

1 UNITED STATES BANKRUPTCY COURT **FILED**  
2 NORTHERN DISTRICT OF CALIFORNIA 03 AUG -1 AM 9:20  
3 SAN FRANCISCO DIVISION

U.S. BANKRUPTCY COURT  
NORTHERN DIST. OF CA.  
SAN FRANCISCO, CA.

4 In re  
5 PACIFIC GAS AND ELECTRIC  
6 COMPANY, a California corporation,

7 Debtor.

8 Federal I.D. No. 94-0742640  
9

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

10 ORDER GRANTING MOTION BY PACIFIC GAS AND ELECTRIC COMPANY, PG&E  
11 CORPORATION AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
12 FOR ORDER SETTING VOTING RECORD DATE AND APPROVING  
13 VOTING SOLICITATION AND TABULATION PROCEDURES, FORMS OF VOTING  
14 BALLOTS AND CERTAIN NOTICES REGARDING PLAN OF REORGANIZATION

15 At the date and time set forth above, the Court held a hearing to consider the Motion  
16 By Pacific Gas and Electric Company, the debtor and debtor in possession in the above-  
17 captioned chapter 11 case ("PG&E" or "Debtor"), PG&E Corporation and the Official  
18 Committee of Unsecured Creditors (the "Plan Proponents") for Order Setting Voting  
19 Record Date and Approving Voting Solicitation and Tabulation Procedures, Forms of  
20 Voting Ballots, and Certain Notices Regarding Plan of Reorganization (the "Motion").  
(Capitalized terms used but not defined herein have the meanings set forth in the Motion.)  
21 Appearances were as noted on the record.

22 The Court having considered the Motion and the exhibits thereto, including the forms  
23 of ballots, notices and other materials with regard to the solicitation of votes to accept or  
24 reject the Plan of Reorganization Under Chapter 11 of the Bankruptcy Code For Pacific  
25 Gas and Electric Company (the "Plan"), the arguments presented at the hearing, and any  
26 objections filed with respect to the Motion; and having found that proper notice of the  
27 hearing on the Motion was provided by the Plan Proponents, and good and sufficient cause  
28

1 appearing therefor:

2 IT IS HEREBY ORDERED THAT:

3 1. The Motion is approved;

4 2. The Voting Record Date will be August 4, 2003;

5 3. The proposed Notices, in substantially the form attached hereto as Exhibits A-C, to  
6 be sent to (i) holders of claims or interests ineligible to vote to accept or reject the Plan  
7 (including holders of Disputed Claims whose claims have not been allowed for voting  
8 pursuant to Bankruptcy Rule 3018(a)), and (ii) parties to executory contracts and unexpired  
9 leases that are being assumed pursuant to the Plan who do not hold filed or scheduled  
10 claims, are approved;

11 4. Copies of the Plan and Disclosure Statement will not be required to be sent to the  
12 Non-Voting Parties;

13 5. The procedures set forth in the Motion for soliciting the votes of impaired classes of  
14 creditors on the Plan (as described in the Plan)<sup>1</sup> are approved, as follows:

15 a. The following holders of impaired claims shall be entitled to vote to accept or  
16 reject the Plan:

17 (i) holders of claims, as of the Voting Record Date, that are listed in  
18 PG&E's Amended and Restated Schedules filed with the Bankruptcy Court on July 2, 2001,  
19 as the same may be amended from time to time (the "Schedules"), excluding claims listed as  
20 contingent, unliquidated, or disputed and excluding scheduled claims that have been  
21 superseded by filed proofs of claims: (a) as to which no objection has been filed as of the  
22 Solicitation Commencement Date (as defined in Paragraph 6, below); or (b) to the extent an  
23 objection has been filed, (x) that have been temporarily allowed prior to the Voting Deadline  
24 (as defined in Paragraph 10.c., below) for the purpose of accepting or rejecting the Plan  
25

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26 <sup>1</sup>As set forth in the Plan, Classes 6 and 7 are unimpaired. However, holders of Claims  
27 in Classes 6 and 7 will receive ballots and their votes will be tabulated, as described in the  
28 Plan. This procedure is without prejudice to the Plan Proponents' position that these Classes  
are unimpaired.

