

1 Robert A. Julian (SBN 88469)
2 Cecily A. Dumas (SBN 111449)
3 BAKER & HOSTETLER LLP
4 Transamerica Pyramid Center
5 600 Montgomery Street, Suite 3100
6 San Francisco, CA 94111-2806
7 Telephone: 415.659.2600
8 Facsimile: 415.659.2601
9 Email: rjulian@bakerlaw.com
10 Email: cdumas@bakerlaw.com

Elizabeth A. Green (*pro hac vice*)
BAKER & HOSTETLER LLP
200 South Orange Avenue, Suite 2300
Orlando, FL 32801
Telephone: 407.649.4036
Facsimile: 407.841.0168
Email: egreen@bakerlaw.com

Eric E. Sagerman (SBN 155496)
David J. Richardson (SBN 168592)
Lauren T. Attard (SBN 320898)
BAKER & HOSTETLER LLP
11601 Wilshire Blvd., Suite 1400
Los Angeles, CA 90025-0509
Telephone: 310.820.8800
Facsimile: 310.820.8859
Email: esagerman@bakerlaw.com
Email: drichardson@bakerlaw.com
Email: lattard@bakerlaw.com

Counsel to the Official Committee of Tort Claimants

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

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

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

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**NOTICE OF THE OFFICIAL
COMMITTEE OF TORT CLAIMANTS
RE: CONSOLIDATED DESIGNATION
OF: (1) REPLY EXHIBITS; (2)
WITNESSES; (3) SPEAKING
ATTORNEYS; (4) OUTSTANDING
CONFIRMATION ISSUES FOR
CONFIRMATION HEARING; AND
(5) EXHIBITS TO BE USED AT
CONFIRMATION HEARING**

Date: May 27, 2020
Time: 10:00 a.m. (Pacific Time)
Place: **Telephonic Appearances Only**
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 The Official Committee of Tort Claimants (the “TCC”) hereby files this Notice listing its
2 designations for the confirmation hearing to commence on May 27, 2020, of the Debtors’ Joint
3 Chapter 11 Plan of Reorganization dated March 6, 2020, pertaining to: (i) reply brief exhibits;
4 (ii) witnesses; (iii) speaking attorneys; and (iv) outstanding confirmation issues to be resolved at
5 trial.

6 The exhibits designated in this notice are in addition to those designated in the notice filed
7 by the TCC on May 18, 2020 [Dkt. No. 7408].

8 **I. Designation of Reply Brief Exhibits For Confirmation Hearing**

- 9 1. The signature page to the First Amendment to Restructuring Support Agreement,
10 signed by Francis Scarpulla, that is Exhibit A to the Declaration of Lauren T. Attard,
11 filed on May 22, 2020.

12 **II. Designation of Witnesses for Confirmation Hearing**

- 13 1. Brent Williams
14 Email: BWilliams@lincolninternational.com

15 Mr. Williams’ testimony will pertain solely to the matters raised in his Declaration filed
16 on May 15, 2020 [Dkt. No. 7326], unless this Court accepts the invitation of some plan objections
17 to conduct an estimation trial, in which case the TCC may offer additional testimony from
18 Mr. Williams.

19 Reservation of Rights: Several objections to plan confirmation have raised issues that are
20 not proper issues for a plan confirmation hearing, and therefore the TCC has refrained from
21 designating witnesses for such issues at this time. For example, GER Hospitality, LLC, has filed
22 an objection (the “**GER Objection**”) that seeks to revisit this Court’s order pursuant to F.R.B.P.
23 9019 (the “**9019 Order**”) approving the TCC’s settlement with the Debtors that established Plan
24 treatment for Fire Victim Claims, and also seeks to inquire into the decisions made by the TCC in
25 connection with that settlement. The TCC contends that such issues are not properly raised in a
26 plan confirmation trial, as this Court’s 9019 Order is a final and binding order. If, however, this
27 Court decides to entertain such issues as part of the plan confirmation trial, the TCC reserves all
28 rights to designate witnesses relevant to such an inquiry, including witnesses from the noteholder

1 creditors group discussed in the GER Objection and their principals, the counsel for GER
2 Hospitality, LLC, experts pertaining to valuation issues, and such other witnesses whose
3 testimony would be necessary to the valuation trial or inquiry into the TCC's decisions that are
4 sought by the GER Objection.

5 **III. Designation of Speaking Attorneys for Confirmation Hearing**

- 6 1. Robert A. Julian
7 Email: rjulian@bakerlaw.com
- 8 2. Elizabeth A. Green
9 Email: egreen@bakerlaw.com
- 10 3. Cecily A. Dumas
11 Email: cdumas@bakerlaw.com
- 12 4. David J. Richardson
13 Email: drichardson@bakerlaw.com
- 14 5. Lauren T. Attard
15 Email: lattard@bakerlaw.com
- 16 6. John H. MacConaghy
17 Email: macclaw@macbarlaw.com

18 In addition, the following counsel to TCC members will speak on behalf of their
19 individual clients:

- 20 a. Frank Pitre
21 Email: FPitre@cpmlegal.com
- 22 b. Michael Kelly
23 Email: mkelly@WalkupLawOffice.com
- 24 c. Steve Campora
25 Email: scampora@dbbwc.com
- 26 d. Khaldoun Baghdadi
27 Email: kbaghdadi@WalkupLawOffice.com

28 **IV. Outstanding Issues for Confirmation Hearing**

1. Calculation of Normalized Estimated Net Income (discussions pending);
2. Negotiation of Registration Rights Agreement (discussions pending);
3. The Debtors' Schedule of Assigned Rights and Causes of Action (discussions pending);

- 1 4. The Debtors' Schedule of Retained Rights and Causes of Action (discussions
- 2 pending); and
- 3 5. Changed definition of Subrogation Wildfire Claim in Plan (pending Court's ruling on
- 4 language in Trust Agreement).

5 **V. Designation of Exhibits to be Used at Confirmation Hearing**

6 All Exhibits listed in the TCC's Notice of the Official Committee of Tort Claimants re:
7 Designation of Exhibits for Confirmation Hearing, filed on May 18, 2020 as Dkt. No. 7408,
8 including:

9 **Declaration of David J. Richardson**

10 All documents that are filed as exhibits to the Declaration of David J. Richardson, filed in
11 this Court on May 15, 2020, as Dkt. No. 7322.

- 12 A. The *Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr.*
13 *P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter*
14 *into Restructuring Support Agreement with the TCC, Consenting Fire Claimant*
15 *Professionals, and Shareholder Proponents, and (II) Granting Related Relief* [Bankr.
16 Dkt. 5038] (the "**Settlement Motion**"), which attaches as Dkt. 5038-1 a true and
17 correct copy of the *Restructuring Support Agreement* dated December 6, 2019,
18 between the TCC, the Debtors, certain law firms representing individuals holding
19 approximately 70% in number of the prepetition fire claims filed against the Debtors
20 (the "**Consenting Fire Claimant Professionals**"), and certain funds and accounts
21 managed by Abrams Capital Management, LP and Knighthead Capital Management,
22 LLP (the "**Shareholder Proponents**") (the "**RSA**"), ECF-marked pages 40-52 of
23 which are the Term Sheet that establishes the original terms of the parties' settlement
24 under the RSA (the "**Settlement**");
- 25 B. The *First Amendment to Restructuring Support Agreement* [Dkt. 5143], dated
26 December 16, 2019;
- 27 C. The *Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004*
28 *and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter into*

1 *Restructuring Support Agreement with the TCC, Consenting Fire Claimant*
2 *Professionals, and Shareholder Proponents, and (II) Granting Related Relief* [Dkt.
3 No. 5174], entered December 19, 2019;

4 D. The Debtors' Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P.
5 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and
6 (II) Granting Related Relief [Bankr. Dkt. 6398], filed on March 20, 2020;

7 E. The Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr.
8 P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors to Enter into
9 *Restructuring Support Agreement with the Consenting Subrogation Claimholders, (II)*
10 *Approving the Terms of Settlement with such Consenting Subrogation Claimholders,*
11 *including the Allowed Subrogation Claim Amount, and (III) Granting Related Relief*
12 filed in the Cases on September 24, 2019 [Bankr. Dkt. 3992] and Exhibit A thereto,
13 which is the Restructuring Support Agreement dated on or about September 24, 2019,
14 between certain Consenting Creditors and the Debtors [Bankr. Dkt. 3992-1];

15 F. The Declaration of Homer Parkhill in Support of the Ad Hoc Group of Subrogation
16 Claim Holders' Statement in Support of the Subrogation Settlement and RSA Motion,
17 filed in the Bankruptcy Court on October 21, 2019 [Bankr. Dkt. 4348-2];

18 G. This Court's Amended Order Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R.
19 Bankr. P. 9019 (I) Approving Case Resolution Contingency Process and (II) Granting
20 Related Relief [Dkt. No. 6937], entered April 24, 2020;

