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Signed and Filed: January 31, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

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*Proposed Attorneys for Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

18 **In re:**
19 **PG&E CORPORATION**
20 **- and -**
21 **PACIFIC GAS AND ELECTRIC**
22 **COMPANY,**
23 **Debtors.**
24 Affects PG& Corporation
25 Affects Pacific Gas and
26 Electric Company
27 Affects both Debtors
28 *** ALL PAPERS SHALL BE FILED
IN THE LEAD CASE, NO. 19-30088
(DM).**

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

Chapter 11

**INTERIM ORDER PURSUANT TO 11 U.S.C. §§
105(a) 363(b), AND 507(a)(7) AND FED. R. BANKR. P.
6003 AND 6004 (I) AUTHORIZING DEBTORS TO
(A) MAINTAIN AND ADMINISTER CUSTOMER
PROGRAMS, INCLUDING PUBLIC PURPOSE
PROGRAMS, AND (B) HONOR ANY PREPETITION
OBLIGATIONS RELATING THERETO; AND
(II) AUTHORIZING FINANCIAL INSTITUTIONS
TO HONOR AND PROCESS RELATED CHECKS
AND TRANSFERS**

1 Upon the Motion, dated January 29, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 105(a), 363(b), and 507(a)(7) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), requesting interim and final authority, in the ordinary course of business and
7 consistent with past practices, to (a) maintain and administer their Customer Programs (as defined below)
8 including the (i) Deposit and Reimbursement Programs, (ii) Public Purpose Programs,
9 (iii) Environmental Cleanup Programs, (iv) Third-Party Programs, (v) GHG Credit Programs, and
10 (vi) Customer Support Programs, and (b) pay and otherwise honor all obligations relating to each of the
11 foregoing, whether arising prior to, or after, the Petition Date, as necessary and appropriate in the
12 Debtors’ business judgment, all as more fully set forth in the Motion; and this Court having jurisdiction
13 to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order*
14 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and
15 Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern
16 District of California; and consideration of the Motion and the requested relief being a core proceeding
17 pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408
18 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties
19 listed therein is reasonable and sufficient under the circumstances, and it appearing that no other or
20 further notice need be provided; and this Court having reviewed the Motion and the Wells Declaration;
21 and this Court having held a hearing on the Motion; and this Court having determined that the legal and
22 factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing
23 that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the
24 Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the
25 Debtors, their estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings
26 had before this Court and after due deliberation and sufficient cause appearing therefor,

27 _____
28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 **IT IS HEREBY ORDERED THAT:**

2 1. The Motion is granted on an interim basis, as provided herein.

3 2. The Debtors, in their business judgment, are authorized, but not directed, to (i) pay,
4 perform, and honor the Customer Program Obligations, and to effect all payments and permit all setoffs
5 in connection therewith (whether relating to the period prior or subsequent to the Petition Date),
6 including, without limitation, payment of Security Deposit Refunds, MLX Deposit Refunds, UG Costs,
7 PPP Costs, ECP Costs, TPP Costs, GHG Costs, and CSP Costs in an aggregate amount not to exceed
8 \$248.3 million plus OCP Costs on an interim basis, and (ii) continue to perform in accordance with
9 applicable laws one or more of the Customer Programs, including, without limitation, the Deposit and
10 Reimbursement Programs, the Public Purpose Programs, the Environmental Cleanup Programs, the
11 Third-Party Programs, the GHG Credit Programs, and the Customer Support Programs, in the ordinary
12 course of business, without further application to or Order of the Court.

13 3. Banks and financial institutions are authorized, but not directed, at the Debtors' request,
14 to receive, process, honor and pay, to the extent of funds on deposit, any and all checks issued or to be
15 issued or electronic funds transfers requested or to be requested by the Debtors relating to the Customer
16 Programs and/or the Customer Program Obligations.

17 4. The Debtors are authorized, but not directed, to issue new postpetition checks or effect
18 new electronic funds transfers on account of the Customer Programs and Customer Program Obligations
19 to replace any prepetition checks or electronic funds transfer requests that may be lost, dishonored, or
20 rejected as a result of the commencement of the Chapter 11 Cases.

21 5. Nothing contained in this Interim Order or in the Motion is intended to be or shall be
22 construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the
23 Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or
24 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy
25 Code. Likewise any payment made pursuant to this Interim Order is not intended to be and shall not be
26 construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such
27 claim subsequently.

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6. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

7. The requirements for immediate entry of this Interim Order pursuant to Bankruptcy Rule 6003(b) have been satisfied.

8. The requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived.

9. Notwithstanding the provisions of Bankruptcy Rules 4001(a)(2) and 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

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

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

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

** END OF ORDER **