26 person or Acquiring Group, the Acquisition Notice to be filed with the Bankruptcy Court (but not the
27 Acquisition Notice that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for
28 any Official Committee) may be redacted to exclude the taxpayer identification number and the

1 amount of PG&E Stock beneficially owned. In connection with any inquiries by counsel (“**Transferee**
2 **Counsel**”) on behalf of a Proposed Transferee regarding a proposed acquisition of PG&E Stock
3 (whether or not an Acquisition Notice has been or will be filed), in the event that non-public
4 information is or may be provided to such counsel by the Debtor or its counsel, Transferee Counsel (i)
5 shall keep such information strictly confidential and shall not disclose such information or any part
6 thereof to any person (including the Proposed Transferee), except to the extent otherwise required by
7 law, and (ii) shall acknowledge in writing to the Debtors its obligation to comply with clause (i).

8 (4) Objection Procedures. The Debtors and any Official Committee shall have ten (10)
9 business days (or, if the Initial Notice Due Date has not passed at the time of the filing of the
10 Acquisition Notice, fifteen (15) business days) after the filing of an Acquisition Notice (the
11 “**Objection Period**”) to file with the Bankruptcy Court and serve on a Proposed Transferee, an
12 objection (each, an “**Objection**”) to any Proposed Acquisition described in such Acquisition Notice. If
13 the Debtors or any Official Committee files an Objection by the expiration of the Objection Period (the
14 “**Objection Deadline**”), then the applicable Proposed Acquisition Transaction shall not be effective
15 unless approved by a final and nonappealable order of the Bankruptcy Court. If neither the Debtors
16 nor any Official Committee file an Objection by the Objection Deadline or if the Debtors and any and
17 all Official Committees provide written authorization to the Proposed Transferee approving the
18 Proposed Acquisition Transaction prior to the Objection Deadline, then such Proposed Acquisition
19 Transaction may proceed solely as specifically described in the applicable Acquisition Notice. Any
20 further Proposed Acquisition Transaction must be the subject of an additional Acquisition Notice and
21 Objection Period.

22 (5) Confidential Information. Other than in connection with any filing with, or audit or
23 other investigation by, the IRS or other taxing authority, the Disclosure Parties shall not share the
24 information in any Substantial Stock Ownership Notice (or in any other notice provided for in these
25 Procedures) with any other person, except (i) to the extent necessary to respond to a notice or other
26 filing with a court of competent jurisdiction in furtherance of the Interim Order (including filing an
27 Objection) or to enforce the Interim Order, (ii) to the extent otherwise required by law or (iii) to the
28 extent that the information contained therein is already public; *provided, however*, that the Debtors

1 may disclose the contents thereof to its counsel and professional financial advisors, and counsel to and
2 the professional financial advisors of any Official Committee, and of any other person(s) that are
3 subject to a nondisclosure agreement with the Debtors, each of whom shall keep all confidential
4 information strictly confidential and shall not disclose the contents thereof to any other person, subject
5 to an order of the Bankruptcy Court and except in the circumstances described in clauses (i) and (ii).

6 **B. Noncompliance with the Procedures**

7 Any transfer of PG&E Stock in violation of these Procedures shall be null and void *ab initio* as
8 an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to the
9 Bankruptcy Court's equitable powers under section 105(a) of the Bankruptcy Code. Furthermore, any
10 person (including any Entity) or Acquiring Group that acquires PG&E Stock in violation of these
11 Procedures shall be subject to sanctions as provided by law.

