

1 Robert J. Nelson (CSB No. 132797)
rnelson@lchb.com
2 LIEFF CABRASER HEIMANN & BERNSTEIN, LLP
275 Battery Street, 29th Floor
3 San Francisco, CA 94111-3339
Telephone: (415) 956-1000
4 Facsimile: (415) 956-1008

5 Juli E. Farris (CSB No. 141716)
jfarris@kellerrohrback.com
6 KELLER ROHRBACK L.L.P.
801 Garden Street, Suite 301
7 Santa Barbara, CA 93101
Telephone: (805) 456-1496
8 Facsimile: (805) 456-1497

9 *Class Counsel*

10 A. Barry Cappello (CSB No. 037835)
abc@cappellonoel.com
11 CAPPELLO & NOEL LLP
831 State Street
12 Santa Barbara, CA 93101-3227
Telephone: (805)564-2444
13 Facsimile: (805)965-5950

14 *Lead Trial Counsel*
15 *(additional counsel listed at signature)*

16 **UNITED STATES DISTRICT COURT**
17 **CENTRAL DISTRICT OF CALIFORNIA**

19 KEITH ANDREWS, an individual, et
20 al.,

21 Plaintiffs,

22 v.

23 PLAINS ALL AMERICAN
24 PIPELINE, L.P., a Delaware limited
25 partnership, et al.,

26 Defendants.

Case No. 2:15-cv-04113-PSG-JEMx

**DECLARATION OF LEILA J. NOEL
IN SUPPORT OF MOTIONS FOR
FINAL SETTLEMENT APPROVAL,
PLANS OF DISTRIBUTION,
ATTORNEYS' FEES AND COSTS,
AND CLASS REPRESENTATIVE
SERVICE AWARDS**

Date: September 16, 2022

Time: 1:30 p.m.

Judge: Hon. Philip S. Gutierrez

Courtroom: 6A

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

DECLARATION OF LEILA J. NOEL

I, Leila J. Noël, declare:

1. I am an attorney at law licensed to practice before the United States District Court, Central District of California. I am a partner at the law firm of Cappello & Noël LLP, court-appointed Class Counsel and Lead Trial Counsel in this matter. I have personal knowledge of the facts set forth in this declaration, and, if called as a witness, I could testify competently to the matters set forth herein.

2. I submit this declaration in support of Plaintiffs’ motions for final approval of the settlement, of the Plans of Distribution, for attorneys’ fees and costs, and class representative service awards.

3. Since being appointed Class Counsel and Lead Trial Counsel in 2015 (Dkts. 257, 454, 577), my co-counsel, my firm and I have vigorously prosecuted this litigation on behalf of the Plaintiffs and Classes, with the goal of achieving the best possible outcome for the Classes. Over the course of seven years, Plaintiffs litigated every possible issue in this action, some numerous times over. The significant and dedicated efforts of Class Counsel were necessary and instrumental in achieving a substantial settlement for the Classes, on the eve of trial.

4. It is my judgment that the proposed Settlement is outstanding, readily meets the Rule 23 “fair, reasonable, and adequate” standard, and is in the best interests of the Classes. Further, the Plans of Distribution represent a fair and equitable allocation of the settlement proceeds grounded in the classwide damages models Plaintiffs’ experts developed over the course of many years and that Class Counsel were prepared to present at trial.

///
///
///
///
///

1 **Cappello & Noël’s Efforts and Timekeeping Practices**

2 5. My firm litigated this case on a purely contingent basis, foregoing
3 other work over the course of seven years in order to handle this complex matter
4 with no guarantee of recovery. For a law firm of our small size, our dedication of
5 such substantial efforts on a contingency basis for seven years came with
6 monumental risk and significant financial burden.

7 6. Class Counsel assigned work based on numerous considerations, with
8 the goal of maximizing efficiency. Class Counsel were involved in all aspects of
9 the litigation to ensure the greatest likelihood of success, but as described in the
10 Declaration of Robert J. Nelson, each law firm also focused on certain issues in
11 order to minimize duplication of effort. Class Counsel ensured that work was
12 conducted efficiently, and that it also was evenly distributed. If Class Counsel had
13 not undertaken these efforts, the lodestar for this case would have been higher.

14 7. While Class Counsel request attorneys’ fees as a percentage of the
15 common fund, for the Court’s reference, I report Cappello & Noël’s summary time,
16 lodestar, and costs incurred in and attributable to this litigation and for the benefit
17 of the settling Classes.

18 8. All Cappello & Noël timekeepers are required contemporaneously to
19 record the work we performed and to document all time to the nearest tenth of an
20 hour. I and my staff, working under my direction and supervision, audited my
21 firm’s time records to confirm their accuracy. This included removing any time
22 exclusively attributed to work done on behalf of the oil industry and tourism groups
23 which were the subject of class certification efforts, and which are not part of this
24 Settlement. We also segregated work done on behalf of the Fisher and Property
25 Classes as part of the criminal restitution proceedings (see paragraph 18, below).
26 As part of our audit, we excluded the time of any timekeeper who worked less than
27 10 total hours on behalf of the Fisher and Property Classes, the time for work
28

1 related to the submission of this fee petition, and certain hours as a matter of billing
2 judgment. The figures do not include time incurred after July 22, 2022.

3 9. Cappello & Noël allocated work to maximize efficiency. To the extent
4 practicable, senior attorneys did not perform work that could be accomplished by
5 more junior attorneys, and attorneys did not perform work that could be completed
6 by paralegals or database specialists.

7 **Cappello & Noël's Billing Rates**

8 10. The 2022 billing rates charged by Cappello & Noël in Class Counsel's
9 fee petition range from \$175 to \$1,450 per hour, and fall within the range of market
10 rates charged by attorneys of equivalent experience, skill and expertise. Cappello
11 & Noël's hourly rates are consistent with hourly rates in the markets within which
12 Cappello & Noël practices and in which this case was litigated, including the
13 Central District of California. For attorneys or support staff who no longer work
14 with Cappello & Noël, the billing rate is the rate for that individual in their final
15 year of work with the firm.

16 11. Cappello & Noël's rates are subject to annual review and increases,
17 and are set by the firm's Managing Partner, A. Barry Cappello, in consultation with
18 the firm's partners after a review of costs, prevailing rates, and other market indicia.

19 12. Cappello & Noël's rates have been approved and the firm has been
20 awarded fees at its then-current rates in a prior class action case. *See*, Parties' Joint
21 Stipulation And Order Regarding Hourly Rates For Time Worked By Plaintiffs'
22 Counsel Since November 1, 2011, *Jones v. Wells Fargo*, Case No. BC337821 (Los
23 Angeles Superior Court, Central District, 2015 (awarding then-current attorneys'
24 rates between \$525 and \$1075). *See* Exhibit 1.

25 13. Cappello & Noël's rates also are comparable to those of the major
26 national law firms, such as defense counsel in this matter. For example, a recent
27 bankruptcy court petition shows 2019 billing rates for partners at Munger, Tolles &
28

1 Olson LLP, Plains' counsel in this matter, ranging from \$860 to \$1,421.32.¹ See
2 Exhibit 2. The 2020 billing rates for Munger, Tolles & Olson paralegals ranged
3 from \$345 to \$395, associates ranged from \$490 to \$860, and partners ranged from
4 \$920 to \$1500. The 2020 billing rate for Henry Weissman, a 1987 admittee who
5 represented Plains in this action, was \$1400 per hour. *Id.* That 2020 rate is similar
6 to Mr. Cappello's (a 1966 admittee) 2022 rate, and higher than my (a 1983
7 admittee) 2022 rate.

8 14. Attached as Exhibit 3 is a true and correct summary lodestar chart
9 which lists: (1) the name of each Cappello & Noël timekeeper who recorded time in
10 this Action, and their title or position; (2) the total number of hours they worked on
11 the Action through and including July 22, 2022; (3) their current hourly rate; and
12 (4) their lodestar.

13 15. As reflected in Exhibit 3, the total number of professional hours
14 expended on this matter by Cappello & Noël through July 22, 2022 is 15,090.50.
15 The total lodestar for my firm for that period is \$14,329,676.

16 **Case Expenses Advanced by Cappello & Noël**

17 16. In addition to the firm's contributions to Class Counsel's Common
18 Fund for the Fisher and Property cases (*see*, Juli Farris Declaration, ¶¶19-22),
19 Cappello & Noël spent \$118,288.59 in connection with the investigation,
20 prosecution and settlement of this case, including for expert witness fees,
21 depositions, travel, electronic discovery and document databases, legal research,
22 filing and fees, photocopies, express mail, and other fees. All of these expenses
23 were reasonably and necessarily incurred in Class Counsel's efforts to prosecute the
24 Plaintiffs' claims on behalf of the Class. The expenses here are in line with
25

26 ¹ See Final Fee Application of Munger, Tolles & Olson LLP for Compensation for
27 Services and Reimbursement of Expenses as Attorneys to the Debtors and Debtors
28 in Possession for Certain Matters from January 29, 2019 through July 1, 2020, *In re*
PG&E Corporation, No., 19-30088, (N.D. Bankr. Cal. Aug. 31, 2020), ECF No.
8943, 8943-4.

1 expenses Cappello & Noël has incurred in other complex class action lawsuits it
2 has successfully prosecuted, and are the type typically billed by attorneys to clients.
3 Cappello & Noël maintains appropriate back-up documentation for each expense.
4 The expenses are presented in summary form in Exhibit 4.

5 **Summary of Cappello & Noël Fees and Expenses**

6 17. Combined, Cappello & Noël has invested in this litigation as follows:
7 15,090.50 hours, \$14,329,676 in lodestar, and \$118,288.59 in costs separate from
8 contributing to Class Counsels' Common Fund for expenses. I expect each of these
9 numbers will increase through final settlement approval and settlement
10 administration, meaning that any multiplier that Class Counsel receive on their
11 lodestar will continue to decrease over time.

12 18. In addition, Class Counsel pursued the Property and Fisher Classes'
13 claims in a criminal restitution proceeding in Santa Barbara Superior Court related
14 to Plains' criminal convictions in September 2018. This included, at the invitation
15 of the Superior Court judge, preparing detailed and lengthy presentations
16 summarizing the Classes' liability and damages claims (akin to closing argument at
17 trial), and also engaging in a court-directed mediation process. While these efforts
18 have not yet been successful, as the matter is in the State Court of Appeal, the work
19 performed directly benefitted the prosecution of the Classes' claims in this action, it
20 sharpened Class Counsel's trial strategy and settlement evaluation, and advanced
21 the ongoing mediation efforts to resolve this action. Cappello & Noël expended
22 1,750.60 hours, and \$1,256,585 in lodestar, in furtherance of the criminal restitution
23 proceedings. A summary table of that time is attached as Exhibit 5.

24 **Class Representative Service Awards**

25 19. During the course of this seven-year litigation, I and my firm worked
26 closely with the Class Representatives, for both the Property and Fisher Classes.
27 These individuals worked very hard to provide all the information requested of
28 them, and the testimony asked of them, and stayed abreast of the developments in

1 the litigation over the course of those seven years. This included the class
2 representatives providing information as part of our case investigation, information
3 in response to Plains' written discovery requests, and preparing for and sitting for
4 depositions. The Class Representatives were requested to provide documents many
5 different times, including sensitive financial documents, and always did so
6 promptly. Class Representatives offered victim impact statements during Plains'
7 sentencing for its criminal convictions. The Class Representatives also stayed
8 informed through multiple class certification motions and motions for
9 decertification, motions for summary judgment, and appeals. They also
10 participated in efforts to obtain restitution in the Plains criminal action, all for the
11 benefit of the classes. I believe that payment of Service Awards to the Class
12 Representatives are justified in this Action, and that the amount requested of
13 \$15,000 per Class Representative is fair and reasonable in light of the burdens the
14 Class Representatives undertook and the benefits that the Class Representatives
15 helped achieve for the Settlement Class.

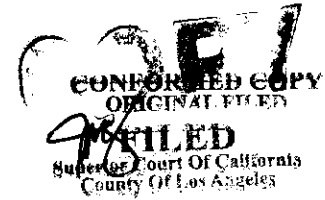
16
17
18
19
20
21
22
23
24
25
26
27
28

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 29th day of July 2022, at Santa Barbara, California.

/s/ Leila J. Noël

Exhibit 1



JUL 22 2015

Sherri R. Carter, Executive Officer/Clerk
By: *[Signature]* Deputy
J. M. Gomez

1 A. Barry Cappello (SBN 037835)
abc@cappellonoel.com
2 Leila J. Noël (SBN 114307)
lnoel@cappellonoel.com
3 Wendy D. Welkom (SBN 156345)
wwelkom@cappellonoel.com
4 CAPPELLO & NOËL LLP
831 State Street
5 Santa Barbara, California 93101
Telephone: (805) 564-2444
6 Facsimile: (805) 965-5950

7 Jeffrey Fleitman (SBN 169193)
fleitmanlaw@yahoo.com
8 LAW OFFICE OF JEFFREY FLEITMAN
424 S. Beverly Blvd.
9 Beverly Hills, CA 90212
Telephone: (310) 399-2889
10 Facsimile: (310) 997-3531

11 Norman Pine (SBN 67144)
Stacy Tillett (SBN 258301)
12 PINE & PINE
14156 Magnolia Blvd
13 Sherman Oaks, CA 91423
Tel: (818) 379-9710
14 Fax: (818) 379-9749

15 Attorneys for Plaintiffs

16 SUPERIOR COURT OF THE STATE OF CALIFORNIA

17 THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT

18 OPAL JONES, CLAUDIA A, CALDWELL,
KALINA THOMAS, VINCENT JONES, AND
19 C. RENAE WALKER JONES, on behalf of
themselves and all others similarly situated,

20 Plaintiffs,

21 vs.

22 WELLS FARGO BANK, N.A., WELLS
23 FARGO HOME MORTGAGE, INC. and DOES
1 through 20, inclusive,

24 Defendants.

25
26 AND RELATED CASE
27
28

Case No.: BC337821
Related Case No. TC019869

CLASS ACTION

**PARTIES' JOINT STIPULATION AND
[PROPOSED] ORDER REGARDING
HOURLY RATES FOR TIME WORKED
BY PLAINTIFFS' COUNSEL SINCE
NOVEMBER 1, 2011**

[Appellate Cases Nos. B237282; B243333]

Trial Date: November 15, 2010

Action filed on August 5, 2005
The Honorable Anthony J. Mohr

BY FAX

STIPULATION

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

WHEREAS, Judgment in this case was entered on September 12, 2011 (hereafter, the "Judgment"), and an Order Awarding Attorney Fees was entered on June 14, 2012 (hereafter, the "Order");

WHEREAS, the parties hereto appealed the Judgment and the Order in separate appeals to the California Court of Appeals, Second Appellate District, Division Seven, Case Nos. B237282 and B243333 (collectively, the "Appeals");

WHEREAS, the appellate court filed Opinions in the Appeals on February 17, 2015;

WHEREAS, the appellate court issued Remittiturs in the Appeals on April 22, 2015;

WHEREAS, the Order determined the lodestar for time worked by plaintiffs' counsel through October 31, 2011, based on hourly rates in effect in 2011;

WHEREAS, the Court will be presented with a motion to determine the lodestar for time worked by plaintiffs' counsel from November 1, 2011 through the present, which motion will be heard on August 31, 2015;

WHEREAS, the parties hereto agree that plaintiffs' counsel's hourly rates properly have increased since 2011, as set forth below;

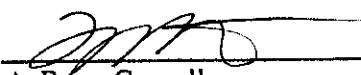
IT IS HEREBY STIPULATED between the parties, by and between their undersigned attorneys of record, that the reasonable hourly rates for all time worked by plaintiffs' counsel and their staff, from November 1, 2011 to the present, in matters before this Court and in the Appeals, are as follows:

| <u>Cappello & Noël Attorneys</u> | <u>Rate</u> |
|--------------------------------------|-------------|
| A. Barry Cappello | \$1075 |
| Leila J. Noël | \$825 |
| Troy A. Thielemann | \$675 |
| Wendy D. Welkom | \$650 |
| Matthew Fisher | \$525 |

| | | |
|---|---------------------------------------|-------------|
| 1 | <u>Cappello & Noël Paralegals</u> | <u>Rate</u> |
| 2 | Daniel Diaz | \$270 |
| 3 | Diana Chen/Makowska | \$225 |
| 4 | | |
| 5 | <u>Pine & Pine Attorneys</u> | <u>Rate</u> |
| 6 | Norman Pine | \$875 |
| 7 | Stacy Tillett | \$460 |

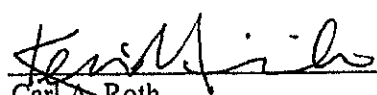
10 DATED: July 20, 2015

CAPPELLO & NOËL LLP

12 By: 
 13 A. Barry Cappello
 14 Leila J. Noël
 15 Wendy D. Welkom
 Attorneys for Plaintiffs
 And on behalf of all other Counsel for Plaintiffs

16 DATED: July 20, 2015

SKADDEN ARPS SLATE MEAGHER & FLOM LLP

18 By: 
 19 Carl A. Roth
 20 Kevin J. Minnick
 Attorneys for Defendants

IT IS SO ORDERED.

24 Dated: JUL 22 2015, 2015 _____

ANTHONY J. MOHR

25 _____
 26 The Honorable Anthony J. Mohr
 Judge of the Superior Court

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

PROOF OF SERVICE


STATE OF CALIFORNIA, COUNTY OF SANTA BARBARA

I am employed in the County of Santa Barbara, State of California. I am over the age of 18 years and not a party to this action. My business address is 831 State Street, Santa Barbara, California 93101. On July 20, 2015, I served the foregoing document described as **PARTIES' JOINT STIPULATION AND [PROPOSED] ORDER REGARDING HOURLY RATES FOR TIME WORKED BY PLAINTIFFS' COUNSEL SINCE NOVEMBER 1, 2011** on the interested parties in this action:

SEE ATTACHED SERVICE LIST

- BY U.S. POSTAL SERVICE:** This document was served by United States mail. I enclosed the document in a sealed envelope or package addressed to the person(s) at the address(es) above and placed the envelope(s) for collection and mailing, following our ordinary business practices. I am readily familiar with this firm's practice of collecting and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service at Santa Barbara, California, in a sealed envelope with postage fully paid.
- BY FACSIMILE:** The document(s) were served by facsimile. The facsimile transmission was without error and completed prior to 5:00 p.m. A copy of the transmission report is available upon request.
- BY OVERNIGHT DELIVERY:** The document(s) were served by overnight delivery via OnTrac. I enclosed the document in a sealed envelope or package addressed to the person(s) and the address(es) above and placed the envelope(s) for pick-up by OnTrac. I am readily familiar with the firm's practice of collection and processing correspondence on the same day with this courier service, for overnight delivery.
- BY E-MAIL OR ELECTRONIC TRANSMISSION:** Based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I caused the documents to be sent to the persons at the e-mail addresses listed above. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.
- BY HAND DELIVERY:** The document(s) were delivered by hand during the normal course of business, during regular business hours.
- (State) I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.
- (Federal) I declare that I am employed in the office of a member of the Bar of this Court, at whose direction the service was made. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 20, 2015, at Santa Barbara, California.


Anne Marie Balash

SERVICE LIST

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Jeffrey Fleitman
LAW OFFICE OF JEFFREY FLEITMAN
424 S. Beverly Blvd.
Beverly Hills, CA 90212
Tel: (310) 399-2889
Fax: (310) 997-3531

Co-Counsel for Plaintiffs
Opal Jones, et al.

Norman Pine
Stacy Tillett
PINE & PINE
14156 Magnolia Blvd
Sherman Oaks, CA 91423
Tel: (818) 379-9710
Fax: (818) 379-9749

Co-Counsel for Plaintiffs
Opal Jones, et al.

Thomas J. Nolan
Carl A. Roth
Kevin J. Minnick
SKADDEN ARPS SLATE MEAGHER, et al.
300 S. Grand Avenue # 3400
Los Angeles, CA 90071-3141
Tel: (213) 687-5000
Fax: (213) 687-5600

Counsel for Defendants
WELLS FARGO BANK and WELLS FARGO
HOME MORTGAGE, INC.

Exhibit 2

1 BRAD BRIAN (State Bar No. 79001)
 Brad.Brian@mto.com
 2 THOMAS B. WALPER (State Bar No. 96667)
 thomas.walper@mto.com
 3 HENRY WEISSMANN (State Bar No. 132418)
 henry.weissmann@mto.com
 4 BRADLEY SCHNEIDER (State Bar No. 235296)
 5 bradley.schneider@mto.com
MUNGER, TOLLES & OLSON LLP
 6 350 South Grand Avenue
 7 Fiftieth Floor
 Los Angeles, California 90071
 8 Telephone: (213) 683-9100
 Facsimile: (213) 683-3702
 9

10 *Attorneys for Reorganized Debtors*

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

| | |
|---|--|
| <p>14 In re:</p> <p>15 PG&E CORPORATION,</p> <p>16 - and -</p> <p>17 PACIFIC GAS AND ELECTRIC COMPANY,</p> <p>18 Debtors.</p> <p>19 <input type="checkbox"/> Affects PG&E Corporation 20 <input type="checkbox"/> Affects Pacific Gas and Electric Company 21 <input checked="" type="checkbox"/> Affects both Debtors</p> <p>22 * All papers shall be filed in the Lead Case No. 19-30088 (DM).</p> | <p>Bankruptcy Case No. 19-30088 (DM)</p> <p>Chapter 11</p> <p>(Lead Case)</p> <p>(Jointly Administered)</p> <p>FINAL FEE APPLICATION OF MUNGER, TOLLES & OLSON LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE DEBTORS AND DEBTORS IN POSSESSION FOR CERTAIN MATTERS FROM JANUARY 29, 2019 THROUGH JULY 1, 2020</p> <p><u>Hearing: Not Set</u> Objection Deadline: September 15, 2020</p> |
|---|--|

23
 24
 25
 26
 27
 28

TABLE OF CONTENTS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

| | <u>Page</u> |
|---|--------------------|
| Jurisdiction and Basis for Relief | 3 |
| Background | 4 |
| A. The Bankruptcy Filing and General Case Background | 4 |
| B. Debtors’ Retention of MTO..... | 4 |
| C. No Adverse Interest with Respect to the Specific Matters | 8 |
| Summary of Compliance with Interim Compensation Order | 9 |
| Fees and Expenses Incurred During the Fee Period | 12 |
| A. Customary Billing Disclosures | 12 |
| B. Fees Incurred During the Fee Period | 11 |
| C. Expenses Incurred During the Fee Period | 13 |
| Summary of Legal Services Rendered During the Fee Period | 13 |
| Actual and Necessary Expenses Incurred by MTO | 17 |
| Client Review of Billing Statements..... | 18 |
| Reasonable and Necessary Services Provided by MTO | 18 |
| A. Reasonable and Necessary Fees and Expenses Incurred in Providing Services to the Debtors | 18 |
| MTO’s Requested Compensation and Reimbursement Should be Allowed..... | 18 |
| Statement Regarding United States Trustee Guidelines | 21 |
| Notice | 21 |
| No Prior Request..... | 21 |

TABLE OF AUTHORITIES

| | <u>Page(s)</u> |
|---|-----------------------|
| FEDERAL CASES | |
| <i>American Benefit Life Ins. Co. v. Baddock (In re First Colonial Corp. of America),</i> 544 F.2d 1291 (5th Cir. 1977) | 16 |
| <i>Burgess v. Klenske (In re Manoa Finance Co., Inc.),</i> 853 F.2d 687 (9th Cir. 1988) | 16 |
| <i>Johnson v. Georgia Highway Express, Inc.,</i> 488 F.2d 714 (5th Cir. 1974) | 16, 17 |
| <i>Kerr v. Screen Extras Guild, Inc.,</i> 526 F.2d 67 (9th Cir. 1975), <i>cert. denied</i> , 425 U.S. 951 (1976)..... | 16 |
| <i>NextEra Energy, Inc., et al. v. Pacific Gas and Electric Company,</i> FERC Docket No. 19-35-000 | 6 |
| <i>PG&E Corp. et al. v. Federal Energy Regulatory Commission,</i> Adv. Proc. No. 19-03003 (N.D. Cal.) | 6 |
| <i>Roberts, Sheridan & Kotel, P.C. v. Bergen Brunswig Drug Co. (In re Mednet MPC Corp.),</i> 251 B.R. 103 (9th Cir. BAP 2000)..... | 17 |
| FEDERAL STATUTES | |
| 11 U.S.C. § 105(e) | 3 |
| 11 U.S.C. § 327..... | 15 |
| 11 U.S.C. § 327(e) | 4 |
| 11 U.S.C. § 330..... | passim |
| 11 U.S.C. § 330(a) | 16, 17 |
| 11 U.S.C. § 330(a)(1)..... | 15 |
| 11 U.S.C. § 330(a)(3)..... | 16 |
| 11 U.S.C. § 331..... | 3 |
| 11 U.S.C. § 1107(a) | 4 |
| 11 U.S.C. § 1108..... | 4 |
| 28 U.S.C. § 157..... | 3 |

1 28 U.S.C. § 157(b) 3
2 28 U.S.C. § 1334 3
3 28 U.S.C. § 1408 3
4 28 U.S.C. § 1409 3
5 42 U.S.C. § 2000 16
6 **FEDERAL RULES**
7 Fed. R. Bankr. P. 1015(b) 4
8 Fed. R. Bankr. P. 2014(a) 1, 4, 5
9 Fed. R. Bankr. P. 2016 1, 3, 4, 5
10 Fed. R. Bankr. P. 2016(b) 8
11 **STATE RULES**
12 Local Rules Rule 2016-1(a) 3
13 Local Rules Rule 5011-1(a) 3
14 **STATE REGULATIONS**
15 Order Instituting Rulemaking to Implement Public Utilities Code Section 451.2 5
16 Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General
17 Order 24 3
18 **LEGISLATIVE MATERIALS**
19 Senate Bill 901 5
20
21
22
23
24
25
26
27
28

1 *General Information*

| | |
|--------------------------------------|---|
| 2 Name of Applicant: | Munger, Tolles & Olson LLP |
| 3 Authorized to Provide Services to: | PG&E Corporation and Pacific Gas and Electric Company |
| 4 | |
| 5 Petition Date: | January 29, 2019 |
| 6 Date of Retention Order: | April 25, 2019, <i>nunc pro tunc</i> to January 29, 2019 ¹ |

7
8 *Summary of Fees and Expenses Sought In the Fee Application*

| | |
|--|--|
| 9 Period for Which Compensation and Reimbursement is Sought in the Fee Application: | January 29, 2019 through July 1, 2020 |
| 10 | |
| 11 Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period: | \$41,011,523.90 (\$1,657,356.90 incurred for June 1, 2020 through July 1, 2020) |
| 12 | |
| 13 Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period: | \$1,534,945.09 (\$4,947.50 incurred for June 1, 2020 through July 1, 2020) |
| 14 | |
| 15 Total Compensation and Expense Reimbursement Requested for the Fee Period: | \$42,546,468.99 (\$1,662,304.40 incurred for June 1, 2020 through July 1, 2020) |
| 16 | |
| 17 | |

18 *Rate Increases Applicable to the Fee Period*

| | |
|--|-----------------|
| 19 Total Amount of Compensation Sought For the Period, Calculated Using Rates as of the Date of Retention: | \$39,852,754.00 |
| 20 | |
| 21 | |

22 *Summary of Past Requests for Compensation and Prior Payments*

| | |
|--|---|
| 23 Total Amount of Compensation Previously Requested Pursuant to the Interim Compensation Order to Date: | \$40,744,167.00 (Jan. 29, 2019 – May 31, 2020) |
| 24 | |
| 25 | |

26
27 ¹ The Order Authorizing Debtors Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Munger, Tolles & Olson LLP as Counsel for Certain Matters the Debtors Effective as of the Petition Date [Docket No. 1677] was entered on April 25, 2019, as amended by the order entered on October 2, 2019 [Docket No. 4083] and the order entered November 15, 2019 [Docket No. 4757] (the “Retention Order”).

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

| | |
|--|--|
| Total Amount of Expense Reimbursement Previously Requested Pursuant to the Interim Compensation Order to Date: | \$1,529,997.59 (Jan. 29, 2019 – May 31, 2020) |
| Total Compensation Approved Pursuant to the Interim Compensation Order to Date: | \$29,540,693.50 (January 29, 2019 – January 31, 2020) |
| Total Expense Reimbursement Approved pursuant to the Interim Compensation Order to Date: | \$857,456.26 (January 29, 2019 – January 31, 2020) |
| Total Compensation and Expense Reductions in Connection with Approved Interim Fee Applications: | \$1,060,000.00 (January 29, 2019 – January 31, 2020) \$330,000 pending approval for Fourth Interim Fee Application |
| Total Allowed Compensation Paid to Date: | \$25,628,542.00 (January 29, 2019 – January 31, 2020) |
| Total Allowed Expenses Paid to Date: | \$857,456.26 (January 29, 2019 – January 31, 2020) |
| Compensation Sought in This Fee Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed: | \$5,071,970.40 (Feb. 1, 2020 – May 31, 2020) |
| Expenses Sought in This Fee Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed: | \$368,095.38 (Feb. 1, 2020 – May 31, 2020) |

1 In accordance with the Local Rules for the Northern District of California (the “**Local Rules**”),
2 Munger, Tolles & Olson LLP (“**MTO**”), attorneys to the above-captioned debtors and debtors in
3 possession (collectively, the “**Debtors**”) for certain matters, hereby submits its final fee application
4 (this “**Fee Application**”) for allowance on a final basis of compensation for professional services
5 provided in the amount of \$41,011,523.90 (of which \$1,657,356.90 was incurred from June 1, 2020
6 through July 1, 2020) and reimbursement on a final basis of actual and necessary expenses in the
7 amount of \$1,534,945.09 (of which \$4,947.50 was incurred from June 1, 2020 through July 1, 2020)
8 that MTO incurred for the period from January 29, 2019 through July 1, 2020 (the “**Fee Period**”). In
9 support of this Fee Application, MTO has filed the Declaration of Seth Goldman (the “**Goldman**
10 **Declaration**”) concurrently with this Fee Application. In further support of this Fee Application,
11 MTO respectfully states as follows.

12 MTO submits the Fee Application as a final fee application in accordance with the *Order*
13 *Pursuant to 11 U.S.C §§ 331 and 105(e) and Fed. R. Bankr. P. 2016 for Authority to Establish*
14 *Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on
15 February 28, 2019 [Docket No. 701] (the “**Interim Compensation Procedures Order**”) and the
16 *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization* dated June 19, 2020
17 [Docket No. 8048] (the “**Plan**”).

18 **Jurisdiction and Basis for Relief**

19 The Court has jurisdiction over this Fee Application under 28 U.S.C. §§ 157 and 1334, the
20 *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D.
21 Cal.), and Rule 5011-1(a) of the Local Rules. This is a core proceeding pursuant to 28 U.S.C.
22 § 157(b). Venue is proper before the Court under 28 U.S.C. §§ 1408 and 1409.

23 The basis for the relief requested herein is section 330 of the Bankruptcy Code, rule 2016 of the
24 Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1(a) of the Local
25 Rules, and the Interim Compensation Procedures Order. MTO has also prepared this Fee Application
26 in accordance with the *United States Bankruptcy Court Northern District of California Guidelines for*
27 *Compensation and Expense Reimbursement of Professionals and Trustees*, effective February 19, 2014
28 (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for*

1 *Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger*
2 *Chapter 11 Cases*, effective November 1, 2013 (the “**U.S. Trustee Guidelines**,” and together with the
3 Local Guidelines, the “**Fee Guidelines**”).

4 **Background**

5 **A. The Bankruptcy Filing and General Case Background**

6 On January 29, 2019 (the “**Petition Date**”), the Debtors commenced voluntary cases under
7 chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their
8 properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No
9 trustee, or examiner has been appointed in either of the chapter 11 cases. The Debtors’ chapter 11 cases
10 are being jointly administered for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

11 On February 12, 2019, the United States Trustee (the “**U.S. Trustee**”) appointed an Official
12 Committee of Unsecured Creditors (the “**Creditors Committee**”). On February 15, 2019, the U.S.
13 Trustee appointed an Official Committee of Tort Claimants (the “**Tort Claimants Committee**” and,
14 together with the Creditors Committee, the “**Committees**”). Additional information regarding the
15 circumstances leading to the commencement of the chapter 11 cases and information regarding the
16 Debtors’ businesses and capital structure is set forth in the *Amended Declaration of Jason P. Wells in*
17 *Support of the First Day Motions and Related Relief* [Docket No. 263] (the “**Wells Declaration**”).

18 On June 20, 2020, the Court’s order confirming the Plan was entered [Docket No. 8053]. On
19 July 1, 2020, the Plan went effective [Docket No. 8252]. Section 2.2(a) of the Plan provides that all
20 final fee applications are to be filed within 60 days after the Effective Date of the Plan.

21 **B. Debtors’ Retention of MTO**

22 On April 1, 2019, the Debtors filed the *Application of Debtors Pursuant to 11 U.S.C. § 327(e)*
23 *and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Munger, Tolles & Olson*
24 *LLP as Attorneys for Certain Matters for the Debtors Effective as of the Peittion Date* [Docket No.
25 1167] (the “**Retention Application**”). The declaration of Janet Loduca was filed on April 1, 2019
26 [Docket No. 1169] in support of the Retention Application. The declaration of Henry Weissmann was
27 filed in support of the Retention Application on April 1, 2019 [Docket No. 1168], as amended and
28 supplemented by the amended declaration filed on April 2, 2019 [Docket No. 1181], the first, second,

1 third, and fourth supplemental declarations of Henry Weissmann filed on April 10, 2019 [Docket No.
2 1301], June 14, 2019 [Docket No. 2522], February 4, 2020 [Docket No. 5614] and May 8, 2020
3 [Docket No. 7137], the declaration in support of the first application to amend the retention order filed
4 on September 18, 2019 [Docket No. 3929-1] and the declaration in support of the second application to
5 amend the retention order filed on October 30, 2019 [Docket No. 4527-3] (collectively, the
6 “**Weissmann Declarations**”).

7 The *Order Authorizing Debtors Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a)*
8 *and 2016 for Authority to Retain and Employ Munger, Tolles & Olson LLP as Counsel for Certain*
9 *Matters for the Debtors Effective as of the Petition Date* [Docket No. 1677] was entered on April 25,
10 2019. On September 18, 2019, the Debtors filed an application to amend the April 25, 2019 retention
11 order to clarify and expand the scope of the specific matters on which MTO is engaged to advise the
12 Debtors [Docket No. 3929], and on October 2, 2019, the Court’s order granting that application was
13 entered [Docket No. 4083]. On October 30, 2019, the Debtors filed the second application to amend
14 the April 25, 2019 retention order to clarify and expand the scope of the specific matters on which
15 MTO is engaged to advise the Debtors [Docket No. 4527], and on November 15, 2019, the Court’s
16 order granting that second application was entered [Docket No. 4757]. The April 25, October 2, and
17 November 15 orders authorizing the retention of MTO (collectively, the “**Retention Order**”) are
18 attached hereto as **Exhibit A**.

19 The Retention Order authorizes MTO to provide services as described in the Retention
20 Application and Weissmann Declarations (the “**Specific Matters**”), including:

- 21 a. Advising and representing the Debtors with respect to federal, state, and local laws and
22 regulations as they relate to (1) wildfires and the effects of wildfire liabilities on the
23 Debtors’ businesses; (2) the relative jurisdiction of the California Public Utilities
24 Commission (“**CPUC**”), the Federal Energy Regulatory Commission (“**FERC**”), and
25 federal courts, including the Bankruptcy Court; and (3) motions and other negotiations
26 and proceedings in the chapter 11 cases, and other legal proceedings, that may affect the
27 interests of the CPUC and/or parties in CPUC proceedings involving the Debtors,
28

- 1 including matters that may affect or relate to the Debtors' management, governance,
2 structure, and rates;
- 3 b. Advising and representing the Debtors in CPUC Proceedings, including but not limited
4 to: (a) R.19-01-006, Order Instituting Rulemaking to Implement Public Utilities Code
5 Section 451.2 Regarding Criteria and Methodology for Wildfire Cost Recovery
6 Pursuant to Senate Bill 901 ("**CPUC Proceeding R.19-01-006**"); (b) I.15-08-019,
7 Order Instituting Investigation on the Commission's Own Motion to Determine
8 Whether Pacific Gas and Electric Company and PG&E Corporation's Organizational
9 Culture and Governance Prioritize Safety ("**CPUC Proceeding I.15-08-019**"); (c)
10 A.19-02-016, Application of Pacific Gas and Electric Company for a Waiver of the
11 Capital Structure Condition ("**CPUC Proceeding A.19-02-016**"); (d) A.18-11-001,
12 Application of Pacific Gas and Electric Company to issue, sell, and deliver one or more
13 series of Debt Securities and to guarantee the obligations of others in respect of the
14 issuance of Debt Securities; to execute and deliver one or more indentures; to sell, lease,
15 assign, mortgage, or otherwise dispose of or encumber utility property; to issue, sell and
16 deliver in one or more series, cumulative Preferred Stock -- \$25 Par Value, Preferred
17 Stock -- \$100 Par Value, Preference Stock or any combination thereof; to utilize various
18 debt enhancement features; and enter into interest rate hedges ("**CPUC Proceeding**
19 **A.18-11-001**"); and (e) A.18-10-003, Application of Pacific Gas and Electric Company
20 to increase its authority to finance short-term borrowing needs and procurement-related
21 collateral costs by \$2.0 billion to an aggregate amount not to exceed \$6.0 billion
22 ("**CPUC Proceeding A.18-10-003**");
- 23 c. Advising and representing the Utility regarding its rights and obligations under various
24 power purchase agreements, including in connection with *NextEra Energy, Inc., et al. v.*
25 *Pacific Gas and Electric Company*, FERC Docket No. 19-35-000, and *PG&E Corp. et*
26 *al. v. Federal Energy Regulatory Commission*, Adv. Proc. No. 19-03003 (N.D. Cal.);
27 advising and representing the Utility on any appeal from these matters and, potentially,
28 as an amicus curiae in other proceedings involving similar legal issues;

- 1 d. Advising the Debtors regarding compliance with laws and regulations governing public
- 2 utilities, including Division 1, Part 1 of the California Public Utilities Code and the
- 3 CPUC's affiliate transaction rules (including Decision 06-12-029 and related decisions);
- 4 e. Advising and representing the Debtors as necessary and appropriate with respect to
- 5 potential actions by state government actors, including the legislature and the CPUC,
- 6 that may affect or relate to the Debtors' reorganization, plan, and operations, including
- 7 with respect to liability standards, insurance and related cost-spreading regimes,
- 8 recovery of costs in rates and the Debtors' management, governance and structure;
- 9 f. Advising and representing the Debtors with respect to issues arising under California
- 10 law that may affect or relate to the Debtors' reorganization, plan and operations;
- 11 California corporate law including but not limited to fiduciary duties and opinions
- 12 regarding due authority; California law governing corporate forms; the California
- 13 Public Records Act;
- 14 g. Representing and advising the Debtors with regard to regulatory, corporate,
- 15 transactional, and other legal issues associated with potential structural options in
- 16 relation to electric distribution systems;
- 17 h. Advising and representing the Debtors with regard to potential criminal, civil, and
- 18 administrative liability in connection with the 2017 and 2018 Northern California
- 19 wildfires, including:
 - 20 i. Advising and representing the Debtors in civil or administrative proceedings
 - 21 relating to the 2017 and 2018 Northern California wildfires;
 - 22 ii. Advising and representing the Debtors concerning the Butte County Settlement;
 - 23 iii. Coordinating with Debtors' counsel in civil actions and administrative
 - 24 proceedings arising from wildfires to provide advice regarding potential impact
 - 25 on and coordination with the Debtors' response to and positions in the criminal
 - 26 investigations and any resulting prosecutions;
 - 27
 - 28

- 1 iv. Advising and representing the Debtors and coordinating with other counsel in
- 2 connection with any possible or proposed resolutions or settlements of criminal,
- 3 civil, or administrative liability arising from California wildfires;
- 4 i. Representing the Debtors as co-counsel at trial in the first trial in the consolidated action
- 5 captioned California North Bay Fire Cases, JCCP No. 4995 (Cal. Super. Ct.) (the
- 6 **“Tubbs Fire Action”**);
- 7 j. Representing and advising the Debtors in connection with any other civil actions or
- 8 proceedings arising out of or related to the Northern California wildfires;
- 9 k. Representing and advising the Debtors in connection with CPUC Decision No. 18-01-
- 10 022 and any related administrative or civil proceedings;
- 11 l. Representing and advising the Debtors in connection with any civil, administrative, or
- 12 criminal investigations or proceedings arising from the Kincadee fire; and
- 13 m. Providing all other necessary legal services for the Debtors, as related to the above
- 14 matters, in connection with the above captioned chapter 11 cases, including fact
- 15 investigation, legal researching, briefing, argument, discovery, reorganization, plan and
- 16 disclosure statement matters, appearance and participation in hearings, and
- 17 communications and meetings with parties in interest.

18 The terms of MTO’s engagement are detailed in the engagement letters attached as Exhibits 1
19 through 6 to the initial Weissmann Declaration.

20 **C. No Adverse Interest with Respect to the Specific Matters**

21 To the best of the Debtors’ knowledge and as disclosed in the Weissmann Declarations, MTO
22 does not hold or represents an interest adverse to the Debtors or their estates with respect to the Specific
23 Matters. MTO may have in the past represented, may currently represent, and likely in the future will
24 represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases.
25 In the Weissmann Declarations, MTO disclosed its connections with parties in interest that it has been
26 able to ascertain using its reasonable efforts. MTO will update its disclosures as appropriate if MTO
27 becomes aware of relevant and material new information.

28 MTO performed the services for which it is seeking compensation on behalf of the Debtors and

1 their estates, and not on behalf of any committee, creditor, or other entity.

2 Except to the extent of the advance payments paid to MTO that MTO previously disclosed to
 3 this Court in the Weissmann Declarations, MTO has received no payment and no promises for
 4 payment from any source other than the Debtors for services provided or to be provided in any
 5 capacity whatsoever in connection with these chapter 11 cases.

6 Pursuant to Bankruptcy Rule 2016(b), MTO has not shared, nor has MTO agreed to share (a)
 7 any compensation it has received or may receive with another party or person other than with the
 8 partners, counsel, and associates of MTO or (b) any compensation another person or party has received
 9 or may receive.

10 **Summary of Interim Compensation and Monthly Fee Statements**

11 MTO has submitted monthly fee statements pursuant to the Interim Compensation Order for
 12 professional services rendered and expenses incurred during the first interim fee period from January
 13 29, 2019 through May 31, 2019.

| Date Served | Period Covered | Total Fees | Total Expenses | Objection Deadline | Amount of Fees Received | Amount of Expenses Received |
|--------------|-----------------------------|-----------------------|--------------------|--------------------|-------------------------|-----------------------------|
| 7/19/2019 | 1/29/2019 - 5/31/2019 | \$6,653,996.00 | \$99,363.65 | 8/9/2019 | \$6,443,996.00 | \$99,363.65 |
| TOTAL | --- | \$6,653,996.00 | \$99,363.65 | --- | \$6,443,996.00 | \$99,363.65 |

14
 15
 16
 17
 18 On July 15, 2019, MTO filed the *First Interim Fee Application of Munger, Tolles & Olson LLP*
 19 *for Compensation for Services and Reimbursement of Expenses as Attorneys to the Debtors and*
 20 *Debtors in Possession for Certain Matters from January 29, 2019 Through May 31, 2019* [Docket No.
 21 2996] (the “**First Interim Application**”). That application was approved by the Court on February 4,
 22 2020 in the amount of \$6,543,359.65 (\$6,443,996.00 in fees and \$99,363.65 in expenses), which
 23 incorporated a compromise reached with the Fee Examiner [Docket No. 5621].

24 MTO has filed monthly fee statements for June, July, August, and September of 2019 [Docket
 25 Nos. 3807, 4117, 4576, & 4730].

| Date Served | Period Covered | Total Fees | Total Expenses | Objection Deadline | Amount of Fees Received (80%) | Amount of Expenses Received (100%) |
|-------------|----------------------------|----------------|----------------|--------------------|-------------------------------|------------------------------------|
| 9/4/2019 | 6/1/2019 - 6/30/2019 | \$2,181,357.00 | \$32,451.74 | 9/25/2019 | \$1,745,085.60 | \$32,451.74 |
| 10/4/2019 | 7/1/2019 | \$2,537,288.50 | \$37,449.33 | 10/25/2019 | \$2,029,830.80 | \$37,449.33 |

| | | | | | | |
|--------------|----------------------------|-----------------------|---------------------|------------|-----------------------|---------------------|
| | - 7/31/2019 | | | | | |
| 11/5/2019 | 8/1/2019 - 8/31/2019 | \$2,100,807.00 | \$20,385.85 | 11/26/2019 | \$1,680,645.60 | \$20,385.85 |
| 11/14/2019 | 9/1/2019 - 9/30/2019 | \$2,432,283.00 | \$25,717.21 | 12/5/2019 | \$1,945,826.40 | \$25,717.21 |
| TOTAL | --- | \$9,251,735.50 | \$116,004.13 | --- | \$7,401,388.40 | \$116,004.13 |

On November 15, 2019, MTO filed the *Second Interim Fee Application of Munger, Tolles & Olson LLP for Compensation for Services and Reimbursement of Expenses as Attorneys to the Debtors and Debtors in Possession for Certain Matters from June 1, 2019 Through September 30, 2019* [Docket No. 4758] (the “**Second Interim Application**”).

