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KAREN ROBERDS and ANITA FREEMAN,
10 for themselves and on behalf of all others similarly,
situated, WILLIAM N. STEEL, for himself and on
11 behalf of all others similarly situated;
WILLIAM O'BRIEN, MING O'BRIEN,
12 FUGUAN O'BRIEN; MICHAEL HEINSTEIN,
KYE HEINSTEIN; CLINTON REILLY,
13 Class Claimant GER HOSPITALITY, LLC,
14 and RICHARD CARPENETI

15 UNITED STATES DISTRICT COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 SAN FRANCISCO DIVISION

18 In re:
19 PG&E CORPORATION
20
21 -and-
22 PACIFIC GAS AND ELECTRIC COMPANY,
23 Debtors.
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27

Civil Case No. 19-05257 (JD)
Bankruptcy Case No. 19-30088 (DM)
**DECLARATION OF ERIC LOWREY,
CIRA IN SUPPORT OF OBJECTION BY
CERTAIN FIRE VICTIMS TO
DEBTORS' MOTION PURSUANT TO 11
U.S.C. 105(A) AND 502(C) TO
ESTABLISH AMOUNT OF FIRE
VICTIM CLAIMS FOR ALL PURPOSES
OF THE CHAPTER 11 CASES**
Date: May 21, 2020
Time: 10:00 a.m.
Ctrm.: 11
Judge: Hon. James Donato

1 I, ERIC LOWREY, CIRA, declare as follows:

2 1. I am a restructuring professional with over 15 years of financial and strategic
3 advisory experience, particularly to companies in the power and utilities industry, and am a
4 Certified Restructuring and Insolvency Advisor (CIRA) by the Association of Insolvency &
5 Restructuring Advisors. I have led the day-to-day work on engagements for Jefferies Financial
6 Group, Miller Buckfire & Co., PwC Advisory Services, and New Harbor Incorporated and been a
7 member of the investment banking groups at Deutsche Bank and Barclays. I have advised
8 companies, creditors and other stakeholders on the negotiation and execution of in-court and out-
9 of-court restructurings and issues related to capital structure, financing, liquidity, and valuation,
10 and advised distressed companies, official creditor and equity committees, and investors on
11 restructurings in the consumer, energy, healthcare, and metals and mining industries. Each
12 restructuring engagement on which I advised involved the analysis of detailed financial data and
13 projections, which I conducted and/or oversaw. I have a BA in Economics from Boston College
14 (*Magna Cum Laude*) and an MBA from Columbia University.

15 2. This Declaration pertains to the Aggregate Fire Victim Consideration to be used to
16 fund the Fire Victim Trust under the Plan, as defined below, for the benefit of all of the individual
17 Fire Victim Claimants and is offered in support of the Objection by Certain Fire Victims to
18 Debtors' Motion Pursuant to 11 U.S.C. 105(A) And 502(C) to Establish Amount of Fire Victim
19 Claims for All Purposes of the Chapter 11 Case.

20 3. I was asked to review and analyze the Aggregate Fire Victim Consideration to be
21 used to fund the Fire Victim Trust as described in the Disclosure Statement for the Debtors' and
22 Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 17, 2020 (the
23 "Plan"). Pursuant to the Plan filed, the consideration to be used to fund the Fire Victim Trust
24 includes \$13.5 billion⁽¹⁾, consisting of \$5.4 billion in cash, \$1.35 billion in deferred cash, and \$6.75
25 billion in common stock of Reorganized PG&E Corp. (the "Fire Victim Equity").

26 4. I have reviewed numerous documents which constitute or relate to the above-
27 mentioned Plan of Reorganization and the Aggregate Fire Victim Consideration thereunder.

1 Documents reviewed include, but are not limited to:

- 2 • The Disclosure Statement for the Debtors’ and Shareholder Proponents’ Joint Chapter 11
- 3 Plan of Reorganization
- 4 • The Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization
- 5 • The Supplement to the Disclosure Statement for the Debtors’ and Shareholder Proponents’
- 6 Joint Chapter 11 Plan of Reorganization (the “Supplement”)
- 7 • The Tort Claimants Restructuring Support Agreement (the “Tort Claimant RSA”)
- 8 • Various news and research reports relating to PG&E Corporation, its bankruptcy
- 9 proceedings, and the power and utilities industry

10 5. As more fully set out in the paragraphs below, my analysis and conclusions are (1)

11
12 the value of the consideration to be transferred to the Fire Victim Trust is now substantially less
13 than \$13.5 billion⁽¹⁾; and (2) the current unprecedented economic conditions put the value and
14 timing of the consideration to be transferred to the Fire Victim Trust at risk of reduction and/or
15 payment delay. Specifically,