21 H. The Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of,
22 and Debtors' Entry into and Performance Under, Equity Backstop Commitment
23 Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under,
24 Debt Financing Commitment Letters and (III) Authorizing Incurrence, Payment and
25 Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as
26 Administrative Expense Claims filed in the Debtors' Cases on March 2, 2020 [Dkt.
27 6013];
28

- 1 I. The *Notice of Filing of Plan Supplement in Connection with Debtors' and*
2 *Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 6,*
3 *2020*, filed on March 6, 2020 [Dkt. No. 7037], and all exhibits thereto;
- 4 J. The *Debtors' Joint Chapter 11 Plan of Reorganization dated November 4, 2019*, filed
5 in the Debtors' Cases on November 4, 2019 [Dkt. No. 4563];
- 6 K. This Court's *Order Pursuant to 11 U.S.C. §§ 502(b)(9) and 105(a), Fed. R. Bankr. P.*
7 *2002, 3003(c)(3), 5005, and 9007, and L.B.R. 3003-1 (I) Establishing Deadline for*
8 *Filing Proofs of Claim, (II) Establishing the Form and Manner of Notice Thereof, and*
9 *(III) Approving Procedures for Providing Notice of Bar Date and Other Information*
10 *to All Creditors and Potential Creditors*, filed and entered in the Debtors' Cases on
11 July 1, 2019 [Dkt. No. 2806];
- 12 L. This Court's *Order Extending Bar Date for Fire Claimants and Appointing Claims*
13 *Representative*, filed and entered in the Debtors' Cases on November 11, 2019 [Dkt.
14 No. 4672]
- 15 M. A letter brief filed with this Court on April 29, 2020 [Dkt. No. 6982] by counsel for
16 the Public Employees Retirement Association of New Mexico;
- 17 N. A letter brief filed with this Court on May 1, 2020 [Dkt. No. 7048], by counsel for the
18 Debtors;
- 19 O. The Transcript of Proceedings before the Honorable Dennis Montali, United States
20 Bankruptcy Judge, in Case 19-30088, on May 6, 2020, at 1:30 p.m.; and
- 21 P. A Press Release issued by the California Public Utilities Commission, dated May 7,
22 2020, entitled "CPUC Penalized PG&E \$2 billion for 2017 and 2018 Wildfires."

23 **Declaration of Jerry R. Bloom**

24 All documents that are filed as exhibits to the Declaration of Jerry R. Bloom, filed in this
25 Court on May 15, 2020, as Dkt. No. 7331.

- 26 A. The Debtors' opening testimony filed on January 31, 2020 in the CPUC's
27 Investigation No. 19-09-016 (the "OII");
- 28 B. Opening Comments filed on May 11, 2020, by the City of San Jose in the OII;

- 1 C. Letter brief filed on May 11, 2020, by 11 Majors and Supervisors in the OII;
2 D. Letter brief filed on May 14, 2020, by the Debtors in the OII; and
3 E. Letter brief filed by the Utility Reform Network on May 14, 2020, in the OII.

4 **Exhibits to Confirmation Objection**

- 5 A. Exhibit 1 to the objection to plan confirmation filed by the TCC in this Court on
6 May 15, 2020, as Dkt. No. 7306, which is the TCC's proposed Schedule of Assigned
7 Rights and Causes of Action.

8 **Exhibits Designated by the Debtors**

9 As of the filing of this Notice, the Debtors have not yet filed their Designation of Exhibits
10 for Trial. The TCC reserves the right to use any exhibits designated by the Debtors in connection
11 with the Confirmation Trial.

12 **Exhibits Designated by GER Hospitality, LLC, et al.**

13 To whatever extent this Court will address the Motion to Strike that the TCC intends to
14 file, and permits GER Hospitality, LLC, and its co-filers (collectively, "GER"), to submit into
15 evidence any of the exhibits listed in the Notice of Exhibits to be Presented at the Confirmation
16 Hearing in Support of Certain Fire Victim Claimants' Objection to Plan Supplement in
17 Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
18 Date March 16, 2020, filed May 18, 2020, as Dkt. No. 7411, the TCC designates all such exhibits
19 for use in cross-examination or re-direct of any witnesses called by GER and permitted by this
20 Court to provide testimony.

21
22 Dated: May 22, 2020

23
24 BAKER & HOSTETLER LLP

25 By: /s/ David J. Richardson
26 Robert A. Julian
27 Elizabeth A. Green
28 David J. Richardson

*Counsel to the Official Committee of Tort
Claimants*