MTO has filed monthly fee statements for October, November, December of 2019 and January of 2020 [Docket Nos. 4996, 5895, 6255, & 6437].

| Date Served | Period Covered | Total Fees | Total Expenses | Objection Deadline | Amount of Fees Received (80%) | Amount of Expenses Received (100%) |
|--------------|------------------------------|------------------------|---------------------|--------------------|-------------------------------|------------------------------------|
| 12/5/2019 | 10/1/2019 - 10/31/2019 | \$3,940,101.00 | \$37,240.58 | 12/26/2019 | \$3,152,080.80 | \$37,240.58 |
| 2/25/2020 | 11/1/2019 - 11/30/2019 | \$4,441,179.50 | \$283,541.58 | 3/17/2020 | \$3,552,943.60 | \$283,541.58 |
| 3/11/2020 | 12/1/2019 - 12/31/2019 | \$3,179,151.50 | \$62,785.01 | 4/1/2020 | \$2,543,321.20 | \$62,785.01 |
| 3/11/2020 | 1/1/2020 - 1/31/2020 | \$3,168,515.00 | \$258,521.31 | 4/13/2020 | \$2,534,812.00 | \$258,521.31 |
| TOTAL | --- | \$14,728,947.00 | \$642,088.48 | | \$11,783,157.60 | \$642,088.48 |

On March 25, 2020, MTO filed the *Amended Third Interim Fee Application of Munger, Tolles & Olson LLP for Compensation for Services and Reimbursement of Expenses as Attorneys to the Debtors and Debtors in Possession for Certain Matters from October 1, 2019 Through January 31, 2020* [Docket No. 6485] (the “**Amended Third Interim Application**”). This reflected a reduction of \$33,985 from the monthly fee statement for October 2019 to reflect the Court’s ruling on non-working travel time and resulted in a request for \$14,694,962.00 in fees for that interim fee period.

MTO reached agreement with the Fee Examiner regarding a compromise on the allowed amount of the Second and Amended Third Interim Applications, which was noticed for hearing on August 4 [D.N. 8389]. The Second Interim Application and Amended Third Interim Application were

1 approved by the Court on August 10, 2020 in the aggregate amount of \$23,854,790.11
 2 (\$23,096,697.50 in fees and \$758,092.61 in expenses), which incorporated that compromise [Docket
 3 No. 8389].

4 MTO has filed monthly fee statements for February, March, April and May of 2020 [Docket
 5 Nos. 6812, 7404, 7693, & 8330].

| Date Served | Period Covered | Total Fees | Total Expenses | Objection Deadline | Amount of Fees Received (80%) | Amount of Expenses Received (100%) |
|--------------|----------------------------|------------------------|---------------------|--------------------|-------------------------------|------------------------------------|
| 4/20/2020 | 2/1/2020 - 2/29/2020 | \$3,226,216.50 | \$53,526.73 | 5/11/2020 | \$2,580,973.20 | \$53,526.73 |
| 5/18/2020 | 3/1/2020 - 3/31/2020 | \$3,113,746.50 | \$314,568.65 | 6/8/2020 | \$2,490,997.20 | \$314,568.65 |
| 6/1/2020 | 4/1/2020 - 4/30/2020 | \$2,344,579.00 | \$195,573.83 | 6/22/2020 | - | - |
| 7/8/2020 | 5/1/2020 - 5/31/2020 | \$1,458,931.50 | \$108,872.12 | 7/29/2020 | - | - |
| TOTAL | --- | \$10,143,473.50 | \$672,541.33 | | \$5,071,970.40 | \$368,095.38 |

14 On July 15, 2020, MTO filed the *Fourth Interim Fee Application of Munger, Tolles & Olson*
 15 *LLP for Compensation for Services and Reimbursement of Expenses as Attorneys to the Debtors and*
 16 *Debtors in Possession for Certain Matters from February 1, 2020 Through May 31, 2020* [Docket No.
 17 8406] (the “**Fourth Interim Application**”).

18 MTO reached agreement with the Fee Examiner regarding a compromise on the allowed
 19 amount of the Fourth Interim Applications. On August 30, 2020, the Fee Examiner noticed the Fourth
 20 Interim Application for hearing on September 22, 2020 [Docket No. 8389], which reflects a reduction
 21 of \$330,000 in fees. The amounts requested in this final Fee Application reflect this compromise and
 22 reduction.

23 MTO has filed a monthly fee statement for June 1 through July 1 of 2020 [Docket No. 8852].

| Date Served | Period Covered | Total Fees | Total Expenses | Objection Deadline | Amount of Fees Received (80%) | Amount of Expenses Received (100%) |
|--------------|---------------------------|-----------------------|-------------------|--------------------|-------------------------------|------------------------------------|
| 8/24/2020 | 6/1/2020 - 7/1/2020 | \$1,657,356.90 | \$4,947.50 | 9/14/2020 | - | - |
| TOTAL | --- | \$1,657,356.90 | \$4,947.50 | | - | - |

28 MTO seeks final approval of compensation for professional services rendered to the Debtors

1 during the Fee Period in the amount of \$41,011,523.90 , and reimbursement of actual and necessary
2 expenses incurred in connection with providing such services in the amount of \$1,534,945.09, in each
3 case net of the amounts paid as interim compensation awarded under section 331 of the Bankruptcy
4 Code. During the Fee Period, MTO attorneys and paraprofessionals expended a total of 58,402.3
5 hours for which compensation is requested.

6 As disclosed in the First Interim Application, the retainer balance of \$750,745.61 is being held
7 by MTO until the conclusion of its engagement and applied to any fees or expenses awarded in this
8 final Fee Application, with the remaining balance, if any, to be returned to the Debtors.

9 **Fees and Expenses Incurred During the Fee Period**

10 **A. Customary Billing Disclosures**

11 MTO's hourly rates are set at a level designed to compensate MTO fairly for the work of its
12 attorneys and paraprofessionals and to cover overhead and operating expenses. The hourly rates and
13 corresponding rate structure utilized by MTO in these chapter 11 cases are the same as the hourly rates
14 and corresponding rate structure MTO uses for other corporate, regulatory, litigation, and restructuring
15 related matters, whether in court or otherwise, regardless of whether a fee application is required.
16 MTO's rates and rate structure reflect the complex and time sensitive nature of the matters handled by
17 MTO. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as
18 **Exhibit B** is MTO's budget and staffing plan for this Fee Period, and attached hereto as **Exhibit C** is a
19 summary of blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

20 **B. Fees Incurred During the Fee Period**

21 MTO maintains computerized records of the time expended to render the professional services
22 required by the Debtors and their estates. For the convenience of the Court and all parties in interest,
23 attached hereto as **Exhibit D** is a summary of fees incurred and hours expended during the Fee Period,
24 setting forth the following information:

- 25 • the name of each attorney and paraprofessional for whose work on these chapter 11
26 cases compensation is sought;
- 27 • each attorney's year of bar admission and area of practice concentration;
- 28 • the aggregate time expended and fees billed by each attorney and each
paraprofessional during the Fee Period;

- the hourly billing rate for each attorney and each paraprofessional at MTO’s current billing rates; and
- the number of rate increases since the inception of the cases (of which there has been one, effective as of January 1, 2020 [Docket No. 4922]).

C. Expenses Incurred During the Fee Period

MTO maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary, setting forth the total amount of reimbursement for the Fee Period with respect to each category of expenses for which MTO is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

Below is a summary, by subject matter categories (each, a “Matter Category”) that MTO established for these chapter 11 cases in consultation with the Debtors, of the fees and hours billed for each Matter Category in the Fee Period (see **Exhibit F**):²

| Matter Number | Project Category Description | Hours | | Total Compensation | | Expenses | Total |
|---------------|---|----------|----------|--------------------|-----------------|----------|-----------------|
| | | Budgeted | Billed | Budgeted | Billed | | |
| 020 | Legislative | 1,203 | 735.3 | \$1,054,050.00 | \$625,863.50 | - | \$625,863.50 |
| 021 | Non-Bankruptcy Litigation – Criminal Wildfire Investigation | 75,698 | 29,127.2 | \$40,151,558.00 | \$19,162,723.00 | - | \$19,149,546.00 |
| 022 | Non-Working Travel | 904 | 729.8 | \$957,231.00 | \$713,796.50 | - | \$713,710.50 |
| 023 | Power Purchase Agreements (including Adversary Proceedings) | 1,015 | 1,460.7 | \$979,113.00 | \$1,172,533.00 | | \$1,101,763.40 |
| 025 | Regulatory | 16,774 | 16,347.4 | \$13,657,988.00 | \$14,115,959.50 | | \$14,115,959.50 |
| 026 | MTO Retention and Fee Applications | 915 | 764.2 | \$738,713.00 | \$518,179.50 | | \$517,962.50 |
| 033 | TUB - Tubbs Fire state court litigation | 0 | 6,682.3 | \$0.00 | \$4,485,510.00 | | \$4,485,510.00 |
| 034 | TUF - Tubbs Fire Estimation & Discovery and Investigation Related to Estimation | 21,548 | 0.0 | \$12,131,940.00 | \$0.00 | | \$0.00 |
| 035 | Kincade | 4,230 | 2,515.2 | \$3,021,775.00 | \$1,651,857.50 | | \$1,651,857.50 |

² For each Matter Category, the chart also shows the amount budgeted by MTO in accordance with the staffing and budget plan provided to the Debtors as required under the guidelines adopted by the Office of the United States Trustee.

| Matter Number | Project Category Description | Hours | | Total Compensation | | Expenses | Total |
|---------------|------------------------------|----------------|-----------------|------------------------|------------------------|-----------------------|------------------------|
| | | Budgeted | Billed | Budgeted | Billed | | |
| 036 | Inverse Condemnation Appeal | 125 | 40.2 | \$126,250.00 | \$39,351.00 | | \$39,351.00 |
| Subtotal | | 122,412 | 58,402.3 | \$72,819,742.00 | \$42,486,773.50 | \$1,534,945.09 | \$44,021,718.59 |
| | Credit (1/29/19 -5/31/19) | | | | (\$14,480.00) | | (\$14,480.00) |
| | Credit (5/1/20 – 5/31/20) | | | | (\$30,446.96) | | (\$30,446.96) |
| | Credit (6/1/20 – 7/1/20) | | | | (\$40,322.64) | | (\$40,322.64) |
| | Interim Fee Reductions | | | | (\$1,390,000.00) | | (\$1,390,000.00) |
| Total | | 122,412 | 58,402.3 | \$72,819,742.00 | \$41,011,523.90 | \$1,534,945.09 | \$42,546,468.99 |

A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by MTO partners, associates and paraprofessionals by Matter Category, and the aggregate fees associated with each Matter Category is attached hereto as **Exhibit G**. In addition, MTO’s computerized records of time expended and expenses incurred providing professional services to the Debtors and their estates for January 29, 2019 through May 31, 2020 were attached to the four prior Interim Fee Applications and for the period June 1, 2020 through July 1, 2020 are attached hereto as **Exhibit H**.

The following paragraphs provide summary descriptions of the most significant services rendered by MTO during the Fee Period. The descriptions are organized by Matter Category.³

Legislative [Matter No. 020]

Total Fees: \$625,863.50
 Total Hours: 735.3

This Matter Category records time spent by MTO attorneys and paraprofessionals related to legislative issues being considered by the state of California. This work included review, analysis, research, and revision of proposed legislation related to wildfire liabilities and utility entities and their affiliates. This work included advising the Debtors on these matters and representing the interests of the Debtors with the state of California and other stakeholders.

Non-Bankruptcy Litigation / Wildfire (Criminal) [Matter No. 021]

Total Fees: \$19,162,723.00
 Total Hours: 29,127.2

³ For simplicity, the amounts shown for fees and hours do not reflect the compromises reached with the Fee Examiner on the First, Second, Third, and Fourth Interim Fee Applications.

1 This Matter Category relates to investigations and analysis of potential criminal liability in
2 connection with the 2017 and 2018 Northern California wildfires. This work includes extensive
3 investigation and other discovery by MTO of the Debtors and communications with district attorneys
4 offices within California and the Office of the Attorney General of the State of California. It also
5 involves the provision of information and documents to those offices, including in response to specific
6 requests for documents and other information. The investigation and discovery have required
7 extensive travel by MTO and numerous interviews of the Debtors' personnel and former personnel and
8 significant time for the review and analysis of substantial records and documents. MTO also spent
9 substantial time analyzing the information gathered and preparing presentations to, and meeting with,
10 the Debtors as well as the district attorneys offices within California and the Office of the Attorney
11 General of the State of California. This matter category includes performing legal research and
12 analysis and advising the Debtors on these matters and the October 2018 settlement with Butte County
13 relating to the 2017 wildfires, and substantial time spent preparing for and advising the Debtors
14 regarding court proceedings on the 2018 Camp Fire. Our work helped the Debtors reach resolutions
15 related to the 2017 and 2018 Northern California wildfires.

16 **Non-Working Travel [Matter No. 022]**

17 Total Fees: \$714,796.50
18 Total Hours: 729.8

19 This Matter Category reflects non-working travel time of MTO attorneys in providing services
20 to the Debtors. This includes travel to Northern California and other locations for board meetings,
21 court hearings, meetings with government entities, and various interviews, data or document
22 collection, and other meetings related to the Specific Matters. The amount requested reflects the
23 Court's ruling on the Fee Examiner motion heard on October 7, 2019 and further discussion with the
24 Fee Examiner regarding non-working car travel time under which the first 1.5 hours of car travel time
25 was not billed and the remaining time was billed at 50%.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Power Purchase Agreements (including Adversary Proceedings) [Matter No. 023]

Total Fees: \$1,172,533.00
Total Hours: 1,460.7

This Matter Category includes time spent by MTO attorneys and paraprofessionals providing services related to analysis of issues and appeals of disputes over the rejection of power purchase agreements in the Debtors' cases. This work has included analysis of legal issues, precedent, and the adversary proceeding before this court involving counterparties to these agreements and FERC, briefing on the appeals and other work to prepare for the appeal hearing, and advice to the Debtors regarding these matters.

Regulatory Issues [Matter No. 025]

Total Fees: \$14,115,959.50
Total Hours: 16,347.40

This Matter Category includes time spent by MTO attorneys and paraprofessionals regarding regulatory matters before the CPUC. This work has involved a number of CPUC matters, including those referenced above under Specific Matters, as well as the Order Instituting Investigation with respect to any plan of reorganization proposed in the Bankruptcy Cases (I.19-09-016) and related activities. MTO has also represented the Debtors in an application to issue securitized bonds in the amount of \$7.5 billion based on the customer harm threshold decision of the CPUC (A.20-04-023), which bonds will allow the Debtors to retire the \$6 billion of temporary utility debt, accelerate payments to fire victims, and improve the utility's credit ratings for the benefit of customers. In these various matters, MTO spent time reviewing filings and actions by the CPUC as well as other parties, conducting research on the issues raised by the CPUC, preparing submissions by the Debtors in the various CPUC matters, communicating with othe stakeholders (including the Governor's Office), and consulting with the Debtors. Significantly, MTO represented the Debtors before the CPUC in the Order Instituting Investigation, which culminated in the CPUC's approval of the Plan on June 1, 2020 and subsequent statement in these cases on June 26, 2020 [Docket No. 8132].

1 **Retention / Billing / Fee Applications: MTO [Matter No. 026]**

2 Total Fees: \$518,179.50
3 Total Hours: 764.2

4 This Matter Category reflects time spent by MTO attorneys and paraprofessionals related to the
5 retention of MTO by the Debtors. This category includes time spent preparing the original and
6 supplemental retention application, montly fee staetments, budgets, and interim fee applications.

7 **TUB - Tubbs Fire State Court Litigation (Judge Jackson) [Matter No. 033]**

8 Total Fees: \$4,485,510.00
9 Total Hours: 6,682.3

10 This Matter Category includes time spent by MTO attorneys and paraprofessionals regarding
11 the state court trial for the Tubbs fire in which MTO is co-counsel. MTO worked alongside co-counsel
12 to prepare the case for trial in early 2020 under intense time constraints. Through theses efforts and the
13 efforts to reach a global resolution of these cases, the Debtors reached agreement with all major
14 constituents on the Plan without the need and additional expense of a state court trial.

15 **Kincade [Matter No. 035]**

16 Total Fees: \$1,651,857.50
17 Total Hours: 2,515.2

18 This Matter Category includes time spent by MTO attorneys and paraprofessionals regarding
19 the Kincade wildfire that occurred in 2019. This work has involved analysis and review of relevant
20 documents and records, interviews of relevant personnel, presentations to the Debtors, and
21 coordination with co-counsel and the Debtors regarding the investigation. This matter is ongoing and
22 will continue after the Effective Date of the Plan.

23 **Actual and Necessary Expenses Incurred by MTO**

24 As set forth in **Exhibit H** attached hereto, and as summarized in **Exhibit E** attached hereto,
25 MTO has incurred a total of \$1,534,945.09 in expenses on behalf of the Debtors during the Fee Period,
26 of which \$4,947.50 was incurred in the period from June 1, 2020 through July 1, 2020. These charges
27 are intended to reimburse MTO's direct operating costs, which are not incorporated into the MTO
28 hourly billing rates. MTO charges external copying at the provider's cost without markup. Only

1 clients who actually use services of the types set forth in **Exhibit H** of this Fee Application are
2 separately charged for such services.

3 **Client Review of Billing Statements**

4 Pursuant to the Local Guidelines, a cover letter was sent to the Debtors with a copy of the Fee
5 Application concurrently with the filing of this Fee Application. The letter invites the Debtors to
6 discuss with MTO and/or the U.S. Trustee any objections, concerns, or questions the Debtors may
7 have with regard to the requested compensation and reimbursement set forth in the Fee Application. A
8 copy of the transmittal letter is attached hereto as **Exhibit I**.

9 **Reasonable and Necessary Services Provided by MTO**

10 **A. Reasonable and Necessary Fees and Expenses Incurred in Providing Services to the**
11 **Debtors**

12 MTO respectfully submits that the professional services provided to the Debtors during the Fee
13 Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and
14 related matters. MTO makes every reasonable effort to ensure that travel meals, hotel rates, and
15 airfares are reasonable and appropriate expenses for which to seek reimbursement.

16 MTO regularly reviews its bills to ensure that the Debtor is only billed for services that were
17 actual and necessary and, where appropriate, prorates expenses.

18 **MTO's Requested Compensation and Reimbursement Should be Allowed**

19 Section 330 of the Bankruptcy Code provides that a court may award a professional employed
20 under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services
21 rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330
22 also sets forth the criteria for the award of such compensation and reimbursement:

23 In determining the amount of reasonable compensation to be awarded to
24 an examiner, trustee under chapter 11, or professional person, the court
25 shall consider the nature, the extent, and the value of such services,
26 taking into account all relevant factors, including –

- 26 (a) the time spent on such services;
27 (b) the rates charged for such services;

- 1 (c) whether the services were necessary to the administration
2 of, or beneficial at the time at which the service was
3 rendered toward the completion of, a case under this title;
- 4 (d) whether the services were performed within a reasonable
5 amount of time commensurate with the complexity,
6 importance, and nature of the problem, issue, or task
7 addressed;
- 8 (e) with respect to a professional person, whether the person is
9 board certified or otherwise has demonstrated skill and
10 experience in the bankruptcy field; and
- 11 (f) whether the compensation is reasonable based on the
12 customary compensation charged by comparably skilled
13 practitioners in cases other than cases under this title.

14 11 U.S.C. § 330(a)(3).

15 In determining the amount of allowable fees under Bankruptcy Code section 330(a), courts are
16 to be guided by the same “general principles” as are to be applied in determining awards under the
17 federal fee-shifting statutes, with “some accommodation to the peculiarities of bankruptcy matters.”
18 *Burgess v. Klenske (In re Manoa Finance Co., Inc.)*, 853 F.2d 687, 691 (9th Cir. 1988). In assessing
19 the propriety of an award of attorneys’ fees, twelve factors relevant to determining such fees were
20 identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-719 (5th Cir. 1974), a Title
21 VII class action case under the Civil Rights Act of 1964, 42 U.S.C. § 2000 et seq., and *Kerr v. Screen*
22 *Extras Guild, Inc.*, 526 F.2d 67, 70 (9th Cir. 1975), *cert. denied*, 425 U.S. 951 (1976): (1) the time and
23 labor required, (2) the novelty and difficulty of the questions, (3) the skill requisite to perform the
24 service properly, (4) the preclusion of other employment by the professional due to acceptance of the
25 case, (5) the customary fee, (6) whether the fee is fixed or contingent, (7) time limitations imposed by
26 the client or the circumstances, (8) the amount involved and the results obtained, (9) the experience,
27 reputation, and ability of the professionals, (10) the undesirability of the case, (11) the nature and
28 length of the professional relationship with the client, and (12) awards in similar cases. *See American*
Benefit Life Ins. Co. v. Baddock (In re First Colonial Corp. of America), 544 F.2d 1291 (5th Cir. 1977)
(*Johnson* criteria applicable in bankruptcy cases.).

In making a fee award, bankruptcy courts should consider the circumstances of the case, and
the manner in which professional services were performed, as well as the results achieved. *Roberts*,

1 *Sheridan & Kotel, P.C. v. Bergen Brunswig Drug Co. (In re Mednet MPC Corp.)*, 251 B.R. 103, 108
2 (9th Cir. BAP 2000). When determining whether the services were actual and necessary, “a
3 professional need demonstrate only that the services were reasonably likely to benefit the estate at the
4 time rendered.” *Id.* at 108. Thus, while it is a relevant factor, § 330(a) “does not require that the
5 services result in a material benefit to the estate in order for the professional to be compensated.” *Id.*

6 MTO respectfully submits that the services for which is seeks compensation in this Fee
7 Application were, at the time rendered, beneficial to the Debtors and necessary to the administration of
8 these chapter 11 cases. MTO believes that it performed the services for the Debtors economically,
9 effectively, and efficiently, and the results obtained benefited not only the Debtors, but were necessary
10 for the administration of the Debtors’ cases. MTO further submits that the compensation requested
11 herein is reasonable in light of the nature, extent and value of such services to the Debtors, and all
12 parties in interest and satisfy the *Johnson* factors.

13 During the Fee Period, MTO’s hourly billing rates for attorneys ranged from \$315.00 to
14 \$1,500.00. **Exhibit C** contains information regarding the blended hourly rates for MTO professionals
15 and paraprofessionals who rendered services to the Debtors in the Fee Period. The hourly rates and
16 corresponding rate structure utilized by MTO in these chapter 11 cases are equivalent to the hourly
17 rates and corresponding rate structure used by MTO for corporate, regulatory, litigation, and
18 restructuring related matters, whether in court or otherwise, regardless of whether a fee application is
19 required. MTO strives to be efficient in the staffing of matters. These rates and the rate structure
20 reflect that such matters are typically national in scope and involve great complexity, are of significant
21 and material importance to our clients, and involve severe time pressures—all of which are present in
22 these chapter 11 cases. MTO believes that its hourly rates are consistent with the rates charged
23 elsewhere by comparable professionals, including those retained in these chapter 11 cases.

24 In sum, MTO respectfully submits that the professional services provided by MTO on behalf of
25 the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the
26 complexity of these chapter 11 cases, the time expended by MTO, the nature and extent of MTO’s
27 services provided, the value of MTO’s services, and the cost of comparable services outside of
28 bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code.

1 Accordingly, MTO respectfully requests approval of the compensation sought herein.

2 **Statement Regarding United States Trustee Guidelines**

3 The following information is provided in response to information requested in the guidelines
4 promulgated by the U.S. Trustee:

5 **Question:** Did MTO agree to any variations from, or alternatives to, MTO's
6 standard or customary billing arrangements for this engagement?

7 **Response:** No.

8 **Question:** If the fees sought in this Fee Application as compared to the fees
9 budgeted for the time period covered by this Fee Application are higher by 10% or
10 more, did you discuss the reasons for the variation with the Debtors?

11 **Response:** The fees sought are not higher by 10% or more than budgeted.

12 **Question:** Have any of the professionals whose fees are sought in the Fee
13 Application varied their rate based on the geographic location of the Debtors
14 chapter 11 cases?

15 **Response:** No.

16 **Question:** Does the Fee Application include time or fees related to reviewing or
17 revising time records or preparing, reviewing, or revising invoices? (This is limited
18 to work involved in preparing and editing billing records that would not be
19 compensable outside of bankruptcy and does not include reasonable fees for
20 preparing a fee application). If so, please quantify by hours and fees.

21 **Response:** MTO is seeking compensation with respect to the approximately 6.8
22 hours and \$4,197.00 in fees for the period June 1, 2020 through July 1, 2020 and
23 approximately 287.2 hours and \$198,840.00 in fees for the Fee Period spent
24 reviewing or revising time records and preparing, reviewing, and revising invoices
25 for privileged or confidential information.

26 **Question:** If the Fee Application includes any rate increase since retention, (i) Did
27 your client review and approve those rate increases in advance?; and (ii) Did your
28 client agree when retaining the law firm to accept all future rate increases?

Response: Yes.

Notice

The Debtors will provide notice of this Fee Application in accordance with the Interim
Compensation Order.

No Prior Request

No prior application for the relief requested herein has been made to this or any other court.

1 WHEREFORE, MTO respectfully requests that the Bankruptcy Court enter an order: (a)
2 awarding MTO compensation on a final basis for professional and paraprofessional services provided
3 during the Fee Period in the amount of \$41,011,523.90 and reimbursement on a final basis of actual
4 and necessary expenses in the amount of \$1,534,945.09, in each case net of the amounts paid as
5 interim compensation awarded under section 331 of the Bankruptcy Code; (b) authorizing and
6 directing the Debtor to remit payment to MTO for such fees and expenses; and (c) granting such other
7 relief as is appropriate under the circumstances.

8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Dated: August 31, 2020

Respectfully submitted,

MUNGER, TOLLES & OLSON LLP

By: /s/ Bradley Schneider
Bradley Schneider

Attorneys for Reorganized Debtors

EXHIBIT A

Exhibit A

Retention Orders

EDWARD J. EMMONS, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA



1 BRAD BRIAN (State Bar No. 79001)
Brad.Brian@mto.com
2 THOMAS B. WALPER (State Bar No. 96001)
thomas.walper@mto.com
3 HENRY WEISSMANN (State Bar No. 13001)
henry.weissmann@mto.com
4 BRADLEY SCHNEIDER (State Bar No. 13001)
bradley.schneider@mto.com

Signed and Filed: April 24, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

5 **MUNGER, TOLLES & OLSON LLP**
350 South Grand Avenue
6 Fiftieth Floor
Los Angeles, California 90071
7 Telephone: (213) 683-9100
Facsimile: (213) 683-3702

9 *Proposed Attorneys for Debtors
and Debtors in Possession*

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

14 In re
15 PG&E CORPORATION,
16 -and-
17 PACIFIC GAS AND ELECTRIC
18 COMPANY,
Debtors.

Bankruptcy Case
No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

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

**ORDER PURSUANT TO 11 U.S.C. § 327(e)
AND FED. R. BANKR. P. 2014(a) AND
2016 FOR AUTHORITY TO RETAIN
AND EMPLOY MUNGER, TOLLES &
OLSON LLP AS COUNSEL FOR
CERTAIN MATTERS THE DEBTORS
EFFECTIVE AS OF THE PETITION
DATE**

1 Upon the Application, dated February 13, 2019 (the “**Application**”), of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the
4 “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the
5 “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for authority to retain and employ Munger, Tolles & Olson LLP
7 (“**MTO**” or “**Firm**”) as counsel for certain matters for the Debtors effective as of the Petition
8 Date, under a general retainer, all as more fully set forth in the Application; and this Court having
9 jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§
10 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*,
11 General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District
12 Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration
13 of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b);
14 and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and
15 proper notice of the Application having been provided to the parties listed therein, and it appearing
16 that no other or further notice need be provided; and this Court having reviewed the Application,
17 the Weissmann Declaration, the Loduca Declaration, and the Wells Declaration; and upon the
18 record of the Hearing (if any was held) and all of the proceedings had before the Court; and this
19 Court having found and determined that the relief sought in the Application is in the best interests
20 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal
21 and factual bases set forth in the Application establish just cause for the relief granted herein; and
22 after due deliberation and sufficient cause appearing therefor,

23 **IT IS HEREBY ORDERED THAT:**

- 24 1. This Application is granted as provided herein.
- 25 2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and
26 Bankruptcy Rules 2014(a) and 2016, to retain and employ MTO as counsel under the
27 terms and conditions set forth in the Application and the Weissmann Declaration
28 effective *nunc pro tunc* to the Petition Date.

1 3. The Weissmann Declaration sets for the services being provided by, and to be provided
2 by, MTO to the Debtors with respect to the following matters (the “**Specific**
3 **Matters**”):

- 4 a. Advising and representing the Debtors with respect to federal, state, and local
5 laws and regulations as they relate to (1) wildfires and the effects of wildfire
6 liabilities on the Debtors’ businesses; (2) the relative jurisdiction of the
7 California Public Utilities Commission (“**CPUC**”), the Federal Energy
8 Regulatory Commission (“**FERC**”), and federal courts, including the
9 Bankruptcy Court; and (3) motions and other negotiations and proceedings in
10 the Chapter 11 Cases, and other legal proceedings, that may affect the interests
11 of the CPUC and/or parties in CPUC proceedings involving the Debtors,
12 including matters that may affect or relate to the Debtors’ management,
13 governance, structure, and rates;
- 14 b. Advising and representing the Debtors in CPUC Proceedings, including but not
15 limited to: (a) R.19-01-006, Order Instituting Rulemaking to Implement Public
16 Utilities Code Section 451.2 Regarding Criteria and Methodology for Wildfire
17 Cost Recovery Pursuant to Senate Bill 901 (“**CPUC Proceeding R.19-01-**
18 **006**”); (b) I.15-08-019, Order Instituting Investigation on the Commission’s
19 Own Motion to Determine Whether Pacific Gas and Electric Company and
20 PG&E Corporation’s Organizational Culture and Governance Prioritize Safety
21 (“**CPUC Proceeding I.15-08-019**”); (c) A.19-02-016, Application of Pacific
22 Gas and Electric Company for a Waiver of the Capital Structure Condition
23 (“**CPUC Proceeding A.19-02-016**”); (d) A.18-11-001, Application of Pacific
24 Gas and Electric Company to issue, sell, and deliver one or more series of Debt
25 Securities and to guarantee the obligations of others in respect of the issuance
26 of Debt Securities; to execute and deliver one or more indentures; to sell, lease,
27 assign, mortgage, or otherwise dispose of or encumber utility property; to issue,
28 sell and deliver in one or more series, cumulative Preferred Stock -- \$25 Par

1 Value, Preferred Stock -- \$100 Par Value, Preference Stock or any combination
2 thereof; to utilize various debt enhancement features; and enter into interest rate
3 hedges (“CPUC Proceeding A.18-11-001”); (e) A.18-10-003, Application of
4 Pacific Gas and Electric Company to increase its authority to finance short-term
5 borrowing needs and procurement-related collateral costs by \$2.0 billion to an
6 aggregate amount not to exceed \$6.0 billion (“CPUC Proceeding A.18-10-
7 003”); and (f) any other related or similar CPUC proceeding or other CPUC
8 proceeding arising from the matters for which MTO is representing the
9 Debtors;

10 c. Advising and representing the Utility regarding its rights and obligations under
11 various power purchase agreements, including in connection with *NextEra*
12 *Energy, Inc., et al. v. Pacific Gas and Electric Company*, FERC Docket No. 19-
13 35-000, and *PG&E Corp. et al. v. Federal Energy Regulatory Commission*,
14 Adv. Proc. No. 19-03003 (N.D. Cal.); advising and representing the Utility on
15 any appeal from these matters and, potentially, as an amicus curiae in other
16 proceedings involving similar legal issues;

17 d. Advising the Debtors regarding compliance with laws and regulations
18 governing public utilities, including Division 1, Part 1 of the California Public
19 Utilities Code and the CPUC’s affiliate transaction rules (including Decision
20 06-12-029 and related decisions);

21 e. Advising and representing the Debtors as necessary and appropriate with
22 respect to potential actions by state government actors, including the legislature
23 and the CPUC, that may affect or relate to the Debtors’ reorganization, plan,
24 and operations, including with respect to liability standards, insurance and
25 related cost-spreading regimes, recovery of costs in rates and the Debtors’
26 management, governance and structure;

27 f. Advising and representing the Debtors with respect to issues arising under
28 California law that may affect or relate to the Debtors’ reorganization, plan and

- 1 operations; California corporate law including but limited to fiduciary duties
2 and opinions regarding due authority; California law governing corporate
3 forms; the California Public Records Act;
- 4 g. Advising and representing the Debtors with regard to potential criminal, civil,
5 and administrative liability in connection with the 2017 and 2018 Northern
6 California wildfires, including:
- 7 i. Advising and representing the Debtors in civil or administrative
8 proceedings relating to the 2017 and 2018 Northern California wildfires;
- 9 ii. Advising and representing the Debtors concerning the Butte County
10 Settlement;
- 11 iii. Coordinating with Debtors' counsel in civil actions and administrative
12 proceedings arising from wildfires to provide advice regarding potential
13 impact on and coordination with the Debtors' response to and positions
14 in the criminal investigations and any resulting prosecutions;
- 15 iv. Advising and representing the Debtors and coordinating with other
16 counsel in connection with any possible or proposed resolutions or
17 settlements of criminal, civil, or administrative liability arising from
18 California wildfires; and
- 19 h. Providing all other necessary legal services for the Debtors, as related to the
20 above matters, in connection with the above captioned Chapter 11 Cases,
21 including fact investigation, legal researching, briefing, argument, discovery,
22 reorganization, plan and disclosure statement matters, appearance and
23 participation in hearings, and communications and meetings with parties in
24 interest.
- 25 4. MTO shall be compensated in accordance with, and will file, interim and final fee
26 applications for allowance of its compensation and expenses and shall be subject to
27 sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy
28 Local Rules, the Fee Guidelines, and any further order of the Court;

- 1 5. MTO shall be reimbursed for reasonable and necessary expenses as provided by the
- 2 Fee Guidelines;
- 3 6. MTO is authorized without further order of the Court to apply amounts from the
- 4 Retainer to compensate and reimburse MTO and the Economic Consultants for fees or
- 5 expenses incurred prior to the Petition Date consistent with their ordinary course
- 6 billing practices. Notwithstanding anything to the contrary in the Engagement Letter,
- 7 the Debtors are not obligated to replenish the Retainer. MTO shall hold the balance of
- 8 the Retainer until the conclusion of the MTO engagement and the payment of the fees,
- 9 costs, and expenses of MTO as approved in the MTO final fee application, after which
- 10 MTO shall return any remaining balance of the Retainer to the Debtors.
- 11 7. MTO shall use its best efforts to avoid any duplication of services provided by any of
- 12 the Debtors' other retained professionals in these Chapter 11 Cases;
- 13 8. Notice of the Application as provided therein shall be deemed good and sufficient
- 14 notice of the Application;
- 15 9. MTO shall provide reasonable notice to the Debtors and the U.S. Trustee of any
- 16 increase of MTO's hourly rates as set forth in the Weissmann Declaration;
- 17 10. To the extent the Application is inconsistent with this Order, the terms of the Order
- 18 shall govern;
- 19 11. This Court shall retain jurisdiction to hear and determine all matters arising from or
- 20 related to the implementation, interpretation, or enforcement of this Order.

21 **END OF ORDER**

October 03, 2019

EDWARD J. EMMONS, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA



1 BRAD BRIAN (State Bar No. 79001)
Brad.Brian@mto.com

Signed and Filed: October 2, 2019

2 THOMAS B. WALPER (State Bar No. 96
thomas.walper@mto.com

3 HENRY WEISSMANN (State Bar No. 15
henry.weissmann@mto.com

4 BRADLEY SCHNEIDER (State Bar No. 10
bradley.schneider@mto.com

DENNIS MONTALI
U.S. Bankruptcy Judge

5 **MUNGER, TOLLES & OLSON LLP**

350 South Grand Avenue
6 Fiftieth Floor
Los Angeles, California 90071
7 Telephone: (213) 683-9100
Facsimile: (213) 683-3702

9 *Proposed Attorneys for Debtors
and Debtors in Possession*

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

13 In re
14 PG&E CORPORATION,
15 -and-
16 PACIFIC GAS AND ELECTRIC
COMPANY,
17 Debtors.

Bankruptcy Case
No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

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

**ORDER AMENDING ORDER
PURSUANT TO 11 U.S.C. § 327(a) AND
FED. R. BANKR. P. 2014(a) AND 2016
FOR AUTHORITY TO RETAIN AND
EMPLOY MUNGER, TOLLES & OLSON
LLP AS COUNSEL FOR CERTAIN
MATTERS AS OF THE PETITION DATE**

[No hearing requested]

[Relates to Dkt. No. 1677]

1 Upon the application, dated September 18, 2019 (the “**Application to Amend**”), of PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors
3 and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned
4 chapter 11 cases (the “**Chapter 11 Cases**”), to amend *Order Pursuant to 11 U.S.C. § 327(e) and*
5 *Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Munger, Tolles & Olson*
6 *LLP as Counsel for Certain Matters Effective as of the Petition Date* (the “**Retention Order**”)
7 [Dkt No. 1677]; and this Court having jurisdiction to consider the Application to Amend and the
8 relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring*
9 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a)
10 of the Bankruptcy Local Rules for the United States District Court for the Northern District of
11 California (the “**Bankruptcy Local Rules**”); and consideration of the Application to Amend and
12 the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being
13 proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the
14 Application having been provided to the parties listed therein, and it appearing that no other or
15 further notice need be provided; and this Court having reviewed the Application to Amend and the
16 Weissmann Declaration; and upon the record of the Hearing (if any was held) and all of the
17 proceedings had before the Court; and this Court having found and determined that the relief
18 sought in the Application to Amend is in the best interests of the Debtors, their estates, creditors,
19 shareholders, and all parties in interest; and that the legal and factual bases set forth in the
20 Application to Amend establish just cause for the relief granted herein; and after due deliberation
21 and sufficient cause appearing therefor,

22 **IT IS HEREBY ORDERED THAT:**

- 23 1. The Application to Amend is granted as provided herein.
- 24 2. The Retention Order is hereby amended to provide that the Specific Matters include:
- 25 a. Representing and advising the Debtors with regard to regulatory, corporate,
26 transactional, and other legal issues associated with potential structural options
27 in relation to electric distribution systems;
- 28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

- b. Representing the Debtors as co-counsel at trial in the first trial in the consolidated action captioned *California North Bay Fire Cases*, JCCP No. 4995 (Cal. Super. Ct.) (the “**Tubbs Fire Action**”);
 - c. Representing and advising the Debtors in connection with any other civil actions or proceedings arising out of or related to the Northern California wildfires.
3. Subject to the foregoing clarifying amendment, the Retention Order remains in effect and is incorporated herein by reference.
 4. Notice of the Application to Amend as provided therein shall be deemed good and sufficient notice of the Application to Amend;
 5. To the extent the Application to Amend is inconsistent with this Order, the terms of the Order shall govern;
 6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

END OF ORDER

Entered on Docket
November 15, 2019
#456

EDWARD J. EMMONS, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA



1 BRAD BRIAN (State Bar No. 79001)
Brad.Brian@mto.com

Signed and Filed: November 14, 2019

2 THOMAS B. WALPER (State Bar No. 96
thomas.walper@mto.com

3 HENRY WEISSMANN (State Bar No. 13
henry.weissmann@mto.com

4 BRADLEY SCHNEIDER (State Bar No. 10
bradley.schneider@mto.com

DENNIS MONTALI
U.S. Bankruptcy Judge

5 **MUNGER, TOLLES & OLSON LLP**

350 South Grand Avenue
6 Fiftieth Floor
Los Angeles, California 90071
7 Telephone: (213) 683-9100
Facsimile: (213) 683-3702

9 *Proposed Attorneys for Debtors
and Debtors in Possession*

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

13 In re

14 PG&E CORPORATION,

15 -and-

16 PACIFIC GAS AND ELECTRIC
COMPANY,
17 Debtors.

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

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER AMENDING ORDER
PURSUANT TO 11 U.S.C. § 327(e) AND
FED. R. BANKR. P. 2014(a) AND 2016
FOR AUTHORITY TO RETAIN AND
EMPLOY MUNGER, TOLLES & OLSON
LLP AS COUNSEL FOR CERTAIN
MATTERS AS OF THE PETITION DATE**

[No hearing requested]

[Relates to Dkt. No. 1677]

1 Upon the application, dated October 28, 2019 (the “**Second Application to Amend**”), of
2 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as
3 debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-
4 captioned chapter 11 cases (the “**Chapter 11 Cases**”), to amend *Order Pursuant to 11 U.S.C.*
5 *§ 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Munger,*
6 *Tolles & Olson LLP as Counsel for Certain Matters Effective as of the Petition Date* [Dkt No.
7 1677] (the “**Retention Order**”), as amended by that *Order Amending Order Pursuant to 11*
8 *U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ*
9 *Munger, Tolles & Olson LLP as Counsel for Certain Matters as of the Petition Date* [Dkt. No.
10 4083] (the “**First Amended Retention Order**”); and this Court having jurisdiction to consider the
11 Application to Amend and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and
12 the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24*
13 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the
14 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Second
15 Application to Amend and the requested relief being a core proceeding pursuant to 28 U.S.C.
16 § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and
17 due and proper notice of the Second Application to Amend having been provided to the parties
18 listed therein, and it appearing that no other or further notice need be provided; and this Court
19 having reviewed the Second Application to Amend and the Weissmann Declaration; and upon the
20 record of the Hearing (if any was held) and all of the proceedings had before the Court; and this
21 Court having found and determined that the relief sought in the Second Application to Amend is
22 in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest;
23 and that the legal and factual bases set forth in the Second Application to Amend establish just
24 cause for the relief granted herein; and after due deliberation and sufficient cause appearing
25 therefor,

26 **IT IS HEREBY ORDERED THAT:**

- 27 1. The Second Application to Amend is granted as provided herein.
- 28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

2. The Retention Order is hereby further amended to provide that the Specific Matters include:
 - a. Representing and advising the Debtors in connection with CPUC Decision No. 18-01-022 and any related administrative or civil proceedings;
 - b. Representing and advising the Debtors in connection with any civil, administrative, or criminal investigations or proceedings arising from the Kincade fire.
3. Subject to the foregoing clarifying amendment and the First Amended Retention Order, the Retention Order remains in effect and is incorporated herein by reference;
4. Notice of the Second Application to Amend as provided therein shall be deemed good and sufficient notice of the Second Application to Amend;
5. To the extent the Second Application to Amend is inconsistent with this Order, the terms of this Order shall govern;
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

END OF ORDER

EXHIBIT B

Exhibit B

Budget and Staffing Plan

Aggregate for Matter Categories for the Period Beginning on January 29, 2019 and Ending on July 1, 2020

| Matter Number | Project Category Description | Hours Budgeted | Total Compensation Budgeted |
|----------------------------------|---|-----------------------|------------------------------------|
| Applicable to the Debtors | | | |
| 020 | Legislative Issues | 1,203 | \$1,054,050.00 |
| 021 | Non-Bankruptcy Litigation / Wildfire (Criminal) | 75,698 | \$40,151,558.00 |
| 022 | Non-Working Travel | 904 ¹ | \$957,231.00 |
| 023 | Purchase Power Agreements (including Adversary Proceedings) | 1,015 | \$979,113.00 |
| 025 | Regulatory Issues | 16,774 | \$13,657,988.00 |
| 026 | Retention / Billing / Fee Applications: MTO | 915 | \$738,713.00 |
| 033 | TUB - Tubbs Fire state court litigation | N/A | N/A |
| 034 | TUF – Tubbs Fire Estimation & Discovery and Investigation Related to Estimation | 21,548 | \$12,131,940.00 |
| 035 | Kincade | 4,230 | \$3,021,775.00 |
| 036 | Inverse Condemnation Appeal | 125 | \$126,250.00 |
| Total | | 122,412 | \$72,819,742.00 |

¹ Non-working travel time is budgeted in accordance with the local guidelines of Judge Montali, which provide for up to two hours of non-working travel time for air travel to account for unavoidable non-working time such as going through airport security, and in accordance with an agreement with Mr. Bruce Markell, the fee examiner, for non-working time for car travel, which provides no compensation for the first 90 minutes of car travel and a 50% reduction for car travel in excess of 90 minutes. The reduction of 50% is implemented by a 50% reduction in the car travel hours recorded by the timekeeper.

**Aggregate Staffing Plan Across All Matter Categories
for the Period Beginning on January 29, 2019 and Ending on July 1, 2020**

| Category of Timekeeper | Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period | Weighted Average Hourly Rate |
|-------------------------------|---|-------------------------------------|
| Partner | 17 | \$1,139 |
| Of Counsel | 2 | \$890 |
| Associate | 8 | \$752 |
| Jr. Associate | 8 | \$584 |
| Staff Attorney | 16 | \$439 |
| eDiscovery Attorney | 1 | \$593 |
| Paralegal | 8 | \$369 |
| ALS | 3 | \$416 |
| Case Clerks | 3 | \$113 |
| Litigation Analyst | 1 | \$113 |
| Library | 1 | \$295 |
| Total Attorney | 51 | \$681 |
| Total Non-Attorney | 16 | \$305 |
| Total | 67 | \$613 |

EXHIBIT C

Exhibit C

Voluntary Rate Disclosures

Below is the blended hourly rate (billed amount / billed hours) by timekeeper category that was billed to the Debtors during the Fee Period from January 29, 2019 through July 1, 2020.

| <i>Fees Billed by date Worked</i> | |
|-----------------------------------|---|
| Timekeeper Category | Blended Hourly Rates |
| | Billed in this Fee Application 1/29/19-7/1/20 (PG&E Timekeepers) |
| Partner | \$ 1,142 |
| Of Counsel | \$ 894 |
| Associate | \$ 661 |
| eDiscovery Attorney | \$ 575 |
| Staff Attorney | \$ 426 |
| Attorneys Total | \$ 768 |
| Paralegal | \$ 353 |
| ALS | \$ 415 |
| Case Clerk | \$ 110 |
| Litigation Analyst | \$ 110 |
| Library | \$ 279 |
| Paraprofessionals Total | \$ 372 |
| Grand Total | \$ 727 |

EXHIBIT D

Exhibit D
45631

Summary of Timekeepers for the period

Jan. 29, 2019 - July 1, 2020

| NAME OF PROFESSIONAL: | POSITION | YEAR ADMITTED | 2019 HOURLY RATE | 2019 TOTAL HOURS BILLED | 2019 COMPENSATION | 2020 HOURLY RATE | 2020 TOTAL HOURS BILLED | 2020 COMPENSATION | TOTAL HOURS BILLED | TOTAL COMPENSATION | AREA OF PRACTICE / CONCENTRATION |
|-----------------------|------------|---------------|------------------|-------------------------|-------------------|------------------|-------------------------|-------------------|--------------------|--------------------|----------------------------------|
| Kevin S. Allred | Partner | 1986 | \$950.00 | 552.8 | \$525,160.00 | \$1,020.00 | 864.2 | \$881,484.00 | 1,417.0 | \$1,406,644.00 | Litigation |
| Brad D. Brian | Partner | 1977 | \$1,421.32 | 679.3 | \$965,500.00 | \$1,500.00 | 380.7 | \$571,050.00 | 1,060.0 | \$1,536,550.00 | Litigation |
| Zachary M. Briers | Partner | 2012 | \$860.00 | 0.9 | \$774.00 | | | | 0.9 | \$774.00 | Litigation |
| Jennifer C. Broder | Partner | 2011 | \$860.00 | 0.2 | \$172.00 | | | | 0.2 | \$172.00 | Corporate |
| Erin J. Cox | Partner | 2009 | \$895.00 | 268.4 | \$240,218.00 | \$950.00 | 343.4 | \$326,230.00 | 611.8 | \$566,448.00 | Litigation |
| Robert L. Dell Angelo | Partner | 1992 | | | | \$1,060.00 | 10.2 | \$10,812.00 | 10.2 | \$10,812.00 | Litigation |
| Lisa J. Demsky | Partner | 1996 | \$995.00 | 1,807.2 | \$1,798,164.00 | \$1,060.00 | 439.5 | \$465,870.00 | 2,246.7 | \$2,264,034.00 | Litigation |
| Michael R. Doyen | Partner | 1982 | \$1,300.00 | 1,559.4 | \$2,027,220.00 | \$1,320.00 | 735.1 | \$970,332.00 | 2,294.5 | \$2,997,552.00 | Litigation |
| David H. Fry | Partner | 1997 | \$995.00 | 507.0 | \$504,465.00 | \$1,150.00 | 6.9 | \$7,935.00 | 513.9 | \$512,400.00 | Litigation |
| Elaine J. Goldenberg | Partner | 1997 | \$995.00 | 373.7 | \$371,831.50 | \$1,060.00 | 95.6 | \$101,336.00 | 469.3 | \$473,167.50 | Appellate |
| David B. Goldman | Partner | 1991 | \$995.00 | 26.5 | \$26,367.50 | \$1,150.00 | 32.7 | \$37,605.00 | 59.2 | \$63,972.50 | Taxation |
| Seth Goldman | Partner | 2002 | \$995.00 | 194.0 | \$193,030.00 | \$1,150.00 | 599.7 | \$689,655.00 | 793.7 | \$882,685.00 | Restructuring |
| Bryan H. Heckenlively | Partner | 2009 | \$895.00 | 60.7 | \$54,326.50 | | | | 60.7 | \$54,326.50 | Litigation |
| Jeffrey A. Heintz | Partner | 1985 | \$950.00 | 1.5 | \$1,425.00 | | | | 1.5 | \$1,425.00 | Real Estate |
| Miriam Kim | Partner | 2002 | \$895.00 | 314.1 | \$281,119.50 | \$950.00 | 90.7 | \$86,165.00 | 404.8 | \$367,284.50 | Litigation |
| Judith T. Kitano | Partner | 1988 | \$1,100.00 | 6.9 | \$7,590.00 | \$1,220.00 | 36.4 | \$44,408.00 | 43.3 | \$51,998.00 | Corporate |
| Kelly L.C. Kriebs | Partner | 1999 | \$1,100.00 | 9.5 | \$10,450.00 | \$1,150.00 | 127.0 | \$146,050.00 | 136.5 | \$156,500.00 | Corporate |
| Jeremy A. Lawrence | Partner | 2010 | | | | \$920.00 | 4.6 | \$4,232.00 | 4.6 | \$4,232.00 | Litigation |
| C. David Lee | Partner | 1999 | | | | \$1,220.00 | 41.7 | \$50,874.00 | 41.7 | \$50,874.00 | Corporate |
| Joseph D. Lee | Partner | 1982 | \$995.00 | 6.3 | \$6,268.50 | | | | 6.3 | \$6,268.50 | Litigation |
| Cary B. Lerman | Partner | 1972 | | | | \$1,320.00 | 6.1 | \$8,052.00 | 6.1 | \$8,052.00 | Litigation |
| Luis Li | Partner | 1991 | \$1,300.00 | 401.9 | \$522,470.00 | \$1,400.00 | 0.4 | \$560.00 | 402.3 | \$523,030.00 | Litigation |
| Matthew A. MacDonald | Partner | 2008 | \$895.00 | 632.1 | \$565,729.50 | \$950.00 | 0.4 | \$380.00 | 632.5 | \$566,109.50 | Litigation |
| Kathleen M. McDowell | Partner | 1984 | \$895.00 | 611.3 | \$547,113.50 | \$920.00 | 65.7 | \$60,444.00 | 677.0 | \$607,557.50 | Appellate |
| Fred A. Rowley, Jr. | Partner | 1997 | \$995.00 | 2.4 | \$2,388.00 | \$1,060.00 | 6.7 | \$7,102.00 | 9.1 | \$9,490.00 | Appellate/ Complex Litigation |
| James C. Rutten | Partner | 1997 | \$995.00 | 546.8 | \$544,066.00 | \$1,060.00 | 467.7 | \$495,762.00 | 1,014.5 | \$1,039,828.00 | Litigation |
| Donald B. Verrilli | Partner | 1983 | \$1,400.00 | 55.1 | \$77,140.00 | \$1,500.00 | 17.0 | \$25,500.00 | 72.1 | \$102,640.00 | Appellate |
| Thomas B. Walper | Partner | 1980 | \$1,400.00 | 4.4 | \$6,160.00 | | | | 4.4 | \$6,160.00 | Restructuring |
| Henry Weissmann | Partner | 1987 | \$1,300.00 | 1,627.7 | \$2,116,010.00 | \$1,400.00 | 1,310.9 | \$1,835,260.00 | 2,938.6 | \$3,951,270.00 | Litigation |
| Jeffrey R. Wu | Partner | 2007 | | | | \$950.00 | 42.3 | \$40,185.00 | 42.3 | \$40,185.00 | Litigation |
| Mark R. Yohalem | Partner | 2005 | \$895.00 | 13.1 | \$11,724.50 | \$990.00 | 24.7 | \$24,453.00 | 37.8 | \$36,177.50 | Appellate |
| Patrick J. Cafferty | Of Counsel | 1976 | \$995.00 | 1.2 | \$1,194.00 | | | | 1.2 | \$1,194.00 | Environmental / Litigation |
| Kimberly A. Chi | Of Counsel | 2006 | | | | \$920.00 | 11.0 | \$10,120.00 | 11.0 | \$10,120.00 | Finance |
| Sarah J. Cole | Of Counsel | 2002 | \$890.00 | 495.5 | \$440,995.00 | \$890.00 | 1,302.9 | \$1,159,581.00 | 1,798.4 | \$1,600,576.00 | Litigation |
| Alan V. Friedman | Of Counsel | 1966 | \$890.00 | 0.9 | \$801.00 | | | | 0.9 | \$801.00 | Appellate |
| Michael E. Greaney | Of Counsel | 1996 | \$890.00 | 60.6 | \$53,934.00 | | | | 60.6 | \$53,934.00 | Corporate / Real Estate |
| Bradley R. Schneider | Of Counsel | 2004 | \$890.00 | 69.3 | \$61,677.00 | \$950.00 | 127.4 | \$121,030.00 | 196.7 | \$182,707.00 | Restructuring |
| Matthew S. Schonholz | Of Counsel | 2005 | | | | \$920.00 | 30.2 | \$27,784.00 | 30.2 | \$27,784.00 | Taxation |
| Shannon Aminirad | Associate | 2018 | \$460.00 | 114.8 | \$52,808.00 | | | | 114.8 | \$52,808.00 | Litigation |
| Grant R. Arnow | Associate | 2017 | \$535.00 | 1,236.5 | \$661,527.50 | \$665.00 | 13.4 | \$8,911.00 | 1,249.9 | \$670,438.50 | Litigation |
| Nick Axelrod | Associate | 2013 | \$775.00 | 2,351.9 | \$1,822,722.50 | \$845.00 | 839.8 | \$709,631.00 | 3,191.7 | \$2,532,353.50 | Litigation |
| Michael C. Baker | Associate | 2016 | \$625.00 | 1,508.7 | \$942,937.50 | \$725.00 | 318.1 | \$230,622.50 | 1,826.8 | \$1,173,560.00 | Litigation |
| Sean P. Barry | Associate | 2018 | \$460.00 | 655.7 | \$301,622.00 | | | | 655.7 | \$301,622.00 | Litigation |
| Andre W. Brewster | Associate | 2015 | \$685.00 | 635.1 | \$435,043.50 | \$780.00 | 512.4 | \$399,672.00 | 1,147.5 | \$834,715.50 | Litigation |
| Wesley T.L. Burrell | Associate | 2011 | \$810.00 | 329.9 | \$267,219.00 | | | | 329.9 | \$267,219.00 | Litigation |
| Graham B. Cole | Associate | 2014 | | | | \$820.00 | 309.1 | \$253,462.00 | 309.1 | \$253,462.00 | Litigation |

Exhibit D
45632

Summary of Timekeepers for the period

Jan. 29, 2019 - July 1, 2020

| NAME OF PROFESSIONAL: | POSITION | YEAR ADMITTED | 2019 HOURLY RATE | 2019 TOTAL HOURS BILLED | 2019 COMPENSATION | 2020 HOURLY RATE | 2020 TOTAL HOURS BILLED | 2020 COMPENSATION | TOTAL HOURS BILLED | TOTAL COMPENSATION | AREA OF PRACTICE / CONCENTRATION |
|------------------------------|---------------------|---------------|------------------|-------------------------|-------------------|------------------|-------------------------|-------------------|--------------------|--------------------|----------------------------------|
| Anne K. Conley | Associate | 2015 | \$685.00 | 7.6 | \$5,206.00 | | | | 7.6 | \$5,206.00 | Litigation |
| Allison M. Day | Associate | 2015 | \$685.00 | 311.4 | \$213,309.00 | \$780.00 | 2.9 | \$2,262.00 | 314.3 | \$215,571.00 | Litigation |
| Raquel E. Dominguez | Associate | 2019 | \$460.00 | 170.0 | \$78,200.00 | \$490.00 | 671.6 | \$329,084.00 | 841.6 | \$407,284.00 | Litigation |
| Matthew K. Donohue | Associate | 2015 | \$750.00 | 0.3 | \$225.00 | | | | 0.3 | \$225.00 | Litigation |
| Nicholas D. Fram | Associate | 2012 | | | | \$860.00 | 43.3 | \$37,238.00 | 43.3 | \$37,238.00 | Litigation |
| Brendan Gants | Associate | 2016 | \$750.00 | 324.6 | \$243,450.00 | \$820.00 | 117.2 | \$96,104.00 | 441.8 | \$339,554.00 | Litigation |
| Alexander S. Gorin | Associate | 2017 | \$535.00 | 693.5 | \$371,022.50 | \$665.00 | 315.4 | \$209,741.00 | 1,008.9 | \$580,763.50 | Litigation |
| Skylar B. Grove | Associate | 2015 | \$685.00 | 196.2 | \$134,397.00 | \$780.00 | 534.4 | \$416,832.00 | 730.6 | \$551,229.00 | Litigation |
| Lauren M. Harding | Associate | 2015 | \$685.00 | 1,863.1 | \$1,276,223.50 | \$780.00 | 411.2 | \$320,736.00 | 2,274.3 | \$1,596,959.50 | Litigation |
| Jan W. Jorritsma | Associate | 2018 | \$460.00 | 392.8 | \$180,688.00 | | | | 392.8 | \$180,688.00 | Litigation |
| Erinma E. Kalu | Associate | 2019 | \$460.00 | 293.8 | \$135,148.00 | | | | 293.8 | \$135,148.00 | Litigation |
| Natalie A. Karl | Associate | 2017 | | | | \$665.00 | 343.1 | \$228,161.50 | 343.1 | \$228,161.50 | Corporate |
| Lloyd Marshall | Associate | 2018 | \$460.00 | 254.7 | \$117,162.00 | \$565.00 | 528.0 | \$298,320.00 | 782.7 | \$415,482.00 | Litigation |
| Megan L. McCreddie | Associate | 2017 | \$535.00 | 337.0 | \$180,295.00 | \$665.00 | 681.1 | \$452,931.50 | 1,018.1 | \$633,226.50 | Litigation |
| Michele C. Nielsen | Associate | 2016 | \$625.00 | 485.0 | \$303,125.00 | \$725.00 | 2.6 | \$1,885.00 | 487.6 | \$305,010.00 | Litigation |
| Alexandra Peacock | Associate | 2016 | | | | \$725.00 | 4.9 | \$3,552.50 | 4.9 | \$3,552.50 | Litigation |
| Anthony J. Ramirez | Associate | 2016 | \$625.00 | 108.4 | \$67,750.00 | | | | 108.4 | \$67,750.00 | Corporate |
| Teresa A. Reed Dipppo | Associate | 2015 | \$685.00 | 594.4 | \$407,164.00 | \$780.00 | 677.6 | \$528,528.00 | 1,272.0 | \$935,692.00 | Litigation |
| Lauren Ross | Associate | 2016 | \$625.00 | 336.5 | \$210,312.50 | | | | 336.5 | \$210,312.50 | Litigation |
| Giovanni S. Saarman Gonzalez | Associate | 2016 | \$625.00 | 1,606.0 | \$1,003,750.00 | \$725.00 | 1,122.5 | \$813,812.50 | 2,728.5 | \$1,817,562.50 | Litigation |
| Tori N. Stilwell | Associate | 2019 | \$315.00 | 63.3 | \$19,939.50 | | | | 63.3 | \$19,939.50 | Litigation |
| Trevor N. Templeton | Associate | 2016 | \$685.00 | 665.7 | \$456,004.50 | | | | 665.7 | \$456,004.50 | Litigation |
| Cobus van der Ven | Associate | 2017 | | | | \$665.00 | 113.3 | \$75,344.50 | 113.3 | \$75,344.50 | Litigation |
| David W. Walchak | Associate | 2018 | \$460.00 | 218.3 | \$100,418.00 | | | | 218.3 | \$100,418.00 | Litigation |
| Bobby Malhotra | eDiscovery Attorney | 2008 | \$575.00 | 1.9 | \$1,092.50 | | | | 1.9 | \$1,092.50 | N/A |
| Mark M. Chowdhury | Staff Counsel | 1991 | \$380.00 | 1,026.2 | \$389,956.00 | \$405.00 | 116.2 | \$47,061.00 | 1,142.4 | \$437,017.00 | N/A |
| Lisa A. Clark | Staff Counsel | 2001 | \$460.00 | 94.5 | \$43,470.00 | | | | 94.5 | \$43,470.00 | N/A |
| Michael Y. Doko | Staff Counsel | 1998 | \$405.00 | 815.4 | \$330,237.00 | \$430.00 | 93.3 | \$40,119.00 | 908.7 | \$370,356.00 | N/A |
| Candice Fuller | Staff Counsel | 2014 | \$460.00 | 299.9 | \$137,954.00 | \$490.00 | 76.7 | \$37,583.00 | 376.6 | \$175,537.00 | N/A |
| Eric J. Kananen | Staff Counsel | 2001 | \$460.00 | 20.2 | \$9,292.00 | | | | 20.2 | \$9,292.00 | N/A |
| Kevin Y. Kim | Staff Counsel | 2018 | \$405.00 | 117.6 | \$47,628.00 | | | | 117.6 | \$47,628.00 | N/A |
| Michael L. Lerew | Staff Counsel | 1993 | \$380.00 | 561.7 | \$213,446.00 | \$405.00 | 45.1 | \$18,265.50 | 606.8 | \$231,711.50 | N/A |
| Shelley Lipman | Staff Counsel | 1993 | \$380.00 | 834.2 | \$316,996.00 | \$405.00 | 114.9 | \$46,534.50 | 949.1 | \$363,530.50 | N/A |
| Susan Liu | Staff Counsel | 2001 | \$460.00 | 750.4 | \$345,184.00 | \$490.00 | 124.8 | \$61,152.00 | 875.2 | \$406,336.00 | N/A |
| Terence M. McKiernan | Staff Counsel | 1999 | \$460.00 | 694.0 | \$319,240.00 | \$490.00 | 178.1 | \$87,269.00 | 872.1 | \$406,509.00 | N/A |
| Lisa M. McLean | Staff Counsel | 2001 | \$380.00 | 345.3 | \$131,214.00 | \$405.00 | 44.6 | \$18,063.00 | 389.9 | \$149,277.00 | N/A |
| Hadi Motiee | Staff Counsel | 2007 | \$460.00 | 205.0 | \$94,300.00 | \$490.00 | 51.4 | \$25,186.00 | 256.4 | \$119,486.00 | N/A |
| Marcia B. Osborne | Staff Counsel | 1989 | \$405.00 | 854.8 | \$346,194.00 | \$430.00 | 23.5 | \$10,105.00 | 878.3 | \$356,299.00 | N/A |
| Doris R. Perl | Staff Counsel | 1990 | \$460.00 | 547.8 | \$251,988.00 | \$490.00 | 97.8 | \$47,922.00 | 645.6 | \$299,910.00 | N/A |
| Mark M. Perl | Staff Counsel | 1991 | \$460.00 | 566.4 | \$260,544.00 | \$490.00 | 114.0 | \$55,860.00 | 680.4 | \$316,404.00 | N/A |
| Allison E. Rector | Staff Counsel | 2018 | \$405.00 | 235.2 | \$95,256.00 | \$430.00 | 109.8 | \$47,214.00 | 345.0 | \$142,470.00 | N/A |
| Jarett D. Reid | Staff Counsel | 2010 | \$405.00 | 398.1 | \$161,230.50 | \$430.00 | 54.7 | \$23,521.00 | 452.8 | \$184,751.50 | N/A |
| Barni Rothman | Staff Counsel | 1985 | \$405.00 | 273.0 | \$110,565.00 | \$430.00 | 42.8 | \$18,404.00 | 315.8 | \$128,969.00 | N/A |
| Arjang Seraji | Staff Counsel | 1997 | \$460.00 | 725.0 | \$333,500.00 | \$490.00 | 103.0 | \$50,470.00 | 828.0 | \$383,970.00 | N/A |
| Steven D. Valentine | Staff Counsel | 1997 | \$460.00 | 204.8 | \$94,208.00 | | | | 204.8 | \$94,208.00 | N/A |
| Francoise Baldwin | Paralegal | N/A | \$270.00 | 55.9 | \$15,093.00 | | | | 55.9 | \$15,093.00 | N/A |
| Alicia Barlow | Paralegal | N/A | \$325.00 | 26.6 | \$8,645.00 | | | | 26.6 | \$8,645.00 | N/A |
| Ramon K. Castillo | Paralegal | N/A | | | | \$345.00 | 965.9 | \$333,235.50 | 965.9 | \$333,235.50 | N/A |

Exhibit D
45633

Summary of Timekeepers for the period

Jan. 29, 2019 - July 1, 2020

| NAME OF PROFESSIONAL: | POSITION | YEAR ADMITTED | 2019 HOURLY RATE | 2019 TOTAL HOURS BILLED | 2019 COMPENSATION | 2020 HOURLY RATE | 2020 TOTAL HOURS BILLED | 2020 COMPENSATION | TOTAL HOURS BILLED | TOTAL COMPENSATION | AREA OF PRACTICE / CONCENTRATION |
|--|--------------------|---------------|------------------|-------------------------|------------------------|------------------|-------------------------|------------------------|--------------------|------------------------|----------------------------------|
| Jennifer Galindo | Paralegal | N/A | \$380.00 | 152.9 | \$58,102.00 | \$395.00 | 15.1 | \$5,964.50 | 168.0 | \$64,066.50 | N/A |
| Bruce M. Gordon | Paralegal | N/A | \$270.00 | 170.5 | \$46,035.00 | \$345.00 | 155.1 | \$53,509.50 | 325.6 | \$99,544.50 | N/A |
| Arn Jacobsen | Paralegal | N/A | \$380.00 | 89.2 | \$33,896.00 | \$395.00 | 13.5 | \$5,332.50 | 102.7 | \$39,228.50 | N/A |
| Michael J. Lamb | Paralegal | N/A | \$380.00 | 429.3 | \$163,134.00 | \$395.00 | 0.7 | \$276.50 | 430.0 | \$163,410.50 | N/A |
| Melissa Lee-Segovia | Paralegal | N/A | \$325.00 | 45.2 | \$14,690.00 | | | | 45.2 | \$14,690.00 | N/A |
| Gary LeGault | Paralegal | N/A | \$270.00 | 28.0 | \$7,560.00 | | | | 28.0 | \$7,560.00 | N/A |
| Nicholas Martin | Paralegal | N/A | \$325.00 | 16.5 | \$5,362.50 | | | | 16.5 | \$5,362.50 | N/A |
| Danny R. Munson | Paralegal | N/A | \$380.00 | 43.1 | \$16,378.00 | \$395.00 | 21.4 | \$8,453.00 | 64.5 | \$24,831.00 | N/A |
| Larry M. Polon | Paralegal | N/A | \$325.00 | 174.9 | \$56,842.50 | \$345.00 | 220.1 | \$75,934.50 | 395.0 | \$132,777.00 | N/A |
| Cynthia R. Richardson | Paralegal | N/A | \$380.00 | 265.8 | \$101,004.00 | \$395.00 | 254.8 | \$100,646.00 | 520.6 | \$201,650.00 | N/A |
| Steven Shao | Paralegal | N/A | \$380.00 | 0.7 | \$266.00 | | | | 0.7 | \$266.00 | N/A |
| Justin A. Wilson | Paralegal | N/A | \$325.00 | 21.3 | \$6,922.50 | | | | 21.3 | \$6,922.50 | N/A |
| Victor H. Gonzales | ALS | N/A | \$350.00 | 541.0 | \$189,350.00 | \$370.00 | 58.9 | \$21,793.00 | 599.9 | \$211,143.00 | N/A |
| Lawrence Jayme | ALS | N/A | \$350.00 | 11.6 | \$4,060.00 | | | | 11.6 | \$4,060.00 | N/A |
| Bowe Kurowski | ALS | N/A | \$430.00 | 590.3 | \$253,829.00 | \$455.00 | 210.5 | \$95,777.50 | 800.8 | \$349,606.50 | N/A |
| Bryan D. Loper | ALS | N/A | \$430.00 | 66.8 | \$28,724.00 | | | | 66.8 | \$28,724.00 | N/A |
| Phillip E. Nickels, Jr. | ALS | N/A | \$430.00 | 119.8 | \$51,514.00 | | | | 119.8 | \$51,514.00 | N/A |
| Jason D. Troff | ALS | N/A | \$430.00 | 854.1 | \$367,263.00 | \$455.00 | 149.9 | \$68,204.50 | 1,004.0 | \$435,467.50 | N/A |
| Marissa E. Andrea | Library | N/A | \$245.00 | 25.2 | \$6,174.00 | \$345.00 | 4.3 | \$1,483.50 | 29.5 | \$7,657.50 | N/A |
| Agnes O. Villero | Library | N/A | \$245.00 | 37.3 | \$9,138.50 | \$345.00 | 19.1 | \$6,589.50 | 56.4 | \$15,728.00 | N/A |
| Alan S. Shaw-Krivosh | Litigation Analyst | N/A | \$110.00 | 29.4 | \$3,234.00 | | | | 29.4 | \$3,234.00 | N/A |
| Benjamin J. Shin | Litigation Analyst | N/A | \$110.00 | 9.3 | \$1,023.00 | | | | 9.3 | \$1,023.00 | N/A |
| Nicholas C. Wiley | Litigation Analyst | N/A | \$110.00 | 18.0 | \$1,980.00 | | | | 18.0 | \$1,980.00 | N/A |
| Noemi Contreras | Case Clerk | N/A | \$110.00 | 3.0 | \$330.00 | | | | 3.0 | \$330.00 | N/A |
| Milagros R. D'Albert | Case Clerk | N/A | \$110.00 | 4.3 | \$473.00 | | | | 4.3 | \$473.00 | N/A |
| Nelson Marinero | Case Clerk | N/A | \$110.00 | 60.5 | \$6,655.00 | | | | 60.5 | \$6,655.00 | N/A |
| Jennifer C. Mendoza | Case Clerk | N/A | \$110.00 | 17.2 | \$1,892.00 | \$115.00 | 9.6 | \$1,104.00 | 26.8 | \$2,996.00 | N/A |
| Frank G. Rivera | Case Clerk | N/A | \$110.00 | 4.0 | \$440.00 | | | | 4.0 | \$440.00 | N/A |
| Total Professionals: | | | | 40,129.0 | \$27,446,658.50 | | 18,273.3 | \$15,040,115.00 | 58,402.3 | \$42,486,773.50 | |
| Credit (Adjustment of hourly rate from January 29, 2019 through May 31, 2019 by \$100 (14.48 hours). | | | | | | | | | | -\$14,480.00 | |
| Credit (Kelly LC Kriebs 5/1/20 - 5/31/20) | | | | | | | | | | -\$30,446.96 | |
| Credit (Kelly LC Kriebs 6/1/20 - 7/1/20) | | | | | | | | | | -\$40,322.64 | |
| Interim Fee Reductions | | | | | | | | | | -\$1,390,000.00 | |
| TOTAL HOURS AND FEES | | | | | | | | | | \$41,011,523.90 | |

Exhibit D

Summary of Timekeepers for the period

June 1, 2020 – July 1, 2020

| NAME OF PROFESSIONAL | POSITION | YEAR ADMITTED | HOURLY RATE | TOTAL HOURS BILLED | TOTAL COMPENSATION | AREA OF PRACTICE / CONCENTRATION |
|-----------------------------|-----------------|----------------------|--------------------|---------------------------|---------------------------|---|
| Kevin S. Allred | Partner | 1986 | \$1,020.00 | 84.1 | \$85,782.00 | Litigation |
| Brad D. Brian | Partner | 1977 | \$1,500.00 | 57.7 | \$86,550.00 | Litigation |
| Erin J. Cox | Partner | 2009 | \$950.00 | 45.3 | \$43,035.00 | Litigation |
| Lisa J. Demsky | Partner | 1996 | \$1,060.00 | 27.1 | \$28,726.00 | Litigation |
| Michael R. Doyen | Partner | 1982 | \$1,320.00 | 133.0 | \$175,560.00 | Litigation |
| David H. Fry | Partner | 1997 | \$1,150.00 | 0.5 | \$575.00 | Litigation |
| Elaine J. Goldenberg | Partner | 1997 | \$1,060.00 | 9.6 | \$10,176.00 | Appellate |
| Seth Goldman | Partner | 2002 | \$1,150.00 | 141.9 | \$163,185.00 | Restructuring |
| Miriam Kim | Partner | 2002 | \$950.00 | 2.6 | \$2,470.00 | Litigation |
| Judith T. Kitano | Partner | 1988 | \$1,220.00 | 30.6 | \$37,332.00 | Corporate |
| Kelly LC Kriebs | Partner | 1999 | \$1,150.00 | 52.6 | \$60,490.00 | Corporate |
| Jeremy A. Lawrence | Partner | 2010 | \$920.00 | 4.6 | \$4,232.00 | Litigation |
| C. David Lee | Partner | 2000 | \$1,220.00 | 10.6 | \$12,932.00 | Corporate |
| Fred A. Rowley, Jr. | Partner | 1997 | \$1,060.00 | 0.2 | \$212.00 | Appellate/ Complex Litigation |
| James C. Rutten | Partner | 1997 | \$1,060.00 | 41.4 | \$43,884.00 | Litigation |
| Donald B. Verilli | Partner | 1983 | \$1,500.00 | 3.2 | \$4,800.00 | Appellate |
| Henry Weissmann | Partner | 1987 | \$1,400.00 | 154.1 | \$215,740.00 | Litigation |
| Jeffrey Y. Wu | Partner | 2007 | \$950.00 | 16.4 | \$15,580.00 | Litigation |
| Mark R. Yohalem | Partner | 2005 | \$990.00 | 0.9 | \$891.00 | Appellate |
| Kimberly A. Chi | Of Counsel | 2006 | \$920.00 | 8.2 | \$7,544.00 | Finance |
| Sarah J. Cole | Of Counsel | 2002 | \$890.00 | 234.3 | \$208,527.00 | Litigation |
| Nick Axelrod | Associate | 2013 | \$845.00 | 120.0 | \$101,400.00 | Litigation |
| Andre W. Brewster | Associate | 2015 | \$780.00 | 45.9 | \$35,802.00 | Litigation |
| Graham B. Cole | Associate | 2015 | \$820.00 | 77.6 | \$63,632.00 | Litigation |
| Raquel E. Dominguez | Associate | 2019 | \$490.00 | 129.7 | \$63,553.00 | Litigation |
| Nicholas D. Fram | Associate | 2012 | \$860.00 | 5.4 | \$4,644.00 | Litigation |

| NAME OF PROFESSIONAL | POSITION | YEAR ADMITTED | HOURLY RATE | TOTAL HOURS BILLED | TOTAL COMPENSATION | AREA OF PRACTICE / CONCENTRATION |
|---|---------------|---------------|-------------|--------------------|-----------------------|----------------------------------|
| Brendan Gants | Associate | 2016 | \$820.00 | 13.6 | \$11,152.00 | Litigation |
| Alexander S. Gorin | Associate | 2017 | \$665.00 | 0.5 | \$332.50 | Litigation |
| Skylar B. Grove | Associate | 2015 | \$780.00 | 18.8 | \$14,664.00 | Litigation |
| Lauren M. Harding | Associate | 2015 | \$780.00 | 17.6 | \$13,728.00 | Litigation |
| Natalie A. Karl | Associate | 2017 | \$665.00 | 50.8 | \$33,782.00 | Corporate |
| Lloyd Marshall | Associate | 2018 | \$565.00 | 13.5 | \$7,627.50 | Litigation |
| Megan L. McCreadie | Associate | 2017 | \$665.00 | 6.7 | \$4,455.50 | Litigation |
| Alexandra Peacock | Associate | 2017 | \$725.00 | 2.8 | \$2,030.00 | Corporate |
| Teresa A. Reed Dippo | Associate | 2015 | \$780.00 | 15 | \$11,700.00 | Litigation |
| Giovanni S. Saarman Gonzalez | Associate | 2016 | \$725.00 | 91.2 | \$66,120.00 | Litigation |
| Cobus van der Ven | Associate | 2017 | \$665.00 | 2.8 | \$1,862.00 | Litigation |
| Michael Y. Doko | Staff Counsel | 1998 | \$430.00 | 16.0 | \$6,880.00 | N/A |
| Susan Liu | Staff Counsel | 2001 | \$490.00 | 22.9 | \$11,221.00 | N/A |
| Terence M. McKiernan | Staff Counsel | 1999 | \$490.00 | 3.0 | \$1,470.00 | N/A |
| Allison E. Rector | Staff Counsel | 2018 | \$430.00 | 5.2 | \$2,236.00 | N/A |
| Ramon K. Castillo | Paralegal | N/A | \$345.00 | 139.2 | \$48,024.00 | N/A |
| Bruce M. Gordon | Paralegal | N/A | \$345.00 | 7.7 | \$2,656.50 | N/A |
| Larry M. Polon | Paralegal | N/A | \$345.00 | 1.3 | \$448.50 | N/A |
| Cynthia R. Richardson | Paralegal | N/A | \$395.00 | 8.8 | \$3,476.00 | N/A |
| Bowe Kurowski | ALS | N/A | \$455.00 | 12.9 | \$5,869.50 | N/A |
| Jason D. Troff | ALS | N/A | \$455.00 | 2.5 | \$1,137.50 | N/A |
| Total Professionals: | | | | 1,890.3 | \$1,728,126.50 | |
| Kelly LC Kriebs (Credit for May 1, 2020-May 31, 2020 fee period.) | Partner | 1999 | | | -\$30,446.96 | |
| Kelly LC Kriebs (Credit for June 1, 2020-July 1, 2020 fee period.) | Partner | 1999 | | | -\$40,322.64 | |
| Total Hours and Fees | | | | 1,890.3 | \$1,657,356.90 | |

EXHIBIT E

Exhibit E

Summary of Actual and Necessary Expenses for the Fee Period

January 29, 2019 – May 31, 2020

| EXPENSES | AMOUNTS |
|---|-----------------------|
| Meals | \$21,517.15 |
| Travel – Airfare | \$166,566.14 |
| Travel – Hotel | \$214,005.82 |
| Travel – Ground (Local) | \$2,172.75 |
| Travel – Ground (Out of Town) | \$52,955.39 |
| Consultants/Professional Services/Expert Fees | \$991,201.65 |
| Filing/Recording/Registration Fees | \$3,275.26 |
| Transcripts | \$22,908.55 |
| Copying Charges/Outside | \$42,171.65 |
| Computer Research – Outside | \$484.55 |
| Messenger | \$7,964.33 |
| Staff Overtime | \$187.50 |
| Air Express | \$5,650.93 |
| Other Expenses | \$3,883.42 |
| Total Expenses Requested: | \$1,534,945.09 |

June 1, 2020 – July 1, 2020

| EXPENSES | AMOUNTS |
|------------------------------------|-------------------|
| Meals | \$658.27 |
| Travel – Ground (Out of Town) | \$209.96 |
| Consultants/Professional Services | \$1,250.00 |
| Transcripts | \$1,685.55 |
| Filing/Recording/Registration Fees | \$508.75 |
| Copying Charges/Outside | \$291.22 |
| Air Express | \$67.87 |
| Messenger | \$275.88 |
| Total Expenses Requested: | \$4,947.50 |

EXHIBIT F

Exhibit F

**Summary, by Matter Category, of Fees Budgeted and Fees Incurred During the Fee Period
January 29, 2019 – July 1, 2020**

| Matter Number | Project Category Description | Hours | | Total Compensation | | Expenses | Total |
|---------------|---|------------------|----------|--------------------|------------------------|-----------------------|------------------------|
| | | Budgeted | Billed | Budgeted | Billed | | |
| 020 | Legislative Issues | 1,203 | 735.3 | \$1,054,050.00 | \$625,863.50 | - | \$625,863.50 |
| 021 | Non-Bankruptcy Litigation / Wildfire (Criminal) | 75,698 | 29,127.2 | \$40,151,558.00 | \$19,162,723.00 | - | \$19,162,723.00 |
| 022 | Non-Working Travel | 904 ¹ | 729.8 | \$957,231.00 | \$713,796.50 | - | \$713,796.50 |
| 023 | Purchase Power Agreements (including Adversary Proceedings) | 1,015 | 1,460.7 | \$979,113.00 | \$1,172,533.00 | - | \$1,172,533.00 |
| 025 | Regulatory Issues | 16,774 | 16,347.4 | \$13,657,988.00 | \$14,115,959.50 | - | \$14,115,959.50 |
| 026 | Retention / Billing / Fee Applications: MTO | 915 | 764.2 | \$738,713.00 | \$518,179.50 | - | \$518,179.50 |
| 033 | TUB - Tubbs Fire state court litigation (Judge Jackson) | N/A | 6,682.3 | N/A | \$4,485,510.00 | - | \$4,485,510.00 |
| 034 | TUF – Tubbs Fire Estimation & Discovery and Investigation Related to Estimation | 21,548 | 0.0 | \$12,131,940.00 | \$0.00 | - | \$0.00 |
| 035 | Kincade | 4,230 | 2,515.2 | \$3,021,775.00 | \$1,651,857.50 | - | \$1,651,857.50 |
| 036 | Inverse Condemnation Appeal | 125 | 40.2 | \$126,250.00 | \$39,351.00 | - | \$39,351.00 |
| Subtotal | | | | | \$42,486,773.50 | \$1,534,945.09 | \$44,021,718.59 |
| | Credit (1/29/19 -5/31/19) | | | | (\$14,480.00) | | (\$14,480.00) |
| | Credit (5/1/20 – 5/31/20) | | | | (\$30,446.96) | | (\$30,446.96) |
| | Credit (6/1/20 – 7/1/20) | | | | (\$40,322.64) | | (\$40,322.64) |
| | Interim Fee Reductions | | | | (\$1,390,000.00) | | (\$1,390,000.00) |

¹ Non-working travel time is budgeted in accordance with the local guidelines of Judge Montali, which provide for up to two hours of non-working travel time for air travel to account for unavoidable non-working time such as going through airport security, and in accordance with an agreement with Mr. Bruce Markell, the fee examiner, for non-working time for car travel, which provides no compensation for the first 90 minutes of car travel and a 50% reduction for car travel in excess of 90 minutes. The reduction of 50% is implemented by a 50% reduction in the car travel hours recorded by the timekeeper.

| Matter Number | Project Category Description | Hours | | Total Compensation | | Expenses | Total |
|---------------|------------------------------|----------------|-----------------|------------------------|------------------------|-----------------------|------------------------|
| | | Budgeted | Billed | Budgeted | Billed | | |
| Total | | 122,412 | 58,402.3 | \$72,819,742.00 | \$41,011,523.90 | \$1,534,945.09 | \$42,546,468.99 |

EXHIBIT G

Exhibit G

Summary of Fees by Matter for the Fee Period

January 29, 2019 – July 1, 2020

| Matter Number | Matter Description | Total Billed Hours | Total Fees Requested |
|----------------------|---|---------------------------|-----------------------------|
| 020 | Legislative Issues | 735.3 | \$625,863.50 |
| 021 | Non-Bankruptcy Litigation – Criminal Wildfire Investigation | 29,127.2 | \$19,149,546.00 |
| 022 | Non-Working Travel | 729.8 | \$713,710.50 |
| 023 | Power Purchase Agreements and FERC | 1,460.7 | \$1,101,763.40 |
| 025 | Regulatory | 16,347.4 | \$14,115,959.50 |
| 026 | MTO Retention and Fee Applications | 764.2 | \$517,962.50 |
| 033 | TUB - Tubbs Fire state court litigation (Judge Jackson) | 6,682.3 | \$4,485,510.00 |
| 034 | TUF – Tubbs Fire Estimation & Discovery and Investigation Related to Estimation | 0.0 | \$0.00 |
| 035 | Kincade | 2,515.2 | \$1,651,857.50 |
| 036 | Inverse Condemnation Appeal | 40.2 | \$39,351.00 |
| Subtotal | | 58,402.3 | \$42,486,773.50 |
| | Credit (1/29/19 – 5/31/19) | | (\$14,480.00) |
| | Credit (5/1/20 – 5/31/20) | | (\$30,446.96) |
| | Credit (6/1/20 – 7/1/20) | | (\$40,322.64) |
| | Interim Fee Reductions | | (\$1,390,000.00) |
| Total: | | 58,402.3 | \$41,011,523.90 |

June 1, 2020 – July 1, 2020

| Matter Number | Matter Description | Total Billed Hours | Total Fees Requested |
|----------------------|---|---------------------------|-----------------------------|
| 020 | Legislative Issues | 0.0 | \$0.00 |
| 021 | Non-Bankruptcy Litigation – Criminal Wildfire Investigation | 548.7 | \$488,819.50 |
| 022 | Non-Working Travel | 14.3 | \$17,668.00 |
| 023 | Power Purchase Agreements and FERC | 89.5 | \$94,604.00 |
| 025 | Regulatory | 1,218.0 | \$1,113,432.50 |
| 026 | MTO Retention and Fee Applications | 11.7 | \$7,199.50 |
| 033 | TUB - Tubbs Fire state court litigation (Judge Jackson) | 0.0 | \$0.00 |
| 034 | TUF – Tubbs Fire Estimation & Discovery and Investigation Related to Estimation | 0.0 | \$0.00 |
| 035 | Kincade | 8.1 | \$6,403.00 |
| 036 | Inverse Condemnation Appeal | 0.0 | \$0.00 |
| Subtotal | | 1,890.3 | \$1,728,126.50 |
| | Credit for Kelly LC Kriebs fees May 1, 2020-May 31, 2020 fee period. | | (30,446.96) |
| | Credit for Kelly LC Kriebs fees June 1, 2020-July 1, 2020 fee period. | | (40,322.64) |
| Total: | | 1890.3 | \$1,657,356.90 |

:

EXHIBIT H

Exhibit H

Detailed Description of Services Provided and Expenses Incurred

from June 1, 2020 through July 1, 2020

(Prior periods included in prior Interim Fee Applications)

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/1/2020 | Brian, Brad D. | 5.10 | 7,650.00 | Prepare for and participate in hearing before Court (3.5); emails and telephone calls with counsel and client regarding same (.3); follow-up calls with counsel and client regarding hearing and ruling (.2); review follow-up emails with counsel regarding same (.5); review additional Board slides (.1); emails with client and counsel regarding revisions to same (.1); review further revisions (.3); telephone calls and emails with counsel regarding same (.1). |
| 6/1/2020 | Axelrod, Nick | 4.00 | 3,380.00 | Call with MTO Attorney and MTO Attorney regarding categories for hearing (.4); pre-hearing call with MTO Attorney et al. (.2); post-hearing call with MTO Attorney et al. (.4); call with counsel regarding applications (.2); revise slide deck per client comments (.9); draft application (.4); prepare review materials for MTO Attorney (.3); transmit brief to court (.2); emails with MTO Attorney regarding hearing prep (.3); calls and emails with counsel and client regarding employee addresses (.7). |
| 6/1/2020 | Dominguez, Raquel E. | 4.40 | 2,156.00 | Telephone conference with MTO attorneys regarding preparation for hearing (.3); telephone conference with MTO attorney regarding follow-up action from hearing (.3); telephone conference with MTO attorney regarding transcript analysis communication to client (.2); prepare transcript analysis communication to client (.6); draft exhibits for status conference (3). |
| 6/1/2020 | Demsky, Lisa J. | 0.50 | 530.00 | Emails and teleconferences with MTO Attorney regarding court hearing, updates, and status (.4); emails with counsel (.1). |
| 6/1/2020 | Marshall, Lloyd | 1.00 | 565.00 | Edit and cite check submission to Court. |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|-----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/1/2020 | Doyen, Michael R. | 8.50 | 11,220.00 | Review report (.1); prepare for hearing (.5); emails with MTO Attorneys regarding same (.1); prepare materials for court (.7); emails regarding same (.1); confer with MTO Attorneys regarding hearing and materials for court (.4); confer with MTO Attorneys regarding preparation for hearing (.5); prepare outline and charts for hearing (1.0); confer with general counsel and MTO Attorney regarding submissions to court (.3); prepare charts and outline for hearing (.2); follow-up call with general counsel and MTO Attorney regarding submissions to Court (.1); finalize charts (.2); submit to Court (.1); prepare for hearing (.4); attend hearing (1.4); confer with MTO Attorney and general counsel regarding hearing (.2); confer with MTO Attorney regarding hearing (.1); prepare presentation for Board meeting (.1); emails regarding same (.1); emails regarding next steps after hearing (.1); confer with in-house counsel regarding PSPS protocol (.4); confer with team regarding hearing and next steps (.3); confer with in-house counsel and MTO Attorney regarding next steps (.1); confer with MTO Attorneys regarding next steps (.2); emails with counsel group regarding ruling at hearing (.3); confer with MTO Attorney (.1); follow-up emails with counsel regarding same (.2); confer with counsel regarding same (.2). |
| 6/2/2020 | Brian, Brad D. | 1.00 | 1,500.00 | Make final revision to Board slides, and emails with client regarding same (.1); telephone calls with government and counsel regarding list of local witnesses (.1); review draft Order (.1); emails with government counsel regarding same (.1); emails and telephone calls with counsel regarding revisions to same (.2); review revisions to same (.1); review email to government counsel regarding same (.1); telephone call with client regarding upcoming hearing and upcoming update to Board (.1); outline issues for Board presentation and emails with counsel regarding same (.1). |
| 6/2/2020 | Brian, Brad D. | 0.10 | 150.00 | Review draft email to government regarding settlement, and emails with counsel regarding same. |
| 6/2/2020 | Harding, Lauren M. | 0.50 | 390.00 | Email Butte government counsel regarding agreement (.3); email MTO attorneys regarding the same (.2). |
| 6/2/2020 | Troff, Jason D. | 0.20 | 91.00 | Overview meeting with case team, counsel, and ESI service provider. |
| 6/2/2020 | Axelrod, Nick | 2.90 | 2,450.50 | Call with counsel regarding hearing (.5); call with counsel regarding employees (.6); revise proposed order (1.3); calls with MTO Attorney regarding same (.1); revise proof of service (.2); emails with CSM attorney regarding record review (.1); call with L. Demsky (.1). |
| 6/2/2020 | Dominguez, Raquel E. | 0.70 | 343.00 | Email MTO team regarding procedure for data compilation for California state court motion (.3); email MTO attorney regarding same (.1); email MTO attorney regarding preparation for phone call with outside counsel regarding California state court motion (.3). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/2/2020 | Demsky, Lisa J. | 0.30 | 318.00 | Teleconference with MTO Attorney regarding status (.1); review proposed order and emails regarding same (.2). |
| 6/2/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Email regarding settlement and amendment. |
| 6/2/2020 | Marshall, Lloyd | 1.20 | 678.00 | Edit submission to the Court (.7); prepare papers to be filed with the Court (.5). |
| 6/2/2020 | Doyen, Michael R. | 1.70 | 2,244.00 | Confer with MTO Attorneys regarding court order (.3); email to government counsel's office regarding court order (.4); confer with counsel regarding hearing and ruling (.5); call with MTO Attorney regarding draft order (.1); revise draft order (.4). |
| 6/3/2020 | Brian, Brad D. | 1.70 | 2,550.00 | Review government counsel's edits to draft Order, and revisions to same (.1); work on talking points for Board update on upcoming hearing (.5); emails with counsel and client regarding same (.2); analyze client's edits to same (.2); emails and telephone call with counsel regarding same (.1); revise talking points (.4); telephone call with client executive regarding upcoming hearing (.2). |
| 6/3/2020 | Axelrod, Nick | 4.10 | 3,464.50 | Draft talking points for board meeting and revise same (2.5); call with MTO Attorney regarding same (.1); emails with counsel and MTO Attorney regarding location of employees (.2); revise proposed order (.2); calls with MTO Attorney regarding same (.1); numerous calls with counsel, client and MTO Attorney regarding employees (1.0). |
| 6/3/2020 | Dominguez, Raquel E. | 0.30 | 147.00 | Email MTO attorney regarding outside counsel communication of transcript analysis. |
| 6/3/2020 | Marshall, Lloyd | 1.40 | 791.00 | Prepare papers to be filed at the Court (.3); coordinate filing at the Court (1.1). |
| 6/3/2020 | Doyen, Michael R. | 2.50 | 3,300.00 | Review of security report and emails regarding board presentation (.1); review and revise multiple drafts of proposed order from government, emails regarding same with team and with government counsel (.7); confer with in-house counsel regarding hearing and related proceedings and prepare report for in-house counsel regarding same (.4); confer with counsel regarding hearing and communications with government counsel's office (.3); emails and conferences with counsel regarding Camp proceedings (.5); confer with N. Axelrod regarding same (.2); confer with in-house counsel and N. Axelrod regarding same and further emails regarding same (.2); emails regarding report to Board (.1). |
| 6/3/2020 | Richardson, Cynthia R. | 4.50 | 1,777.50 | Continue to research regarding timing of a typical securitization procedure. |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/4/2020 | Brian, Brad D. | 2.70 | 4,050.00 | Review/analyze materials in preparation for Board presentation on upcoming hearing, participate in Board meeting (1.5); follow-up telephone call with counsel regarding same (.4); emails with client regarding possible letter from government (.1); telephone call with government counsel (.1); further emails and telephone call with client (.1); multiple emails with client and counsel regarding individual's motion to intervene (.1); emails and telephone call with counsel regarding possible appearance by company at hearing (.1) emails with client (.1); telephone calls with counsel regarding appearances at hearing (.2). |
| 6/4/2020 | Dominguez, Raquel E. | 6.10 | 2,989.00 | Legal research regarding California state court intervention procedure (6); telephone conference with MTO attorney regarding legal research (.1). |
| 6/4/2020 | Axelrod, Nick | 1.90 | 1,605.50 | Call with MTO Attorneys regarding board meeting (.3); emails with MTO Attorney regarding past incidents (.4); calls with court regarding records (.2); call with counsel regarding officer (.3); calls with MTO Attorney regarding research issue (.1); call with MTO Attorney regarding Board presentation and hearing (.4); call with client and MTO Attorney regarding same (.2). |
| 6/4/2020 | Doyen, Michael R. | 0.60 | 792.00 | Emails with counsel and client regarding Camp proceedings (.1); email and confer with MTO Attorney regarding hearing (.1); confer with MTO Attorney and emails with same and N. Axelrod regarding Board presentation (.2); confer with MTO Attorney and N. Axelrod regarding board meeting and hearing (.2). |
| 6/5/2020 | Brian, Brad D. | 0.70 | 1,050.00 | Message from court regarding press inquiry, and emails with counsel regarding same (.1); text messages with client regarding appearance at upcoming hearing (.1); emails with client and counsel regarding public disclosure of case (.1); emails with government counsel regarding court order (.1); revise Board update on upcoming hearing (.2); emails with counsel regarding same (.1). |
| 6/5/2020 | Axelrod, Nick | 0.70 | 591.50 | Emails with clerk and government regarding order (.2); review proposed disclosure from government counsel and emails with MTO Attorney regarding same (.5). |
| 6/5/2020 | Demsky, Lisa J. | 0.20 | 212.00 | Draft board report and emails regarding same. |
| 6/5/2020 | Doyen, Michael R. | 1.20 | 1,584.00 | Confer with in-house counsel regarding financial disclosure and review and revise same (.2); emails regarding inquiry from court clerk; confer with court clerk (.1); report to team regarding same (.2); confer with counsel and client regarding court orders regarding same (.6); review government's instructions to court reporter and emails regarding same (.1). |
| 6/7/2020 | Brian, Brad D. | 0.20 | 300.00 | Emails with client regarding notice to government counsel (.1); review facts regarding same (.1). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/8/2020 | Brian, Brad D. | 0.50 | 750.00 | Multiple emails with client regarding upcoming hearing (.1); emails and telephone calls with counsel and client regarding same (.1); email and telephone call with government counsel regarding announcement (.1); emails and telephone call with client regarding same (.1); review announcement for same (.1). |
| 6/8/2020 | Dominguez, Raquel E. | 7.00 | 3,430.00 | Draft data analysis synopsis for outside counsel (.8); telephone conference with MTO attorney regarding data analysis for internal notifications (.6); email MTO attorney regarding same (.1); analyze data for internal notifications (3.5); analyze transcripts to identify key points for client communication (2). |
| 6/8/2020 | Axelrod, Nick | 3.90 | 3,295.50 | Call with counsel regarding filing (.4); call with MTO Attorney and MTO Attorney regarding employee list (.5); call with MTO Attorney and T. Lucey regarding filing (.2); review and revise list of employees for client (.4); email to judge regarding proposed order (.2); emails with counsel regarding filing (.5); draft order for Court (1.0); email to government regarding proposed order (.2); call with MTO Attorney regarding employee lists (.2); call with MTO Attorney regarding employee lists, proposed order, and hearing (.3). |
| 6/8/2020 | Demsky, Lisa J. | 0.20 | 212.00 | Email with counsel regarding submission (.1) read email from government (.1). |
| 6/8/2020 | Doyen, Michael R. | 4.50 | 5,940.00 | Emails from counsel with questions regarding hearings (.1); emails regarding response to press inquiries and confer with MTO Attorney regarding same (.1); confer with counsel regarding hearings (.6); email from counsel and confer with N. Axelrod regarding response to same and review of evidence (.3); emails from counsel regarding draft court order (.2); confer with in-house counsel and N. Axelrod regarding revised court order (.3); confer with N. Axelrod regarding preparation of order and communication with counsel (.1); emails with counsel regarding upcoming proceedings (.2); prepare outline for meeting with employees (.2); confer with N. Axelrod and MTO Attorney regarding meetings with employees (.2); review draft court order and confer with N. Axelrod regarding same (.1); prepare outline for meeting with employees (.5); emails regarding court order and communication with the court (.1); prepare outline for meeting with employees (.7); emails and confer with N. Axelrod regarding order and preparation for meetings (.8). |
| 6/9/2020 | Brian, Brad D. | 0.30 | 450.00 | Telephone call with and emails with general counsel regarding upcoming hearing and attendees at same (.1); telephone call with and emails to counsel regarding same (.1); review draft message regarding upcoming hearing (.1). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/9/2020 | Axelrod, Nick | 7.00 | 5,915.00 | Review and comment on proposed declaration (.4); call with MTO Attorney regarding same (.2); call with counsel regarding same (.5); call with MTO Attorney regarding list (.3); call with MTO Attorney and MTO Attorney regarding same (.4); call with client regarding list of employees (.5); call with in-house security team regarding hearing (.5); prepare documents for filing and coordinate filing (2.8); draft declaration (.4); revise application and proposed order (.4); review list of employees and revise (.4); email to government counsel regarding filing (.2). |
| 6/9/2020 | Troff, Jason D. | 0.20 | 91.00 | Overview meeting with case team, counsel, and ESI service provider. |
| 6/9/2020 | Dominguez, Raquel E. | 6.80 | 3,332.00 | Email MTO attorney regarding data analysis for internal notifications (.4); telephone conference with MTO attorney regarding same (.9); telephone conference with MTO attorney and PG&E counsel regarding same (.5); data analysis for internal notifications (4.6); email MTO attorney and PG&E counsel regarding structure for internal notifications (.4). |
| 6/9/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Emails regarding upcoming hearing. |
| 6/9/2020 | Marshall, Lloyd | 1.20 | 678.00 | Edit and cite-check submission to the Court (.5); coordinate filing of submission with the Court (.7). |
| 6/9/2020 | Doyen, Michael R. | 5.80 | 7,656.00 | Review draft pleading and confer with N. Axelrod regarding same (.5); emails with in-house counsel regarding pleading (.1); draft revisions to petition (.3); emails and confer with counsel regarding draft petition (.4); emails with communications team regarding pleading (.1); review data presentation for employee meetings and confer with N. Axelrod and MTO Attorney regarding same (.5); review revised pleading and communications with counsel and communications team regarding same (.3); emails with in-house counsel regarding meetings with employees (.1); emails with in-house counsel and communications team regarding pleading (.1); revise data presentation for employee meetings and confer with N. Axelrod and MTO Attorney regarding same (.7); review draft communications with court and counsel and emails regarding same (.1); email with in-house counsel regarding employee meetings (.1); emails with in-house counsel (.1); revise outline for employee meetings (.2); review and revise statement and emails regarding same (.3); revise outline for employee meetings and email to in-house counsel regarding same (.3); emails to counsel regarding meetings with employees (.2); confer with in-house counsel regarding meetings with employees (.5); confer with MTO Attorney regarding same (.1); conference with chief of security and in-house counsel regarding hearing and communications with employees (.5); review draft orders and confer with N. Axelrod and communications with MTO Attorney regarding hearings (.3). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/10/2020 | Brian, Brad D. | 1.60 | 2,400.00 | Emails and telephone calls with counsel regarding attendees at hearing (.3); lengthy conference call with Court and government counsel regarding upcoming hearing (.9); follow-up email to and telephone call with client regarding same (.2); analyze email from client regarding government matter (.1); telephone call with counsel regarding same (.1). |
| 6/10/2020 | Axelrod, Nick | 2.10 | 1,774.50 | Coordinate filing (.9); call with MTO Attorney regarding employee lists (.3); email same to client (.2); review employee filing and emails with MTO Attorney regarding same (.4); call with MTO Attorney regarding hearing (.2); call with MTO Attorney regarding hearing (.1). |
| 6/10/2020 | Dominguez, Raquel E. | 0.80 | 392.00 | Telephone conference with MTO attorney regarding data analysis for internal notifications (.4); email MTO attorney regarding same (.1); analyze data for internal notifications (.1); email MTO attorney and PG&E counsel regarding structure for internal notifications (.2). |
| 6/10/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Teleconference with MTO Attorney regarding hearing. |
| 6/10/2020 | Doyen, Michael R. | 3.60 | 4,752.00 | Review public statement regarding status and emails regarding same (.1); emails regarding hearings and confer with MTO Attorney regarding same (.2); review data presentation for employee meetings and emails re same (.1); confer with N. Axelrod regarding same (.2); emails regarding press inquiry (.1); revise outline for employee meetings and email to in-house counsel regarding same (.4); confer with N. Axelrod regarding pleadings (.2); review revised protocol for hearing and emails re same (.2); conference with Court and government counsel regarding hearing (1.0); confer with MTO Attorney and leave message for general counsel regarding same (.1); confer with counsel regarding timing of sentence-related proceedings (.1); confer with N. Axelrod regarding hearing (.2); prepare report to communications team (.2); review pleading and forward to communications team (.2); confer with L. Harding regarding hearing (.1); confer with in-house counsel regarding repair project and communications with government counsel (.2). |
| 6/11/2020 | Brian, Brad D. | 0.80 | 1,200.00 | Emails with client and counsel regarding grand jury transcripts and identification of PG&E employee name (.2); telephone call with counsel regarding same (.1); conference call with client and counsel regarding same (.4); review and revise Board update on upcoming hearing, emails with counsel regarding same (.1). |
| 6/11/2020 | Axelrod, Nick | 2.60 | 2,197.00 | Call with counsel regarding records disclosure (.4); call with counsel regarding records disclosure (.5); call with MTO Attorney and MTO Attorney regarding same (.8); calls with MTO Attorney and B. Kurowski regarding record excerpt project (.7); check docket and status of filings (.2). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/11/2020 | Dominguez, Raquel E. | 6.40 | 3,136.00 | Telephone conference with MTO attorney and outside counsel regarding name publication (1); telephone conference with MTO attorney regarding same (.8); telephone conference with MTO attorney and MTO team regarding same (.5); email MTO team regarding same (.3); telephone conference with MTO team regarding same (.1); analyze data for internal notifications (3.7). |
| 6/11/2020 | Demsky, Lisa J. | 0.20 | 212.00 | Draft board report. |
| 6/11/2020 | Doyen, Michael R. | 3.20 | 4,224.00 | Emails regarding employee security issues (.2); confer with in-house counsel regarding mediation, privilege issues and discovery (.6); confer with MTO Attorney regarding hearing and security issues (.1); confer with MTO Attorney regarding calls with counsel and employees (.2); confer with counsel regarding hearings and security issues (.4); confer with counsel regarding hearings and meetings with employees (.6); confer with N. Axelrod and MTO Attorney regarding reviewing and assembling evidence (.4); confer with in-house counsel and MTO Attorney regarding security issues (.5); confer with in-house counsel and client regarding repair project and regarding hearings (.2). |
| 6/11/2020 | Kurowski, Bowe | 1.90 | 864.50 | Research and analysis regarding redaction of native documents. |
| 6/12/2020 | Liu, Susan | 5.80 | 2,842.00 | Telephone conferences with team regarding transcript redactions (.6); review and redact transcripts (5.2). |
| 6/12/2020 | Brian, Brad D. | 1.00 | 1,500.00 | Review/analyze draft statement at hearing (.3); telephone calls with counsel regarding same and regarding hearing (.1); emails with client and counsel regarding same (.1); emails with client and government counsel regarding factual basis (.1); begin reviewing same (.1); telephone call and emails with counsel regarding same (.1); telephone call with general counsel regarding hearing (.1); telephone call with counsel regarding outreach to government counsel about transcripts and hearing (.1). |
| 6/12/2020 | Axelrod, Nick | 4.10 | 3,464.50 | Call with MTO Attorney and B. Kurowski regarding transcript excerpts (.3); call with MTO Attorney regarding same (.1); numerous emails with MTO Attorney and B. Kurowski call with corporate security and media team regarding upcoming hearing (1.0); call with L. Demsky regarding factual basis (.1); review and analyze government counsel's factual basis (1.9); calls with MTO Attorney regarding same (.5); emails with MTO Attorney regarding open items (.2). |
| 6/12/2020 | Harding, Lauren M. | 0.90 | 702.00 | Teleconference with MTO Attorney regarding transcript review (.2); review hearing memorandum (.7). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/12/2020 | Dominguez, Raquel E. | 9.10 | 4,459.00 | Analyze data for name publication communication to outside counsel (2.4); telephone conference with MTO attorney and MTO team regarding name publication communication to outside counsel (.5); telephone conference with MTO attorney regarding same (.9); telephone conference with MTO team regarding same (.7); telephone conference with MTO attorney regarding statement of factual basis (.3); analyze statement of factual basis (2.1); draft protocol for transcript redaction (1); email MTO attorneys and team regarding transcript redaction protocol (.8); telephone conference with MTO attorney regarding same (.4). |
| 6/12/2020 | Demsky, Lisa J. | 0.90 | 954.00 | Review Government's factual basis, analysis and emails regarding same (.8); send board report (.1). |
| 6/12/2020 | Doyen, Michael R. | 4.90 | 6,468.00 | Confer with MTO Attorney and N. Axelrod regarding hearing and review statement and emails regarding same (.5); conference with in-house counsel, security, communications and client regarding hearings next week (1.0); revise presentation for employees (.3); emails regarding revisions to hearing statement (.2); review government factual basis and prepare preliminary assessment regarding same and emails regarding same (2.3); confer with government counsel regarding hearing and orders (.1); confer with N. Axelrod and MTO Attorney regarding presentations for counsel and regarding factual basis (.5). |
| 6/12/2020 | Kurowski, Bowe | 5.30 | 2,411.50 | Confer with team regarding procedure for deposition packets, options, and requirements (.6); create initial set of deposition packets (4.7). |
| 6/12/2020 | Richardson, Cynthia R. | 1.80 | 711.00 | Cite check reply to protests to securitization application. |
| 6/12/2020 | Richardson, Cynthia R. | 0.40 | 158.00 | Update securitization issues list. |
| 6/12/2020 | Richardson, Cynthia R. | 0.40 | 158.00 | Provide instruction regarding applying redactions. |
| 6/13/2020 | Liu, Susan | 3.70 | 1,813.00 | Review and redact transcripts (3.4); telephone conferences with team regarding transcript redactions (.3). |
| 6/13/2020 | Brian, Brad D. | 0.30 | 450.00 | Review and edit summary of government's factual basis (.1); emails with counsel regarding same (.2). |
| 6/13/2020 | Axelrod, Nick | 5.20 | 4,394.00 | Draft summary of government's factual basis and revise same per comments from MTO Attorney and MTO Attorney. |
| 6/13/2020 | Harding, Lauren M. | 0.50 | 390.00 | Revise summary of hearing memo (.3); teleconference with MTO attorney regarding the same (.2). |
| 6/13/2020 | Dominguez, Raquel E. | 0.20 | 98.00 | Telephone conference with MTO attorney regarding transcript redactions (.1); email MTO team and MTO attorney regarding same (.1). |
| 6/13/2020 | Doko, Michael Y. | 5.60 | 2,408.00 | Review and analyze deposition transcripts to redact select information. |
| 6/13/2020 | Doyen, Michael R. | 1.30 | 1,716.00 | Revise summary of hearing report (.9); emails regarding same (.1); revise summary and circulate to legal and communications team (.3). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/13/2020 | Kurowski, Bowe | 2.50 | 1,137.50 | Finalize initial set of deposition packets for review and redaction. |
| 6/14/2020 | Liu, Susan | 3.10 | 1,519.00 | Review and redact transcripts. |
| 6/14/2020 | Brian, Brad D. | 2.80 | 4,200.00 | Revise lawyers' assignments for hearing, and emails with counsel regarding same (.1); review revisions to summary of factual basis (.1); emails with client and counsel regarding same (.1); review/analyze government's final report to court (.2); prepare list of key passages (1.7); telephone calls and emails with counsel and client regarding same (.5); emails with Court, government and counsel regarding motion regarding grand jury witnesses (.1). |
| 6/14/2020 | Axelrod, Nick | 3.80 | 3,211.00 | Draft motion regarding indictment footer (1.1); prepare list of key quotes from factual basis (1.0); assist with quality control review of materials for counsel (1.7). |
| 6/14/2020 | Dominguez, Raquel E. | 7.10 | 3,479.00 | Redact and check redaction of transcripts. |
| 6/14/2020 | Doko, Michael Y. | 4.60 | 1,978.00 | Review and analyze deposition transcripts to redact select information. |
| 6/14/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Emails regarding motion and order. |
| 6/14/2020 | Doyen, Michael R. | 1.20 | 1,584.00 | Review revised report regarding hearing and related proceedings and emails regarding same (.2); numerous emails regarding factual basis (.2); emails with Court, D.A. and team regarding indictment (.3); revise motion and related pleadings (.3); confer with N. Axelrod regarding same (.2). |
| 6/15/2020 | Liu, Susan | 6.70 | 3,283.00 | Review and redact transcripts. |
| 6/15/2020 | Brian, Brad D. | 1.90 | 2,850.00 | Emails with government regarding payment of fine (.1); review earlier emails with government counsel regarding same (.1); emails and telephone calls with counsel regarding same (.2); emails with Court and government counsel regarding agreement regarding sealing of indictment (.1); telephone calls with government counsel and counsel regarding same (.1); further emails and telephone call with counsel regarding same (.2); conference call with client and counsel regarding hearing logistics (.6); emails with client and counsel regarding same (.1); emails and telephone calls with counsel and client regarding order staying disclosure of transcripts and regarding next steps and strategy (.4). |
| 6/15/2020 | Axelrod, Nick | 4.00 | 3,380.00 | Prepare motion and coordinate filing (1.9); review order from DCA and calls and emails with client and MTO Attorney and MTO Attorney regarding same (.4); quality check redactions to records (.6); draft and revise proposed order, circulate changes to government counsel and Court (1.0); call with MTO Attorney regarding redaction project (.1). |
| 6/15/2020 | Doko, Michael Y. | 5.80 | 2,494.00 | Review and analyze deposition transcripts to redact select information. |
| 6/15/2020 | Dominguez, Raquel E. | 9.70 | 4,753.00 | Redact and check redaction of transcript (6.7); configure data for internal notification communications (3). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/15/2020 | Demsky, Lisa J. | 0.20 | 212.00 | Emails regarding co-counsel request (.1); emails regarding status and strategy (.1). |
| 6/15/2020 | Marshall, Lloyd | 0.60 | 339.00 | Edit and cite-check submission to the Court. |
| 6/15/2020 | Doyen, Michael R. | 3.20 | 4,224.00 | Revise employee briefing and emails regarding same (.9); analysis of prior correspondence and pleadings and confer with MTO Attorney and N. Axelrod regarding same and prepare memorandum for government counsel regarding same (1.0); review order and emails with counsel regarding same (.1); confer with in-house counsel, client and MTO Attorney to prepare for hearing (.4); emails and confer with N. Axelrod regarding draft order for Court and regarding communications with D.A. and Court (.4); confer with counsel regarding appellate proceedings (.1); confer with N. Axelrod regarding same (.1); confer with MTO Attorney and in-house counsel regarding same (.2). |
| 6/16/2020 | Brian, Brad D. | 5.20 | 7,800.00 | Prepare for hearing (1.0); attend hearing (3.4); conference call with client regarding Court of Appeal ruling and next steps (.4); emails with counsel regarding factual basis (.1); review and edit draft statement at hearing (.1); emails with client regarding same (.1); emails with counsel regarding upcoming victim impact statements and hearing (.1). |
| 6/16/2020 | Troff, Jason D. | 0.70 | 318.50 | Overview meeting with case team, counsel, and ESI service provider. |
| 6/16/2020 | Axelrod, Nick | 2.00 | 1,690.00 | Emails to team regarding hearing (.2); emails with MTO Attorneys regarding writ petition proceedings (.5); call with client regarding response strategy (.5); correspondence with AG's office regarding writ proceedings (.2); call with MTO Attorney regarding documents for client (.1); view livestream of proceeding (.5). |
| 6/16/2020 | Dominguez, Raquel E. | 7.10 | 3,479.00 | Redact and check redaction of transcripts (4.5); telephone conference with MTO attorney regarding public filing communication to PG&E counsel (.1); telephone conference with MTO librarian regarding same (.2); analyze documents regarding same (.5); draft email regarding same (.2); compile information regarding outside counsel for purposes of internal notifications (.8); compile files for communication to outside counsel (.8). |
| 6/16/2020 | Demsky, Lisa J. | 0.50 | 530.00 | Call into hearing (.3); emails and teleconference with MTO Attorney regarding same (.2). |
| 6/16/2020 | Harding, Lauren M. | 0.30 | 234.00 | Teleconference with MTO attorneys and review docket for writ filed with court of appeals regarding transcripts. |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/16/2020 | Doyen, Michael R. | 6.00 | 7,920.00 | Confer with court and counsel regarding hearings (.3); attend hearing on access to hearings (.5); prepare for and attend hearing (3.5); confer with in-house counsel and MTO Attorney regarding hearing and related proceedings (.4); emails and confer with counsel regarding appellate proceedings (.1); prepare report regarding same (.8); confer with in-house counsel and review revised report and emails regarding same (.2); confer with MTO Attorney and N. Axelrod regarding preparation for hearing (.2). |
| 6/16/2020 | Kurowski, Bowe | 0.20 | 91.00 | Update deposition Packet. |
| 6/17/2020 | Brian, Brad D. | 0.50 | 750.00 | Emails with Court and counsel regarding victim impact statements and hearing (.1); discussion with counsel regarding same (.1); review YouTube clips of selected victim statements to Court (.3). |
| 6/17/2020 | Axelrod, Nick | 9.00 | 7,605.00 | Attend hearings. |
| 6/17/2020 | Dominguez, Raquel E. | 1.00 | 490.00 | Draft email to outside counsel regarding transcripts and name publication (.8); analyze data regarding internal notifications (.2). |
| 6/17/2020 | Demsky, Lisa J. | 0.60 | 636.00 | Call in to hearing. |
| 6/17/2020 | Doyen, Michael R. | 8.90 | 11,748.00 | Confer with government counsel and Court regarding hearing and attend hearing regarding access to proceedings (.6); prepare for and attend hearing and victim impact statements (7.4); review proposed statement and confer with in-house counsel, communications team and client regarding same (.8); confer with MTO Attorney and N. Axelrod regarding remaining hearing (.1). |
| 6/18/2020 | Brian, Brad D. | 4.80 | 7,200.00 | Continue watching victims statements (.2); prepare for Camp proceeding (.5); attend same (3.1); discussions and telephone calls with counsel and client regarding same (.3); strategy call with client regarding response to Court order regarding government's final report (.6); follow-up telephone call with counsel regarding same (.1). |
| 6/18/2020 | Axelrod, Nick | 3.50 | 2,957.50 | Attend hearings. |
| 6/18/2020 | Dominguez, Raquel E. | 4.50 | 2,205.00 | Legal research regarding automatic stays (3); draft analysis of legal research regarding automatic stays (1); draft analysis of internal notification structure (.5). |
| 6/18/2020 | Demsky, Lisa J. | 1.00 | 1,060.00 | Call in to hearing (.4); teleconference with MTO Attorney regarding same and next steps (.3); emails, analysis, and edits regarding forecasts (.3). |
| 6/18/2020 | Doyen, Michael R. | 0.70 | 924.00 | Confer with in-house and external counsel regarding court order and preparation of response (.6); confer with MTO Attorney regarding same (.1). |
| 6/19/2020 | Brian, Brad D. | 0.60 | 900.00 | Re-review email from government counsel regarding final report (.1); follow-up emails with counsel regarding same (.1); multiple emails with counsel regarding disclosure of hearing (.1); revisions to same (.1); revise Board update on hearing (.1); emails with counsel regarding same (.1). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/19/2020 | Axelrod, Nick | 6.80 | 5,746.00 | Draft outline for response brief and response brief (4.2); call with MTO Attorney and MTO Attorney regarding same (1.1); follow up call with MTO Attorney regarding same (.1); calls with MTO Attorney regarding research project (.3); calls with L. Harding regarding review project for factual basis (.2); draft board update and emails with L. Demsky regarding same (.4); emails with H. Weissmann, MTO Attorney, and MTO Attorney regarding disclosure language (.3); emails with counsel regarding hearing (.1); emails with Cravath attorneys and client regarding same (.1). |
| 6/19/2020 | Dominguez, Raquel E. | 8.30 | 4,067.00 | Email MTO attorney regarding automatic stay legal research (.2); draft structure for grouping individuals for internal notifications (.2); telephone conference with MTO attorney regarding brief for writ review (1.4); legal research regarding same (5); draft analysis of legal research (1); analyze writ petition (.5). |
| 6/19/2020 | Harding, Lauren M. | 3.50 | 2,730.00 | Analyze final report (1.8); teleconferences with MTO attorneys regarding analysis of the same (1.7). |
| 6/19/2020 | Demsky, Lisa J. | 2.60 | 2,756.00 | Draft and edit weekly board update, emails regarding same (.3); emails regarding client request (.1); review Court order (.1); emails regarding strategy and next steps (.2); review portions of government report and notes regarding same (1.9). |
| 6/19/2020 | Doyen, Michael R. | 6.90 | 9,108.00 | Review and revise disclosure statement and emails and confer with MTO Attorney re same (.4); review factual basis and court order regarding same and emails regarding same (.2); analysis of factual basis and prepare for response to court order (1.5); emails regarding various report and disclosure issues (.1); confer with N. Axelrod and R. Dominquez regarding appellate brief and response to court order (1.4); review disclosures regarding hearing and emails regarding same (.2); prepare response to court order (2.6); confer with L. Harding regarding review in response to court order (.2); confer with N. Axelrod regarding appellate brief and regarding review in response to court order (.2); emails with MTO Attorney, et al., regarding response to court order (.1). |
| 6/20/2020 | Brian, Brad D. | 1.20 | 1,800.00 | Read/analyze government's final report for response to court order. |
| 6/20/2020 | Axelrod, Nick | 5.10 | 4,309.50 | Draft response brief in Court of Appeal writ proceeding (4.5); review and analyze legal research regarding same (.6). |
| 6/20/2020 | Dominguez, Raquel E. | 9.10 | 4,459.00 | Legal research regarding scope of writ review (8.1); review and edit brief for writ petition (1). |
| 6/20/2020 | Demsky, Lisa J. | 2.60 | 2,756.00 | Review and analyze factual basis, notes regarding same (2.4); review emails regarding same (.2). |
| 6/20/2020 | Doyen, Michael R. | 5.00 | 6,600.00 | Review research and email with MTO Attorney regarding same (.1); prepare response to court order (1.6); prepare response to court order and email to team regarding same (3.3). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/21/2020 | Brian, Brad D. | 2.00 | 3,000.00 | Analyze annotations to government's final report for purpose of responding to court order (.8); emails and conference call with counsel regarding same (.1); review and edit further revised annotated versions (1.0); emails with counsel regarding same (.1). |
| 6/21/2020 | Axelrod, Nick | 3.20 | 2,704.00 | Draft response brief in Court of Appeal writ proceeding. |
| 6/21/2020 | Dominguez, Raquel E. | 2.40 | 1,176.00 | Legal research regarding scope of writ review. |
| 6/21/2020 | Harding, Lauren M. | 3.70 | 2,886.00 | Analysis of factual basis report (2.4); teleconference with team regarding response to factual basis report (.9); analysis of and edits to court of appeals brief regarding transcripts (.4). |
| 6/21/2020 | Demsky, Lisa J. | 3.70 | 3,922.00 | Review factual basis report (2.9); participate in teleconference with MTO Attorneys (.8). |
| 6/21/2020 | Doyen, Michael R. | 2.60 | 3,432.00 | Confer with MTO Attorney, L. Demsky, et al., regarding draft response to court order and review same (.6); revise draft response to court order (1.3); revise draft response to court order and emails regarding same (.7). |
| 6/22/2020 | Brian, Brad D. | 2.50 | 3,750.00 | Telephone call with counsel regarding annotated version of government's final report (.1); analyze CA Supreme Court case (.5); emails with client regarding same and regarding legal research (.2); multiple follow-up emails and telephone calls with counsel regarding same (.4); conference call with client and counsel regarding legal research arising from government's final report (.5); conference call with client and counsel regarding response to court order on government's final report (.8). |
| 6/22/2020 | Axelrod, Nick | 7.90 | 6,675.50 | Call with MTO Attorney et al. regarding legal research issue (.2); call with MTO Attorney regarding talking points for senior executive meeting (1.8); call with L. Harding regarding talking points (.3); draft talking points (2.2); revise brief (1.0); call with MTO Attorney regarding filing (.1); call with J. Lawrence regarding insurance issue (.4); review and analyze response to factual basis (.5); emails regarding stipulation to factual basis (.2); emails with L. Harding regarding response to factual basis regarding company program (.4); draft talking points for MTO Attorney (.7); call with L. Harding regarding talking points (.1). |
| 6/22/2020 | Demsky, Lisa J. | 3.70 | 3,922.00 | Review document and annotations (1.7); teleconference with MTO Attorney (.1); emails, notes, and analysis regarding legal research and client advice (1.5); teleconference with MTO Attorneys (.2); review and analyze documents (.2). |
| 6/22/2020 | Dominguez, Raquel E. | 1.30 | 637.00 | Telephone conference with MTO attorney regarding statement of factual basis responses (.4); email MTO attorney regarding same (.6); telephone conference with MTO attorney regarding filing in writ proceedings (.1); telephone conference with MTO team regarding same (.2). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/22/2020 | Doyen, Michael R. | 7.20 | 9,504.00 | Emails regarding court order and draft response (.1); prepare response to court order (.6); confer with MTO Attorney regarding same (.1); prepare response to court order (1.5); circulate same to team (.1); prepare response to client (.4); email with MTO Attorney and team regarding same (.1); confer with in-house counsel and counsel regarding response to court order (.8); confer with MTO Attorneys regarding response to factual basis (.2); prepare response to client inquiry (3.2); confer with MTO Attorney regarding same (1). |
| 6/22/2020 | Marshall, Lloyd | 2.00 | 1,130.00 | Calls and emails regarding obtaining transcripts of hearings (.9); calls and emails with MTO attorneys regarding case management and strategy (.5); analyze transcripts of grand jury testimony (.6). |
| 6/23/2020 | Troff, Jason D. | 0.20 | 91.00 | Overview meeting with case team, counsel, and ESI service provider. |
| 6/23/2020 | Brian, Brad D. | 2.60 | 3,900.00 | Emails with counsel regarding outline for client on government's final report (.1); review materials for same (.3); analyze and revise outline (1.2); further emails with counsel regarding same (.1); continuing working on revisions to same (.5); emails with client regarding same (.1); analyze and edit draft appellate brief regarding grand jury transcripts (.2); emails with counsel regarding same (.1). |
| 6/23/2020 | Axelrod, Nick | 8.10 | 6,844.50 | Call with MTO Attorney et al. regarding talking points for senior officers (.5); draft talking points for senior officer meeting (4.0); calls with L. Harding and J. Lawrence regarding same (.8); calls with MTO Attorney regarding same (1.0); revise brief (.7); email to K. Stephens regarding victim impact statements (.5); numerous emails to team to coordinate filing, exhibits, and sealing (.6). |
| 6/23/2020 | Harding, Lauren M. | 5.60 | 4,368.00 | Draft outline regarding legal standards for California statutory provisions; team meeting regarding the same; legal research regarding California statutory provision. |
| 6/23/2020 | Demsky, Lisa J. | 3.10 | 3,286.00 | Review draft of talking points (.8); review comments, edits, and revisions to same (.7); emails regarding same and analysis of legal issues (.8); teleconference with MTO Attorneys regarding strategy and client advice (.5); review draft email to government (.1); teleconference with MTO Attorney (.1); emails regarding action items (.1). |
| 6/23/2020 | Dominguez, Raquel E. | 9.60 | 4,704.00 | Email MTO team regarding Court filings (.1); email MTO attorney regarding same (.4); email MTO attorney regarding response filing procedure for writ proceeding (.2); telephone conference with MTO attorney regarding same (.3); telephone conference with MTO team regarding same (.3); prepare exhibits for response (6.3); draft index for response exhibits (2). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|---------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/23/2020 | Doyen, Michael R. | 6.00 | 7,920.00 | Revise appellate brief and emails to N. Axelrod regarding same (1.6); emails with team regarding appellate brief and regarding Camp proceedings (.2); revise talking points for meeting with executives (1.1); confer with team regarding research and talking points for meeting with executives and emails regarding to-do's (.7); emails and circulate draft appellate brief (.2); revise talking points for meeting with executives and confer and emails with N. Axelrod, J. Lawrence and MTO Attorney regarding same (2.2). |
| 6/23/2020 | Marshall, Lloyd | 0.40 | 226.00 | Calls and emails regarding obtaining materials from the Court record (.4). |
| 6/24/2020 | Brian, Brad D. | 4.10 | 6,150.00 | Review materials for call with client and counsel regarding implications of government's final report to court (.5); participate in same (.5); review client's revisions to outline (.2); conference call with client and counsel regarding same (.1); revise outline for call with client (.2); further emails and telephone calls with counsel and clients (.1); continue working on same (.1); analyze draft response to court order on government's final report (.2); telephone call with counsel regarding same (.1); emails with counsel on same (.1); prepare for conference call with client and counsel regarding response to government's final report (.6); participate in same (.9); follow-up call with counsel regarding same (.1); participate in conference call with client and counsel regarding draft response to court order (.4). |
| 6/24/2020 | Axelrod, Nick | 6.20 | 5,239.00 | Emails to coordinate sealing, filing, and exhibits (.5); draft declaration and application (1.8); draft proposed stipulation and emails with government counsel and Court regarding same (1.3); prepare redactions (.4); revise brief per client comments (1.2); review Alsup response draft (.2); calls with MTO Attorney regarding Alsup draft, brief and stipulation with government (.8). |
| 6/24/2020 | Troff, Jason D. | 0.20 | 91.00 | Project planning discussion with case team, client, counsel, and ESI service provider. |
| 6/24/2020 | McCreadie, Megan L. | 2.50 | 1,662.50 | Review and edit memorandum on document disposition procedure prepared by Cravath. |
| 6/24/2020 | Demsky, Lisa J. | 1.20 | 1,272.00 | Email with government (.1); review pleading and email regarding same (.1); emails regarding brief (.1); review analysis and analyze legal issues, emails re same (.5); review material regarding appellate filings (.4). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/24/2020 | Dominguez, Raquel E. | 11.80 | 5,782.00 | Prepare exhibits for writ proceeding (2.4); legal research regarding filing under seal (3); email MTO attorney regarding legal research for same (.3); research deadline for filing in California appellate court (.2); email MTO attorney regarding response filing procedure for writ proceeding (.2); email MTO team regarding same (.2); telephone conference with MTO attorney regarding same (.8); telephone conference with MTO team regarding same (.5); review and edit response and application to seal (2.2); draft proof of service (1); draft index of exhibits (1). |
| 6/24/2020 | Doyen, Michael R. | 9.60 | 12,672.00 | Confer with inside counsel and MTO Attorney regarding standards and responses (.7); revise talking points for meeting with executives (1.0); confer with MTO Attorney regarding same (.1); review and propose revisions for response to court order (.6); revise talking points for meeting with executives (.2); emails with counsel regarding response to court order (.2); review draft response and emails with counsel regarding same (.3); further revisions to talking points (.1); further proposed revisions to response to court order and emails regarding same (.8); review proposal for government (.1); email to in-house counsel regarding appellate brief (.1); review draft response to court order and confer with MTO Attorney regarding same (3.); confer with N. Axelrod regarding appellate briefs (.1); emails regarding review of appellate brief (.2); review and revise declaration for appellate briefing and emails regarding same (.2); confer with inside counsel and clients regarding standards and to-do's (1.2); confer with inside and outside counsel regarding response to court order (.4); confer with MTO Attorney regarding response regarding risk review (.1); confer with N. Axelrod regarding appellate briefing (.1); review stipulation regarding record and emails regarding same (.1). |
| 6/24/2020 | Marshall, Lloyd | 1.80 | 1,017.00 | Research procedural issue. |
| 6/25/2020 | Brian, Brad D. | 0.20 | 300.00 | Analyze revisions to appellate brief (.1); emails with counsel regarding same (.1). |
| 6/25/2020 | Axelrod, Nick | 9.60 | 8,112.00 | Revise and finalize brief for filing and manage filing process (9.3); revise and finalize stipulation for Court (.3). |
| 6/25/2020 | Demsky, Lisa J. | 0.90 | 954.00 | Review appellate briefings, emails regarding same (.8); draft weekly update (.1). |
| 6/25/2020 | Dominguez, Raquel E. | 10.80 | 5,292.00 | Edit exhibit index (.2); telephone conference with MTO attorney regarding edits to response (.5); telephone conference with MT3.90 attorney regarding response filing for writ proceeding (1.2); telephone conference with MTO team regarding same (.9); email MTO team regarding same (.7); draft protocol regarding documents to be filed (.8); review and edit response (3.9); edit exhibits (1.5); review and edit application to seal (.4); prepare filing (.7). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|-----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/25/2020 | Doyen, Michael R. | 1.60 | 2,112.00 | Revise appellate brief and emails regarding same (.3); confer with N. Axelrod and MTO Attorney regarding brief (.2); confer with N. Axelrod regarding stipulation and service (.1); research regarding PSPS and emails regarding same (.3); emails and confer with N. Axelrod and MTO Attorney regarding appellate filing (.7). |
| 6/25/2020 | Marshall, Lloyd | 0.40 | 226.00 | Edit and cite-check submission to the Court. |
| 6/26/2020 | McKiernan, Terence M. | 2.60 | 1,274.00 | Assist L. Harding and N. Axelrod with request for identification of documents from the People's Statement of Factual Basis. |
| 6/26/2020 | Liu, Susan | 3.60 | 1,764.00 | Research and analyze documents for fact development. |
| 6/26/2020 | Brian, Brad D. | 1.10 | 1,650.00 | Analyze comments on proposed responses to order on government's report (.2); telephone call with counsel regarding same (.1); participate in conference call with client and counsel regarding same (.4); analyze draft statement regarding legal briefs (.1); emails regarding Board update on Butte County case (.1); analyze short version of introductory statement (.1); emails and telephone call with counsel regarding same (.1). |
| 6/26/2020 | Axelrod, Nick | 6.90 | 5,830.50 | Revise and finalize corrected proof of service for filing and manage filing process (2.6); call with counsel regarding writ application (.5); call with MTO Attorney regarding same (.1); call with client regarding same (.4); emails and call with L. Harding regarding document search (.2); redact client bill for privilege (2.0); review and revise disposition memorandum (.8); call with co-counsel regarding same (.2); call with M. McCreddie regarding same (.1). |
| 6/26/2020 | Harding, Lauren M. | 0.20 | 156.00 | Attend to emails regarding amendments. |
| 6/26/2020 | Harding, Lauren M. | 0.80 | 624.00 | Emails to Cravath attorney regarding response to Judge Alsup filing regarding factual statement for Camp hearing (0.4); draft search terms for record search for the same (0.2); call with staff attorney regarding record review for the same (0.2). |
| 6/26/2020 | Troff, Jason D. | 0.60 | 273.00 | Assist case team with analysis of produced documents. |
| 6/26/2020 | Demsky, Lisa J. | 0.20 | 212.00 | Emails regarding settlement and deadlines regarding same. |
| 6/26/2020 | Demsky, Lisa J. | 1.00 | 1,060.00 | Teleconference with MTO Attorney regarding action items and follow up (.4); emails regarding request from counsel (.2); draft, edit and send board report (.2); emails regarding appellate filings and strategy regarding same (.2). |
| 6/26/2020 | McCreddie, Megan L. | 0.10 | 66.50 | Call with MTO attorney regarding memorandum on document disposition process. |
| 6/26/2020 | Dominguez, Raquel E. | 5.10 | 2,499.00 | Telephone conference with MTO team regarding writ petition response filing (.6); email MTO attorney regarding same (1.4); telephone conference with MTO team and Court clerk regarding same (.1); legal research for clarification to writ petition response proof of service (.3); draft clarification to writ petition response proof of service (1.8); finalize for filing same (.4); file same (.5). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|--------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/26/2020 | Doyen, Michael R. | 6.30 | 8,316.00 | Numerous emails regarding appellate filings (.6); confer with L. Harding regarding response to court order (.1); confer with N. Axelrod regarding appellate applications and motions (.2); email with communications team regarding press inquiry and research regarding same (.4); research regarding payment of fines and message for court clerk regarding same and confer with N. Axelrod regarding same (.5); emails with Cravath and in-house counsel regarding response to court order (.2); review introduction for response to court order and emails with MTO Attorney regarding same (.3); review and revise response to court order (.3); confer with MTO Attorney regarding response to court order (.1); revise response to court order and circulate same with cover note (1.0); confer with N. Axelrod and in-house counsel regarding appellate proceedings (.2); confer with in-house counsel and outside counsel regarding response to court order (.7); confer with N. Axelrod regarding appellate proceedings (.2); emails regarding press inquiry (.1); revise response to court order and email to MTO Attorney regarding same (.8); confer with MTO Attorney regarding response to court order (.1); revise response to court order and circulate same and emails regarding same (.5). |
| 6/27/2020 | Brian, Brad D. | 1.70 | 2,550.00 | Analyze and revise response to Court order (0.4); conference call with clients and counsel regarding same (1.1); follow-up emails with counsel regarding same (0.2). |
| 6/27/2020 | Axelrod, Nick | 0.10 | 84.50 | Emails with MTO Attorney regarding Alsup response. |
| 6/27/2020 | Harding, Lauren M. | 0.20 | 156.00 | Emails to Cravath attorney regarding response to Judge Alsup filing concerning factual statement for Camp hearing. |
| 6/27/2020 | Demsky, Lisa J. | 0.70 | 742.00 | Review draft 10-Q for factual statements. |
| 6/27/2020 | Doyen, Michael R. | 3.00 | 3,960.00 | Review and revise response to court order (1.3); confer with in-house and outside counsel regarding response to court order (1.1); revise response to court order and circulate same (.3); emails with counsel regarding response to court order and confer with MTO Attorney regarding same (.2); emails with communication team regarding same (.1). |
| 6/28/2020 | Brian, Brad D. | 0.70 | 1,050.00 | Analyze further revisions to draft response to court order on government's report (.2); emails and telephone calls with counsel regarding same (.2); review further revisions to same (.3). |
| 6/28/2020 | Axelrod, Nick | 1.00 | 845.00 | Emails with MTO Attorney and Cravath regarding Alsup response (.2); call with counsel regarding writ proceeding (.5); review filing in writ proceeding (.2); emails with L. Marshall regarding order (.1). |
| 6/28/2020 | Harding, Lauren M. | 0.30 | 234.00 | Review business filing of Company. |
| 6/28/2020 | Doyen, Michael R. | 3.20 | 4,224.00 | Review and revise draft response to court order (2.1); review and revise draft response and emails and confer with MTO Attorney regarding same (1.1). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|----------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/28/2020 | Demsky, Lisa J. | 0.40 | 424.00 | Review portions of 10-Q (.3); review appellate filing (.1). |
| 6/29/2020 | Brian, Brad D. | 2.20 | 3,300.00 | Read and analyze revised response to order on government's report and clients' comments (1.0); participate in call with client and counsel regarding same (.5); follow-up calls with counsel (.2); further analysis of same (.5). |
| 6/29/2020 | Axelrod, Nick | 1.40 | 1,183.00 | Emails and call with MTO Attorney regarding Alsup response (1.3); emails with L. Harding regarding securities filing (.1). |
| 6/29/2020 | Harding, Lauren M. | 0.40 | 312.00 | Revise business filing and attend to emails regarding the same (.3); call with MTO attorney regarding Camp hearing funds (.1). |
| 6/29/2020 | Dominguez, Raquel E. | 0.10 | 49.00 | Review emergency filing by writ petitioner. |
| 6/29/2020 | Doyen, Michael R. | 8.10 | 10,692.00 | Review appellate brief and emails regarding same (.1); review response to court order and emails regarding revisions regarding same (1.4); emails with N. Axelrod and review evidence regarding response to court order and emails with counsel regarding same (.4); emails regarding revisions to response to court order (.2); confer with in-house counsel and outside counsel regarding response to court order (.9); review response to court order (.5); confer with in-house counsel regarding communications with government (.1); confer with counsel regarding Camp hearing and related litigation (.5); revise response to court order and emails and confer with MTO Attorney regarding same (.6); revise first half of response to court order and emails with counsel regarding same (2.1); revise second half of response to court order and emails with counsel regarding same (1.2); emails and calls regarding payment instructions (.1). |
| 6/29/2020 | Kurowski, Bowe | 1.10 | 500.50 | Download hearing transcripts. |
| 6/29/2020 | Demsky, Lisa J. | 0.90 | 954.00 | Review draft 10Q, emails regarding same (.7); email with co-counsel (.1); emails regarding logistics of Camp hearing (.1). |
| 6/29/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Email regarding settlement. . |
| 6/29/2020 | Marshall, Lloyd | 0.60 | 339.00 | Calls and emails with court personnel regarding obtaining transcripts of the Camp hearing (.6). |
| 6/30/2020 | Brian, Brad D. | 0.80 | 1,200.00 | Emails with counsel regarding response to court order on government's report (.1), email and telephone call with government counsel regarding same (.1); analyze revised draft response to court order (.1); participate in part of conference call with clients and counsel regarding same (.2); follow-up telephone call with counsel regarding same and revisions to court order (.1); emails with client and counsel regarding records review (.1); emails with client and counsel regarding presentation of response (.1). |
| 6/30/2020 | Axelrod, Nick | 0.80 | 676.00 | Draft responses to press questions (.6); emails regarding same with MTO Attorney and MTO Attorney (.1); emails with L. Marshall regarding communications with Clerk's office (.1). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|--------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/30/2020 | Troff, Jason D. | 0.40 | 182.00 | Overview meeting with case team, counsel, and ESI service provider. |
| 6/30/2020 | Doyen, Michael R. | 6.90 | 9,108.00 | Emails with MTO Attorney regarding communications with government (.1); emails with in-house counsel regarding escrow (.1); review and revise response to court order and emails re same (2.4); review alternative revisions to response and emails re same (.3); confer with in-house counsel and outside counsel regarding response to court order (.9); revise response to court order and email with MTO Attorney regarding same (.4); emails regarding press inquiry (.1); emails regarding response to court order and circulate draft regarding same (.3); emails regarding response and circulate same to counsel for review (.4); emails regarding press inquiry (.1); review and revise response and emails to counsel regarding same (1.0); revise and circulate response to order (.1); emails with client and in-house counsel regarding PSPS program (.1); review revised response to court order and emails regarding same (.6). |
| 6/30/2020 | Kurowski, Bowe | 0.40 | 182.00 | Download and save files from client. |
| 6/30/2020 | Marshall, Lloyd | 0.40 | 226.00 | Calls and emails with court personnel regarding obtaining material from the sealed record. |
| 6/30/2020 | Demsky, Lisa J. | 0.40 | 424.00 | Review drafts of 10-Q for factual matter. |
| 7/1/2020 | Axelrod, Nick | 0.50 | 422.50 | Call with MTO Attorney regarding case status (.3); review order and emails regarding same (.2). |
| 7/1/2020 | Harding, Lauren M. | 0.70 | 546.00 | Attend to emails regarding the settlement (.5); teleconference with MTO attorney regarding the same (.2). |
| 7/1/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Email to co-counsel regarding request. |
| 7/1/2020 | Demsky, Lisa J. | 0.30 | 318.00 | Emails regarding settlement and amendment (.1); review amendment (.2). |
| 7/1/2020 | Brian, Brad D. | 0.60 | 900.00 | Conference call with client and counsel regarding government's report (.3); analyze revised portions of response to Order (.2); telephone call with counsel regarding same (.1). |
| 7/1/2020 | Brian, Brad D. | 0.20 | 300.00 | Emails with client and counsel regarding my telephone call with government counsel regarding further amendment to settlement and regarding follow-up with government counsel regarding same. |
| 7/1/2020 | Marshall, Lloyd | 0.50 | 282.50 | Emails with Court personnel re obtaining transcripts of PG&E hearings. |
| 7/1/2020 | Doyen, Michael R. | 3.60 | 4,752.00 | Confer with client and in-house counsel regarding government inquiry concerning report (.3); review revisions to response to court order and confer with MTO Attorney regarding response to Court order (.4); prepare presentations for meeting with government regarding Camp report (1.7); review order from appellate court and email regarding same and confer with N. Axelrod regarding same (.2); prepare presentation for meeting with government (.8); prepare presentation for government (.2). |