- 16 • The funding for the five, primary creditor/claimant groups other than the individual Fire
- 17 Victim Claimants is 100% cash (Please see **Exhibit A**, which I prepared and lists the
- 18 respective claimant groups and their settlement amounts). The consideration⁽¹⁾ to be
- 19 transferred to the Victim Trust to satisfy individual Fire Victim Claims is 40% cash, 10%
- 20 deferred cash and 50% new common stock in the Reorganized PG&E Corp., which exposes
- 21 the Fire Victim Claimants to significant risk of value reduction prior to receipt.
- 22 • The estimated value of the Victim Equity to be transferred to the Victim Trust has
- 23 fluctuated downward since the Tort Claimants RSA was entered into in December 2019
- 24 (See **Exhibit B**, which I prepared and sets out a summary of the change in value). The
- 25 amount of \$6.75 billion as described in the TCC Claimants RSA is a component in a
- 26 formula used to calculate the percentage of the common stock in Reorganized PG&E
- 27 Corporation’s equity to be contributed to the Fire Victim Trust, subject to a minimum of

1 20.9%. This formula contemplates valuing the common stock of Reorganized PG&E as a
2 function of the Normalized Net Income for 2021, as defined in the Plan, multiplied by 14.9.
3 Using the Debtors forecast of \$2.04 billion for 2021 non-GAAP Core Earnings included in
4 the Debtors' updated financial projections included (the "Supplement") would imply an
5 equity value of \$30.4 billion of which \$6.75 billion would represent 22.2%. To estimate
6 what this may be worth one could use Edison International (NYSE: EIX) as a proxy for
7 how the equity market may value PG&E's common equity.

- 8 • Currently, EIX trades at 10.7 multiplied by the consensus 2021 earnings estimates for
9 EIX⁽²⁾. Multiplying the 2021 non-GAAP Core Earnings of \$2.04 billion by the same
10 multiple of 10.7 would imply an equity market capitalization of approximately \$21.8 billion
11 for Reorganized PG&E, implying a value of approximately \$4.85 billion for the Victim
12 Equity to be contributed to the Fire Victim Trust. However, this value is still at significant
13 risk of further decline in the wake of the COVID-19 pandemic as utility companies face the
14 potential to underperform forecasts in the near-term and other potential financial challenges
15 as a result, such as reduced liquidity due to "no disconnect" orders and/or agreements.
- 16 • Additionally, there are a number of PG&E-specific issues that may cause the market to
17 value Reorganized PG&E at lower multiple than the one at which Edison International
18 trades. One of the most notable of these issues is that PG&E has agreed not to pay
19 dividends, an attribute typically sought by utility investors, for a minimum of three years.
- 20 • The \$1.35 billion of deferred cash payments to the Fire Victim Trust (to be funded through
21 an as of yet uncertain securitization and/or by the realization of cash tax benefits resulting
22 from tax attributes of the Debtors) is exposed to several risks. Those risks include the
23 potential for a change of control as part of the Debtors' equity financing ,which could limit
24 the company's ability to use its NOLs to offset future taxes; the failure of Reorganized
25 PG&E to generate earnings sufficient to realize the requisite cash tax benefits necessary to
26 fund the deferred cash payments; and general business and credit risk due to among other
27 things potential future wildfire liability claims that could be disallowed or not covered in a

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(2) The 10.7 multiple of earnings for Edison International (NYSE: EIX) is based on the consensus 2021 earnings estimates and closing stock price for EIX as of April 3, 2020 per CapIQ.

EXHIBIT A TO

**DECLARATION OF ERIC LOWREY, CIRA IN SUPPORT OF OBJECTION BY
CERTAIN FIRE VICTIMS TO DEBTORS' MOTION PURSUANT TO 11 U.S.C. 105(A)
AND 502(C) TO ESTABLISH AMOUNT OF FIRE VICTIM CLAIMS FOR ALL
PURPOSES OF THE CHAPTER 11 CASES**

Individual Fire Victims the Only Claimant Group to Receive Deferred Cash & Equity

While every other claimant group is to receive 100% cash or secured debt, 60% of the consideration to be transferred to the Victim Trust is exposed to the risk of diminution of value prior to receipt

\$Millions

| CLAIMANT GROUPS | TREATMENT OF CLAIMS | | | TOTAL |
|--|---------------------|---------------|--------------|-----------------|
| | Cash / New Debt | Deferred Cash | Equity | |
| Debtor-In-Possession Financing | 2,000 | 0 | 0 | 2,000 |
| Trade Claims and Other Costs | 2,300 | 0 | 0 | 2,300 |
| Prepetition Debt & Accrued Interest | 23,450 | 0 | 0 | 23,450 |
| Subrogated Wildfire Liability Claims | 11,000 | 0 | 0 | 11,000 |
| Public Entities Wildfire Liability Claims | 1,000 | 0 | 0 | 1,000 |
| Individual Fire Victim Liability Claims | 5,400 | 1,350 | 6,750 | 13,500 |
| | | | | \$53,250 |

- **Individual victims** are the only claimants to receive at-risk deferred cash and/or equity
- The \$1.35 billion of deferred cash and the Fire Victim Equity are exposed to significant risks
 - Fire Victim Equity to be contributed to the Victim Trust currently estimated to be worth approximately \$4.85 billion, materially less than \$6.75 billion, and it could decline further
 - Significant risk of negative impacts due to current economic downturn, including the potential for the Debtors' earnings forecast to be reduced and reduced liquidity due to customer non-payment
 - Cash tax benefits needed to fund \$1.35 billion of deferred cash payments may not be realized
 - Potential future wildfire liability claims made against PG&E would be senior to Victim Equity

Source: Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization.