12 **C. Debtors' Right to Waive**

13 **The Debtors may waive, in writing, any and all restrictions, stays, and notification**
14 **Procedures contained in this Notice.**

15
16 Dated: San Francisco, California

BY ORDER OF THE COURT

17 _____, 2019
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Exhibit 2 to Interim Order
Notice of Substantial Stock Ownership

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

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1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 **In re:**
5 **PG&E CORPORATION,**
6 **Debtor.**
7 **Tax I.D. No. 94-3234914**

Case Nos. 19-30088
19-30089

Chapter 11

NOTICES OF SUBSTANTIAL STOCK OWNERSHIP

8 **In re:**
9 **PACIFIC GAS AND ELECTRIC**
10 **COMPANY,**
11 **Debtor.**
12 **Tax I.D. No. 94-0742640**

Date: DATE
Time: TIME
Dept.: DEPT
Judge: Honorable NAME

13 PLEASE TAKE NOTICE that, pursuant to that certain *Interim Order Establishing Notification*
14 *Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the*
15 *Debtors*, dated [____], 2019, Docket No. [___] (with all exhibits thereto, the “**Interim Order**”),
16 [Name of Filer] (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer beneficially
17 owns:

- 18 (i) _____ shares of Common Stock, ¹
19 (ii) _____ shares of Preferred Stock, and/or
20 (iii) Options to acquire _____ shares of PG&E Stock,

21 PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification
22 number of the Filer is _____ (and that the full taxpayer identification number will be
23 provided if needed).

24 PLEASE TAKE FURTHER NOTICE that the following table sets forth the following
25 information:

26 For Common Stock, Preferred Stock and/or Options to acquire PG&E Stock that are owned
27 directly by the Filer, the table sets forth (a) the number of such shares, the number of such interests
28 _____

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1** to the Interim Order.

1 and/or the number of shares underlying Options beneficially owned by such Filer and (b) the date(s) on
2 which such shares and/or Options were acquired (categorized by class, as applicable).

3 In the case of Common Stock or Preferred Stock and/or Options to acquire PG&E Stock that
4 are not owned directly by the Filer but are nonetheless beneficially owned by the Filer or owned by an
5 Acquiring Group of which the Filer is a member, the table sets forth (a) the name(s) of each record or
6 legal owner of such shares of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock
7 that are beneficially owned by the Filer, (b) the number of shares of Common Stock, the number of
8 shares of Preferred Stock and/or the number of shares of PG&E Stock underlying Options beneficially
9 owned by such Filer, and (c) the date(s) on which such Common Stock, Preferred Stock and/or Options
10 were acquired (categorized by class, as applicable). Any shares that are included solely as a result of
11 the Filer being a member of an Acquiring Group are designated with an asterisk (*).

<i>Class</i>	<i>Name of Owner</i>	<i>Shares Owned</i>	<i>Shares Underlying Options Owned</i>	<i>Date(s) Acquired</i>
Common Stock				
Preferred Stock				

16 (Attach additional pages if necessary.)

17 [[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone],
18 (Attn: [name of attorney]).]

19 Respectfully submitted,

20 _____
21 [Name of Filer]

22 By: _____
23 Name: _____

24 Address: _____
25 Telephone: _____
26 Facsimile: _____
27 Date: _____
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Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

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Exhibit 3 to Interim Order

Notice of Intent to Purchase, Acquire, or Otherwise Accumulate PG&E Stock

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 **In re:**
5 **PG&E CORPORATION,**
6 **Debtor.**
7 **Tax I.D. No. 94-3234914**

Case Nos. 19-
19-

Chapter 11

**NOTICE OF INTENT TO PURCHASE,
ACQUIRE, OR OTHERWISE
ACCUMULATE PG&E STOCK**

8 **In re:**
9 **PACIFIC GAS AND ELECTRIC
COMPANY,**
10 **Debtor.**
11 **Tax I.D. No. 94-0742640**

Date: DATE
Time: TIME
Dept.: DEPT
Judge: Honorable NAME

12
13 PLEASE TAKE NOTICE that, pursuant to that certain *Interim Order Establishing Notification*
14 *Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the*
15 *Debtors*, dated [____], 2019, Docket No. [] (with all exhibits thereto, the “**Interim Order**”),
16 [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to purchase, acquire, or
17 otherwise accumulate directly one or more shares of Common Stock, Preferred Stock and/or Options
18 to acquire PG&E Stock and/or (ii) a proposed purchase or acquisition of Common Stock,¹ Preferred
19 Stock and/or Options to acquire PG&E Stock that would result in an increase in the number of shares
20 of Common Stock, Preferred Stock and/or number of shares of PG&E Stock underlying Options that
21 are beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed**
22 **Acquisition**”).

23 PLEASE TAKE FURTHER NOTICE that the following table sets forth the following
24 information:

- 25 1. If the Proposed Acquisition involves the purchase or acquisition directly by the Filer of
26

27 _____
28 ¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1**
to the Interim Order.

1 Common Stock, Preferred Stock and/or Options to acquire PG&E Stock, the table sets forth (a) the
 2 number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock
 3 underlying Options proposed to be purchased or acquired and (b) the date(s) of such Proposed
 4 Acquisition (categorized by class, as applicable).

5 2. If the Proposed Acquisition involves the purchase or acquisition of Common Stock,
 6 Preferred Stock and/or Options to acquire PG&E Stock by a person (including any Entity) or
 7 Acquiring Group other than the Filer, but the Proposed Acquisition nonetheless would increase the
 8 number of shares of Common Stock, Preferred Stock and/or number of shares of PG&E Stock
 9 underlying Options that are beneficially owned by the Filer or owned by an Acquiring Group of which
 10 the Filer is a member, the table sets forth (a) the name(s) of each such person or Acquiring Group that
 11 proposes to purchase or acquire such shares of Common Stock, Preferred Stock and/or Options, (b) the
 12 number of shares of Common Stock, Preferred Stock and/or number of shares of PG&E Stock
 13 underlying Options proposed to be purchased or acquired, and (c) the date(s) of such Proposed
 14 Acquisition (categorized by class, as applicable).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Shares to be Purchased or Acquired</i>	<i>Shares Underlying Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Acquisition</i>
Common Stock				
Preferred Stock				

19 (Attach additional page if necessary.)

20 PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's
 21 beneficial ownership of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock
 22 assuming that the Proposed Acquisition is approved and consummated as described above. The table
 23 sets forth, as of immediately following the consummation of the Proposed Acquisition, the number of
 24 shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying
 25 Options (a) that would be owned directly by the Filer and, (b) in the case of any beneficial ownership
 26 by the Filer of Common Stock, Preferred Stock and/or Options that would be owned by another person
 27 (including any Entity) or Acquiring Group as record or legal owner, the name(s) of each prospective
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1 record or legal owner and the number of shares of Common Stock, Preferred Stock and/or the number
 2 of shares of PG&E Stock underlying Options that would be owned by each such record or legal owner
 3 (categorized by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Owned</i>	<i>Shares Underlying Options to Be Owned</i>
Common Stock			
Preferred Stock			

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that if the Proposed Acquisition involves a purchase or acquisition of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock directly by the Filer and such Proposed Acquisition would result in (a) an increase in the beneficial ownership of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock by a person (including any Entity) or Acquiring Group (other than the Filer) that currently is a Substantial Stockholder or (b) a person's or Acquiring Group's (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person or Acquiring Group, (ii) the number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying Options that are beneficially owned by such person or Acquiring Group currently (i.e., prior to the Proposed Acquisition), and (iii) the number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying Options that would be beneficially owned by such person or Acquiring Group immediately following the Proposed Acquisition (categorized by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Owned Currently (i.e., Prior to Proposed Acquisition)</i>	<i>Shares to Be Owned Following Proposed Acquisition</i>	<i>Shares Underlying Options Owned Currently (i.e., Prior to Proposed Acquisition)</i>	<i>Shares Underlying Options to Be Owned Following Proposed Acquisition</i>
Common Stock					

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Preferred Stock					
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(Attach additional page if necessary.)

For each of the tables above, a Filer that is a member of an Acquiring Group shall indicate the shares of PG&E Stock treated as owned or to be owned by the members of such Acquiring Group by including an asterisk next to each entry made above.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the Filer is _____ (and that the full taxpayer identification number will be provided if needed).

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

[[IF APPLICABLE:]] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

[Name of Filer]

By: _____
Name: _____

Address: _____
Telephone: _____
Facsimile: _____
Date: _____

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

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Exhibit 4 to Interim Order
Interim Publication Notice

1 **ATTENTION DIRECT AND INDIRECT HOLDERS OF, AND PROSPECTIVE HOLDERS**
2 **OF, (I) STOCK ISSUED BY PG&E CORPORATION OR PACIFIC GAS & ELECTRIC**
3 **COMPANY AND (II) CERTAIN CLAIMS AGAINST PG&E CORPORATION OR PACIFIC**
4 **GAS & ELECTRIC COMPANY:**

5 Upon the motion (the “**Motion**”) of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas &
6 Electric Company (“**Utility**”) (together with PG&E Corp., the “**Debtors**”), on [●], 2019, the United
7 States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”), having
8 jurisdiction over the chapter 11 cases of the Debtors, captioned as *In re PG&E Corporation, et al.*,
9 Case No. ____ (the “**Chapter 11 Cases**”), entered an interim order establishing procedures (the
10 “**Procedures**”) with respect to direct and indirect trading and transfers of stock of the Debtors and
11 scheduling a hearing on a final order with respect to such Procedures.

12 In certain circumstances, the Procedures restrict transactions involving, and require notices of
13 the holdings of and proposed transactions by, any person or group of persons that is or, as a result of
14 such a transaction, would become, a Substantial Stockholder of the common stock issued by PG&E
15 Corp. (the “**Common Stock**”). For purposes of the Procedures, a “**Substantial Stockholder**” is any
16 person or, in certain cases, group of persons that beneficially own, directly or indirectly (and/or owns
17 options to acquire) at least 24.6 million shares of Common Stock (representing approximately 4.75%
18 of all issued and outstanding shares of Common Stock).” *Any prohibited transfer of stock of the*
19 *Debtors will be null and void ab initio and may lead to contempt, compensatory damages, punitive*
20 *damages, or sanctions being imposed by the Bankruptcy Court.*

21 In addition, the Debtors have requested approval of additional procedures (the “**Claims**
22 **Procedures**”) as part of the final order that set forth (i) certain future circumstances under which any
23 person, group of persons, or entity holding, or which as a result of a proposed transaction may hold, a
24 substantial amount of certain claims against the Debtors may be required to file notice of its holdings
25 of such claims and of proposed transactions, which transactions may be restricted, and (ii) certain
26 limited circumstances thereafter under which such person(s) may be required to sell, by a specified
27 date following the confirmation of a chapter 11 plan of the Debtors, all or a portion of any such claims
28 acquired during the Chapter 11 Cases.

The Procedures, as approved on an interim basis and as requested on a final basis (inclusive
of the Claims Procedures), are available on the website of Prime Clerk LLC, the Debtors’ Court-

1 *approved claims agent, located at <https://primeclerk.com>, and on the docket of the Chapter 11 Cases,*
2 *Docket No. _____, which can be accessed via PACER at <https://www.pacer.gov>.*

3 **A direct or indirect holder of, or prospective holder of, stock issued by the Debtors that**
4 **may be or become a Substantial Stockholder or a direct or indirect holder of, or prospective**
5 **holder of, a substantial amount of claims against the Debtors should consult the Procedures.**

6 PLEASE TAKE NOTICE that the final hearing on the Motion shall be held on _____,
7 **2019**, at _____ (**Pacific Time**), and any objections or responses to the Motion shall be in writing, filed
8 with the Court (with a copy delivered to Chambers), and served upon (i) Weil, Gotshal & Manges
9 LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Stephen Karotkin, Esq.; Jessica Liou, Esq.;
10 Matthew Goren, Esq.; Kevin Bostel, Esq.), as proposed counsel to the Debtors, and (ii) the Office of
11 the United States Trustee for Region 17 (Attn: James L. Snyder, Esq. and Timothy Laffredi, Esq.), in
12 each case so as to be received no later than **4:00 p.m. (Pacific Time) on _____, 2019.**

13 PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Procedures are in
14 addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other
15 laws and do not excuse non-compliance therewith.

16
17 Dated: San Francisco, California
18 [●], 2019

BY ORDER OF THE COURT