| Task Code 21: Non-Bankruptcy Litigation / Wildfire (Criminal) | | | | |
|---|------------------------|--------|------------|-----------|
| Date | Name | Hours | Amount | Narrative |
| | Task Code 21 Subtotal: | 548.70 | 488,819.50 | |

| Task Code 22: Non-Working Travel | | | | |
|----------------------------------|-------------------------------|--------------|------------------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/3/2020 | Marshall, Lloyd | 2.00 | 1,130.00 | Car travel to and from Oroville courthouse (because of COVID-19). (One-half of time billed after first 1.5 hours.) |
| 6/15/2020 | Brian, Brad D. | 3.00 | 4,500.00 | Car travel from Los Angeles to Chico for hearing (because of COVID-19). (One-half of time billed after first 1.5 hours.) |
| 6/15/2020 | Doyen, Michael R. | 2.30 | 3,036.00 | Car travel from Los Angeles to rive to Chico for sentencing hearing (because of COVID-19). (only Oone-half of time billed after first 1.5 hours.travel time billed). |
| 6/16/2020 | Axelrod, Nick | 0.80 | 676.00 | Car travel from San Francisco to Chico (because of COVID-19). (One-half of time billed after first 1.5 hours.) |
| 6/18/2020 | Brian, Brad D. | 2.90 | 4,350.00 | Car travel from Chico to Los Angeles (because of COVID-19). (One-half of time billed after first 1.5 hours.) |
| 6/18/2020 | Axelrod, Nick | 0.80 | 676.00 | Car travel from Chico to San Francisco (because of COVID-19). (One-half of time billed after first 1.5 hours.) |
| 6/18/2020 | Doyen, Michael R. | 2.50 | 3,300.00 | Car travel after hearing from Chico to Los Angeles (because of COVID-19). (One-half of time billed after first 1.5 hours.) |
| | Task Code 22 Subtotal: | 14.30 | 17,668.00 | |

| Task Code 23: Purchase Power Agreements (including Adversary Proceedings) | | | | |
|---|-----------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/1/2020 | Kriebs, Kelly LC | 2.20 | 2,530.00 | Call with K. Charipar regarding legal obligations arising under SOC (0.3); review and respond to J. Wu analysis regarding legally binding obligations under SOC (0.4); review SOC in connection with same (0.2); review update to management decision issues chart (0.2) and IOU revisions to SOC (1.1). |
| 6/1/2020 | Goldenberg, Elaine J. | 0.10 | 106.00 | Communicate with D. Verrilli regarding appeal and bankruptcy status. |
| 6/2/2020 | Kriebs, Kelly LC | 8.70 | 10,005.00 | Review IOU comments to SOC (3.9) and revise same (4.2); call with S Ou regarding draft SOC and additional PG&E comments (0.1); review additional comments (0.3) and follow up with A Gurova regarding same (0.2). |
| 6/2/2020 | Goldenberg, Elaine J. | 0.20 | 212.00 | Review Ninth Circuit briefing order and communicate with T. Smith regarding same. |
| 6/3/2020 | Kriebs, Kelly LC | 4.60 | 5,290.00 | Revise SOC (2.9); prepare and review redline (0.7); further revise SOC (0.4); prepare distribution email and send it with document to working group (0.2); prepare feedback summary (0.3); email correspondence with S Ou regarding next steps (0.1). |
| 6/4/2020 | Kriebs, Kelly LC | 4.90 | 5,635.00 | Prepare feedback summary (1.6); review draft SOC in connection with same (0.4); review SCE form contract price attachment (0.2); working group call to discuss draft SOC and next steps (2.2); prepare for call (0.2); review PG&E call summary (0.2); review email discussion regarding SDG&E's participation in SOC drafting process (0.1). |
| 6/5/2020 | Gants, Brendan | 0.30 | 246.00 | Confer internally regarding required filing. |
| 6/5/2020 | Kriebs, Kelly LC | 0.60 | 690.00 | Review email exchanges regarding review of SOC and further changes thereto (0.4); correspondence with PG&E and SCE regarding draft with IOU's combined comments (0.1); review SEC's summary of open items (0.1). |
| 6/6/2020 | Kriebs, Kelly LC | 2.30 | 2,645.00 | Review comments and revisions to (1.4) and revise draft SOC (0.9). |
| 6/7/2020 | Kriebs, Kelly LC | 7.90 | 9,085.00 | Review combined IOU mark-up of SOC (1.6); revise same (6.3). |
| 6/8/2020 | Kriebs, Kelly LC | 2.40 | 2,760.00 | Finalize SOC feedback chart (0.3); prepare SOC redlines and distribute with chart to IOUs (0.2); upload SOC and chart to SharePoint site (0.3); review J. Henderson and C. Needham edits to SOC and remark on same (0.3); emails to schedule working session to discuss SOC (0.2); participate in part of working session (0.5); follow up call with S. Ou (0.3); discuss redlines and sharing draft SOC with SDG&E with S. Ou (0.2); distribute SOC to SDG&E and update PG&E regarding same (0.1). |
| 6/8/2020 | Gants, Brendan | 0.20 | 164.00 | Confer internally regarding case status and strategy. |
| 6/9/2020 | Verrilli, Donald B. | 0.70 | 1,050.00 | Conferred with E. Goldenberg regarding mootness issues to prepare for client call (.3); participate in client call to discuss mootness issues, strategy (.4). |
| 6/9/2020 | Goldenberg, Elaine J. | 4.80 | 5,088.00 | Research mootness and vacatur issues (3.4); discuss same with B. Gants and G. Saarman Gonzalez (.6); discuss same with D. Verrilli (.3); discuss same with T. Smith and D. Verrilli (.5). |

| Task Code 23: Purchase Power Agreements (including Adversary Proceedings) | | | | |
|---|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/9/2020 | Gants, Brendan | 2.00 | 1,640.00 | Conference with E. Goldenberg and G. Saarman Gonzalez regarding case strategy and legal research (.6); research legal issues regarding appeal (1.4). |
| 6/9/2020 | Saarman Gonzalez, Giovanni S. | 0.70 | 507.50 | Teleconference with Ms. Goldenberg and Mr. Gants regarding mootness. |
| 6/10/2020 | Kriebs, Kelly LC | 0.70 | 805.00 | Discuss SOC terms with C. Needham, C. Diep and J. Henderson (0.3); review SOC terms in connection with same (0.2); emails with SDG&E regarding its review of the form SOC (0.1); update PG&E regarding same (0.1). |
| 6/10/2020 | Goldenberg, Elaine J. | 0.20 | 212.00 | Review information from G. Saarman Gonzalez regarding bankruptcy case status. |
| 6/10/2020 | Gants, Brendan | 0.10 | 82.00 | Review internal correspondence regarding case status and strategy. |
| 6/11/2020 | Kriebs, Kelly LC | 7.80 | 8,970.00 | Review lists of open SOC issues from SCE and PG&E (0.2); review comments from SDG&E (0.2); communicate with SCE and PG&E regarding same (0.2); working session with IOUs to discuss open SOC issues (1.3); review SCE and PG&E comments (2.6); call with S. Ou and C. Diep (0.5) to discuss SOC revisions; revise SOC (2.8). |
| 6/12/2020 | Weissmann, Henry | 0.20 | 280.00 | Conference regarding status of appeal |
| 6/12/2020 | Kriebs, Kelly LC | 4.30 | 4,945.00 | Review comments to and revise SOC; email discussions with IOUs regarding further revisions to SOC; review PG&E revisions; discuss same with S Ou (0.3); discuss with MTO team preparation of final redline; review SCE proposed revisions (0.1); discuss finalizing SOC with IOUs; prepare draft and redline to share with SDG&E; distribute same; emails with SDG&E regarding updated draft SOC. |
| 6/12/2020 | Goldenberg, Elaine J. | 0.20 | 212.00 | Discuss status of appeals with H. Weissmann. |
| 6/13/2020 | Kriebs, Kelly LC | 0.80 | 920.00 | Emails with IOUs regarding final comments to SOC (0.3); review such comments (0.5). |
| 6/14/2020 | Kriebs, Kelly LC | 5.10 | 5,865.00 | Emails finalizing SOC; revise SOC; prepare IOU-specific SOCs; prepare redlines and review; share initial redlines with SCE and PG&E; discuss same; finalize and distribute final documents with SCE and PG&E; prepare redlines for SDG&E and review (0.2); send same to SDG&E (0.1). |
| 6/15/2020 | Kriebs, Kelly LC | 0.10 | 115.00 | Review SDG&E feedback on SOC and update SCE and PG&E regarding same (0.1). |
| 6/15/2020 | Goldenberg, Elaine J. | 0.10 | 106.00 | Communicate with counsel for FERC regarding setting up a call to discuss developments in bankruptcy court and case status. |
| 6/16/2020 | Kriebs, Kelly LC | 0.20 | 230.00 | Check in with IOUs regarding CPUC filings; update MTO team regarding same. |
| 6/17/2020 | Verrilli, Donald B. | 0.20 | 300.00 | Participate in call with FERC counsel regarding possible mootness issues. |
| 6/17/2020 | Goldenberg, Elaine J. | 0.80 | 848.00 | Discuss vacatur of underlying orders with counsel for FERC (.3); discuss vacatur of underlying orders with counsel for intervenors (.3); communicate with T. Smith regarding conversations with opposing counsel (.2). |
| 6/17/2020 | Gants, Brendan | 0.40 | 328.00 | Confer internally regarding filing. |
| 6/18/2020 | Goldenberg, Elaine J. | 0.20 | 212.00 | Review bankruptcy court decision on confirmation transmitted by T. Smith. |
| 6/18/2020 | Gants, Brendan | 0.10 | 82.00 | Confer internally regarding filing. |

| Task Code 23: Purchase Power Agreements (including Adversary Proceedings) | | | | |
|---|-------------------------------|-------|------------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/23/2020 | Goldenberg, Elaine J. | 0.20 | 212.00 | Review communication from counsel for FERC regarding position on vacatur (.1); communicate with T. Smith regarding FERC counsel's position (.1). |
| 6/24/2020 | Yohalem, Mark R. | 0.90 | 891.00 | Review and revise Cravath's draft status update for Court; correspondence with Mr. Rowley and Cravath regarding same; review revised version of same. |
| 6/24/2020 | Verrilli, Donald B. | 2.30 | 3,450.00 | Confer with E. Goldenberg regarding mootness issues (0.3); review key cases, materials regarding vacatur of agency decisions for mootness reasons (2.0). |
| 6/24/2020 | Gants, Brendan | 1.70 | 1,394.00 | Review recent relevant FERC decision (.4); confer internally regarding same (.2); review court order regarding supplemental briefing (.1); review correspondence with Committee counsel regarding same (.1); conference with E. Goldenberg and G. Saarman Gonzalez regarding same (.6); conference with G. Saarman Gonzalez regarding same (.2); further confer internally regarding same (.1). |
| 6/24/2020 | Saarman Gonzalez, Giovanni S. | 0.80 | 580.00 | Confer with Ms. Goldenberg and Mr. Gants regarding brief (0.6); confer with Mr. Gants regarding same (0.2). |
| 6/24/2020 | Goldenberg, Elaine J. | 0.90 | 954.00 | Discuss response to Ninth Circuit's briefing order with G. Saarman Gonzalez and B. Gants (.5); communicate with counsel for creditors' committee regarding same (.1); review Ninth Circuit's sua sponte briefing order and communicate with T. Smith regarding same (.3). |
| 6/25/2020 | Goldenberg, Elaine J. | 0.10 | 106.00 | Communicate with counsel for intervenors regarding mootness/vacatur issues. |
| 6/26/2020 | Gants, Brendan | 0.80 | 656.00 | Conference with Committee counsel regarding court order (.2); confer internally regarding same (.4); review materials regarding potential mootness issue (.1); review correspondence with co-counsel regarding same (.1). |
| 6/26/2020 | Saarman Gonzalez, Giovanni S. | 0.60 | 435.00 | Review confirmation order and plan (0.2); email correspondence with Ms. Goldenberg and Mr. Gantz regarding same (0.2); email correspondence with Ms. Liou regarding same (0.2). |
| 6/26/2020 | Goldenberg, Elaine J. | 0.50 | 530.00 | Discuss intervenors' position on vacatur with J. Marcus (.2); discuss with E. Dexter position of Official Committee of Unsecured Creditors on mootness and vacatur (.2); communicate with B. Gants re mootness issue (.1). |
| 6/28/2020 | Gants, Brendan | 0.10 | 82.00 | Review draft filing and internal correspondence regarding same. |
| 6/29/2020 | Gants, Brendan | 0.20 | 164.00 | Conference with G. Saarman Gonzalez regarding supplemental briefing (.1); confer internally regarding case status (.1). |
| 6/29/2020 | Saarman Gonzalez, Giovanni S. | 2.80 | 2,030.00 | Work on supplemental brief (2.7); confer with Mr. Gants regarding same (0.1). |
| 6/30/2020 | Gants, Brendan | 2.20 | 1,804.00 | Begin drafting supplemental briefing (2.1); confer internally regarding same (.1). |
| 6/30/2020 | Saarman Gonzalez, Giovanni S. | 2.90 | 2,102.50 | Work on supplemental brief. |
| 6/30/2020 | Kriebs, Kelly LC | 0.00 | -30,446.96 | Credit regarding SCE and SDGE's portion of \$15,223.48 for May related to SOC work |
| 6/30/2020 | Kriebs, Kelly LC | 0.00 | -40,322.64 | Credit regarding SCE and SDGE's portion of \$20,161.32 for June related to SOC work |

| Task Code 23: Purchase Power Agreements (including Adversary Proceedings) | | | | |
|---|-------------------------------|--------------|------------------|---|
| Date | Name | Hours | Amount | Narrative |
| 7/1/2020 | Goldenberg, Elaine J. | 0.20 | 212.00 | Communicate with counsel for intervenors regarding PG&E emergence from bankruptcy. |
| 7/1/2020 | Goldenberg, Elaine J. | 1.10 | 1,166.00 | Review first draft of filing on mootness/vacatur and communicate with D. Verrilli regarding same (.7); discuss draft with G. Saarman Gonzalez (.4). |
| 7/1/2020 | Gants, Brendan | 5.50 | 4,510.00 | Finish drafting supplemental brief section (5.1); review other draft sections of same (.2); confer internally regarding same (.2). |
| 7/1/2020 | Saarman Gonzalez, Giovanni S. | 1.60 | 1,160.00 | Work on supplemental brief (1.2); confer with Ms. Goldenberg regarding same (0.4). |
| Task Code 23 Subtotal: | | 89.50 | 23,834.40 | |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/1/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Revise Charter of Safety and Nuclear Operations Committee |
| 6/1/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Correspondence regarding change in control |
| 6/1/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Client call regarding capital structure |
| 6/1/2020 | Cole, Graham B. | 7.30 | 5,986.00 | Review and analyze D.10-12-035 regarding waiver of future claims (1.7); prepare for and attend call with J. Wu and N. Fram regarding settlement waiver argument (1.0); review and analyze QF settlement agreement and term sheet (3.6); draft summary of research regarding interpretation of settlement agreement waiver arguments (1.0). |
| 6/1/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding confirmation order |
| 6/1/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding compliance with CPUC decision on Plan |
| 6/1/2020 | Grove, Skylar B. | 0.20 | 156.00 | Analyze draft filings with Bankruptcy Court for approval of real estate transaction. |
| 6/1/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Call regarding securitization timing in relation to net income calculation |
| 6/1/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in team call regarding securitization |
| 6/1/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding regulatory issues in relation to financing |
| 6/1/2020 | Karl, Natalie | 0.10 | 66.50 | Telephone conference with Mr. Harney regarding legal opinion and correspondence with Munger team regarding same (0.1). |
| 6/1/2020 | Weissmann, Henry | 0.40 | 560.00 | Review follow up research relevant to potential FERC petition |
| 6/1/2020 | Allred, Kevin S. | 4.30 | 4,386.00 | Review final CPUC decision on Plan (.7); emails regarding same (.2); revise write-up of compliance obligations,(1.2); analysis relating to same (.9); emails relating to same (.4); review motion on headquarters transaction and related materials (.6); emails regarding same (.1); review various case-related developments, issues and tasks (.1); emails regarding same (.1). |
| 6/1/2020 | Fram, Nicholas D. | 0.60 | 516.00 | Call with Mr. Wu and Mr. Cole regarding QF/CHP Settlement. |
| 6/1/2020 | Saarman Gonzalez, Giovanni S. | 3.50 | 2,537.50 | Teleconference with client team regarding capital structure (1.0); review AR documents (0.8); email correspondence with Hunton regarding same (0.5); email correspondence with MTO team regarding securitization application (0.5); legal research regarding financing (0.7). |
| 6/1/2020 | Chi, Kimberly A. | 2.60 | 2,392.00 | Attention to short term debt issues for revolver and receivables facility; attorney conference to discuss matter. |
| 6/1/2020 | Goldman, Seth | 2.00 | 2,300.00 | Telephone conference with PG&E regarding status of securitization [partial] (.2); emails regarding securitization (.2); review protests to securitization application (.8); analysis and emails regarding timing of securitization (.8). |
| 6/1/2020 | Kitano, Judith T. | 2.60 | 3,172.00 | Review 2004 decision and related information from regulatory team; review list of opinions requested for additional financing transactions at utility and parent company levels ; discuss same with corporate team; email regarding status of discussion with Hunton and client team; discuss status with Ms. Karl and Ms. Kim. |
| 6/1/2020 | Wu, Jeffrey Y. | 2.30 | 2,185.00 | Email correspondence and analysis of SOC and procedural issues. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/1/2020 | Wu, Jeffrey Y. | 1.50 | 1,425.00 | Call with Graham Cole and Nick Fram regarding settlement agreement. |
| 6/1/2020 | Castillo, Ramón K. | 6.00 | 2,070.00 | Research regarding financial applications (2.90); communications regarding same (.30); review bankruptcy filings (.80); communications regarding same (.10); review and revise bankruptcy investigation filings, including final decision (.70); communications regarding same (.10); review and revise application protests (.50); communications regarding same (.10); review and revise securitization filings (.50). |
| 6/1/2020 | Cox, Erin J. | 1.40 | 1,330.00 | Evaluate testimony, briefing, in preparing scope of reporting and responsibilities in SNO charter, exchange correspondence (1.1); evaluate final published order approving reorganization plan (.3). |
| 6/1/2020 | Cole, Sarah J. | 7.10 | 6,319.00 | Review and revise compliance presentation (2.4); emails with J. Yeakel, H. Weissmann, B. Manheim regarding same (.7); conference call with client regarding securitization application (.4); emails with Munger team regarding protest filed by A4NR and review same (.2); emails with Munger team, client regarding notice of prehearing conference regarding securitization application and review same (.2); emails with Munger team regarding issues related to timing of securitization, CPUC review (.2); review and analyze issues related to bankruptcy OII compliance and emails with Munger team regarding same (2.8); review emails regarding bankruptcy motion, issues (.1); emails with K. Allred regarding issues related to bankruptcy OII decision (.1). |
| 6/2/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in client update call |
| 6/2/2020 | Cole, Graham B. | 4.20 | 3,444.00 | Prepare for and attend team call regarding Settlement Agreement limitation and substance of petition to exempt from must-take obligation (1.0); complete summary of arguments regarding Settlement Agreement limitations (1.5); review and edit draft of outline of arguments regarding Settlement Agreement limitations and substance of petition for exemption (0.5); prepare for and attend client call regarding addressing QF settlement and next steps (1.2). |
| 6/2/2020 | Cole, Graham B. | 1.50 | 1,230.00 | Prepare for and attend call regarding Commission timing research (0.9); prepare for and attend team call regarding securitization application (0.6). |
| 6/2/2020 | Weissmann, Henry | 0.50 | 700.00 | Call regarding regulatory issues in relation to financing |
| 6/2/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence with counsel to Board regarding review of pleadings in securitization proceeding |
| 6/2/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Correspondence regarding regulatory issues in relation to financing |
| 6/2/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding change in control |
| 6/2/2020 | Weissmann, Henry | 1.40 | 1,960.00 | Team call regarding analysis of FERC options |
| 6/2/2020 | Weissmann, Henry | 0.20 | 280.00 | call with CEO |
| 6/2/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Correspondence regarding Board selection |
| 6/2/2020 | Weissmann, Henry | 0.20 | 280.00 | Participate in advisor call |
| 6/2/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Client call regarding regulatory approval issues in relation to financing |
| 6/2/2020 | Weissmann, Henry | 0.70 | 980.00 | Follow up from team call on strategic options |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/2/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding confirmation order |
| 6/2/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding charter of Safety and Nuclear Operations Committee |
| 6/2/2020 | Weissmann, Henry | 1.30 | 1,820.00 | Participate in client call regarding strategic options |
| 6/2/2020 | Weissmann, Henry | 0.10 | 140.00 | Client call regarding compliance with CPUC Bankruptcy decision |
| 6/2/2020 | Grove, Skylar B. | 0.20 | 156.00 | Analyze updates in Safety Culture OII. |
| 6/2/2020 | Rutten, James C. | 0.10 | 106.00 | Conference with Mr. Rodda regarding Board of Directors issues. |
| 6/2/2020 | Rector, Allison E. | 5.20 | 2,236.00 | Analyze California Public Utilities Commission database for timing on securitization application duration. |
| 6/2/2020 | Allred, Kevin S. | 2.60 | 2,652.00 | Review compliance obligations and related tasks (1.3); analysis regarding same (.3); Bankruptcy Steering Committee call (.4); review regarding various case related developments, issues and tasks (dividends process; bonds opinions; severance issue; SNO charter; new ALJ email) (.2); analysis relating to same (.3); email regarding same (.1). |
| 6/2/2020 | Fram, Nicholas D. | 1.20 | 1,032.00 | Call with client regarding follow-up points on QF Order. |
| 6/2/2020 | Fram, Nicholas D. | 1.20 | 1,032.00 | Summarize follow-up research for client regarding 18 CFR 292.310. |
| 6/2/2020 | Fram, Nicholas D. | 0.90 | 774.00 | Team call regarding strategy for QF Order. |
| 6/2/2020 | van der Ven, Cobus | 1.00 | 665.00 | Telephone conference to discuss assignments related to the protests and replies, including brief preparation by reviewing related correspondence. |
| 6/2/2020 | Saarman Gonzalez, Giovanni S. | 4.60 | 3,335.00 | Teleconference with client team regarding POR OII (0.5); confer with MTO team regarding securitization schedule (0.5); confer with Mr. Castillo regarding same (0.2); teleconference with Meses. Kitano and Chi and Mr. Weissmann regarding financing (0.5); teleconference with Hunton and client teams regarding same (0.6); confer with Mr. Weissmann regarding same (0.1); legal research regarding same (1.3); confer with Messrs. Weissmann and Brewster regarding financing (0.5); email correspondence with Messrs. Weissmann and Brewster regarding same (0.4). |
| 6/2/2020 | Chi, Kimberly A. | 1.30 | 1,196.00 | Attorney conferences to discuss matter; attention to short term debt issues for revolver and receivables facility; telephone conference with Hunton and client. |
| 6/2/2020 | Brewster, Andre W. | 0.50 | 390.00 | Discuss research on short-term financing authorization with Mr. Weissmann and Mr. Saarman Gonzalez. |
| 6/2/2020 | Brewster, Andre W. | 0.10 | 78.00 | Research CPUC precedent regarding authorization of short-term debt. |
| 6/2/2020 | Goldman, Seth | 1.40 | 1,610.00 | Telephone conference with MTO team regarding analysis of time for appeals (1.1); telephone conference regarding corporate governance (.3). |
| 6/2/2020 | Kitano, Judith T. | 2.70 | 3,294.00 | Review materials relating to AR financing; conference call with regulatory Messrs. Weissmann and Saarman Gonzalez; call with Hunton team and PG&E regarding short term/long term debt; email regarding opinion coverage; review email regarding supporting testimony and related short term/long term nature of certain indebtedness proposed for issuance. |
| 6/2/2020 | Wu, Jeffrey Y. | 3.00 | 2,850.00 | Analysis of settlement agreement and related correspondence. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/2/2020 | Wu, Jeffrey Y. | 0.70 | 665.00 | Conference call with MTO team regarding strategy. |
| 6/2/2020 | Wu, Jeffrey Y. | 1.20 | 1,140.00 | Conference call with PG&E regarding strategy. |
| 6/2/2020 | Wu, Jeffrey Y. | 1.00 | 950.00 | Email correspondence and revisions regarding research outline. |
| 6/2/2020 | Wu, Jeffrey Y. | 0.60 | 570.00 | Prepare for conference call. |
| 6/2/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Correspondence regarding timeline for securitization proceeding |
| 6/2/2020 | Castillo, Ramón K. | 6.30 | 2,173.50 | Conference call regarding research (.50); conference call regarding protests and replies (1.00); review and revise bankruptcy investigation testimony (1.20); communications regarding same (.20); further research regarding financial applications (2.10); communications regarding same (.30); review and revise bankruptcy filings (.30); review and revise bankruptcy investigation filings (.20); review and revise application protests (.20); review and revise summary of protests (.20); communications regarding same (.10). |
| 6/2/2020 | Cox, Erin J. | 0.20 | 190.00 | Exchange correspondence regarding reverse validation action. |
| 6/2/2020 | Cole, Sarah J. | 5.90 | 5,251.00 | Conference call with client regarding bankruptcy OII compliance issues (.5); review and revise compliance presentation and analyze issues related to same (.9); emails with B. Manheim, J. Yeakel, H. Weissmann regarding same and tc with J. Yeakel regarding same (.7); emails with client regarding June 3 call to discuss compliance presentation, issues (.1); review and analyze bankruptcy OII compliance issues (.2); review and revise documents related to distributions and emails with Munger team regarding same (.4); conference call, emails with Munger team regarding issues related to securitization application, timing (.9); review and analyze same (1.3); review and summarize A4NR protest and emails with Munger team regarding issues related to summary of protests (.7); review email regarding safety culture OII (.1); review email from client regarding wildfire capex securitization issues (.1). |
| 6/2/2020 | Richardson, Cynthia R. | 1.70 | 671.50 | Research regarding timing of a typical securitization process. |
| 6/3/2020 | Weissmann, Henry | 0.40 | 560.00 | Prepare for call with counsel to Governor |
| 6/3/2020 | Weissmann, Henry | 0.60 | 840.00 | Call with counsel to Governor |
| 6/3/2020 | Weissmann, Henry | 0.20 | 280.00 | Review material on timing of securitization application |
| 6/3/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding confirmation order |
| 6/3/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Revise bullet summary of findings |
| 6/3/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Correspondence regarding regulatory issues in relation to financing |
| 6/3/2020 | Weissmann, Henry | 2.20 | 3,080.00 | Correspondence regarding director selection |
| 6/3/2020 | Weissmann, Henry | 0.30 | 420.00 | Follow up from call with counsel to Governor |
| 6/3/2020 | Cole, Graham B. | 4.70 | 3,854.00 | Review and analyze Wild Tree protest and draft summary of arguments (1.8); prepare for and attend call with S. Cole regarding financing timing research (0.2); prepare for and attend call with S. Goldman regarding financing timing research (0.2); research issues regarding effective date of order in light of application for rehearing and draft summary of results (2.5). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/3/2020 | Allred, Kevin S. | 3.10 | 3,162.00 | Review new draft of headquarters motion papers (.4); revise and supplement write-up of compliance obligations (2.7). |
| 6/3/2020 | van der Ven, Cobus | 0.30 | 199.50 | Review correspondence regarding the submitted protests and plan for writing replies. |
| 6/3/2020 | Saarman Gonzalez, Giovanni S. | 1.50 | 1,087.50 | Email correspondence with Mr. Weissmann regarding financing (0.2); work on same (0.6); email correspondence with client team regarding A/R facility (0.7). |
| 6/3/2020 | Goldman, Seth | 6.30 | 7,245.00 | Emails and telephone conferences with MTO team regarding protests to securitization (.8); prepare memorandum regarding timing of approval of securitization (3.9); emails and telephone conferences regarding the same (1.6). |
| 6/3/2020 | Wu, Jeffrey Y. | 2.40 | 2,280.00 | Prepare talking points for PURPA waiver. |
| 6/3/2020 | Castillo, Ramón K. | 11.30 | 3,898.50 | Review draft memo regarding financial applications (.30); review and revise bankruptcy investigation filings (.80); further research regarding financial applications (8.20); communications regarding same (.50); review and revise bankruptcy filings (1.40); communications regarding same (.10). |
| 6/3/2020 | Cox, Erin J. | 5.10 | 4,845.00 | Factual development, legal research, draft opposition to motion to dismiss, motion to quash, motion for sanctions, motion for attorneys' fees in reverse validation matter. |
| 6/3/2020 | Reed Dipppo, Teresa A. | 0.60 | 468.00 | Emails and call with Mr. Goldman regarding strategy for summarizing protests (.3); review and update summary of timing of financing examples (0.3). |
| 6/3/2020 | Cole, Sarah J. | 7.50 | 6,675.00 | Conference call with client regarding enhanced enforcement and compliance issues and review and revise compliance presentation, telephone call with B. Manheim regarding same, and emails with J. Yeakel and client regarding same (5.2); emails regarding issues related to securitization application, timing and telephone call with G. Cole regarding same and review and revise memorandum regarding same (1.9); review CLECA protest and summarize same (.4). |
| 6/4/2020 | Grove, Skylar B. | 0.10 | 78.00 | Analyze updates in bankruptcy proceeding. |
| 6/4/2020 | Weissmann, Henry | 0.30 | 420.00 | Follow up correspondence on Filsinger |
| 6/4/2020 | Weissmann, Henry | 0.60 | 840.00 | Call with Governor's Office |
| 6/4/2020 | Weissmann, Henry | 0.40 | 560.00 | Follow up client call regarding director selection |
| 6/4/2020 | Weissmann, Henry | 0.20 | 280.00 | Further client call regarding Filsinger |
| 6/4/2020 | Weissmann, Henry | 2.40 | 3,360.00 | Participate in Board call |
| 6/4/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in client call regarding finance compliance issues |
| 6/4/2020 | Weissmann, Henry | 0.30 | 420.00 | Call regarding operational observer |
| 6/4/2020 | Weissmann, Henry | 0.50 | 700.00 | Revise talking points |
| 6/4/2020 | Weissmann, Henry | 1.40 | 1,960.00 | Correspondence regarding exit financing |
| 6/4/2020 | Weissmann, Henry | 0.70 | 980.00 | Correspondence regarding director selection |
| 6/4/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in advisor call |
| 6/4/2020 | Cole, Graham B. | 2.60 | 2,132.00 | Prepare for and attend call with S. Goldman and S. Cole regarding timing summary memorandum (0.5); research issues regarding timing of financing in light of an application for rehearing and / or appeal (1.7); edit draft of memorandum regarding timing of financing (0.4). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/4/2020 | Rutten, James C. | 0.20 | 212.00 | Analysis and e-mail correspondence regarding executive compensation issues. |
| 6/4/2020 | Allred, Kevin S. | 2.30 | 2,346.00 | Write up descriptions of compliance obligations (1.0); analyze relating to same (1.0); teleconference with M. Plummer regarding compliance matters (.2); teleconference with S. Cole regarding CPUC hearing (.1); |
| 6/4/2020 | Peacock, Alexandra | 2.80 | 2,030.00 | Confirm B. Schneider's research findings relating to governing law of trusts. |
| 6/4/2020 | Cole, Graham B. | 0.50 | 410.00 | Review and analyze bullet point summary regarding options for QF contracting (0.5). |
| 6/4/2020 | Saarman Gonzalez, Giovanni S. | 0.40 | 290.00 | Email correspondence with Ms. Cole regarding timing of securitization. |
| 6/4/2020 | Brewster, Andre W. | 0.50 | 390.00 | Research CPUC precedent regarding authorization for short-term debt. |
| 6/4/2020 | Goldman, Seth | 5.00 | 5,750.00 | Telephone conferences with and emails regarding timing of approval of securitization (1.2); finalize memorandum regarding approval of securitization (2.5); review protests to securitization (1.3). |
| 6/4/2020 | Wu, Jeffrey Y. | 0.50 | 475.00 | Revise talking points and related correspondence. |
| 6/4/2020 | Castillo, Ramón K. | 6.90 | 2,380.50 | Review and revise data sheets regarding financial applications (2.50); communications regarding same (.20); review and revise protests to securitization application (3.10); review and revise bankruptcy filings (.80); review revised memorandum regarding financial applications (.30). |
| 6/4/2020 | Cox, Erin J. | 6.30 | 5,985.00 | Factual development, legal research, draft opposition to motion to dismiss, motion to quash, motion for sanctions, motion for attorneys' fees in reverse validation matter. |
| 6/4/2020 | Cole, Sarah J. | 10.30 | 9,167.00 | Review protests to securitization application and review and revise summary of same (1.9); emails with Munger team, M. Plummer regarding same (.3); emails, telephone call with Munger team regarding issues related to timing of proposed Securitization, review and analyze same, and review and revise memorandum regarding same (1.6); telephone calls with client regarding bankruptcy OII compliance issues (1); review and analyze issues related to same (1); emails with and telephone call with K. Allred regarding issues related to bankruptcy OII decision (.1); review and revise compliance presentation and email same to client (4.4). |
| 6/5/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding Chief Risk Officer |
| 6/5/2020 | Weissmann, Henry | 1.40 | 1,960.00 | Correspondence regarding director selection |
| 6/5/2020 | Karl, Natalie | 3.50 | 2,327.50 | Prepare legal opinion for term loan (1.2); review term loan and escrow agreement (1.5); revise legal opinion for notes (0.8). |
| 6/5/2020 | Weissmann, Henry | 0.60 | 840.00 | Call regarding response to protests to securitization application |
| 6/5/2020 | Weissmann, Henry | 0.60 | 840.00 | Client call regarding operational observer |
| 6/5/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in client call regarding safety culture proceeding |
| 6/5/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding timeline for securitization |
| 6/5/2020 | Weissmann, Henry | 0.50 | 700.00 | Correspondence regarding financing documents |
| 6/5/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with CEO |
| 6/5/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding confirmation order |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/5/2020 | Allred, Kevin S. | 2.90 | 2,958.00 | Review write-up of Commissioner comments (.2); revise same (.1); review various case related developments, issues and tasks (.1); analysis relating to same (.1) emails regarding same (.1); analysis of headquarters transactions status, tasks and drafts (1.0); emails regarding same (.2) review new drafts (1.1). |
| 6/5/2020 | Rutten, James C. | 1.30 | 1,378.00 | E-mail correspondence with client, and related research, regarding Board member commitments to field visits (0.3); prepare for client strategy call (0.4); attend client strategy call (0.5); conference with Ms. Cole regarding POR OII ambiguities to be addressed in Safety culture OII (0.1). |
| 6/5/2020 | Cole, Graham B. | 2.00 | 1,640.00 | Prepare for and attend team call regarding protests to application (0.7); review and draft summary of PAO protest (1.3). |
| 6/5/2020 | Brewster, Andre W. | 2.00 | 1,560.00 | Research CPUC precedent regarding authorization of short-term debt. |
| 6/5/2020 | Goldman, Seth | 5.30 | 6,095.00 | Telephone conference with MTO team regarding protests (.7); revise summary of protests for PG&E (1.2); finalize memorandum on timing of approval of securitization (.8); review protests (2.6). |
| 6/5/2020 | Kitano, Judith T. | 2.00 | 2,440.00 | Review email from Hunton; attention to request for opinion on Term Loan B; briefly review escrow agreement; email Hunton regarding form of opinion and request for no violation of law opinions for parent company notes and parent term loan B; email Ms. Karl; review draft opinions and provide comments to same. |
| 6/5/2020 | Castillo, Ramón K. | 3.30 | 1,138.50 | Communications regarding protests and reply (.60); review and revise bankruptcy filings (.60); review and revise application protests (.50); review reply outline (.20); review summary of protests and responses (1.30); communications regarding same (.10). |
| 6/5/2020 | Cox, Erin J. | 7.40 | 7,030.00 | Draft opposition to motion to dismiss, motion to quash, motion for sanctions, motion for attorneys' fees in reverse validation, matter, legal research. |
| 6/5/2020 | Cole, Sarah J. | 9.70 | 8,633.00 | Review and revise summary of commissioner comments and emails with Munger team, client regarding same (4.3); review and revise summary of A.20-04-023 protests and emails, tc with team regarding same (2.2); emails with client, advisors regarding same (.3); prepare notes regarding protest arguments and possible responses and tc regarding same (2.7); emails with K. Allred regarding bankruptcy motion issues (.2). |
| 6/6/2020 | Weissmann, Henry | 0.20 | 280.00 | Conference regarding Filsinger |
| 6/6/2020 | Weissmann, Henry | 0.10 | 140.00 | Review amendments to plan of reorganization |
| 6/6/2020 | Weissmann, Henry | 0.40 | 560.00 | Review protests to securitization application |
| 6/6/2020 | Weissmann, Henry | 1.30 | 1,820.00 | Review materials regarding real estate transaction |
| 6/6/2020 | Weissmann, Henry | 0.10 | 140.00 | Review status of open items to confirmation |
| 6/6/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Correspondence regarding director process |
| 6/6/2020 | Karl, Natalie | 3.20 | 2,128.00 | Revise legal opinions (0.6); review credit agreement and escrow agreement (2.1); review California Public Utilities Commission proposed order (0.5). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/6/2020 | Allred, Kevin S. | 0.20 | 204.00 | Review various developments, issues and tasks (amended POR; headquarters motion papers) (.1); emails regarding same (.1). |
| 6/6/2020 | Chi, Kimberly A. | 1.40 | 1,288.00 | Attention to legal opinion matters; attorney conference to discuss matter. |
| 6/6/2020 | Kitano, Judith T. | 1.60 | 1,952.00 | Review comments to notes opinion and term loan opinion; email team regarding same; discuss with Ms. Chi; follow up with further comments. |
| 6/6/2020 | Goldman, Seth | 0.70 | 805.00 | Review protests to securitization (.5); emails regarding the same (.2). |
| 6/6/2020 | Lee, C. David | 3.80 | 4,636.00 | Review and revise legal opinion; email correspondence with MTO team regarding the same. |
| 6/6/2020 | Cox, Erin J. | 2.60 | 2,470.00 | Finalize draft opposition to motion to dismiss, motion to quash, motion for sanctions, motion for attorneys' fees in reverse validation, matter, exchange correspondence. |
| 6/7/2020 | Karl, Natalie | 2.50 | 1,662.50 | Revise opinions (0.4); review California Public Utilities Commission Proposed Order (1.3); prepare officer's certificates (0.8). |
| 6/7/2020 | Grove, Skylar B. | 0.40 | 312.00 | Review, analyze revised motion, supporting materials for approval of real estate transaction by Bankruptcy Court. |
| 6/7/2020 | Weissmann, Henry | 0.50 | 700.00 | Review legal opinions regarding debt |
| 6/7/2020 | Weissmann, Henry | 0.30 | 420.00 | Conference with counsel to Governor |
| 6/7/2020 | Weissmann, Henry | 0.50 | 700.00 | Review officer certificates for dividend |
| 6/7/2020 | Weissmann, Henry | 0.20 | 280.00 | Conference with CEO |
| 6/7/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding regulatory treatment of cost of debt |
| 6/7/2020 | Kitano, Judith T. | 0.40 | 488.00 | Email Ms. Karl with comments to opinion and changes based on internal review; attention to final edits and circulation of same. |
| 6/7/2020 | Allred, Kevin S. | 1.10 | 1,122.00 | Review headquarters transaction and anticipated filings (.4); analysis relating to same (.4); emails regarding same (.1); review various bankruptcy-related issues and tasks (.1); emails regarding same (.1). |
| 6/7/2020 | Cole, Sarah J. | 2.90 | 2,581.00 | Review and analyze issues related to reply to protests in A.20-04-023 and prepare memorandum regarding same (2.4); emails with Munger team regarding issues related to same (.1); emails with Munger team regarding distribution related documents and review same (.2); emails with Munger team regarding cost of capital issues (.2). |
| 6/8/2020 | Karl, Natalie | 3.50 | 2,327.50 | Telephone conference with Ms. Chi and Ms. Kitano to discuss opinions (0.3); telephone conference with Ms. Kitano, Mr. Weissmann, and Mr. Lee to discuss opinions (0.6); revise legal opinions (2.6). |
| 6/8/2020 | Grove, Skylar B. | 0.50 | 390.00 | Review, analyze comments from PG&E team on draft Section 851 application (.3); analyze revisions to motion for approval of real estate transaction, supporting papers in bankruptcy proceeding (.2). |
| 6/8/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding wildfire OII decision |
| 6/8/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Conference regarding legal opinions |
| 6/8/2020 | Weissmann, Henry | 0.30 | 420.00 | Client call regarding operational observer |
| 6/8/2020 | Weissmann, Henry | 0.50 | 700.00 | Review SB 350 |
| 6/8/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding opinion letters |
| 6/8/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding operational observer |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-----------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/8/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Participate in client call regarding securitization application |
| 6/8/2020 | Weissmann, Henry | 0.20 | 280.00 | Review outline of reply to protests to securitization application |
| 6/8/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding cost of debt for ratemaking purposes |
| 6/8/2020 | Weissmann, Henry | 0.50 | 700.00 | Client call regarding director selection |
| 6/8/2020 | Weissmann, Henry | 0.50 | 700.00 | Call with advisors to Governor regarding capital raise |
| 6/8/2020 | Weissmann, Henry | 2.20 | 3,080.00 | Correspondence regarding director selection |
| 6/8/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding protests to securitization application |
| 6/8/2020 | Weissmann, Henry | 0.60 | 840.00 | Correspondence regarding financing |
| 6/8/2020 | Rutten, James C. | 0.40 | 424.00 | Draft outline of approach to scope of Safety Culture OIL. |
| 6/8/2020 | Chi, Kimberly A. | 0.90 | 828.00 | Attorney conferences to discuss matter; attention to matter related correspondence. |
| 6/8/2020 | Brewster, Andre W. | 0.40 | 312.00 | [San Ramon] Review opposition brief to motion to quash. |
| 6/8/2020 | Lee, C. David | 2.40 | 2,928.00 | Telephone conference with H. Weissmann, J. Kitano and N. Karl regarding legal opinions; review revisions to the same. |
| 6/8/2020 | Brewster, Andre W. | 3.00 | 2,340.00 | Research CPUC precedents regarding authorization for short-term debt. |
| 6/8/2020 | Goldman, Seth | 3.10 | 3,565.00 | Analysis regarding reply to protests (1.3); emails and telephone conferences regarding the same (1.2)attend weekly call on securitization (.6). |
| 6/8/2020 | Allred, Kevin S. | 1.90 | 1,938.00 | Review notes prospectus supplement and legal opinion (.2); emails regarding same (.1); review headquarters transaction and bankruptcy motion (.1); emails regarding same (.1); review Cost of Capital and Trust Claimants Committee issues (.6); analysis relating to same (.5); emails regarding same (.2); emails regarding various case developments, issues and tasks (.1). |
| 6/8/2020 | Kitano, Judith T. | 3.30 | 4,026.00 | Review revised opinions and backup certificate; discuss with Ms. Chi; discuss with Ms. Karl; circulate comments to same; review comments from Mr. Weissmann; email to team; conference call with Messrs. Weissmann and Lee and Ms. Karl; attention to opinions and transactions document requests. |
| 6/8/2020 | Reed Dippo, Teresa A. | 0.80 | 624.00 | Review outline of reply to protest and emails with Ms. Cole regarding same. |
| 6/8/2020 | Castillo, Ramón K. | 3.00 | 1,035.00 | Review and revise cost of capital proceeding filings (1.10); communications regarding same (.10); review and revise bankruptcy investigation filings (.50); review and revise bankruptcy filings (.60); communications regarding the same (.10); review and revise securitization filings (.30); review and revise safety culture investigation filings (.30). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/8/2020 | Cole, Sarah J. | 7.40 | 6,586.00 | Review and revise memorandum regarding A.20-04-023 protests and points for PG&E's reply and emails with Munger team regarding same (2.8); emails with client regarding same (.3); conference call with client regarding securitization proceeding (1); emails with Munger team regarding draft reply to protests and review and analyze issues related to same (1.5); emails with Munger team regarding issues related to disclosures (.2); emails with client regarding compliance presentation (.1); conference call with client regarding bankruptcy OII compliance (.5); emails regarding bankruptcy issues and review and analyze same (1). |
| 6/9/2020 | Grove, Skylar B. | 0.80 | 624.00 | Confer with Mr. Allred regarding next steps, strategy for Section 851 application in light of bankruptcy filing (.5); correspond with team regarding bankruptcy filing, next steps (.3). |
| 6/9/2020 | Weissmann, Henry | 0.70 | 980.00 | Correspondence regarding director selection |
| 6/9/2020 | Weissmann, Henry | 0.20 | 280.00 | Follow up from client call |
| 6/9/2020 | Weissmann, Henry | 0.70 | 980.00 | Call regarding dividends |
| 6/9/2020 | Weissmann, Henry | 0.70 | 980.00 | Participate in client call |
| 6/9/2020 | Weissmann, Henry | 0.50 | 700.00 | Client call regarding status of securitization application |
| 6/9/2020 | Weissmann, Henry | 2.80 | 3,920.00 | Correspondence regarding exit financing |
| 6/9/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in advisor all |
| 6/9/2020 | Cole, Graham B. | 2.50 | 2,050.00 | Research issues regarding asset sales under stress test methodology (2.5). |
| 6/9/2020 | Cole, Graham B. | 0.70 | 574.00 | Prepare for and attend client call regarding recommendations for approach to QFs (0.7). |
| 6/9/2020 | Rutten, James C. | 1.40 | 1,484.00 | Prepare for conference call with client regarding executive compensation (0.1); attend conference call with client regarding executive compensation (0.5); review and edit draft of registration statement, including review of POR decision for related material (0.5); related analysis and e-mail correspondence (0.3). |
| 6/9/2020 | Rutten, James C. | 4.90 | 5,194.00 | Review Safety Culture OII pleadings and other materials in connection with developing outline of proposed approach to future scope of proceeding (1.5); draft outline of approach to future scope of Safety Culture OII (3.4). |
| 6/9/2020 | Fram, Nicholas D. | 0.70 | 602.00 | Prepare for and attend call with client regarding options for challenging QF order. |
| 6/9/2020 | Fram, Nicholas D. | 0.70 | 602.00 | Research regarding capacity buying programs in California. |
| 6/9/2020 | Wu, Jeffrey Y. | 0.60 | 570.00 | Conference call with PG&E. |
| 6/9/2020 | Wu, Jeffrey Y. | 0.50 | 475.00 | Prepare for call with PG&E. |
| 6/9/2020 | Goldman, Seth | 1.20 | 1,380.00 | Emails regarding reply to protests (.3); telephone conference regarding the same (.9). |
| 6/9/2020 | Brewster, Andre W. | 0.50 | 390.00 | [San Ramon] Discuss opposition to motion to quash and related filings with Ms. Cox. |
| 6/9/2020 | Brewster, Andre W. | 1.40 | 1,092.00 | Summarize research on CPUC precedent regarding authorization for short-term debt. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/9/2020 | Allred, Kevin S. | 3.50 | 3,570.00 | Reorganization Steering Committee call (.4); review regarding prospectus supplement (.2); emails regarding same (.1); review compliance obligations relating to reorganization (.3); edits relating to same (.3); emails regarding same (.1); review headquarters transaction filings, in bankruptcy court and 851 application (.3); emails regarding same (.1); telecnference with client working group regarding board-related compliance obligations (1.0); teleconference with S. Grove regarding 851 application (.5); review various case-related developments, issues and tasks (.1); emails regarding same (.1). |
| 6/9/2020 | Castillo, Ramón K. | 6.00 | 2,070.00 | Review financial applications, decisions and protests for arbitration preparation (4.40); communications regarding same (.10); review bankruptcy filings (.90); communications regarding same (.10); review memoranda regarding financial applications (.20); communications regarding same (.10); communications regarding San Ramon proceeding (.20). |
| 6/9/2020 | Cox, Erin J. | 1.60 | 1,520.00 | Conference with Mr. Brewster regarding opposition to motion to dismiss in reverse validation action, further revise draft opposition (1.6). |
| 6/9/2020 | Cole, Sarah J. | 10.30 | 9,167.00 | Emails, telephone calls with S. Goldman regarding securitization, reply to protests (1); telephone call with client regarding bankruptcy OII compliance issues (1); review and revise compliance tracker and email same to client (.6); review and revise draft outline regarding safety culture OII issues and emails with Munger team regarding same (1.1); review proposed disclosures regarding bankruptcy OII obligations, etc. and emails with client, advisors regarding proposed edits to same (.7); emails with Munger team regarding same (.5); review and revise draft reply to protests (4.3); emails, telephone call with G. Cole regarding same (.6); telephone calls with client regarding regulatory issues (.5). |
| 6/10/2020 | Weissmann, Henry | 0.50 | 700.00 | Correspondence regarding compliance with CPUC decision in Bankruptcy OII |
| 6/10/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding exit financing |
| 6/10/2020 | Weissmann, Henry | 0.10 | 140.00 | Client correspondence |
| 6/10/2020 | Grove, Skylar B. | 2.00 | 1,560.00 | Review, analyze filings with Bankruptcy Court for approval of real estate transaction (1.4); telephonic conference with PG&E, MTO teams regarding strategy for regulatory approval of real estate transactions (.6). |
| 6/10/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding regulatory approvals for financing |
| 6/10/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding securitization |
| 6/10/2020 | Weissmann, Henry | 0.50 | 700.00 | Client call regarding safety culture |
| 6/10/2020 | Weissmann, Henry | 0.60 | 840.00 | Correspondence regarding safety culture OII |
| 6/10/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Client call regarding compliance with CPUC's Bankruptcy OII decision |
| 6/10/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding securitization prehearing conference |
| 6/10/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding director selection |
| 6/10/2020 | Cole, Graham B. | 0.30 | 246.00 | Review and edit client communication (0.3). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/10/2020 | Cole, Graham B. | 3.30 | 2,706.00 | Complete research regarding indications of interest (1.5); draft summary and analysis of research regarding indications of interest (1.8). |
| 6/10/2020 | Rutten, James C. | 2.70 | 2,862.00 | Research and analysis regarding executive compensation issues per request of Ms. Laanisto (0.7); related client e-mail correspondence (0.1); draft summary of SCE and SDG&E submissions regarding executive compensation (0.4); review summary of Commissioner comments in approving POR (0.1); conference call with client regarding POR commitments (1.0); respond to client inquiry concerning the ISOC (0.3); review new director information (0.1). |
| 6/10/2020 | Rutten, James C. | 1.40 | 1,484.00 | Revise outline of approach to Safety Culture OII (0.8); conference call with client regarding same (0.5); related e-mail correspondence (0.1). |
| 6/10/2020 | Fram, Nicholas D. | 0.10 | 86.00 | Correspondence regarding revised bullets on petition to terminate PURPA must-buy obligations. |
| 6/10/2020 | Wu, Jeffrey Y. | 0.50 | 475.00 | Email correspondence regarding talking points. |
| 6/10/2020 | Goldman, Seth | 3.20 | 3,680.00 | Telephone conference with PG&E regarding pre-conference order of Judge Hogg (.5); follow-up emails regarding the same (.3); emails regarding reply to protests (.2); emails to securitization parties regarding meet and confer (.6); revise template for meet and confer (.4); revise reply to protests (.8); emails with Orrick regarding meet and confer for pre-hearing conference (.4). |
| 6/10/2020 | Brewster, Andre W. | 0.40 | 312.00 | Analyze conditions for triggering enhanced enforcement process in connection with regional restructuring application. |
| 6/10/2020 | Brewster, Andre W. | 5.80 | 4,524.00 | [San Ramon] Revise opposition to respondent's motion to quash and to dismiss (1.7); draft declaration in support of opposition to motion to quash (2.3); draft request for judicial notice in support of opposition to motion to quash (1.8). |
| 6/10/2020 | Allred, Kevin S. | 3.70 | 3,774.00 | Review, organization and emails regarding POR compliance requirements and related documentation, analysis of related materials (1.5); teleconference with Human Resources team regarding compliance obligations and controls (1.0); review and analysis regarding headquarters section 851 application, and related materials (.4); teleconference with client team on section 851 application (.6); review new board members (.1); review Safety OII outline (.1). |
| 6/10/2020 | Kitano, Judith T. | 0.20 | 244.00 | Review correspondence relating to classification of short term debt. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|-----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/10/2020 | Castillo, Ramón K. | 6.60 | 2,277.00 | Review and revise protests to applications for arbitration preparation (1.80); communications regarding same (.20); review and revise bankruptcy filings (.80); communications regarding same (.10); communications regarding archived financial applications (.40); prepare prehearing conference statement spreadsheet (1.50); communications regarding prehearing conference (.50); review appellate history regarding financial applications (.70); communications regarding San Ramon proceeding (.20); review outline of comments (.30); communications regarding same (.10). |
| 6/10/2020 | Cole, Sarah J. | 11.40 | 10,146.00 | Conference call with client regarding ALJ ruling in A.20-04-023, preparation for pre-hearing conference (.5); emails with client, Munger team regarding same (.3); review and revise reply to protests in A.20-04-023 (6.2); emails with Munger team regarding issues related to same (.4); conference call with client regarding bankruptcy OII compliance obligations and prepare for same (1); review and analyze issues related to bankruptcy OII compliance (1.3); emails with Munger team regarding same (.4); email client regarding same (.1); conference call with client regarding enhanced enforcement process and prepare for same (.5); conference call with client regarding Safety Culture OII (.5); emails with Munger team, client regarding issues related to same (.2). |
| 6/10/2020 | Saarman Gonzalez, Giovanni S. | 0.30 | 217.50 | Email correspondence with Mr. Rutten and Ms. Cole regarding executive compensation and safety certificates. |
| 6/10/2020 | Cox, Erin J. | 1.00 | 950.00 | Exchange correspondence regarding regionalization application requirements, legal research (.5); exchange correspondence regarding, revise draft filings in reverse validation action (.5). |
| 6/11/2020 | Weissmann, Henry | 0.70 | 980.00 | Client call regarding securitization meet and confer |
| 6/11/2020 | Weissmann, Henry | 0.50 | 700.00 | Review draft pleading regarding schedule for securitization application |
| 6/11/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding executive compensation issues |
| 6/11/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Conference regarding meet and confer for securitization proceeding |
| 6/11/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in client call regarding safety culture OII |
| 6/11/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding securitization meet and confer process |
| 6/11/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Client call regarding compliance with Board governance requirements in CPUC's Bankruptcy OII decision |
| 6/11/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in call regarding bankruptcy closing check list |
| 6/11/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Review reply to protests to securitization application |
| 6/11/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding confirmation order |
| 6/11/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding Board meeting |
| 6/11/2020 | Weissmann, Henry | 0.30 | 420.00 | Participate in advisor call |
| 6/11/2020 | Cole, Graham B. | 1.90 | 1,558.00 | Review and edit draft Weissmann declaration regarding arbitration (1.9). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/11/2020 | Rutten, James C. | 4.30 | 4,558.00 | Telephone conference with Meridee Moore regarding executive compensation and Board issues (0.4); additional analysis and e-mail correspondence regarding executive compensation issues (0.5); draft memorandum summarizing executive compensation requirements (2.5); review and comment on numerous sets of Board and SNO Committee meeting minutes, including factual research regarding enterprise risks identified through EORM program (0.9). |
| 6/11/2020 | Rutten, James C. | 0.70 | 742.00 | Develop budget estimates at client's request (0.3); conference call with client regarding future scope of Safety Culture OII (0.4). |
| 6/11/2020 | Goldman, Seth | 5.40 | 6,210.00 | Telephone conference with MTO team regarding reply to protests and pre-hearing conference (.9); telephone conference with PG&E regarding pre-hearing conference and reply (1.0); revise reply (.6); revise matrix of issues for pre-hearing conference (.7); emails with PG&E, MTO team, and all parties regarding pre-hearing conference (.8); revise declaration for potential arbitration with TCC (1.4). |
| 6/11/2020 | Brewster, Andre W. | 6.00 | 4,680.00 | [San Ramon] Revise opposition to motion to quash and to dismiss (3.1); revise declaration and RJN in support of opposition to motion to quash and compile exhibits thereto (2.9). |
| 6/11/2020 | Allred, Kevin S. | 3.60 | 3,672.00 | Teleconference with working group about bankruptcy closing checklist (.4); teleconference with Board working group about compliance obligations (.7); analysis and organization regarding compliance obligations and write-ups (1.3); review, edit, and emails regarding draft prospectus supplements (1.0); review, emails and analysis regarding various case related developments, issues and tasks (.2). |
| 6/11/2020 | Castillo, Ramón K. | 7.90 | 2,725.50 | Review and revise bankruptcy filings, including proposed orders and plan supplements (1.80); communications regarding the same (.10); review and revise prehearing conference issues table (1.10); communications regarding same (.30); cite check response in opposition to motion to quash in San Ramon proceeding, including legal and record citations (2.50); communications regarding same (.20); cite check reply to protests (.60); communications regarding same (.10); review protests and responses to applications (1.10); communications regarding same (.10). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/11/2020 | Cole, Sarah J. | 8.00 | 7,120.00 | Review and revise reply to protests in A.20-04-023 and analyze issues related to same (1.5); emails with Munger team regarding same (.4); emails with client regarding same (.3); conference call with client regarding bankruptcy OII compliance (.7); review and analyze issues related to same (.7); emails with Munger team regarding executive compensation issues and review and analyze issues related to same (.3); telephone call with J. Rutten regarding same (.1); review memorandum regarding same (.1); telephone calls with S. Goldman, H. Weissmann regarding issues related to A.20-04-023, meet and confer with all parties in advance of prehearing conference (1.3); review and analyze issues related to same (.6); review emails from parties regarding same and emails with Munger team, client regarding same (.4); review and revise matrix regarding PG&E positions on pre-hearing conference issues identified by ALJ in A.20-04-023 and emails with Munger team, client regarding same (.6); conference call with client regarding issues related to A.20-04-023 and prepare for same (.8); email client regarding bankruptcy OII compliance issues (.1); emails regarding financial disclosure documents (.1). |
| 6/11/2020 | Cox, Erin J. | 1.00 | 950.00 | Correspond with Mr. Brewster regarding opposition to motion to dismiss in reverse validation action (.2); revise ancillary filings in reverse validation action (.8). |
| 6/12/2020 | Grove, Skylar B. | 0.40 | 312.00 | Analyze strategy with respect to preparing testimony in support of Section 851 application (.3); analyze updates in probation proceeding (.1). |
| 6/12/2020 | Karl, Natalie | 2.30 | 1,529.50 | Research requirements for banks and if they must be California banks (2.1); review Davis Polk comments to legal opinion (0.2). |
| 6/12/2020 | Weissmann, Henry | 1.30 | 1,820.00 | Correspondence regarding exit financing |
| 6/12/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Correspondence regarding operational observer |
| 6/12/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding board process |
| 6/12/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding San Francisco press release on securitization |
| 6/12/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Prepare for meet and confer with parties in securitization application |
| 6/12/2020 | Weissmann, Henry | 2.10 | 2,940.00 | Participate in meet and confer regarding securitization application |
| 6/12/2020 | Cole, Graham B. | 0.20 | 164.00 | Review and edit CCSF portion of reply briefing (0.2). |
| 6/12/2020 | Rutten, James C. | 2.30 | 2,438.00 | Edit and finalize memorandum regarding executive compensation requirements, and exhibits thereto (1.2); related e-mail correspondence (0.2); review and comment on drafts of prospectus supplements (0.2); review, edit, and comment on drafts of numerous sets of Board minutes (0.7). |
| 6/12/2020 | Rutten, James C. | 0.10 | 106.00 | Review new data requests from PAO; related client e-mail correspondence. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/12/2020 | Goldman, Seth | 4.40 | 5,060.00 | Attend meet and confer call for pre-hearing conference on securitization application (2.0); prepare for the same (.5); follow-up from the same (.3); emails with all parties regarding meet and confer issues and agenda (.7); telephone conference with PG&E regarding logistics for meet and confer call (.2); finalize reply and protests (.4); revise pre-hearing issues matrix (.3). |
| 6/12/2020 | Brewster, Andre W. | 3.60 | 2,808.00 | [San Ramon] Revise declaration in support of opposition to motion to quash (.7); revise request for judicial notice in support of opposition to motion to quash (.6); emails with Ms. Cox and Mr. Castillo to coordinate revisions to said documents (.5); review declaration, opposition, request for judicial notice, and exhibits for filing (1.3); provide instructions for filing and service to support staff and runner service (.5). |
| 6/12/2020 | Allred, Kevin S. | 3.80 | 3,876.00 | Review and analysis regarding headquarters transactions (.3); review, analysis and organization regarding compliance obligations, and related implementation (.4); research, analysis and emails regarding bankruptcy claims process and potential rules regarding bank accounts (3.0); review, emails and analysis regarding various case related developments, issues and tasks (.1). |
| 6/12/2020 | Kitano, Judith T. | 2.10 | 2,562.00 | Email Mr. Allred regarding bank questions; review opinion comments from underwriters' counsel; email Ms. Karl regarding same; follow up on other requested opinions for exit financing; review correspondence; briefly review Underwriting agreement and updated pledge agreement; email regarding same. |
| 6/12/2020 | Castillo, Ramón K. | 9.70 | 3,346.50 | Finalize cite check of response in opposition to motion to quash in San Ramon proceeding, including legal and record citations (5.10); communications regarding same (.10); prepare addenda to main document filing in San Ramon proceeding (.30); communications regarding reply to protests (.20); review reply to protests (.50); review bankruptcy investigation filings (.40); communications regarding same (.10); review and revise table of positions on prehearing conference issues (1.30); communications regarding same (.20); review and revise bankruptcy filings (.50); review and revise data requests and responses (.50); communications regarding same (.10); prepare discovery tracker (.30); communications regarding same (.10). |
| 6/12/2020 | Cox, Erin J. | 3.20 | 3,040.00 | Draft, finalize declaration in support of opposition to motion to dismiss in reverse validation action, revise draft request for judicial notice, Brewster declaration, final revisions to opposition brief (3.2). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-----------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/12/2020 | Cole, Sarah J. | 9.30 | 8,277.00 | Meet and confer with all parties regarding A.20-04-023 Joint Prehearing Conference Statement, issues (2); emails with client regarding same; review and revise reply to protests in A.20-04-023 and finalize same for filing (2.5); emails with Munger team and client regarding same (.5); emails regarding executive compensation memorandum (.3); review and revise same (.5); emails with client regarding press release regarding A.20-04-023 and review and analyze issues related to same (.3); emails with Hunton, Munger team regarding disclosures and review same (.3); prepare draft Joint Prehearing Conference Statement and emails with H. Weissmann, S. Goldman regarding same (2.5); review and analyze bankruptcy OII compliance issues (.4). |
| 6/13/2020 | Cole, Graham B. | 0.20 | 164.00 | Research issue re CPUC 850.1 (0.2). |
| 6/13/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Conference regarding meet and confer |
| 6/13/2020 | Weissmann, Henry | 0.50 | 700.00 | Follow up from meet and confer on securitization |
| 6/13/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding confirmation order |
| 6/13/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding exit financing |
| 6/13/2020 | Goldman, Seth | 3.20 | 3,680.00 | Revise pre-hearing conference statement (1.7); telephone conference with MTO team regarding the same (1.1); emails with PG&E regarding the same (.4). |
| 6/13/2020 | Allred, Kevin S. | 1.30 | 1,326.00 | Review potential bank account issues with respect to bankruptcy claims process (.2); analysis relating to same (.2); emails regarding same (.1); review board-related compliance obligations (.4); analysis relating to same (.3); emails regarding same (.1). |
| 6/13/2020 | Cole, Sarah J. | 2.50 | 2,225.00 | Review and revise Joint Prehearing Conference Statement; conf. call, emails with Munger team regarding same (2.4); emails with Munger team, client regarding Board related issues (.1). |
| 6/14/2020 | Weissmann, Henry | 0.10 | 140.00 | Conference regarding operational observer |
| 6/14/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding exit financing |
| 6/14/2020 | Goldman, Seth | 1.40 | 1,610.00 | Emails with PG&E, MTO team, and all parties regarding pre-hearing conference for securitization application (.8); review TURN comments on pre-hearing statement (.6). |
| 6/14/2020 | Reed Dippo, Teresa A. | 0.30 | 234.00 | Review emails regarding securitization proceeding status. |
| 6/14/2020 | Cole, Sarah J. | 1.80 | 1,602.00 | Review and revise Joint Prehearing Conference Statement and matrix and emails with Munger team regarding same (1.4); review emails with client, parties regarding same (.2); review TURN edits to same and email Munger team regarding same (.2). |
| 6/15/2020 | Weissmann, Henry | 0.60 | 840.00 | Participate in client call regarding securitization |
| 6/15/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Correspondence regarding installation of new directors |
| 6/15/2020 | Weissmann, Henry | 0.30 | 420.00 | Call with counsel to CPUC regarding confirmation order |
| 6/15/2020 | Weissmann, Henry | 4.40 | 6,160.00 | Correspondence regarding meet and confer on securitization application |
| 6/15/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding operational observer |
| 6/15/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Correspondence regarding exit financing |
| 6/15/2020 | Grove, Skylar B. | 2.70 | 2,106.00 | Telephonic conference with Mr. Allred regarding outline of testimony chapters for Section 851 application (.4); analyze, revise draft Section 851 application in light of updates to bankruptcy filings (2.3). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/15/2020 | Rutten, James C. | 0.20 | 212.00 | Analysis and e-mail correspondence with client regarding safety certification issues. |
| 6/15/2020 | Rutten, James C. | 1.50 | 1,590.00 | E-mail correspondence and analysis regarding PAO's data requests (0.2); draft objections to PAO's data requests, including statutory research concerning PAO's mandate (1.3). |
| 6/15/2020 | Allred, Kevin S. | 5.00 | 5,100.00 | Working group call regarding bankruptcy closing checklist items (.5); teleconference with S. Grove regarding headquarters section 851 application and testimony (.4); analyze headquarters section 851 application issues and tasks (.3); review board membership issues for FERC motion and CPUC letter (.9); edits relating to same (.9); emails regarding same (.4); analysis relating to various bankruptcy closing steps and issues (.6); edits relating to same (.5); emails regarding same (.3); review various case related developments, issues and tasks (.1); and emails regarding (.1). |
| 6/15/2020 | Goldman, Seth | 10.60 | 12,190.00 | Prepare for meet and confer on securitization (.8); review credit rating agency reports (.2); pre-call for meet and confer (.5); attend meet and confer (2.0); emails with intervenors and PG&E regarding meet and confer and pre-hearing statement (1.6); review and revise pre-hearing statement (2.3); emails and telephone conferences regarding the same (1.2); emails and telephone conferences regarding continuance of pre-hearing conference (.7); telephone conference with PG&E regarding securitization application (1.0); emails with Callan regarding data requests (.3). |
| 6/15/2020 | Kitano, Judith T. | 0.30 | 366.00 | Review correspondence regarding credit ratings and launch timing for various bank and public debt issuances for the utility and the holding company. |
| 6/15/2020 | Castillo, Ramón K. | 5.30 | 1,828.50 | Conference call (1.00); review and revise bankruptcy filings, including prospectus supplements (1.10); communications regarding same (.10); review discovery requests and schedule (.40); communications regarding same (.10); review and revise joint prehearing conference statement, including addenda (1.10); communications regarding same (.10); review and revise securitization filings (.50); review credit ratings reports (.30); communications regarding same (.10); review and revise discovery trackers (.40); communications regarding same (.10). |
| 6/15/2020 | Saarman Gonzalez, Giovanni S. | 1.20 | 870.00 | Confer with Ms. Cole regarding securitization. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/15/2020 | Cole, Sarah J. | 11.90 | 10,591.00 | Meet and confer with parties regarding A.20-04-023 Joint Prehearing Conference Statement, issues (2); review and revise Joint Prehearing Conference Statement and analyze issues related to same (5.6); emails with all parties regarding same (.3); emails, telephone calls with S. Goldman, H. Weissmann regarding same (1.1); emails with G. Saarman Gonzalez regarding same (.2); telephone calls with client regarding same (.8); emails with Munger team regarding data requests, issues, and review and analyze same (.8); email Munger team regarding PG&E's reply to protests in A.20-04-023 (.1); conference call with client regarding securitization proceeding and review and analyze issues related to same (1). |
| 6/16/2020 | Grove, Skylar B. | 4.80 | 3,744.00 | Analyze, revise draft Section 851 application (2.0); analyze, prepare outline of testimony of Ms. Agid in support of Section 851 application (2.8). |
| 6/16/2020 | Weissmann, Henry | 0.30 | 420.00 | Client call regarding operational observer |
| 6/16/2020 | Weissmann, Henry | 0.60 | 840.00 | Call with Greg Allen regarding data requests |
| 6/16/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Review materials regarding debt issuance |
| 6/16/2020 | Weissmann, Henry | 1.20 | 1,680.00 | Correspondence regarding request for CPUC extension of time regarding directors |
| 6/16/2020 | Weissmann, Henry | 0.20 | 280.00 | Client conference regarding operational observer |
| 6/16/2020 | Weissmann, Henry | 0.20 | 280.00 | Conference regarding FERC filing on interlock |
| 6/16/2020 | Weissmann, Henry | 0.60 | 840.00 | Participate in client steering call |
| 6/16/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Correspondence regarding exit financing |
| 6/16/2020 | Weissmann, Henry | 0.30 | 420.00 | Participate in advisor call |
| 6/16/2020 | Weissmann, Henry | 3.10 | 4,340.00 | Correspondence regarding meet and confer on securitization application |
| 6/16/2020 | Cole, Graham B. | 0.60 | 492.00 | Prepare for and attend call with G. Allen regarding data requests (0.6). |
| 6/16/2020 | Rutten, James C. | 0.60 | 636.00 | E-mail correspondence with client regarding executive compensation issues (0.1); conference call with client regarding same (0.4); telephone conference with Ms. Cole regarding same (0.1). |
| 6/16/2020 | Rutten, James C. | 0.80 | 848.00 | Draft objections to PAO's data requests, including review of Tubbs-related correspondence with Cal Fire. |
| 6/16/2020 | Allred, Kevin S. | 3.60 | 3,672.00 | Bankruptcy steering committee teleconference (.5); analyze compliance issue (.1); review regarding documentation (.1); emails regarding same (.1); teleconference with F. Cheng regarding FERC motion on directors (.2); review regarding directors waiver/extension issues with respect to FERC and CPUC (.5); analysis relating to same (.5); edits relating to same (.4); emails regarding same (.3); teleconference with M. Plummer and B. Manheim regarding presentation deck to Board on compliance matters (.4); analysis regarding bankruptcy decisions compliance and documentation (.1); edits relating to same (.1) emails regarding same (.1); review various case related developments, issues and tasks (.1); emails regarding same (.1). |
| 6/16/2020 | Goldman, Seth | 5.80 | 6,670.00 | Revise pre-hearing statement (2.7); emails with intervenors regarding the same (1.4); revise PG&E statement on issues of disagreement (.5); emails and telephone conferences regarding data requests (.4); revise data requests (.8). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/16/2020 | Castillo, Ramón K. | 6.40 | 2,208.00 | Communications regarding ongoing tasks (.90); review and revise prehearing conference statement (1.10); communications regarding same (.40); review and revise bankruptcy filings, including w/r/t board of directors (2.70); communications regarding same (.20); review and revise matrix regarding prehearing conference statement (.50); communications regarding same (.10); review and revise securitization filings (.40); communications regarding same (.10). |
| 6/16/2020 | Saarman Gonzalez, Giovanni S. | 1.10 | 797.50 | Email correspondence with Mr. Manuel regarding CPUC fees (0.3); teleconference with client team regarding POR OII and securitization (0.6); review legal opinions regarding risk of refund (0.2). |
| 6/16/2020 | Saarman Gonzalez, Giovanni S. | 0.50 | 362.50 | Email correspondence with client team regarding affiliate compliance plan. |
| 6/16/2020 | Cole, Sarah J. | 9.10 | 8,099.00 | Review and analyze issues related to Joint Prehearing Conference Statement, emails with parties regarding same (3.7); emails with S. Goldman, H. Weissmann regarding same (.5); emails with client regarding same (.5); prepare separate PG&E prehearing conference statement (2.1); conference call with client regarding regulatory proceedings (.5); conference call with client regarding bankruptcy OII compliance presentation and emails with K. Allred regarding same (.6); conference call with G. Allen regarding TURN data requests in A.20-04-023 (.5); emails with client regarding data request issues (.1); emails with S. Goldman regarding issues related to securitization proceeding and review and analyze same (.4); emails with Munger team, client regarding executive compensation memorandum (.2). |
| 6/17/2020 | Karl, Natalie | 0.70 | 465.50 | Review revised pledge agreement and underwriting agreement (0.6); correspondence with Hunton and Munger teams regarding timing of opinion delivery (0.1). |
| 6/17/2020 | Grove, Skylar B. | 2.20 | 1,716.00 | Analyze, revise Section 851 application (.3); telephonic conferences with Mr. Allred regarding strategy for testimony supporting Section 851 application (.9); attend weekly telephonic strategy conference with PG&E team (1.0). |
| 6/17/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding compliance with CPUC decision on Bankruptcy Plan |
| 6/17/2020 | Weissmann, Henry | 0.30 | 420.00 | Follow up from call with counsel to Governor |
| 6/17/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding operational observer |
| 6/17/2020 | Weissmann, Henry | 0.50 | 700.00 | Call with counsel to Governor |
| 6/17/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Participate in conference regarding trial preparation |
| 6/17/2020 | Weissmann, Henry | 0.40 | 560.00 | Follow up from call with CPUC counsel |
| 6/17/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with counsel to CPUC |
| 6/17/2020 | Weissmann, Henry | 0.50 | 700.00 | Correspondence regarding hedging application |
| 6/17/2020 | Weissmann, Henry | 0.40 | 560.00 | Client call regarding FERC filing |
| 6/17/2020 | Weissmann, Henry | 0.60 | 840.00 | Client call regarding emergence timing |
| 6/17/2020 | Weissmann, Henry | 0.60 | 840.00 | Correspondence regarding compliance issues pertaining to new directors |
| 6/17/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Correspondence regarding meet and confer in securitization proceeding |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/17/2020 | Rutten, James C. | 2.20 | 2,332.00 | E-mail correspondence and analysis regarding executive compensation issues (0.7); conference with Ms. Cole regarding executive compensation issues (0.5); review and edit draft of RAMP submission concerning executive compensation (1.0). |
| 6/17/2020 | Cole, Graham B. | 2.40 | 1,968.00 | Draft objections and responses to TURN data requests (2.4). |
| 6/17/2020 | Allred, Kevin S. | 5.60 | 5,712.00 | Analyze Section 851 application and headquarters transaction facts (1.5); work on outlines of testimony chapters (1.5); teleconferences with S. Grove (.3); teleconference with client team regarding Section 851 application (1.0); analysis of various compliance requirements and presentation (.4); outlining relating to same (.3); emails regarding same (.1); teleconference with S. Cole regarding board presentation (.3); review various case related developments, issues and tasks (.1); emails regarding (.1). |
| 6/17/2020 | Goldman, Seth | 4.40 | 5,060.00 | Emails regarding pre-hearing statement (.8); emails regarding TURN data requests (.3); revise and finalize pre-hearing statement (2.9); telephone conference with CPUC expert regarding securitization (.4). |
| 6/17/2020 | Brewster, Andre W. | 0.20 | 156.00 | [San Ramon] Emails with Ms. Cox regarding reply papers in support of motion to quash. |
| 6/17/2020 | Castillo, Ramón K. | 3.20 | 1,104.00 | Review and revise prehearing conference statement including addenda (1.40); communications regarding same (.30); review and revise data requests and responses (.60); communications regarding same (.10); review and revise bankruptcy filings (.60); review and revise securitization filings (.20). |
| 6/17/2020 | Polon, Larry M. | 1.30 | 448.50 | Gather discovery requests and responses for attorney. |
| 6/17/2020 | Saarman Gonzalez, Giovanni S. | 2.80 | 2,030.00 | Review hedging letter (0.3); review prospective supplement (0.7); confer with Mr. Fitzpatrick regarding same (0.1); confer with Ms. Cole regarding prospectus supplement and deck (0.3); review and analyze officer reporting structure (1.2); email correspondence with Mr. Weissmann regarding same (0.2). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/17/2020 | Cole, Sarah J. | 9.60 | 8,544.00 | Telephone call with J. Rutten regarding bankruptcy OII compliance issues (.4); review and analyze issues related to same and emails with Munger team regarding same (.6); review and revise Joint Prehearing Conference Statement (2.6); emails with all counsel regarding same (.8); emails with Munger team regarding same (.8); prepare bankruptcy OII compliance presentation and email Munger team regarding same (1.5); telephone call with K. Allred regarding same (.4); review and revise bankruptcy OII compliance tracker and telephone call with M. Plummer regarding same (.5); emails with H. Weissmann, G. Saarman Gonzalez regarding ATR issues (.1); emails regarding financial disclosure documents and review same (.5); telephone call with G. Saarman Gonzalez regarding same, compliance presentation (.6); emails regarding TURN data requests in A.20-04-023 and review and analyze issues related to same (.5); email client regarding compliance presentation and review same (.2); telephone call, emails regarding Safety Culture OII issues (.1). |
| 6/18/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in advisor call |
| 6/18/2020 | Weissmann, Henry | 0.30 | 420.00 | Prepare for securitization prehearing conference |
| 6/18/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Participate in prehearing conference in securitization application |
| 6/18/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Participate in client call regarding Chapter 11 strategy |
| 6/18/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding operational observer |
| 6/18/2020 | Weissmann, Henry | 0.50 | 700.00 | Client call regarding compliance issues |
| 6/18/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Client correspondence regarding reporting relationships |
| 6/18/2020 | Weissmann, Henry | 1.80 | 2,520.00 | Correspondence regarding compliance with CPUC decision on Bankruptcy Plan |
| 6/18/2020 | Cole, Graham B. | 4.20 | 3,444.00 | Prepare for and attend call regarding pre-hearing conference (0.7); prepare for and attend call with S. Cole and S. Goldman regarding data requests (0.5); prepare for and attend client call regarding data requests (.5); review and analyze data requests from PAO (1.5); edit responses to TURN data request sets 1 and 2 (1.0). |
| 6/18/2020 | Rutten, James C. | 0.20 | 212.00 | E-mail correspondence and analysis regarding executive compensation issues. |
| 6/18/2020 | Rutten, James C. | 0.40 | 424.00 | E-mail correspondence with client regarding PAO data requests (0.1); edit responses to data requests (0.3). |
| 6/18/2020 | Fry, David H. | 0.50 | 575.00 | Review order dismissing Cannara case (.1); research regarding limitations on Section 1756 review (.3); exchange correspondence regarding decision (.1). |
| 6/18/2020 | Allred, Kevin S. | 5.70 | 5,814.00 | Finalize letter and exhibits regarding directors (.1); coordinate submission to California Public Utility Commission (.1); review various case related developments, issues and tasks (.2); emails regarding same (.1); teleconference with working group regarding bankruptcy closing checklist items (.6); prepare Board presentation regarding compliance matters (3.3); work on headquarters 851 testimony outlines (1.3). |
| 6/18/2020 | Kitano, Judith T. | 0.30 | 366.00 | Review file regarding opinion delivery; email Ms. Karl regarding timing of delivery of various opinions for holding company and utility bank and bond financings. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|-----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/18/2020 | Goldman, Seth | 7.00 | 8,050.00 | Attend pre-hearing conference (1.1); prepare for same (.6); review rating reports (.7); emails regarding data requests (.6); review responses (.8); review additional data request (1.4); telephone conference with MTO team regarding data requests (1.0); telephone conference with PG&E regarding data requests (.8). |
| 6/18/2020 | Brewster, Andre W. | 1.20 | 936.00 | [San Ramon] Review reply brief and outline responsive points for argument. |
| 6/18/2020 | Castillo, Ramón K. | 9.20 | 3,174.00 | Prehearing conference (1.00); prepare collaborative workspace at request of client (5.60); communications regarding same (.60); review and revise discovery requests, responses and templates (.50); review and revise bankruptcy filings (.40); review and revise securitization filings (.20); communications regarding same (.10); review and revise bankruptcy filings (.20); review data response tracker (.50); communications regarding same (.10). |
| 6/18/2020 | Saarman Gonzalez, Giovanni S. | 5.00 | 3,625.00 | Confer with Mr. Taylor regarding prospectus (0.2); email correspondence with Mr. Taylor regarding same (0.1); review same (0.4); email correspondence with Messrs. Simon, Manheim and Weissmann regarding reporting (0.2); attend telephonic prehearing conference (1.3); teleconference with client team regarding data requests (1.2); confer with Ms. Cole regarding same (0.6); work on slide deck (1.0). |
| 6/18/2020 | Kurowski, Bowe | 1.50 | 682.50 | Investigate potential solutions to sharing drafts of documents and track revisions (0.8); correspond with R. Castillo and IT Department regarding same (.7). |
| 6/18/2020 | Cole, Sarah J. | 12.10 | 10,769.00 | Prehearing conference (1); emails with H. Weissmann, S. Goldman regarding issues related to same (.2); prepare summary of same and emails with Munger team regarding same (.9); emails with M. Plummer regarding same (.1); telephone call with S. Goldman regarding issues related to securitization proceeding (.6); emails with Munger team, client regarding A.20-04-023 data requests from TURN and issues related to same (.6); conference call with client regarding same and prepare for same (.6); prepare data response tracker and email Munger team regarding same (.2); review and revise bankruptcy OII compliance tracker (3.8); telephone call, emails with M. Plummer regarding same (.2); email Munger team regarding same (.1); review draft updated confirmation order and emails with Munger team regarding same (.3); emails with B. Manheim regarding compliance presentation and review and revise same (.4); emails with Munger team regarding issues related to securitization proceeding, sharepoint site (.5); review emails, memorandum from Cravath regarding emergence issues and emails with Munger team regarding same (.3); emails with client, Munger team regarding Board issues (.3); review A.20-04-023 data requests from PAO and email Munger team regarding same (.5); review and revise draft bankruptcy OII compliance presentation and analyze issues related to same (1.5). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-----------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/18/2020 | Cox, Erin J. | 1.10 | 1,045.00 | Evaluate reply brief, request for judicial notice, supporting documentation served in reverse validation action, exchange correspondence (1.1). |
| 6/19/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in client call regarding compliance with CPUC decision |
| 6/19/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding follow up from prehearing conference in securitization proceeding |
| 6/19/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Client call regarding operational observer |
| 6/19/2020 | Weissmann, Henry | 1.40 | 1,960.00 | Correspondence regarding compliance with Commission decision |
| 6/19/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding Governor's Office |
| 6/19/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding exit financing |
| 6/19/2020 | Weissmann, Henry | 0.30 | 420.00 | Conference with counsel to Governor |
| 6/19/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in client call regarding Board issues in relation to CPUC decision |
| 6/19/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Further client call regarding compliance issues pertaining to Board |
| 6/19/2020 | Weissmann, Henry | 0.20 | 280.00 | Review decision dismissing case challenging AB 1054 fund |
| 6/19/2020 | Karl, Natalie | 1.30 | 864.50 | Review revised Term Loan B credit agreement (0.5); correspondence with Hunton and Munger teams regarding opinions (0.1); review revised escrow agreement (0.6); prepare execution version of Term Loan B opinion (0.1). |
| 6/19/2020 | Cole, Graham B. | 2.00 | 1,640.00 | Edit draft of responses to TURN data requests, set 3 (1.2); edit draft of responses to PAO data requests (0.8). |
| 6/19/2020 | Rutten, James C. | 1.10 | 1,166.00 | Conference call with client regarding Chapter 11 emergence and compliance issues (0.5); analysis, research, and e-mail correspondence regarding executive compensation requirements (0.3); review and comment on Board and Committee minutes (0.3). |
| 6/19/2020 | Allred, Kevin S. | 3.40 | 3,468.00 | Analysis of various compliance obligations (.8); notes relating to same (.8); emails regarding same (.4).teleconference with client group regarding HR compliance obligations (.5); teleconference with client group regarding Board compliance obligations (.9). |
| 6/19/2020 | Reed Dippo, Teresa A. | 0.70 | 546.00 | Emails regarding securitization prehearing conference and post-emergence updates to securitization materials. |
| 6/19/2020 | Kitano, Judith T. | 0.60 | 732.00 | Review email from Mr. Weissmann; email Ms. Karl regarding pre-emergence financing closings into escrow; review revisions to parent company term loan B agreement; email team regarding opinion; review email from Ms. Karl. |
| 6/19/2020 | Goldman, Seth | 3.00 | 3,450.00 | Telephone conferences with PG&E regarding data requests and securitization (1.5); emails with MTO team regarding next steps (.5); review responses and data requests (1.0). |
| 6/19/2020 | Brewster, Andre W. | 1.00 | 780.00 | [San Ramon] Discuss hearing on motion to quash with Ms. Cox (.8); outline arguments in response to reply brief (.2) |
| 6/19/2020 | Castillo, Ramón K. | 4.30 | 1,483.50 | Review and revise bankruptcy filings (.20); communications regarding testimony and discovery (.80); review and revise discovery tracker (.10); communications regarding same (.10); communications regarding collaborative workspace (.50); review and revise securitization filings (.20); revise collaborative workspace (2.40). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/19/2020 | Saarman Gonzalez, Giovanni S. | 4.10 | 2,972.50 | Work on slide deck (1.4); review prospective supplement disclosure (0.1); confer with Ms. Reed Dippo regarding prehearing conference (0.3); confer with Mr. Goldman regarding data requests (0.3); email correspondence with Citi and Brattle teams regarding data requests and testimony (0.7); confer with Mr. Goldman regarding same (0.3); email correspondence with Citi, Lazard, and client teams regarding data requests (0.4); work on same (0.4); teleconference with Mr. Castillo regarding same (0.2). |
| 6/19/2020 | Cole, Sarah J. | 10.40 | 9,256.00 | Emails with client regarding data requests served in securitization proceeding and review and analyze issues related to same (.8); conference call with client regarding same (.5); telephone call with M. Plummer, S. Goldman regarding discovery issues related to securitization proceeding (.5); conference call with client regarding Enhanced Enforcement (.9); review and revise compliance presentation and emails with B. Manheim regarding same (.5); conference calls with client regarding bankruptcy OII compliance issues (1.4); review and revise compliance tracker and emails with client regarding same (.5); review and revise securitization proceeding tracker and email Munger team regarding same (.7); emails with client regarding bankruptcy OII commitments, issues (.2); emails with Munger team regarding issues related to bankruptcy OII compliance, executive compensation and review and analyze same (.5); emails with Cravath regarding securitization proceeding, Compass (.2); emails with Munger team regarding bankruptcy OII compliance presentation and review and revise same (2.5); emails with client regarding draft Board materials, issues and review same (.3); email Munger team regarding same (.1); review and revise summary of A.20-04-023 prehearing conference and emails with Munger team regarding same (.3); email client regarding same (.1); review and revise draft responses to TURN data requests and emails with Munger team regarding same (.4). |
| 6/19/2020 | Cox, Erin J. | 0.80 | 760.00 | Conference with Mr. Brewster regarding preparation for oral argument in reverse validation action (.8). |
| 6/20/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding exit financing |
| 6/20/2020 | Cole, Graham B. | 0.40 | 328.00 | Edit draft of data request responses to TURN's third set of data requests (0.4). |
| 6/20/2020 | Rutten, James C. | 0.70 | 742.00 | Review and edit draft of Board resolution. |
| 6/20/2020 | Allred, Kevin S. | 0.10 | 102.00 | Review draft press release. |
| 6/20/2020 | Kitano, Judith T. | 0.50 | 610.00 | Review draft opinion; email Ms. Karl regarding process for release of opinion. |
| 6/20/2020 | Goldman, Seth | 1.30 | 1,495.00 | Review responses to data requests (.9); emails regarding the same (.4). |
| 6/20/2020 | Lee, C. David | 1.20 | 1,464.00 | Attention to opinion issues. |
| 6/20/2020 | Saarman Gonzalez, Giovanni S. | 1.40 | 1,015.00 | Work on press release regarding capital raise (0.6); work on data request response (0.8). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/20/2020 | Cole, Sarah J. | 1.10 | 979.00 | Emails, telephone call with J. Yeakel regarding bankruptcy OII compliance presentation and review and analyze same (.4); emails with S. Goldman regarding A.20-04-023 data requests, issues (.2); emails with client regarding same (.1); emails with Munger team, client regarding draft press release and review same (.2); emails with Munger team regarding draft Board materials (.1); review email regarding confirmation order and review same (.1). |
| 6/21/2020 | Cole, Graham B. | 3.40 | 2,788.00 | Research legal issues regarding privilege over communications and draft reports from expert (3.4). |
| 6/21/2020 | Rutten, James C. | 1.90 | 2,014.00 | Review and comment on Board and committee minutes (0.3); review and revise drafts of Board memorandum, Corporate Governance Guidelines, and Nominating and Governance Committee resolution (1.5); related e-mail correspondence with team (0.1). |
| 6/21/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding compliance with CPUC decision in Bankruptcy OII |
| 6/21/2020 | Weissmann, Henry | 0.30 | 420.00 | Review draft press release regarding debt financing |
| 6/21/2020 | Allred, Kevin S. | 0.20 | 204.00 | Review various case developments and compliance-related matters (.1); emails regarding same (.1). |
| 6/21/2020 | Cole, Sarah J. | 4.40 | 3,916.00 | Review and revise POR OII compliance presentation and analyze issues related to same (3.1); emails with Munger team regarding same (.5); review and revise POR OII compliance tracker and emails with client regarding same (.1); review and analyze draft Board materials and emails with Munger team regarding same (.5); emails with S. Goldman, G. Cole regarding draft data responses, legal research related to same (.2). |
| 6/21/2020 | Saarman Gonzalez, Giovanni S. | 0.30 | 217.50 | Review press release (0.1); email correspondence with client team regarding same (0.2). |
| 6/22/2020 | Karl, Natalie | 3.80 | 2,527.00 | Telephone conference with Mr. Saarman Gonzalez to discuss legal opinion (0.1); prepare execution version of opinion on letterhead and correspondence with Ms. Kitano regarding same (0.2); correspondence with Mr. Goswell and Mr. Nedell regarding legal opinion (0.4); telephone conference with Munger and PG&E teams regarding securitization (1.1); review final credit agreement (0.8); review final escrow agreement (0.3); telephone conference with Ms. Kitano to discuss legal opinion (0.1); review executed documents (0.8). |
| 6/22/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in closing checklist call |
| 6/22/2020 | Weissmann, Henry | 0.30 | 420.00 | Attention to discovery in securitization proceeding |
| 6/22/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Participate in client call regarding securitization |
| 6/22/2020 | Weissmann, Henry | 1.30 | 1,820.00 | Review 8-K |
| 6/22/2020 | Weissmann, Henry | 1.40 | 1,960.00 | Correspondence regarding compliance with CPUC decision in Bankruptcy OII |
| 6/22/2020 | Weissmann, Henry | 0.60 | 840.00 | Review confirmation decision |
| 6/22/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Correspondence regarding operational observer |
| 6/22/2020 | Weissmann, Henry | 0.50 | 700.00 | Review response to applications for rehearing of Wildfire OII decision |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/22/2020 | Cole, Graham B. | 5.50 | 4,510.00 | Edit draft of responses to TURN data requests set 1 (0.5); edit draft of responses to TURN data requests set 2 (0.5); edit draft of responses to TURN data requests set 3 (1.5); prepare for and attend call with G. Saarman regarding responses to TURN data requests set 3 (0.3); prepare for and attend call with G. Allen regarding data requests (0.2); edit draft of responses to PAO data requests set 1 (1.5); prepare for and attend team call regarding discovery (1.0). |
| 6/22/2020 | Rutten, James C. | 2.20 | 2,332.00 | Edit POR commitments document (0.1); review and comment on Board and committee minutes (0.3); conferences with Mr. Weissmann regarding executive compensation issues (0.1); research and analyze record in connection with executive compensation issues, and draft related analysis (1.2); review and comment on draft of 8-K (0.1); various other client and team e-mails and case administration tasks (0.4). |
| 6/22/2020 | Rutten, James C. | 0.10 | 106.00 | Edit responses to PAO data requests. |
| 6/22/2020 | Lawrence, Jeremy A. | 1.80 | 1,656.00 | Telephone conference with Mr. Axelrod regarding insurance questions for board briefing (.4); legal research and analysis regarding and prepare talking points (1.4). |
| 6/22/2020 | Lee, C. David | 0.50 | 610.00 | Attention to opinion issues in anticipation of closing. |
| 6/22/2020 | Brewster, Andre W. | 6.80 | 5,304.00 | [San Ramon] Coordinate filing related to court appearance for hearing on motion to quash (.2); prepare for argument at hearing on motion to quash (6.6). |
| 6/22/2020 | Castillo, Ramón K. | 6.90 | 2,380.50 | Conference call with client (1.00); preparation regarding same (.20); review discovery requests and responses including working files in support thereof (2.40); communications regarding same (.10); revise collaborative workspace (1.50); communications regarding same (.20); review and revise bankruptcy filings (.40); communications regarding same (.10); review financial documents (.80); communications regarding same (.20). |
| 6/22/2020 | Reed Diplo, Teresa A. | 1.80 | 1,404.00 | Emails regarding securitization and plan confirmation (.8); weekly working group call re securitization (1.0). |
| 6/22/2020 | Allred, Kevin S. | 3.00 | 3,060.00 | Analysis of various compliance-related materials (1.0); edits relating to same (1.0); emails regarding same (.1); review draft 8-K (.2); emails regarding same (.1); teleconference with working group regarding bankruptcy closing checklist (.4); review various case related developments, issues and tasks (.1); emails regarding same (.1). |
| 6/22/2020 | Kitano, Judith T. | 0.30 | 366.00 | Attention to term loan B opinion; email Ms. Karl regarding same. |
| 6/22/2020 | van der Ven, Cobus | 0.20 | 133.00 | Telephone conference with Mr. Cole and Mr. Goldman regarding data requests relevant to Mr. Allen's testimony. |
| 6/22/2020 | Saarman Gonzalez, Giovanni S. | 7.30 | 5,292.50 | Review legal opinion for debt offering (0.8); confer with Ms. Karl regarding same (0.1); work on data requests (4.1); confer with Mr. Cole regarding same (0.2); confer with Ms. Cole regarding same (1.1); teleconference with client team regarding securitization (0.5); review draft 8-k (0.3); email correspondence with Mr. Weissmann regarding cost of debt update (0.2). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/22/2020 | Cole, Sarah J. | 9.40 | 8,366.00 | Emails with Cravath regarding data requests, call with Compass to discuss same (.2); review and revise compliance presentation and analyze issues related to same (2.2); emails with Munger team regarding same (.5); emails with client regarding same (.1); conference call with client regarding securitization application, updated testimony (1.2); review and analyze issues related to same (1.1); emails with Munger team regarding same (.2); emails with Munger team regarding issues related to A.20-04-023 data requests and review and revise responses to same (1.6); telephone call with S. Goldman regarding same (.4); emails with Munger team regarding issues related to draft Board materials from client and review and analyze same (.6); emails with client regarding same (.1); emails with H. Weissmann regarding issues related to draft 8-K regarding confirmation order and review and analyze same (.3); emails with Cravath regarding same (.1); emails with M. Plummer regarding updated compliance memorandum and tracker (.2); review and revise same (.5); emails with B. Wong regarding same (.1). |
| 6/22/2020 | Goldman, Seth | 7.50 | 8,625.00 | Telephone conference with PG&E regarding data request responses (.5); prepare agenda for weekly call (.4); update data request tracker (.7); revise response to data requests (.8); prepare tacker for securitization application update items (1.1); telephone conference with MTO team regarding data requests and responses (1.7); weekly call on securitization (1.1); follow-up emails from the same (.6); follow-up phone calls from the same (.6). |
| 6/22/2020 | Cox, Erin J. | 0.50 | 475.00 | Evaluate draft Form 8-K (.3); evaluate, revise draft objections to PAO discovery requests (.2). |
| 6/23/2020 | Grove, Skylar B. | 2.30 | 1,794.00 | Analyze objections to PAO data requests in Safety Culture OII (.2); analyze requirements imposed by conditions of probation (.4); analyze, revise draft outline of testimony chapters in support of GO Complex Section 851 application (1.7). |
| 6/23/2020 | Karl, Natalie | 4.70 | 3,125.50 | Correspondence with Munger and Hunton teams regarding legal opinions (0.4); telephone conference with Munger, Brattle and Citi teams to discuss securitization (1.1); review receivables financing agreement (2.6); begin reviewing financing documents (0.6). |
| 6/23/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in advisor call |
| 6/23/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding implementation of executive incentive compensation |
| 6/23/2020 | Weissmann, Henry | 1.90 | 2,660.00 | Correspondence regarding compliance with CPUC decision in Bankruptcy OII |
| 6/23/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in client call regarding Plan steering |
| 6/23/2020 | Weissmann, Henry | 1.20 | 1,680.00 | Correspondence regarding operational observer |
| 6/23/2020 | Weissmann, Henry | 0.10 | 140.00 | Review documents potentially responsive to data requests in securitization proceeding |
| 6/23/2020 | Weissmann, Henry | 0.60 | 840.00 | Call with Governor's Office regarding operational observer |
| 6/23/2020 | Weissmann, Henry | 0.40 | 560.00 | Call regarding implementation of executive incentive compensation |
| 6/23/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Follow up with Governor's Office |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-----------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/23/2020 | Weissmann, Henry | 0.50 | 700.00 | Client call regarding updates to securitization application |
| 6/23/2020 | Weissmann, Henry | 0.70 | 980.00 | Client call regarding discussions with Governor's Office |
| 6/23/2020 | Weissmann, Henry | 0.20 | 280.00 | Call regarding securitization discovery |
| 6/23/2020 | Weissmann, Henry | 0.30 | 420.00 | Revise memo for other utilities |
| 6/23/2020 | Cole, Graham B. | 2.80 | 2,296.00 | Prepare for and attend call with Citi regarding updating testimony and responding to data requests (1.0); prepare for and attend call with G. Allen regarding updating testimony and responding to data requests (0.6); draft communication to B. Cornell regarding responses to data requests (0.5); prepare for and attend client call regarding Lazard documents (0.5); edit draft of responses to TURN data requests set 3 (0.2). |
| 6/23/2020 | Rutten, James C. | 1.90 | 2,014.00 | Review and edit Board minutes (0.5); conference with Mr. Weissmann regarding executive compensation issues (0.1); e-mail correspondence with client, and related analysis, regarding executive compensation issues and Board issues (0.8); conference call with client regarding executive compensation issues (0.2); conference call with Simpson Thacher regarding approval of STIP and LTIP (0.3). |
| 6/23/2020 | Lawrence, Jeremy A. | 2.80 | 2,576.00 | Prepare talking points for client regarding insurance coverage with respect to potential future claims (2.1); telephone conferences with MTO Attorney regarding revisions to talking points (.7). |
| 6/23/2020 | Wu, Jeffrey Y. | 1.60 | 1,520.00 | Prepare outline of potential petition for PURPA waiver. |
| 6/23/2020 | Castillo, Ramón K. | 5.70 | 1,966.50 | Conference call (.50); review working files in support of discovery responses (2.20); communications regarding same (.50); revise collaborative workspace (1.20); communications regarding same (.10); review and revise bankruptcy filings (.30); review hearing transcripts (.80); communications regarding same (.10). |
| 6/23/2020 | Reed Dippo, Teresa A. | 1.50 | 1,170.00 | POR OII steering committee call (.4); securitization update discussion with Citi and MTO teams (1.1). |
| 6/23/2020 | Allred, Kevin S. | 5.30 | 5,406.00 | Analysis various compliance-related materials (1.4); edits related to same (.3); emails regarding same (.2); Bankruptcy Steering Committee call (.4); finance group compliance call (.7); executive compensation compliance call (.2); teleconference with client regarding Board presentation on compliance (.1); revise outlines of HQ section 851 testimony chapters 1 and 2 (1.0); review related materials (.5); organize same (.5). |
| 6/23/2020 | Kitano, Judith T. | 0.90 | 1,098.00 | Attention to delivery of opinion; attention to timing of further financing closings for which opinions are requested to be delivered; attention to AR financing and related questions; email regarding same; review analysis. |
| 6/23/2020 | van der Ven, Cobus | 0.40 | 266.00 | Telephone conference with Mr. Allen, Mr. Cole, and Mr. Goldman to discuss data requests. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/23/2020 | Saarman Gonzalez, Giovanni S. | 8.10 | 5,872.50 | Teleconference with client team regarding POR OII and securitization (0.3); email correspondence with Hunton team regarding financing (0.5); teleconference with Citi and Brattle teams regarding testimony and data request responses (1.3); email correspondence with Citi and Brattle teams regarding same (0.6); work on data request response (3.6); review and analyze contribution agreement (1.5); email correspondence with Mr. Weissmann regarding same (0.3). |
| 6/23/2020 | Cole, Sarah J. | 9.10 | 8,099.00 | Conference call with client regarding regulatory proceedings (.4); conference call, emails with client regarding bankruptcy OII compliance issues (.8); review and revise bankruptcy OII memorandum and tracker and review and analyze issues related to same (3.8); emails with client regarding same (.3); conference call with Cravath, Compass regarding data requests served in A.20-04-023 (.5); conference call with Citi regarding A.20-04-023 testimony and data requests (.5); emails with Munger team regarding issues related to A.20-04-023, data request responses (.7); review and revise securitization tracker (.3); telephone call, emails with client regarding bankruptcy OII compliance deck (.2); review and revise same (.4); emails with Munger team regarding same (.2); emails with T. Smith, G. Saarman Gonzalez regarding issues related to WEMA and analyze same (.2); emails with client, Munger team regarding issues related to Board materials, compliance (.3); email Munger team regarding transcript from A.20-04-023 prehearing conference (.1); emails with Munger team regarding issues related to executive compensation (.1); conference call with client regarding privilege issues (.3). |
| 6/23/2020 | Goldman, Seth | 4.90 | 5,635.00 | Revise response to data requests (.8); telephone conferences and emails regarding documents for data request responses (1.1); telephone conference with Citi regarding data requests and testimony update (1.0); telephone conference with Callan regarding data requests and update testimony (.4); review documents regarding responsiveness to data requests (1.6). |
| 6/23/2020 | Cox, Erin J. | 2.80 | 2,660.00 | Prepare for moot of oral argument on motion to dismiss, legal research (1.8); participate in moot oral argument on motion to dismiss, quash in reverse validation action (1.0). |
| 6/23/2020 | Brewster, Andre W. | 3.80 | 2,964.00 | [San Ramon] Outline argument for hearing on motion to quash (2.8); participate in mock argument with Ms. Cox (1.0). |
| 6/24/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with counsel to board |
| 6/24/2020 | Grove, Skylar B. | 1.20 | 936.00 | Attend weekly team strategy conference regarding GO Complex (.8); analyze proposed schedule for Section 851 process (.2); review, analyze draft letter regarding safety certification (.2). |
| 6/24/2020 | Weissmann, Henry | 0.10 | 140.00 | Follow up correspondence regarding call with other utilities |
| 6/24/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Participate in call with Edison and San Diego |
| 6/24/2020 | Weissmann, Henry | 0.30 | 420.00 | Client call regarding compliance with CPUC decision in Bankruptcy OII |
| 6/24/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding securitization discovery |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|---------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/24/2020 | Weissmann, Henry | 0.30 | 420.00 | Team call regarding securitization discovery |
| 6/24/2020 | Weissmann, Henry | 1.10 | 1,540.00 | Correspondence regarding compliance with CPUC decision on Bankruptcy Plan |
| 6/24/2020 | Weissmann, Henry | 0.60 | 840.00 | Client correspondence regarding Governor's Office |
| 6/24/2020 | Karl, Natalie | 8.40 | 5,586.00 | Telephone conference with Munger team to discuss net operating losses (0.3); review financing agreements and prepare legal opinions (7.1); telephone conference with PG&E and Munger teams to discuss securitization discovery (1.0). |
| 6/24/2020 | Rutten, James C. | 2.40 | 2,544.00 | Conference with Ms. Cole regarding sunset date for Board requirements (0.2); related e-mail correspondence with team (0.1); review and edit summary of regulatory commitments, including review of Confirmation Order, ACR, and CPUC decision in connection therewith (1.1); e-mail correspondence and analysis regarding executive compensation issues (0.3); review and comment on Board minutes (0.1); review and edit draft of safety certification application, and review related documents (0.4); various other case administration tasks (0.2). |
| 6/24/2020 | Rowley Jr., Fred A. | 0.20 | 212.00 | Emails regarding status report to Court. |
| 6/24/2020 | Cole, Graham B. | 3.80 | 3,116.00 | Prepare for and attend call regarding NOL realizing slide decks (0.4); prepare for and attend call regarding responses to TURN data requests sets 1 and 2 (1.0); prepare for and attend call with S. Goldman and S. Cole regarding TURN data requests sets 1 and 2 (0.5); edit draft of responses to TURN data requests set 3 (0.5); begin draft of confidentiality declaration (0.5); review document production regarding confidential information (0.9). |
| 6/24/2020 | Castillo, Ramón K. | 4.70 | 1,621.50 | Conference call (1.00); review collaborative workspace (.80); communications regarding same (.10); review and revise discovery responses (.40); review working files in support of discovery responses (1.30); communications regarding same (.30); review and revise bankruptcy filings (.20); communications regarding same (.10); review financial documents (.10); communications regarding certifications (.20); communications regarding confidentiality (.20). |
| 6/24/2020 | Allred, Kevin S. | 2.10 | 2,142.00 | Review various compliance related materials and issues (1.3); edits relating to same (.3); emails regarding same (.2); teleconference with client regarding Board compliance items (.3). |
| 6/24/2020 | Allred, Kevin S. | 1.00 | 1,020.00 | Review case materials and analyze issues and tasks (.2); teleconference with client working group (.7); various calendaring and organization regarding matter (.1). |
| 6/24/2020 | Kitano, Judith T. | 1.60 | 1,952.00 | Review correspondence from Hunton regarding AR facility; review prior research; review regulatory team email; attention to revised forms of opinion for exit financing. |
| 6/24/2020 | van der Ven, Cobus | 0.30 | 199.50 | Telephone conference with the MTO team regarding discovery requests and strategy, including the NOL decks and TURN requests. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/24/2020 | Saarman Gonzalez, Giovanni S. | 2.70 | 1,957.50 | Teleconference with MTO team regarding data requests (0.3); review NOL decks (0.2); confer with Mr. Weissmann regarding cost of debt update (0.1); email correspondence with client team regarding same (0.3); review financing documents (0.9); confer with Ms. Cole regarding securitization (0.6); confer with Mr. Weintraub regarding contribution transaction (0.3). |
| 6/24/2020 | Cole, Sarah J. | 9.80 | 8,722.00 | Conference call with client regarding Board-related bankruptcy OII compliance issues (.3); conference call with client regarding A.20-04-023 discovery issues (1); review and revise responses to TURN data requests (2.2); telephone calls with S. Goldman, G. Cole regarding same (1.6); emails with Munger team, client, Citi regarding same (.8); conference call with Munger team regarding discovery issues (.2); telephone call with M. Plummer, S. Goldman regarding A.20-04-023 testimony, other issues (.4); review and revise memorandum from STB regarding bankruptcy OII compliance and emails with Munger team regarding same (1.1); tc with J. Rutten regarding same (.2); email STB regarding same (.1); emails with client, Munger team regarding bankruptcy OII compliance issues (.2); review emails with Munger team regarding draft letter regarding safety certificate and review same (.2); telephone call with G. Saarman Gonzalez regarding issues related to A.20-04-023 (.5); emails with Munger team, Cravath regarding issues related to Fischel testimony and issues and review and analyze same (1). |
| 6/24/2020 | Goldman, Seth | 8.50 | 9,775.00 | Telephone conference with MTO team regarding data requests (.3); telephone conference with PG&E regarding data requests (.5); weekly data request check-in call (1.0); emails and telephone conferences with PG&E and MTO team regarding data request response (1.0); revise data request responses (4.7); emails with PG&E regarding update of testimony (.6); prepare agenda for discovery check-in call (.4). |
| 6/24/2020 | Reed Dippo, Teresa A. | 0.60 | 468.00 | MTO call regarding confidentiality and NOL decks (.3); emails regarding securitization testimony updates (.3). |
| 6/24/2020 | Cox, Erin J. | 4.30 | 4,085.00 | Review, revise, comment on draft safety certification application, Section 8389 compliance, legal research (1.5); exchange correspondence regarding draft safety certification application, Section 8389 compliance, evaluate proposed attachments (.6); prepare for moot argument in reverse validation action for Mr. Brewster (.9); participate in moot argument in reverse validation action with Mr. Brewster (1.1); exchange correspondence regarding developments in reverse validation action, tentative decision, rescheduling of hearing (.2). |
| 6/24/2020 | Brewster, Andre W. | 4.60 | 3,588.00 | [San Ramon] Outline argument for hearing on motion to quash (3.6); discuss same with Ms. Cox (1.0). |
| 6/25/2020 | Weissmann, Henry | 0.30 | 420.00 | Review updates to forecast |
| 6/25/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in advisor call |
| 6/25/2020 | Weissmann, Henry | 0.20 | 280.00 | Client call regarding Governor's Office |
| 6/25/2020 | Weissmann, Henry | 0.30 | 420.00 | Participate in call with advisors regarding closing checklist |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/25/2020 | Weissmann, Henry | 0.20 | 280.00 | Client call regarding operational observer |
| 6/25/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding securitization discovery |
| 6/25/2020 | Weissmann, Henry | 0.50 | 700.00 | Client call regarding safety certificate letter |
| 6/25/2020 | Weissmann, Henry | 0.20 | 280.00 | Client correspondence regarding CPUC staff letter on hedging |
| 6/25/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Client call regarding update to securitization testimony |
| 6/25/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Client call regarding testimony update |
| 6/25/2020 | Weissmann, Henry | 0.70 | 980.00 | Client correspondence regarding Governor's Office |
| 6/25/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Edit client document regarding Governor's Office |
| 6/25/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding legal opinions on financing |
| 6/25/2020 | Weissmann, Henry | 0.20 | 280.00 | Client correspondence regarding confirmation order in relation to CPUC proceedings |
| 6/25/2020 | Weissmann, Henry | 0.20 | 280.00 | Client correspondence regarding Governor Office commitments |
| 6/25/2020 | Cole, Graham B. | 2.90 | 2,378.00 | Review documents regarding G. Allen reliance materials (0.2); prepare for and attend client call regarding testimony refresh (1.2); edit draft of confidentiality declaration (1.2); prepare for and attend call with S. Goldman regarding document production (0.3). |
| 6/25/2020 | Karl, Natalie | 3.50 | 2,327.50 | Research precedent credit agreement representations (1.5); telephone conference with Ms. Kitano to discuss opinion (0.1); prepare receivables financing legal opinion (0.9); telephone conference with PG&E and Munger teams to discuss updating testimony and application (1.0). |
| 6/25/2020 | Rutten, James C. | 0.60 | 636.00 | E-mail correspondence regarding executive compensation issues (0.1); conference call with client regarding safety certification application (0.5). |
| 6/25/2020 | Castillo, Ramón K. | 5.80 | 2,001.00 | Conference call regarding testimony (1.50); preparation for the same (.20); review working files in support of discovery responses (1.90); communications regarding same (.20); communications regarding confidentiality (.30); review securitization filings, including with respect to risk (.80); communications regarding same (.20); review and revise bankruptcy filings (.10); review discovery responses (.50); communications regarding same (.10). |
| 6/25/2020 | Allred, Kevin S. | 0.10 | 102.00 | Review client mark-ups of testimony outlines. |
| 6/25/2020 | Allred, Kevin S. | 3.40 | 3,468.00 | Teleconference with working group regarding bankruptcy closing checklist (.3); review various compliance related materials and issues (1.6); edits relating to same (.4); emails regarding same (.2); teleconference with client regarding Affiliates compliance items (.9). |
| 6/25/2020 | Kitano, Judith T. | 2.30 | 2,806.00 | Review email regarding CPUC decisions and terms for other regulated utilities; email Mr. Saarman Gonzalez; email Ms. Karl; attention to AR facility regulatory matters; review selected reps for utility debt facilities; multiple emails regarding same; briefly review draft opinions |
| 6/25/2020 | Saarman Gonzalez, Giovanni S. | 5.10 | 3,697.50 | Work on financing transactions and opinions (2.6); teleconference with client team regarding securitization (1.0); confer with Mr. Goldman regarding same (0.3); confer with Ms. Cole regarding same (0.5); confer with Mr. Lunde regarding same (0.1); work on data request responses (0.6). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/25/2020 | Goldman, Seth | 6.10 | 7,015.00 | Review materials regarding update for emergence (1.6); prepare tracker of same (.8); prepare agenda for call regarding the same (.3); attend call on update of testimony (1.1); revise data requests (1.4); emails regarding the same (.9). |
| 6/25/2020 | Cox, Erin J. | 2.10 | 1,995.00 | Exchange correspondence regarding Chief Risk Officer qualifications, public safety role of Chief Safety Officer, related issues, factual research (1.0); evaluate revised draft safety certification application letter, prepare for conference regarding the same (.6); conference regarding revised draft safety certification application, anticipated timing (.5). |
| 6/25/2020 | Cole, Sarah J. | 7.90 | 7,031.00 | Conference calls, emails with client regarding financial forecast, issues (.7); conference call with client regarding bankruptcy OII compliance and review and analyze issues related to same (1.5); conference call with client regarding A.20-04-023 updated testimony and review and analyze issues related to same (1.6); email Cravath regarding issues related to same (.1); emails with Citi regarding comments on data responses and review same (.2); review and revise data responses and emails with client, Munger team regarding same (2.3); emails with client, Munger team regarding Board issues (.3); review and analyze issues related to bankruptcy OII compliance issues and emails with Munger team regarding same (.6); emails with Compass, Munger team regarding workpapers from Compass for A.20-04-023 data requests (.2); review and revise securitization proceeding tracker and emails with Munger team regarding same (.2); email T. Long regarding extension for data response (.1); emails with M. Plummer regarding same (.1). |
| 6/26/2020 | Weissmann, Henry | 0.30 | 420.00 | Review CPUC pleading in Bankruptcy case |
| 6/26/2020 | Brewster, Andre W. | 0.20 | 156.00 | [San Ramon] Emails with Ms. Cox regarding re-filed reply brief in support of motion to quash. |
| 6/26/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with counsel to the Board |
| 6/26/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding compliance with CPUC's decision on Plan |
| 6/26/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding updates to securitization testimony |
| 6/26/2020 | Weissmann, Henry | 0.10 | 140.00 | Review TCC intervention in long-term debt application |
| 6/26/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding securitization discovery |
| 6/26/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding CPUC extension of time |
| 6/26/2020 | Weissmann, Henry | 4.10 | 5,740.00 | Correspondence regarding discussions with Governor's Office |
| 6/26/2020 | Weissmann, Henry | 0.50 | 700.00 | Follow up correspondence on hedging letter |
| 6/26/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with CPUC counsel regarding hedging letter |
| 6/26/2020 | Grove, Skylar B. | 0.10 | 78.00 | Analyze updates related to POR proceeding. |
| 6/26/2020 | Cole, Graham B. | 4.40 | 3,608.00 | Prepare for and attend call regarding updating testimony (0.5); prepare for and attend call with Citi regarding testimony update (1.5); edit draft of responses to PAO data requests (2.4). |
| 6/26/2020 | Karl, Natalie | 1.70 | 1,130.50 | Revise legal opinions and correspondence with Ms. Chi and Ms. Kitano regarding same. |
| 6/26/2020 | Chi, Kimberly A. | 0.90 | 828.00 | Attention to legal opinion matters. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/26/2020 | Castillo, Ramón K. | 1.40 | 483.00 | Review workings files in support of discovery responses (.40); communications regarding same (.20); review bankruptcy filings (.50); communications regarding same (.10); communications regarding securitization tasks (.20). |
| 6/26/2020 | Allred, Kevin S. | 0.20 | 204.00 | Review and emails regarding headquarters transaction issues and draft public statement. |
| 6/26/2020 | Allred, Kevin S. | 2.30 | 2,346.00 | Teleconference with client regarding human resources related compliance issues (.5); various reviews regarding compliance matters (.3); analyses regarding same (.4); edits to write-up (.4); emails regarding same (.1); review California Public Utility Commission Finance Team correspondence on hedging (.3); review of notice regarding, Commission extension of time on Board membership requirement (.2); emails regarding same (.1). |
| 6/26/2020 | Kitano, Judith T. | 4.20 | 5,124.00 | Email Ms. Karl regarding status and timing of delivery of opinions; review opinions; review additional comments to same; attention to opinion revisions relating to secured facilities; review correspondence with Hunton team; review revised opinions for certain of the financing transactions and certain portions of financing documents; circulate comments to opinions; attention to factual backup certificates; email with Ms. Karl regarding further changes to opinions and officers certificates. |
| 6/26/2020 | Cole, Sarah J. | 9.20 | 8,188.00 | Emails, conference call with Cravath regarding issues related to A.20-04-023 testimony, Compass (.3); email Munger team regarding same (.2); conference call with Citi regarding financial projections, issues (1.5); conference call, emails with Munger team regarding same (1.2); review and analyze issues related to updated testimony (.3); conference call regarding bankruptcy OII compliance issues and prepare for same (.5); emails with client regarding bankruptcy OII compliance issues (.2); review and revise A.20-04-023 data responses (1); emails with client, Munger team regarding finalizing and serving same (.7); telephone call with S. Goldman regarding issues related to A.20-04-023 data requests, updated testimony (1); emails with Munger team regarding issues related to PAO data requests and review and analyze same (1.5); review emails re equity documents and review same (.2); emails with Munger team regarding same (.2); emails with Munger team, client regarding CPUC decision granting extension of bankruptcy OII compliance requirement and review same (.2); prepare notice to parties regarding same (.2). |
| 6/26/2020 | Saarman Gonzalez, Giovanni S. | 7.20 | 5,220.00 | Confer with Messrs. Goldman and Cole and Ms. Cole regarding financial projections (1.1); confer with Ms. Cole regarding same (0.2); prepare for and participate in teleconference with Citi and Brattle teams regarding securitization testimony (1.9); work on financing (0.8); review hedging letter (0.2); email correspondence with Mr. Weissmann regarding long-term debt application (0.2); email correspondence with Mr. Weissmann regarding cash management agreement (0.4); work on data request responses (2.4). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/26/2020 | Goldman, Seth | 6.80 | 7,820.00 | Telephone conference with MTO team regarding financial forecast and testimony updates (1.1); telephone conference with Citi regarding financial forecast and testimony updates (1.3); emails with PG&E regarding call with Citi (.6); emails with PG&E regarding timeline for testimony update (.6); telephone conferences and emails with MTO team and PG&E regarding data requests (1.3); telephone conferences and emails MTO team and PG&E regarding updated testimony (1.2); draft outline of chapter 1 testimony supplement (.7). |
| 6/26/2020 | Cox, Erin J. | 0.30 | 285.00 | Exchange correspondence regarding Governor's Office commitments concerning Chief Safety Officer, term sheet guidance, testimonial statements (.3). |
| 6/26/2020 | Rutten, James C. | 0.20 | 212.00 | E-mail correspondence regarding executive compensation issues. |
| 6/26/2020 | Rutten, James C. | 0.20 | 212.00 | Finalize and serve responses to PAO data requests. |
| 6/27/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding open issues for emergence |
| 6/27/2020 | Weissmann, Henry | 0.50 | 700.00 | Call regarding regulatory issues pertaining to exit financing |
| 6/27/2020 | Weissmann, Henry | 0.50 | 700.00 | Correspondence regarding opinion letters |
| 6/27/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Correspondence regarding regulatory issues relating to financing |
| 6/27/2020 | Cole, Graham B. | 1.30 | 1,066.00 | Edit draft of responses to PAO data requests (1.3). |
| 6/27/2020 | Karl, Natalie | 1.00 | 665.00 | Review HoldCo revolver covenants (0.5); revise HoldCo revolver based on correspondence with Ms. Chi (0.2); prepare Term Loan B Pledge officer's certificate (0.3). |
| 6/27/2020 | Chi, Kimberly A. | 0.70 | 644.00 | Attention to legal opinion matters. |
| 6/27/2020 | Kitano, Judith T. | 0.50 | 610.00 | Attention to regulatory team comments to opinion matters; email regarding same. |
| 6/27/2020 | Saarman Gonzalez, Giovanni S. | 0.60 | 435.00 | Teleconference with PG&E and Hunton teams regarding cash management (0.5); confer with Mr. Weissmann regarding same (0.1). |
| 6/27/2020 | Goldman, Seth | 0.20 | 230.00 | Email with MTO team regarding testimony update for securitization. |
| 6/27/2020 | Rutten, James C. | 0.30 | 318.00 | Review Kern Oil settlement for potential executive compensation-related undertakings with respect to contractor safety. |
| 6/28/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Review draft 10Q |
| 6/28/2020 | Weissmann, Henry | 0.40 | 560.00 | Call regarding update to securitization testimony |
| 6/28/2020 | Weissmann, Henry | 0.20 | 280.00 | Review edits to securitization testimony |
| 6/28/2020 | Weissmann, Henry | 0.30 | 420.00 | Client correspondence regarding compliance with CPUC decision on Plan |
| 6/28/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding opinion letters |
| 6/28/2020 | Karl, Natalie | 4.30 | 2,859.50 | Telephone conference with Mr. Saarman Gonzalez to discuss legal opinions (0.4); prepare backup certificates for legal opinions (1.0); revise opinions and backup certificates based on correspondence with Mr. Saarman Gonzalez, Mr. Weissmann and Ms. Kitano (2.9). |
| 6/28/2020 | Cole, Graham B. | 3.00 | 2,460.00 | Complete draft of responses to PAO data requests, set 1 (3.0). |
| 6/28/2020 | Allred, Kevin S. | 0.70 | 714.00 | Review emergence date compliance matters (.1); analysis relating to same (.1); emails regarding same (.1); review of and emails regarding draft 10-Q (.4). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/28/2020 | Lee, C. David | 1.40 | 1,708.00 | 28784-00010 (PG&E Regulatory) – 1.4 hours – Attention to opinion issues. |
| 6/28/2020 | Kitano, Judith T. | 3.00 | 3,660.00 | Attention to opinions, certificates and revisions to same; multiple emails to regulatory team; briefly review portion of order; circulate revisions to opinions for review; briefly review Holdo financing documents relating to FMB issuance matters and manner of addressing the same in the legal opinions; multiple emails with Ms. Karl. |
| 6/28/2020 | Cole, Sarah J. | 2.60 | 2,314.00 | Call with Munger team regarding securitization proceeding, financial forecast (.3); emails with H. Weissmann, K. Allred regarding POR OII compliance issues and review and analyze same (1.2); emails with G. Saarman Gonzalez, S. Goldman regarding draft 10-k and review same (.3); prepare updated testimony (.2); review and revise TURN data responses and email S. Goldman, G. Cole regarding same (.6). |
| 6/28/2020 | Saarman Gonzalez, Giovanni S. | 4.40 | 3,190.00 | Review legal opinions in connection with debt issuances (1.5); confer with Ms. Karl regarding same (0.4); email correspondence with MTO team regarding same (0.2); confer with Messrs. Weissmann and Goldman regarding financial projections (0.3); work on draft 10-Q (1.2); prepare for long-term debt prehearing conference (0.8). |
| 6/28/2020 | Goldman, Seth | 1.00 | 1,150.00 | Telephone conference regarding testimony update (.3); revise 10-Q (.3); emails regarding data request responses (.4). |
| 6/29/2020 | Weissmann, Henry | 1.00 | 1,400.00 | Client call regarding securitization proceeding |
| 6/29/2020 | Weissmann, Henry | 0.10 | 140.00 | Review edits to 10Q |
| 6/29/2020 | Weissmann, Henry | 0.60 | 840.00 | Correspondence regarding closing items |
| 6/29/2020 | Weissmann, Henry | 0.10 | 140.00 | Call with counsel to TCC regarding long-term debt |
| 6/29/2020 | Weissmann, Henry | 0.50 | 700.00 | client call regarding update to financial forecast in securitization testimony (0.5); |
| 6/29/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding amendment to application |
| 6/29/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Participate in advisor call regarding closing checklist |
| 6/29/2020 | Weissmann, Henry | 0.60 | 840.00 | Team call regarding status of securitization proceeding |
| 6/29/2020 | Weissmann, Henry | 0.40 | 560.00 | Review materials in connection with long-term debt prehearing conference |
| 6/29/2020 | Weissmann, Henry | 0.30 | 420.00 | Follow up from client call regarding rating agency reports |
| 6/29/2020 | Weissmann, Henry | 0.20 | 280.00 | Client call regarding rating agency reports |
| 6/29/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding hedging letter from CPUC |
| 6/29/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding securitization schedule |
| 6/29/2020 | Weissmann, Henry | 0.30 | 420.00 | Correspondence regarding compliance with CPUC decision on Plan |
| 6/29/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding opinion letters |
| 6/29/2020 | Karl, Natalie | 3.40 | 2,261.00 | Circulate legal opinions and officer's certificates to Hunton team (0.2); telephone conference with Munger team to discuss securitization updates (0.6); telephone conference with Munger and PG&E teams to discuss securitization updates (1.0); prepare execution versions of opinions (1.0); review PG&E signature pages (0.1); prepare execution versions of officer's certificates (0.2); compile officer's certificates (0.3). |
| 6/29/2020 | Chi, Kimberly A. | 0.40 | 368.00 | Attention to legal opinion matters. |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|----------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/29/2020 | Cole, Graham B. | 3.80 | 3,116.00 | Prepare for and attend full team call regarding data request responses (0.6); prepare for and attend call with S. Cole and S. Goldman regarding data request responses (0.9); review contracts with credit rating agencies regarding confidentiality provisions (1.3); prepare for and attend client call regarding discovery responses and supplementing testimony (1.0). |
| 6/29/2020 | Allred, Kevin S. | 0.40 | 408.00 | Review and work on testimony outlines and application. |
| 6/29/2020 | Allred, Kevin S. | 2.50 | 2,550.00 | Various reviews of compliance matters (.5); analysis relating to same (.6); emails regarding same (.1); finalize notice regarding Commission extension regarding Board (.1); serve same (.1); working group teleconference regarding bankruptcy closing items (.6); review various bankruptcy and closing related matters (.4); emails regarding same (.1) |
| 6/29/2020 | Lee, C. David | 1.30 | 1,586.00 | Attention to opinion issues. |
| 6/29/2020 | Cole, Sarah J. | 10.90 | 9,701.00 | Munger call regarding securitization, discovery (1.4); telephone calls with S. Goldman regarding same (1.1); review and analyze issues related to same and revise discovery responses (2.4); emails with client, client advisors regarding same (.5); emails with Munger team regarding same (.4); conference call with client regarding securitization proceeding and emails in preparation for same (1.2); prepare updated testimony (.3); conference call with client regarding financial forecast (.5); emails with client regarding issues related to rating agency documents and review and analyze issues related to same (.5); review and revise POR OII compliance tracker and telephone call with M. Plummer regarding same (.3); emails with H. Weissmann, K. Allred regarding same and review and analyze same (2.2); emails with B. Manheim regarding compliance presentation (.1). |
| 6/29/2020 | van der Ven, Cobus | 0.60 | 399.00 | Telephone conference with the MTO team regarding data requests. |
| 6/29/2020 | Saarman Gonzalez, Giovanni S. | 6.60 | 4,785.00 | Teleconference with MTO team regarding securitization testimony update (0.6); confer with Ms. Reed Dippo regarding same (0.3); teleconference with client team regarding same (1.0); confer with Mr. Goldman regarding financial projections (0.3); teleconference with client team regarding same (0.6); work on same (0.7); email correspondence with Citi team regarding same (0.3); email correspondence with Messrs. Weissmann and Dell Angelo regarding long-term debt application (0.4); work on data request responses (1.0); work on 10-Q (1.4). |
| 6/29/2020 | Reed Dippo, Teresa A. | 3.40 | 2,652.00 | Working group call regarding securitization (1.0); MTO team call regarding securitization (.6); review emails regarding securitization discovery and testimony updates, and discuss same with Mr. Saarman Gonzalez (.8); review discovery requests and draft responses (1.0). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/29/2020 | Castillo, Ramón K. | 6.90 | 2,380.50 | Internal conference call (1.00); conference call with client (1.00); communications regarding same (.20); review working files in support of discovery responses (1.90); communications regarding same (.10); review confidentiality agreements (.20); communications regarding same (.20); review bankruptcy filings (.20); review securitization filings (.20); communications regarding same (.10); review tracker (.20); communications regarding same (.10); review discovery responses (.40); communications regarding same (.10); review and revise bankruptcy investigation filings (.20); review commission rules and procedures (.30); communications regarding same (.10); review ratings reports (.20); communications regarding same (.10); review and revise collaborative workspace (.10). |
| 6/29/2020 | Goldman, Seth | 10.80 | 12,420.00 | MTO team call on securitization (.5); weekly call with PG&E regarding securitization (1.0); review and revise data request responses (5.2); telephone conference with PG&E regarding financial forecast (.5); emails and telephone conferences with MTO team regarding data request responses (2.7); emails with PG&E regarding data request responses (.9). |
| 6/29/2020 | Kitano, Judith T. | 0.70 | 854.00 | Attention to finalization and delivery of multiple legal opinion drafts; email Ms. Karl regarding release protocol. |
| 6/29/2020 | Rutten, James C. | 0.20 | 212.00 | Review and edit draft of 10-Q. |
| 6/30/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in client call regarding securitization |
| 6/30/2020 | Grove, Skylar B. | 0.20 | 156.00 | Review, analyze agreement with Governor's Office (.1); review, analyze key issues in regionalization application (.1). |
| 6/30/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with counsel to TCC regarding long-term debt application |
| 6/30/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in call regarding closing |
| 6/30/2020 | Weissmann, Henry | 0.40 | 560.00 | Participate in pre-closing call |
| 6/30/2020 | Weissmann, Henry | 0.20 | 280.00 | Correspondence regarding rating agencies |
| 6/30/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding closing |
| 6/30/2020 | Weissmann, Henry | 0.20 | 280.00 | Call with Lazard regarding securitization discovery |
| 6/30/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding compliance with CPUC decision on Plan |
| 6/30/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding 10Q |
| 6/30/2020 | Weissmann, Henry | 0.50 | 700.00 | Review securitization discovery |
| 6/30/2020 | Weissmann, Henry | 0.20 | 280.00 | Follow up on securitization application updates |
| 6/30/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Client call regarding potential updates to securitization application |
| 6/30/2020 | Weissmann, Henry | 0.50 | 700.00 | Participate in advisor call |
| 6/30/2020 | Weissmann, Henry | 3.20 | 4,480.00 | Correspondence regarding Governor's Office issues |
| 6/30/2020 | Karl, Natalie | 2.90 | 1,928.50 | Review executed credit agreements (1.6); compile legal opinions (0.6); review executed pledge agreement (0.2); financing pre-closing telephone conference (0.5). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/30/2020 | Cole, Graham B. | 4.10 | 3,362.00 | Draft communications with team and Callan regarding document production and data request responses (0.4); prepare for and attend discovery call with client (1.0); edit draft of declaration regarding confidential documents (0.3); review and analyze confidentiality agreements with credit rating agencies and draft summary of findings (1.6); draft list of documents for production in response to TURN data requests set 1 and 3 (0.8). |
| 6/30/2020 | Allred, Kevin S. | 3.80 | 3,876.00 | Reorganization Steering Committee call (.4); review various compliance-related matters, including Governor's letter and responding to client questions (1.3); analysis relating to same (1.3); emails regarding same (.3); review regional reorganization application (.3); review various case-related developments (.1); emails regarding same (.1). |
| 6/30/2020 | Cole, Sarah J. | 13.40 | 11,926.00 | Conference call with client regarding regulatory proceedings (.4); conference call, emails with client regarding A.20-04-023 data responses (.9); telephone call with D. Patterson regarding same (.1); review and revise responses to data requests and review and analyze issues related to same (6.8); emails, telephone calls with S. Goldman regarding same (1.3); emails with Munger team regarding same (.8); emails, conference call with Lazard regarding TURN data requests, issues (.6); telephone call with G. Saarman Gonzalez, S. Goldman regarding same (.5); email with D. Haaren regarding same (.1); emails with TURN, client regarding issues related to NDA (.1); emails G. Saarman Gonzalez, S. Goldman regarding financial projections, issues (.2); emails with Munger team regarding issues related to bankruptcy OII compliance (.5); review and analyze same (1.1). |
| 6/30/2020 | Saarman Gonzalez, Giovanni S. | 6.00 | 4,350.00 | Teleconference with client team regarding POR OII and securitization (0.4); work on 10-Q (0.5); teleconference with PG&E team regarding discovery (0.6); confer with Ms. Reed Dippo regarding updated testimony (0.1); teleconference with Lazard regarding discovery (0.3); teleconference with Mr. Goldman and Ms. Cole regarding same (0.5); teleconference with Citi team regarding testimony update (0.7); teleconferences with Hunton, Weil, Cravath, and other teams regarding closing (0.9); work on data request responses (0.8); teleconference with Hunton, PG&E, Weil and other teams regarding exit financing (0.2); prepare for long-term debt application PHC (1.0). |
| 6/30/2020 | Reed Dippo, Teresa A. | 3.80 | 2,964.00 | POR OII steering committee call (.4); review and revise Chapter 5, including incorporating Citi edits and discussions with Mr. Saarman Gonzalez (3.2); emails regarding 10-Q and emergence (.2). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|--------------------|-------|-----------|---|
| Date | Name | Hours | Amount | Narrative |
| 6/30/2020 | Goldman, Seth | 8.70 | 10,005.00 | Telephone conference with PG&E on data requests (.5); emails and telephone conferences with MTO team regarding data requests (2.5); analysis regarding documents for data requests (2.8); telephone conference with Lazard regarding data requests (.3); prepare for the same (.2); revise data request responses (.8); telephone conference with expert regarding testimony update (.6); emails with PG&E regarding data requests and documents (.7); emails regarding confidentiality declaration (.3). |
| 6/30/2020 | Castillo, Ramón K. | 6.50 | 2,242.50 | Review bankruptcy filings (.20); communications regarding same (.10); review and revise working files in support of discovery responses (2.30); communications regarding same (.40); review and revise discovery responses (1.10); communications regarding same (.20); prepare responses and addenda thereto for production (1.10); communications regarding same (.20); review regulatory communications (.20); communications regarding same (.10); review regionalization application (.50); communications regarding same (.10). |
| 6/30/2020 | Kitano, Judith T. | 0.50 | 610.00 | Briefly review final opinions and circulate executed versions; attention to matter related correspondence. |
| 6/30/2020 | Cox, Erin J. | 0.60 | 570.00 | Exchange correspondence regarding roles, qualifications of Chief Risk Officer, Chief Safety Officer (.3); evaluate commitments to Governor's Office (.1); exchange correspondence regarding commitments to Governor's Office (.2). |
| 6/30/2020 | Rutten, James C. | 1.70 | 1,802.00 | E-mail correspondence and analysis regarding executive compensation issues (0.6); review regionalization application (0.2); respond to client inquiry regarding CRO and CSO issues, and related research and internal team e-mail correspondence (0.9). |
| 7/1/2020 | Rutten, James C. | 2.20 | 2,332.00 | Respond to client inquiry regarding executive compensation and CRO issues (0.8); e-mail correspondence regarding contractor safety issues (0.1); telephone conference with Mr. Plummer regarding executive compensation issues (0.1); draft memorandum regarding executive compensation issues (1.2). |
| 7/1/2020 | Cole, Graham B. | 1.10 | 902.00 | Prepare for and attend call with G. Allen regarding updating model (0.8); review documents regarding final document production (0.3). |
| 7/1/2020 | Brewster, Andre W. | 3.90 | 3,042.00 | [San Ramon] Research legal issues related to alleged violation of SRVFPD Ordinance (3.5); discuss same with Mr. Weissmann and Ms. Cox (.4). |
| 7/1/2020 | Goldman, Seth | 9.20 | 10,580.00 | Telephone conference with experts regarding testimony update (2.5); telephone conferences with PG&E regarding data request responses (.9); telephone conferences with MTO team regarding data request responses (3.3); finalize data request responses for July 1 (1.4); emails with PG&E regarding data request responsive documents (.6); emails with PG&E regarding updated testimony (.5). |
| 7/1/2020 | Allred, Kevin S. | 0.20 | 204.00 | Review testimony (.1); analysis relating to same (.1). |