- 1) Based on uses of \$59.0 billion in PG&E POR, including \$1.35 billion in deferred cash for the Victim Trust. Not shown is the \$5.0 billion wildfire fund contribution and \$0.75 billion of B/S cash.
- 2) Comprised of \$13.875 billion in cash and \$9.575 billion in new secured debt. The \$9.575 billion of new, secured debt to be senior in priority to deferred cash and equity yet to be contributed to Victim Trust upon PG&E's exit from bankruptcy. Secured debt will also be senior in priority to any future wildfire liability claims filed against PG&E (deferred cash and equity will not be).

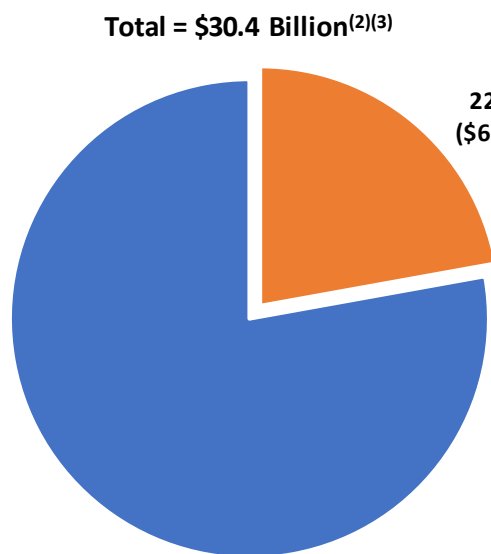
EXHIBIT B TO

**DECLARATION OF ERIC LOWREY, CIRA IN SUPPORT OF OBJECTION BY
CERTAIN FIRE VICTIMS TO DEBTORS' MOTION PURSUANT TO 11 U.S.C. 105(A)
AND 502(C) TO ESTABLISH AMOUNT OF FIRE VICTIM CLAIMS FOR ALL
PURPOSES OF THE CHAPTER 11 CASES**

Value of Equity Allocated to Individual Victims Estimated to be \$4.85B, Not \$6.75B⁽¹⁾

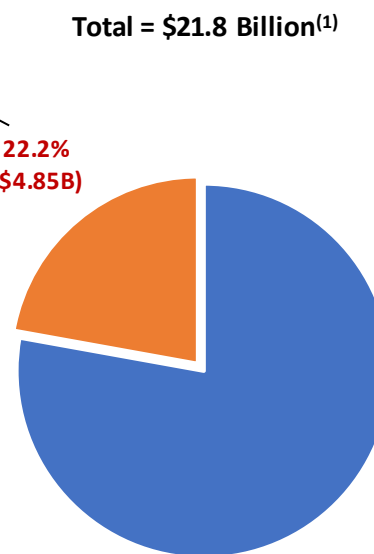
As of early April 2020, the value of the equity in Reorganized PG&E Corp. to be contributed to the Victim Trust estimated at only \$4.85 billion, 28% (or \$1.9 billion) less than the headline amount of \$6.75 billion

Equity Value Used to Determine Allocation of Equity in Reorganized PG&E for Individual Victims⁽²⁾⁽³⁾
December 2019

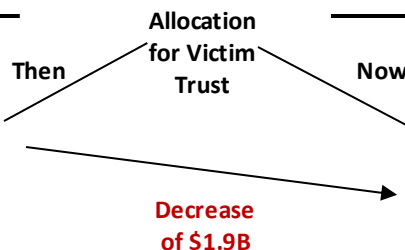


14.9 x \$2.04 billion = \$30.4 Billion⁽²⁾⁽³⁾

Estimated Reorganized PG&E Equity Value⁽¹⁾
April 3, 2020



10.7 x \$2.04 billion = \$21.8 Billion⁽¹⁾⁽²⁾



1) Value of Fire Victim Equity estimated using Edison International (NYSE: EIX) as a proxy, which trades at a multiple of 10.7x consensus 2021 earnings estimates as of April 3, 2020 per CapIQ.
 2) Based on 2021 forecasted earnings of \$2.04 billion per the Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization.
 3) Based on 2021 forecasted earnings multiplied by 14.9 per the Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization.