

1 WEIL, GOTSHAL & MANGES LLP
Richard W. Slack (*pro hac vice*)
2 (richard.slack@weil.com)
Jessica Liou (*pro hac vice*)
3 (jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
4 (matthew.goren@weil.com)
767 Fifth Avenue
5 New York, NY 10153-0119
Tel: 212 310 8000
6 Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP
Jane Kim (#298192)
(jkim@kblkllp.com)
David A. Taylor (#247433)
(dtaylor@kblkllp.com)
Thomas B. Rupp (#278041)
(trupp@kblkllp.com)
425 Market Street, 26th Floor
San Francisco, CA 94105
Tel: (415) 496-6723
Fax: (650) 636 9251

7 *Attorneys for Debtors and Reorganized Debtors*

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

11
12 **In re:**

13 **PG&E CORPORATION,**

14 **- and -**

15 **PACIFIC GAS AND ELECTRIC**
16 **COMPANY,**

17 **Debtors.**

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

21 ** All papers shall be filed in the Lead Case, No.*
22 *19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' THIRTY-EIGHTH SECURITIES
CLAIMS OMNIBUS OBJECTION TO
CLAIMS FILED BY ISS (INSUFFICIENT
SUBSTANTIVE ALLEGATIONS AND ADR
NO LIABILITY CLAIMS)**

Date: April 9, 2024

Time: 4:00 p.m. (Pacific Time)

Place: (Tele/Videoconference Appearances
Only)

United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information and belief:

4 1. I am a Partner and Managing Director at the firm of AlixPartners, LLP
5 (“**AlixPartners**”), which is an affiliate of both AlixPartners, LLC and AP Services, LLC, (“**APS**”).
6 APS was previously retained to provide interim management services to PG&E Corporation and
7 Pacific Gas and Electric Company, as debtors and reorganized debtors (collectively, “**PG&E**,” the
8 “**Debtors**,” and as reorganized pursuant to the Plan, the “**Reorganized Debtors**”) in the above-
9 captioned chapter 11 cases (the “**Chapter 11 Cases**”). I submit this Declaration in support of the
10 *Reorganized Debtors’ Thirty-Eighth Securities Claims Omnibus Objection To Claims Filed By ISS*
11 *(Insufficient Substantive Allegations and ADR No Liability Claims)* (the “**Objection**”), filed
12 contemporaneously herewith.¹

13 2. In my current position, I am responsible for overseeing the bankruptcy case
14 management component of AlixPartners’ assignment to assist the Reorganized Debtors with
15 various matters related to these Chapter 11 Cases. My areas of responsibility include (a) the effort
16 by AlixPartners, in coordination with the Reorganized Debtors, to review and assess the validity
17 of all claims asserted against the Debtors, other than Fire Claims and Subrogation Wildfire Claims,
18 and (b) providing support with respect to Securities Claims. I am generally familiar with the
19 Reorganized Debtors’ day-to-day operations, financing arrangements, business affairs, and books
20 and records. Except as otherwise indicated herein, all facts set forth in this Declaration are based
21 upon my personal knowledge, the knowledge of other AlixPartners professionals working under
22 and alongside me on this matter, my discussions with the Reorganized Debtors’ personnel and the
23 Reorganized Debtors’ various advisors and counsel, and my review of relevant documents and
24 information. If called upon to testify, I would testify competently to the facts set forth in this
25 Declaration. I am authorized to submit this Declaration on behalf of the Reorganized Debtors.

26 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms
27 in the Omnibus Objection.

1 3. The AlixPartners team under my supervision has been actively and intimately
2 involved in the claims review and reconciliation process. AlixPartners initially assisted the Debtors
3 in the preparation of their bankruptcy schedules based on the Debtors' books and records.
4 AlixPartners is now supporting, and will continue to support, the efforts of the Reorganized
5 Debtors and their counsel to resolve disputed claims, including by formal objections as necessary.

6 4. As part of the claims review and reconciliation process, the AlixPartners team,
7 working with the Reorganized Debtors' personnel and other professionals, has identified a number
8 of filed Proofs of Claim for which Claimants have not complied with the Securities ADR
9 Procedures Order by failing to respond to offers made pursuant to the Offer Procedures of the
10 Securities ADR Procedures—even after a significant number of reminders and outreach by the
11 Reorganized Debtors and their advisors.

12 5. The Omnibus Objection is directed to Proofs of Claim identified in **Exhibit 1** to the
13 Omnibus Objection, in the column headed "Claims to Be Disallowed and Expunged," and referred
14 to in the Omnibus Objection as the "ISS Claims" or the "Claims." **Exhibit 1** to the Omnibus
15 Objection was prepared by the AlixPartners team under my overall supervision, and I am familiar
16 with the document, its contents, and the process under which it was prepared.

17 6. The Reorganized Debtors sent ISS a Settlement Offer pursuant to the Offer
18 Procedures on August 15, 2023. The settlement offer provided detailed instructions on how to
19 respond to the settlement offer, including through the Securities Claims Settlement Portal, by
20 email, or by mail. The settlement offer notified ISS that the Securities ADR Procedures Order
21 requires ISS to accept, reject, or make a counteroffer by the Settlement Response Deadline.

22 7. On or about August 24, 2023, a follow up email correspondence was sent to ISS,
23 which, again, provided ISS with detailed instructions on how to respond to the settlement offer,
24 including through the Securities Claims Settlement Portal, by email, or by mail. This reminder
25 email also notified ISS that the Securities ADR Procedures Order requires ISS to accept, reject, or
26 make a counteroffer by the Settlement Response Deadline.

27 8. On August 25, 2023, ISS was called and a voicemail message was left. An
28

1 additional call was placed to ISS on September 29, 2023, and an AlixPartners employee spoke
2 with an ISS employee regarding the settlement offer.

3 9. In accordance with the Securities ADR Procedures Order, the response to the
4 Settlement Offer must be received by the Reorganized Debtors by the Settlement Response
5 Deadline. The Reorganized Debtors did not receive an acceptance, rejection, or counteroffer by
6 the Settlement Response Deadline, or any time past that date, with respect to any of the Claims
7 identified on **Exhibit 1**.

8
9
10
11
12
13 *[Remainder of Page Intentionally Left Blank]*
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
2 and correct to the best of my knowledge, information, and belief.

3
4 Executed December 13, 2023 in Dallas, Texas.

5
6 /s/ Robb McWilliams
7 Robb McWilliams
8 Partner and Managing Director
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28