| Task Code 25: Regulatory Issues | | | | |
|---------------------------------|-------------------------------|----------------|---------------------|---|
| Date | Name | Hours | Amount | Narrative |
| 7/1/2020 | Allred, Kevin S. | 0.90 | 918.00 | Review compliance matters (0.3); analysis relating to same (.3); emails regarding same (.1) review various case-related developments (0.1); emails regarding same (.1). |
| 7/1/2020 | Saarman Gonzalez, Giovanni S. | 7.10 | 5,147.50 | Teleconferences with Hunton, PG&E, Weil and other teams regarding exit financing (0.7); confer with Mr. Nedell regarding same (0.1); review and analyze CPUC authorization for same (1.4); confer with Mr. Weissmann regarding same (0.3); email correspondence with Hunton and PG&E teams regarding same (0.2); teleconference with Citi and Brattle teams regarding securitization testimony (1.7); confer with PG&E team regarding data requests (0.3); confer with Mr. Goldman and Ms. Cole regarding same (1.0); work on same (0.2); prepare for long-term debt prehearing conference (1.2). |
| 7/1/2020 | Weissmann, Henry | 0.10 | 140.00 | Correspondence regarding governance issues |
| 7/1/2020 | Weissmann, Henry | 0.30 | 420.00 | Call regarding San Ramon citation |
| 7/1/2020 | Weissmann, Henry | 0.10 | 140.00 | Review press release |
| 7/1/2020 | Weissmann, Henry | 0.20 | 280.00 | Review San Ramon letter |
| 7/1/2020 | Weissmann, Henry | 0.80 | 1,120.00 | Call regarding update to securitization testimony |
| 7/1/2020 | Weissmann, Henry | 0.10 | 140.00 | Review 8K |
| 7/1/2020 | Weissmann, Henry | 0.40 | 560.00 | Call regarding operational observer |
| 7/1/2020 | Weissmann, Henry | 0.40 | 560.00 | Correspondence regarding securitization discovery |
| 7/1/2020 | Weissmann, Henry | 0.90 | 1,260.00 | Correspondence regarding closing |
| 7/1/2020 | Reed Dipppo, Teresa A. | 1.50 | 1,170.00 | Call with Citi/MTO regarding rating agency information (1.1); emails regarding discovery responses (.4). |
| 7/1/2020 | Grove, Skylar B. | 0.70 | 546.00 | Analyze strategy with respect to HQ Section 851 testimony. |
| 7/1/2020 | Cole, Sarah J. | 9.30 | 8,277.00 | Telephone calls with client regarding responses to TURN data requests in A.20-04-023 and prepare for same (.5); telephone call with M. Plummer, S. Goldman regarding issues related to same (.5); conference call with client regarding issues related to rating agencies, data requests (.4); conference call with G. Saarman Gonzalez, S. Goldman regarding same (.4); emails regarding call with Citi to discuss same (.1); review press release regarding emergence (.1); review and finalize TURN data request responses (2.2); emails with Munger team, client, advisors regarding same (.8); review and revise PAO data request responses (1.6); emails with Munger team regarding same (.3); emails with client, Citi regarding same (.3); telephone calls, emails with S. Goldman regarding data request responses and issues and review and analyze same (2.1). |
| 7/1/2020 | Castillo, Ramón K. | 5.90 | 2,035.50 | Review and revise confidentiality declarations (.50); communications regarding same (.10); review discovery requests and responses (.80); prepare discovery response and supporting documentation (1.90); communications regarding same (.20); review bankruptcy filings (.20); review bankruptcy discovery tracker (.90); communications regarding same (.20); review memoranda regarding testimony (1.10). |
| 7/1/2020 | Cox, Erin J. | 3.00 | 2,850.00 | Legal, factual research regarding as applied challenge to ordinance (2.6); conferences with Mr. Brewster regarding reverse validation action (.4). |
| Task Code 25 Subtotal: | | 1218.00 | 1,113,432.50 | |