1 pursuant to Bankruptcy Rule 3018(a), in the amount which the Bankruptcy Court deems  
2 proper for such purposes, (y) that have been allowed by the Bankruptcy Court for any  
3 purpose pursuant to the Bankruptcy Court's ruling on such objection prior to the Voting  
4 Deadline, or (z) that are otherwise entitled to vote on account of meeting the criteria in  
5 subsection (iii) below;

6 (ii) holders of filed proofs of claim, as of the Voting Record Date, on the  
7 official claims register maintained by Robert L. Berger & Associates, LLC, the Claims  
8 Agent appointed by the Bankruptcy Court, (a) as to which no objection has been filed as of  
9 the Solicitation Commencement Date; or (b) to the extent an objection has been filed,  
10 (x) that have been temporarily allowed prior to the Voting Deadline for the purpose of  
11 accepting or rejecting such Plan pursuant to Bankruptcy Rule 3018(a), in the amount which  
12 the Bankruptcy Court deems proper for such purposes, (y) that have been allowed by the  
13 Bankruptcy Court for any purpose pursuant to the Bankruptcy Court's ruling on such  
14 objection prior to the Voting Deadline, or (z) that are otherwise entitled to vote on account  
15 of meeting the criteria in subsection (iii) that immediately follows; and

16 (iii) registered record holders of PG&E bonds, notes or debentures, and  
17 beneficial owners holding such securities through nominee holders, in each case as of the  
18 Voting Record Date, as evidenced by the records of the applicable trustee or transfer agent,  
19 as well as the records of The Depository Trust Company, Euroclear, and Clearstream;

20 b. The Plan Proponents will not be required to mail copies of the Plan and the  
21 Disclosure Statement to any holder of claims or interests in an Unimpaired Class, to parties  
22 to executory contracts and unexpired leases who do not hold filed or scheduled claims, or to  
23 holders of Disputed Claims under the Plan, unless otherwise requested of the Voting Agent  
24 in writing by facsimile (212-446-3605) or e-mail (pge@innisfreema.com). The Plan and the  
25 Disclosure Statement also will be available to download through the "Pacific Gas & Electric  
26 Company Chapter 11 Case" link accessible through the Bankruptcy Court's website  
27 ([www.canb.uscourts.gov](http://www.canb.uscourts.gov)); and

28 c. With respect to "beneficial owners" of securities issued by PG&E who hold

1 their interests through a “nominee holder,” such as bondholders and stockholders who hold  
2 their securities through a bank or brokerage firm, all nominee holders will forward the  
3 “Notice of Non-Voting Status to Holders of Claims or Equity Interests in Unimpaired  
4 Classes” to the beneficial owners within five (5) business days of receipt by such nominee  
5 holders of the Notice and other documents included therewith;

6 6. On August 15, 2003 (the “Solicitation Commencement Date”), or as soon thereafter  
7 as practicable, the Voting Agent is authorized and directed to send the following materials  
8 (collectively, the “Solicitation Package”) to all persons entitled to vote on the Plan:

9 a. An appropriate Voting Ballot, in substantially the form of one of the proposed  
10 Ballots attached hereto as Exhibits D through F, and accompanying postage-prepaid return  
11 envelope;

12 b. Copies of the Plan and the Disclosure Statement;

13 c. The “Notice of (A) Voting Record Date and Voting Deadline, (B) Hearing to  
14 Consider Confirmation of Plan of Reorganization Under Chapter 11 of the Bankruptcy Code  
15 for Pacific Gas and Electric Company and (C) Deadline for Filing Objections to  
16 Confirmation,” substantially in the form attached hereto as Exhibit G (the “Notice of  
17 Confirmation Hearing”); and

18 d. Any other documents as this Court may authorize or direct;

19 7. The Solicitation Package will be mailed to the following persons entitled to vote on  
20 the Plan:

21 a. Holders of allowed claims, as of the Voting Record Date, that are listed in  
22 PG&E’s Schedules as not contingent, unliquidated or disputed (excluding scheduled claims  
23 that have been superseded by filed claims), that have not been disallowed or disqualified  
24 prior to the Voting Record Date and that are not the subject of pending objections on the  
25 Solicitation Commencement Date; provided, however, that the assignee of an assigned  
26 scheduled claim may vote such claim only if the transfer of such claim has met the  
27 requirements of Bankruptcy Rule 3001(e) as of the Voting Record Date;