| Task Code 26: Retention / Billing / Fee Applications: MTO | | | | |
|---|-------------------------------|--------------|-----------------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/1/2020 | Gordon, Bruce M. | 4.50 | 1,552.50 | Revise draft fee statement for period April 1-30, 2020 and prepare for filing. |
| 6/1/2020 | Goldman, Seth | 0.40 | 460.00 | Review April fee statements (.2); email with PG&E regarding the same (.2). |
| 6/3/2020 | Gordon, Bruce M. | 1.30 | 448.50 | Prepare draft certificate of no objection to fee statement for period March 1-31, 2020. |
| 6/8/2020 | Gordon, Bruce M. | 0.80 | 276.00 | Review and revise draft certificate of no objection to fee statement for period March 1-31, 2020 and prepare for filing. |
| 6/8/2020 | Goldman, Seth | 0.20 | 230.00 | Email regarding CNO for March fee statement. |
| 6/11/2020 | Allred, Kevin S. | 0.30 | 306.00 | Budgeting analysis and emails. |
| 6/11/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Emails regarding budget. |
| 6/22/2020 | Gordon, Bruce M. | 1.10 | 379.50 | Review and revise draft certificate of no objection to fee statement for period April 1-30, 2020 and prepare for filing. |
| 6/22/2020 | Demsky, Lisa J. | 0.10 | 106.00 | Review emails regarding budget. |
| 6/26/2020 | Goldman, Seth | 0.30 | 345.00 | Emails regarding notice of hearing on 2nd and 3rd interim fee applications. |
| 6/28/2020 | Goldman, Seth | 2.10 | 2,415.00 | Revise May fee statement. |
| 6/29/2020 | Goldman, Seth | 0.50 | 575.00 | Emails with fee examiner counsel regarding hearing on 2nd and 3rd interim fee application. |
| | Task Code 26 Subtotal: | 11.70 | 7,199.50 | |

| Task Code 35: Kincade | | | | |
|-------------------------------|-----------------------|-------------|-----------------|--|
| Date | Name | Hours | Amount | Narrative |
| 6/4/2020 | McCreadie, Megan L. | 1.00 | 665.00 | Review draft response to data request from utility regulator (.3); emails to MTO attorneys regarding same (.7). |
| 6/4/2020 | Kim, Miriam | 0.60 | 570.00 | Review draft data response (.3); conference call with MTO Attorney and Cravath Attorney regarding data response strategy (.3). |
| 6/4/2020 | Doyen, Michael R. | 0.40 | 528.00 | Review draft response to SEC inquiry (.1); confer with MTO Attorney and Cravath regarding response to SED inquiry (.3). |
| 6/16/2020 | McCreadie, Megan L. | 0.10 | 66.50 | Emails to MTO attorneys and support staff regarding interview memoranda received from Cravath. |
| 6/17/2020 | McKiernan, Terence M. | 0.40 | 196.00 | Download files and organize file structure. |
| 6/17/2020 | Kim, Miriam | 0.10 | 95.00 | Attention to emails regarding witness interview memoranda . |
| 6/17/2020 | McCreadie, Megan L. | 0.30 | 199.50 | Emails to MTO Attorneys and support staff regarding interview memoranda received from Cravath. |
| 6/19/2020 | Kim, Miriam | 0.10 | 95.00 | Emails with MTO Attorney and Cravath regarding witness interview memoranda. |
| 6/19/2020 | McCreadie, Megan L. | 0.20 | 133.00 | Emails with MTO Attorneys regarding drafting of witness interviews memoranda (.1); emails with Cravath attorneys regarding review of witness interview memoranda (.1). |
| 6/23/2020 | Kim, Miriam | 0.10 | 95.00 | Emails with MTO Attorney regarding witness interview memoranda. |
| 6/24/2020 | Brian, Brad D. | 0.10 | 150.00 | Telephone call with and emails with counsel regarding meeting to discuss strategy and next steps. |
| 6/24/2020 | Kim, Miriam | 0.90 | 855.00 | Review witness interview memoranda (.8); emails with MTO Attorney regarding same (.1). |
| 6/24/2020 | McCreadie, Megan L. | 0.10 | 66.50 | Emails to MTO attorney regarding witness interview memorandum (.1). |
| 6/25/2020 | McCreadie, Megan L. | 0.10 | 66.50 | Emails to MTO attorney regarding witness interview memoranda. |
| 6/27/2020 | McCreadie, Megan L. | 1.00 | 665.00 | Review and edit witness interview memorandum . |
| 6/28/2020 | McCreadie, Megan L. | 0.50 | 332.50 | Review and comment on SEC filing (.3); email to MTO attorney regarding same (.1); email to MTO attorney regarding witness interview memorandum (.1). |
| 6/28/2020 | Kim, Miriam | 0.40 | 380.00 | Review Kincade portions of draft 10-Q (.2); emails with MTO Attorneys related to draft 10-Q (.2). |
| 6/29/2020 | Kim, Miriam | 0.30 | 285.00 | Revise draft SEC filing (.1); emails related to same (.2). |
| 6/29/2020 | McCreadie, Megan L. | 0.60 | 399.00 | Review and edit memorandum on witness interview (.5); email to MTO attorney regarding same (.1). |
| 6/30/2020 | Kim, Miriam | 0.10 | 95.00 | Review edits to witness interview memorandum. |
| 7/1/2020 | Gorin, Alex | 0.50 | 332.50 | Review and revise interview memo (.5). |
| 7/1/2020 | McCreadie, Megan L. | 0.20 | 133.00 | Emails with MTO attorney regarding memoranda on witness interviews (.1); revise memorandum on witness interview (.1). |
| Task Code 35 Subtotal: | | 8.10 | 6,403.00 | |

| | |
|------------------------------|---------------------|
| Total Chargable Hours | 1890.30 |
| Total Fees | 1,657,356.90 |

| Costs | | | | |
|-----------|------|------------------------------------|--------|---|
| Date | Code | Description | Amount | Narrative |
| 1/1/2020 | 420 | Meals | 180.00 | Lunch - Meals Client Meeting (6 guests) on 12/19/19 - MTO Attorney |
| 1/1/2020 | 420 | Meals | 198.92 | Lunch - Meals Client Meeting (10 guests) on 11/12/19 - MTO Attorney |
| 1/1/2020 | 700 | Transcripts | 445.50 | VERITEXT - Transcripts Rough draft of deposition of Scott Lohse (Vol. 2) on 10/18/19 - M. Macdonald |
| 1/1/2020 | 700 | Transcripts | 490.05 | VERITEXT - Transcripts Realtime Services during Deposition of Scott Lohse (Vol. 2) on 10/18/19 - M. Macdonald |
| 2/15/2020 | 420 | Meals | 43.69 | Lunch - Meals Client Meeting (2 guests) on 2/14/20 - MTO Attorney |
| 3/6/2020 | 280 | Filing/Recording/Registration Fees | 125.00 | WHEELS OF JUSTICE, INC. - Filing/Recording/Registration Fees Amended Petition for Declaratory, Superior Court of the State of California and for the County of Contra Costa - A. Brewster |
| 3/31/2020 | 420 | Meals - Lunch | 106.34 | DOORDASH, INC. - Meals - Lunch - CRINV SF Lunch Orders (3-02-20 - 3/06/20) - K. Coates - PG&E Team |
| 3/31/2020 | 420 | Meals - Dinner | 19.24 | DOORDASH, INC. - Meals - Dinner - CRINV SF Dinner Orders (3-02-20 - 3/06/20) - K. Coates - PG&E Team |
| 3/31/2020 | 420 | Meals - Dinner | 22.01 | DOORDASH, INC. - Meals - Dinner - CRINV SF Lunch/Dinner Orders (3-02-20 - 3/06/20) - K. Coates - PG&E Team |
| 3/31/2020 | 420 | Meals - Dinner | 88.07 | DOORDASH, INC. - Meals - Dinner - CRINV SF Dinner Orders (3-02-20 - 3/06/20) - K. Coates - PG&E Team |
| 6/12/2020 | 280 | Filing/Recording/Registration Fees | 258.75 | Filing/Recording/Registration Fees Vendor: WHEELS OF JUSTICE, INC. - Inv# W124099 06/12/2020 Supplemental Declaration, Superior Court of the State of California for the County of Contra Costa - A. Brewster |
| 6/16/2020 | 700 | Transcripts - Trial and Hearing | 99.00 | Transcripts - Trial and Hearing - Inv. 063020 - 6/30/20 - Transcript of Hearing on 6/16/20 - MTO Attorney |
| 6/17/2020 | 700 | Transcripts - Trial and Hearing | 540.00 | Transcripts - Trial and Hearing - Inv. 061720 - 6/17/20 - Transcript of Hearing on 6/17/20 - MTO Attorney |
| 6/18/2020 | 700 | Transcripts - Trial and Hearing | 111.00 | Transcripts - Inv. 063020 - 6/30/20 - Transcript of Hearing on 6/18/20 - MTO Attorney |
| 6/19/2020 | 440 | Messenger | 37.30 | Messenger Service - MTO to residence (No. 31062) - MTO Attorney |
| 6/19/2020 | 440 | Messenger | 72.15 | Messenger Service - MTO to residence (No. 31063) - MTO Attorney |
| 6/19/2020 | 440 | Messenger | 52.68 | Messenger - Inv# 327785 06/19/2020 From MTO LA to residence on 6/05/20 - MTO Attorney |
| 6/23/2020 | 100 | Air Express | 19.79 | Air Express - FEDERAL EXPRESS Inv. # 704973400, Recipient: Maxwell V Pritt, Boies Schiller Flexner Llp, 44 Montgomery St Fl 41, San Francisco CA, Airbill # 394118960990, Ship Date: 06/23/2020 |
| 6/23/2020 | 280 | Filing/Recording/Registration Fees | 125.00 | WHEELS OF JUSTICE, INC. - Filing/Recording/Registration Fees Notice of intent to appear by telephone - A. Brewster |
| 6/24/2020 | 724 | Travel - Ground (Out of Town) | 5.00 | Travel - Ground (Out of Town) MTO Attorney - Toll, 06/18/20, PG&E trial in Butte County Superior Court, Chico/San Francisco, San Francisco Bay Bridge - 010041869269 |
| 6/24/2020 | 724 | Travel - Ground (Out of Town) | 99.48 | Travel - Ground (Out of Town) MTO Attorney - Mileage, 06/18/20, PG&E trial in Butte County Superior Court, 173.00 miles - 010041869269 |
| 6/24/2020 | 724 | Travel - Ground (Out of Town) | 6.00 | Travel - Ground (Out of Town) MTO Attorney - Toll, 06/16/20, PG&E trial in Butte County Superior Court, San Francisco/Chico, Carquinez Bridge - 010041869269 |

| Costs | | | | |
|-----------|------|-----------------------------------|-----------------|--|
| Date | Code | Description | Amount | Narrative |
| 6/24/2020 | 724 | Travel - Ground (Out of Town) | 99.48 | Travel - Ground (Out of Town) MTO Attorney - Mileage, 06/16/20, PG&E trial in Butte County Superior Court, 173.00 miles - 010041869269 |
| 6/25/2020 | 205 | Copying Charges/Outside | 291.22 | Copying Charges/Outside - Inv# 6135603979 06/25/2020 State Trial Court Fee - Copy Fee ; Email Delivery Charge; MTO Attorney |
| 6/29/2020 | 440 | Messenger | 113.75 | LA EXPRESS SUPER RUSH - Messenger Service - MTO to Seth Goldman (No 31352) S. Goldman |
| 6/30/2020 | 100 | Air Express | 24.04 | FEDERAL EXPRESS - FEDERAL EXPRESS Inv. # 705543369, Recipient: Butte County Superior Court, 1 Court St, Oroville CA, Airbill # 394370072657, Ship Date: 06/30/2020 |
| 6/30/2020 | 100 | Air Express | 24.04 | FEDERAL EXPRESS - FEDERAL EXPRESS Inv. # 705543369, Recipient: Butte County Superior Court, 1 Court St, Oroville CA, Airbill # 394370204887, Ship Date: 06/30/2020 |
| 8/12/2020 | 260 | Consultants/Professional Services | 1,250.00 | R&T CAPITAL LLC - Consultants/Professional Services - Inv. PG&E2020-08 - 08/05/20 - Consulting Services rendered for June/July 2020 - S. Goldman |
| | | Costs Total | 4,947.50 | |

GRAND TOTAL

1,662,304.40

EXHIBIT I

Exhibit I

Transmittal Letter to Debtors of Final Fee Application

#45721

MUNGER, TOLLES & OLSON LLP

RONALD L. OLSON
ROBERT E. DENHAM
JEFFREY L. WEINBERGER
CARY B. LERMAN
GREGORY P. STONE
BRAD D. BRIAN
BRADLEY S. PHILLIPS
GEORGE M. GARVEY
WILLIAM D. TENKO
JOHN W. SPIEGEL
DONALD B. VERRILLI, JR.*
TERRY E. SANCHEZ
STEVEN M. PERRY
MARK B. HELM
JOSEPH D. LEE
MICHAEL R. DOYEN
MICHAEL E. SOLOFF
GREGORY D. PHILLIPS
KATHLEEN M. McDOWELL
GLENN D. POMERANTZ
THOMAS B. WALPER
HENRY WEISSMANN
KEVIN S. ALLRED
JEFFREY A. HEINTZ
JUDITH T. KITANO
JEROME C. ROTH
GARTH T. VINCENT
TED DANE
STUART N. SENATOR
MARTIN D. BERN
ROBERT L. DELL ANGELO
BRUCE A. ABBOTT
JONATHAN E. ALTMAN
KELLY M. KLAUS
DAVID B. GOLDMAN
DAVID H. FRY
LISA J. DEMSKY
MALCOLM A. HEINICKE
TAMERLIN J. GODLEY
JAMES C. RUTTEN
RICHARD ST. JOHN
ROHIT K. SINGLA
LUIS LI
MICHAEL B. DESANCTIS*
CAROLYN HOECKER LUEDTKE
C. DAVID LEE
MARK H. KIM
BRETT J. RODDA
FRED A. ROWLEY, JR.
KATHERINE M. FORSTER
BLANCA FROMM YOUNG
ROSEMARIE T. RING

MELINDA EADES LEMOINE
SETH GOLDMAN
GRANT A. DAVIS-DENNY
JONATHAN H. BLAVIN
DANIEL B. LEVIN
MIRIAM KIM
MISTY M. SANFORD
HAILYN J. CHEN
BETHANY W. KRISTOVICH
JACOB S. KREILKAMP
JEFFREY Y. WU
LAURA D. SMOLOWE
ANJAN CHOUDHURY
KYLE W. MACH
HEATHER F. TAKAHASHI
ERIN J. COX
BENJAMIN J. HORWICH
E. MARTIN ESTRADA
MATTHEW A. MACDONALD
BRYAN H. HECKENLIVELY
ELAINE J. GOLDENBERG*
MARK R. YOHALEM
CHAD GOLDER*
CHANDLER D. ANDERS*
MARGARET G. MARASCHINO
JOHN M. GILDERSLEEVE
ADAM B. WEISS
GEORGE CLAYTON FATHEREE, III
KELLY L. C. KRIEBS
JEREMY A. LAWRENCE
LAURA K. LIN
ACHYUT J. PHADKE
ZACHARY M. BRIERS
JENNIFER M. BRODER
KURUVILLA J. OLASA
JUSTIN P. RAPHAEL
ROSE LEDA EHLER
KENNETH M. TRUJILLO-JAMISON
MARI OVERBECK
JORDAN D. SEGALL
WESLEY T. L. BURRELL
KAREN A. LORANG
CRAIG A. LAVOIE
ELIA HERRERA
JOSHUA S. MELTZER
MARIA JHAI
ADAM P. BARRY
JENNIFER L. BRYANT
ANDREW CATH RUBENSTEIN

350 SOUTH GRAND AVENUE
FIFTIETH FLOOR
LOS ANGELES, CALIFORNIA 90071-3426
TELEPHONE (213) 683-9100
FACSIMILE (213) 687-3702

560 MISSION STREET
TWENTY-SEVENTH FLOOR
SAN FRANCISCO, CALIFORNIA 94105-3089
TELEPHONE (415) 512-4000
FACSIMILE (415) 512-4077

1155 F STREET N.W.
SEVENTH FLOOR
WASHINGTON, D.C. 20004-1361
TELEPHONE (202) 220-1100
FACSIMILE (202) 220-2300

August 31, 2020

JEFFREY A. PAYNE
HANNAH L. DEBINA
NICHOLAS D. FRAM
JOHN L. SCHWAB
J'ME K. FORREST
ASHLEY D. KAPLAN
JESSICA REICH BARIL
JULIANA M. YEE
JEREMY K. BEECHER
MATTHEW K. DONOHUE
ARIEL C. GREEN
ELIZABETH A. LAUGHTON
EMILY CURRAN-HUBERTY
JORDAN X. NAVARETTE
JOHN B. MAJOR
LAUREN C. BARNETT
C. HUNTER HAYES
AARON D. PENNEKAMP
TREVOR N. TEMPLETON
SKYLAR D. BROOKS
ELIZABETH R. DYER
SARAH S. LEE
ELIZABETH A. KIM
SUSAN S. HAR
NICHOLAS DUFAU
LAURA M. LOPEZ
MICHAEL C. BAKER
NAJEE K. THORNTON
SARAH G. BOYCE*
MOLLY K. FRIEDEMANN
CELIA R. CHOY*
ADELE M. EL-KHOURI*
COLIN A. DEVINE
DANE P. SHIKMAN
LEXI PEACOCK
MAGGIE THOMPSON
SAMUEL H. ALLEN
ALLISON M. DAY
GIOVANNI S. SAARMAN GONZALEZ
JONATHAN S. MELTZER*
SAMUEL JOSÉ DÍAZ
LAUREN M. HARDING
NEFI D. ACOSTA
STEPHANIE G. HERRERA
TERESA REED DIPPO
GRANT R. ARNOW
DANIEL BENYAMIN
SARA A. MCDERMOTT
J. MAX ROSEN
M. ELIZA HANEY
RACHEL G. MILLER-ZIEGLER*
ALISON F. KAROL
ANNE K. CONLEY
GRAHAM B. COLE
KATHERINE G. INCANTALUPO
SUSAN M. PELLETER*
DAVID P. THORESON
DAVID W. MORESHEAD
ANDREW W. BREWSTER III
TERRA D. LAUGHTON
ROWLEY J. RICE
DAHLIA MIGNOUNA*
JEREMY S. KREISBERG*
JOHN D. MAHER
MADELINE D. SWAN
GINA F. ELLIOTT
BRANDON R. TEACHOUT
DAVID W. WALCHAK
SEGUN I. BABATUNDE II
CARSON C. ZHENG
LUCAS J. ARTAIZ
USHA CHILLUKURI VANCE
BRIAN J. SPRINGER
JENTRY LANZA
CATHERINE N. GRECH
TYLER HILTON
VINCENT LING
OF COUNSEL
ROBERT K. JOHNSON
ALAN V. FRIEDMAN
PETER A. DETRE
ALLISON B. STEIN
BRAD SCHNEIDER
ERIC P. TUTTLE
PETER E. GRATZINGER
JENNY H. HONG
KIMBERLY A. CHI
DAVID S. HONG
ADAM R. LAWTON
MATTHEW S. SCHONHOLZ
MICHAEL E. GREANEY
E. LEROY TOLLES
(1922-2008)
*ADMITTED IN DC.
ALL OTHERS ADMITTED IN CA

Writer's Direct Contact
(213) 683-9554
(213) 683-4054 FAX
seth.goldman@mto.com

VIA EMAIL
PG&E Corporation
Pacific Gas and Electric Company
Attn.: Steve Schirle

Re: In re: PG&E Corp., and Pacific Gas and Electric Co. -
Case No. 19-30088 (DM) (Jointly Administered)

Dear Steve:

Enclosed please find our firm's final fee application in the above-captioned cases. The Bankruptcy Court's Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees provide that a debtor in possession must exercise reasonable business judgment in monitoring the fees and expenses of the estate's professionals. I invite you to discuss with our firm any objections, concerns or questions that you may have with the firm's fee request. The office of the United States Trustee will also accept your comments. The Bankruptcy Court will consider timely-filed objections by any party in interest at the time of the hearing, which will be set at a later date.

Very truly yours,

/s/ Seth Goldman

Seth Goldman

1 BRAD BRIAN (State Bar No. 79001)
Brad.Brian@mto.com
2 THOMAS B. WALPER (State Bar No. 96667)
thomas.walper@mto.com
3 HENRY WEISSMANN (State Bar No. 132418)
henry.weissmann@mto.com
4 BRADLEY SCHNEIDER (State Bar No. 235296)
bradley.schneider@mto.com

5 **MUNGER, TOLLES & OLSON LLP**
6 350 South Grand Avenue
7 Fiftieth Floor
Los Angeles, California 90071
8 Telephone: (213) 683-9100
Facsimile: (213) 683-3702

9
10 *Attorneys for Reorganized Debtors*

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

14 In re
15 PG&E CORPORATION,

16 -and-

17 PACIFIC GAS AND ELECTRIC
COMPANY,
Debtors.

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

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF SETH GOLDMAN IN
SUPPORT OF THE FINAL FEE
APPLICATION OF MUNGER, TOLLES &
OLSON LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF
EXPENSES AS ATTORNEYS TO THE
DEBTORS AND DEBTORS IN
POSSESSION FOR CERTAIN MATTERS
FROM JANUARY 29, 2019 THROUGH
JULY 1, 2020**

Hearing to be set

1 Pursuant to 28 U.S.C. § 1746, I, Seth Goldman, hereby declare as follows:

2 I am a partner at Munger, Tolles & Olson LLP (“**MTO**” or the “**Firm**”), located at 350 S.
3 Grand Ave., 50th Floor, Los Angeles, California 90071, and have been duly admitted to practice
4 law in the State of California and the United States District Courts in California. There are no
5 disciplinary proceedings pending against me.

6 I have read the Final Fee Application of Munger, Tolles & Olson LLP, for Compensation
7 for Services and Reimbursement of Expenses as Attorneys to the Debtors and Debtors in
8 Possession for Certain Matters from January 29, 2019 through July 1, 2020 (the “**Fee**
9 **Application**”). Capitalized terms used herein shall have the meaning ascribed to those terms in
10 the Fee Application unless otherwise defined herein.

11 To the best of my knowledge, information and belief, the statements contained in the Fee
12 Application are true and correct. In connection therewith, I hereby certify that:

13 a) to the best of my knowledge, information, and belief, formed after reasonable
14 inquiry, the fees and disbursements sought in the Fee Application are permissible under the
15 relevant rules, court orders, the Fee Guidelines, and the relevant Bankruptcy Code provisions;

16 b) except to the extent disclosed in the Fee Application, the fees and disbursements
17 sought in the Fee Application are billed at rates customarily employed by MTO and generally
18 accepted by MTO’s clients. In addition, none of the professionals seeking compensation varied
19 their hourly rate based on the geographic location of the Debtors’ cases;

20 c) in providing a reimbursable expense, MTO does not make a profit on that expense,
21 whether the service is performed by MTO in-house or through a third party;

22 d) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and
23 section 504 of the Bankruptcy Code, no agreement or understanding exists between MTO and any
24 other person for the sharing of compensation to be received in connection with the above cases
25 except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules;

26 e) all services for which compensation is sought were professional services on behalf
27 of the Debtors and not on behalf of any other person; and

28

1 f) MTO is seeking compensation with respect to the approximately 6.8 hours and
2 \$4,197.00 in fees for the period June 1, 2020 through July 1, 2020 and approximately 287.2 hours
3 and \$198,840.00 in fees for the Fee Period spent reviewing or revising time records and preparing,
4 reviewing, and revising invoices for privileged or confidential information.

5 The Debtors have actively worked with MTO to prepare budgets and forecasts of the work
6 performed by MTO, have authorized the matter categories used by MTO, and have monitored and
7 reviewed the compensation and reimbursement sought by MTO.

8 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
9 and correct.

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

DATED: August 31, 2020

By: /s/ Seth Goldman
Seth Goldman (State Bar No. 223428)
MUNGER, TOLLES & OLSON LLP
350 South Grand Avenue, 50th Floor
Los Angeles, California, 90071
Telephone: (213) 683-9100
Facsimile: (213) 687-3702

Exhibit 3

Exhibit 3

Cappello & Noel LLP

Fisher/Property Class Time

| Name (Title/Position) | Total Hours | Hourly Rate | Total Lodestar |
|---|--------------------|--------------------|-----------------------|
| Tomas Tuszynski (Database Specialist) | 36.50 | \$175 | \$6,388 |
| Austin Prouty (Database Specialist) | 14.70 | \$175 | \$2,573 |
| Austin Fauni (Database Specialist) | 13.00 | \$175 | \$2,275 |
| Ashley Cohen (Database Specialist) | 72.00 | \$275 | \$19,800 |
| Ethan Mendoza (Database Specialist) | 27.60 | \$275 | \$7,590 |
| Nic Marquez (Database Specialist) | 23.20 | \$275 | \$6,380 |
| Katherine Parsons (Database Specialist) | 18.90 | \$275 | \$5,198 |
| Sam Raffa (Database Specialist) | 11.00 | \$275 | \$3,025 |
| Elizabeth Atkins (Database Specialist) | 62.00 | \$275 | \$17,050 |
| Sasha Nasir (Database Specialist) | 17.70 | \$275 | \$4,868 |
| Whitney Mich (Database Specialist) | 25.70 | \$275 | \$7,068 |
| Catrine Casper (Paralegal) | 158.10 | \$275 | \$43,478 |
| Diana Vanderlaan (Paralegal) | 20.50 | \$325 | \$6,663 |
| Jeff Steve (Paralegal) | 419.80 | \$325 | \$136,435 |
| Meghan Woodsome (Associate Attorney) | 66.10 | \$300 | \$19,830 |
| Sam Carter (Associate Attorney) | 90.20 | \$300 | \$27,060 |
| Becky Steiger (Associate Attorney) | 49.90 | \$350 | \$17,465 |
| Rich Lloyd (Associate Attorney) | 2,081.40 | \$395 | \$822,153 |
| Ken Melrose (Associate Attorney) | 13.30 | \$425 | \$5,653 |
| Wendy D. Welkon (Associate Attorney) | 232.90 | \$875 | \$203,788 |
| David L. Cousineau (Partner) | 1,202.20 | \$925 | \$1,112,035 |
| Lawrence J. Conlan (Partner) | 3,180.60 | \$925 | \$2,942,055 |
| Troy A. Thielemann (Partner) | 245.20 | \$925 | \$226,810 |
| Leila J. Noel (Partner) | 4,925.20 | \$1,150 | \$5,663,980 |
| A. Barry Cappello (Managing Partner) | 2,082.80 | \$1,450 | \$3,020,060 |
| TOTAL | 15,090.50 | | \$14,329,676 |

Exhibit 4

Exhibit 4

Cappello & Noel LLP

Summary of Held Costs

Soft Costs Incurred

In-House Copies \$8,663.00

Hard Costs Incurred

Experts/Consultants \$10,291.93

Federal Express/Messenger \$4,892.10

Travel \$34,440.16

Computer Research \$22,989.20

Filing Fees \$2,827.56

Depositions/Transcripts \$12,049.22

Process Service \$2,646.93

Outside Copy Service \$1,315.72

Other Charges \$18,172.77

TOTAL \$118,288.59

Exhibit 5

Exhibit 5

Cappello & Noel LLP

Criminal Restitution Time

| Name (Title/Position) | Total Hours | Hourly Rate | Total Lodestar |
|--|--------------------|--------------------|-----------------------|
| Kristen Sells (Database Specialist) | 39.00 | \$175 | \$6,825 |
| Elizabeth Atkins (Database Specialist) | 69.00 | \$275 | \$18,975 |
| Sasha Nasir (Database Specialist) | 105.50 | \$275 | \$29,013 |
| Catrine Casper (Paralegal) | 82.60 | \$275 | \$22,715 |
| Diana Vanderlaan (Paralegal) | 258.70 | \$325 | \$84,078 |
| Jeff Steve (Paralegal) | 29.30 | \$325 | \$9,523 |
| Rich Lloyd (Associate Attorney) | 175.00 | \$395 | \$69,125 |
| Ken Melrose (Associate Attorney) | 35.10 | \$425 | \$14,918 |
| David L. Cousineau (Partner) | 40.50 | \$925 | \$37,463 |
| Lawrence J. Conlan (Partner) | 506.90 | \$925 | \$468,883 |
| Leila J. Noel (Partner) | 326.60 | \$1,150 | \$375,590 |
| A. Barry Cappello (Managing Partner) | 82.40 | \$1,450 | \$119,480 |
| TOTAL | 1,750.60 | | \$1,256,585 |