28 b. Subject to subsection c. below, holders of filed proofs of claim, as of the

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

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

13 8. The Voting Ballots, in substantially the forms of the Ballots attached hereto as  
14 Exhibits D-F (as such Ballots may be modified with respect to each Voting Class) are  
15 approved, and the balloting procedures as set forth in the Motion are approved, as follows:

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

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

27 c. Beneficial owners of PG&E's bonds, notes or debentures, as of the Voting  
28 Record Date, if such bonds, notes or debentures are registered in "street name," and the

1 beneficial owner's nominee holder has not prevalidated the Voting Ballot prior to  
2 forwarding the Solicitation Package to the beneficial owner, will: (i) indicate their vote and  
3 complete all other information requested on the Voting Ballot; and (ii) return the Ballot to  
4 the nominee holder on or prior to the Voting Deadline as arranged by the nominee holder.  
5 The nominee holder will then summarize the votes of each beneficial owner on the Master  
6 Ballot, and return the Master Ballot to the Voting Agent in accordance with the voting  
7 schedule outlined below;

8 9. The Notices, in substantially the forms attached hereto as Exhibits H-I, to be sent to  
9 parties to executory contracts and unexpired leases to be assumed or rejected pursuant to the  
10 Plan are approved;

11 10. The proposed voting schedule for the Plan as set forth in the Motion is approved,  
12 as set forth below:

13 a. Preliminary Mailing to Nominee Holders. The Voting Agent may begin  
14 distributing elements of the Solicitation Packages to nominee holders of PG&E bonds, notes  
15 or debentures or other securities in the Voting Classes, on August 11, 2003;

16 b. Mailing to Registered Holders of Claims and to Beneficial Owners. On the  
17 Solicitation Commencement Date, the Voting Agent will mail the Solicitation Packages to  
18 the registered holders of claims and beneficial owners of PG&E bonds, notes or debentures  
19 or other securities in the PG&E Voting Classes; and

20 c. Voting Deadline. Pursuant to Bankruptcy Rule 3017(c), persons entitled to  
21 vote, in order for the Voting Agent to count their votes, must properly complete, execute,  
22 and deliver their Voting Ballots to the Voting Agent or, in certain cases, to their nominee  
23 holder by mail, overnight mail, or personal delivery so that the Voting Agent or nominee  
24 holder, if applicable, receives such Ballots no later than 5:00 p.m. Eastern Time on  
25 September 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court extends the  
26 Voting Deadline. Nominee holders will have up to three additional business days to transmit  
27 Master Ballots to the Voting Agent. The Voting Agent must, however, receive all Master  
28 Ballots no later than 5:00 p.m. Eastern Time on the third business day after the Voting

1 Deadline;

2 11. The proposed procedures for tabulating votes of impaired creditors with respect to  
3 acceptance or rejection of the Plan are approved, as set forth below:

4 a. The Voting Agent will not count any Voting Ballot that does not indicate an  
5 acceptance or rejection of the Plan;

6 b. The Voting Agent will not count any Voting Ballot that is returned to the  
7 Voting Agent unsigned;

8 c. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a), the Voting Agent  
9 will count only the first timely Voting Ballot it receives from a creditor unless, “[f]or cause  
10 shown,” the Court “after notice and a hearing” permits such creditor or interest holder to  
11 “change or withdraw an acceptance or rejection;”

12 d. The Voting Agent will not count any Voting Ballot that is received after the  
13 pertinent voting deadline even if postmarked or otherwise sent prior to such deadline, unless  
14 the Court extends such deadline;

15 e. The Voting Agent will not count any Voting Ballot that the Voting Agent  
16 determines is not legible;

17 f. The Voting Agent will not count any Voting Ballot transmitted via facsimile  
18 or any other electronic means except voting confirmations received from Euroclear or  
19 Clearstream, which may be transmitted electronically as customary;

20 g. The Voting Agent will not count any Voting Ballot of a creditor that is  
21 duplicative of a Voting Ballot of another creditor;

22 h. Each creditor will be deemed to have voted the full amount of its undisputed  
23 claim as of the Voting Record Date, within a particular Voting Class, as shown on the  
24 records provided to the Voting Agent. The Voting Agent will not count any Voting Ballot  
25 that purports to split a claim in order to partially accept and partially reject the Plan;

26 i. To the extent that there are over-votes submitted by a nominee holder on the  
27 Master Ballot or prevalidated ballots (or over-votes on the Master Ballot are not reconcilable  
28 prior to the vote certification) with respect to the Plan, votes to accept or reject the Plan will

1 be applied by the Voting Agent in the same proportion as the votes to accept or reject the  
2 Plan submitted on the Master Ballot or prevalidated ballots that contain the over-vote, but  
3 only to the extent of the position maintained by such nominee holder as of the Voting  
4 Record Date;

5 12. The Debtor is directed, on or before August 8, 2003, to serve the Notice of  
6 Confirmation Hearing substantially in the form attached hereto as Exhibit G on the Special  
7 Notice List and the general mailing list maintained by the Noticing Agent and to cause the  
8 Notice of Confirmation Hearing to be published one time in each of publications set forth in  
9 the Motion, which publication is hereby approved in all respects and which will be deemed  
10 good, adequate and sufficient service and publication; and

11 13. The Plan Proponents are authorized and empowered to take such steps and perform  
12 such acts as may be necessary to implement and effectuate this Order.

13 Dated: AUG - 1 2003

DENNIS MONTALI

HONORABLE DENNIS MONTALI  
UNITED STATES BANKRUPTCY JUDGE

HOWARD  
RICE  
NEMEROVSKI  
CANADY  
FALK  
& RAEBIN  
A Professional Corporation

# **EXHIBIT A**

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.<sup>1</sup>

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

<sup>1</sup> 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](mailto: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.<sup>1</sup>

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.

<sup>1</sup> 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](mailto: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 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.

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.<sup>1</sup>

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

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<sup>1</sup> 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](mailto:pge@innisfreema.com)."

# **EXHIBIT D**

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 Agent 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 E**

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 F**

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.	\$	\$
<b>TOTALS</b>	\$	\$

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.				\$ <sup>+</sup>

**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 G**

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

**NOTICE OF (A) VOTING RECORD DATE AND VOTING  
DEADLINE, (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:

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 July 31, 2003" (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 Dated July 31, 2003" (the "Disclosure Statement"). On July 31, 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, (iii) establishing deadlines and procedures for filing objections to confirmation of the Plan, and (iv) approving the form and manner of notice of the confirmation hearing.

**Voting Record Date (August 4, 2003)**  
**and Voting Deadline (September 29, 2003)**

1. The Bankruptcy Court has established August 4, 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 September 29, 2003 (the "Voting Deadline"), unless the Court extends such deadline.

3. Nominee holders for beneficial owners of PG&E'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 October 2, 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**  
**(November 3, 2003 at 9:30 a.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 9:30 a.m., California time, on November 3, 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.

**Status Conference**  
**(September 8, 2003 at 9:30 a.m.)**

A status conference will be held by the Court to consider issues in connection with the Confirmation Hearing. Any party who files an objection to confirmation of the Plan (or such party's designee) must appear at the Status Conference on September 8, 2003 at 9:30 a.m.; failure to so appear will cause such objection to be denied by the Court for lack of prosecution.

**Last Day to File Objections to**  
**Confirmation of the Plan (September 2, 2003)**

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 the paragraph below), and (c) be filed with and

received by the Clerk of the United States Bankruptcy Court for the Northern District of California (including two copies for the 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., California time, on September 2, 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; and (10) Paul, Weiss, Rifkind, Wharton & Garrison LLP, Attorneys for California Public Utilities Commission, 1258 Avenue of the Americas, New York, NY 10019-6064, Attn: Alan Kornberg.

Objections to confirmation of the Plan shall briefly state the grounds on which each objection is based in a manner which is sufficient to give notice to the Plan Proponents 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,  
FALK & RABKIN  
A Professional Corporation  
James L. Lopes  
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# **EXHIBIT H**

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"),<sup>1</sup> 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](http://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](mailto: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

<sup>1</sup>Capitalized 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

# **EXHIBIT I**

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")<sup>1</sup> 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](http://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](mailto: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.

<sup>1</sup>Capitalized terms not defined herein have the meanings ascribed to them in the Plan.