

58-275/1323

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

15 In re

16 PACIFIC GAS AND ELECTRIC CO.,

17 Debtor.

CASE NO. 01-30923  
Chapter 11

**THE TORONTO DOMINION BANK'S  
OBJECTIONS TO DISCLOSURE  
STATEMENT**

Date: December 19, 2001  
Time: 9:30 a.m.  
Place: 235 Pine Street  
22nd Floor  
San Francisco, CA  
Judge: Hon. Dennis Montali

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19  
20 The Toronto Dominion Bank ("Toronto Dominion") hereby objects to the  
21 "Disclosure Statement for Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for  
22 Pacific Gas and Electric Company proposed by Pacific Gas and Electric Company and PG&E  
23 Corporation" (the "Disclosure Statement") as follows:  
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*Acc1 Add: Rube Ggo Mail Center*

## I.

TORONTO DOMINION'S CLAIM

Toronto Dominion is an unsecured creditor of Pacific Gas and Electric Company, holding a claim in the amount of \$31,045,125.27, plus interest, fees and expenses as described in Toronto Dominion's proof of claim filed herein.

Toronto Dominion's claim arises as a result of its issuance of an Irrevocable, Direct Pay Transferable Letter of Credit No. 1419, dated May 22, 1997 (the "Letter of Credit") in connection with the 1997 Series A Pollution Control Refunding Revenue Bonds issued by the California Pollution Control Financing Authority at the behest of Pacific Gas and Electric Company (the "Debtor"). The Debtor has defaulted on its obligation to reimburse Toronto Dominion for the amount advanced under the Letter of Credit, plus interest, fees and expenses due thereunder.

## II.

THE PROPOSED PLAN'S TREATMENT OFTORONTO DOMINION'S CLAIM

Pursuant to the terms of the Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company dated September 20, 2001 (the "Plan"), Toronto Dominion's claim is classified as a Class 4f claim (Prior Bond Claims). See Plan at page 18 (definition of "Prior Bond Claims,") and page 25, Article III.

1 Pursuant to the terms of the Plan, unless the holders of Prior Bond claims issue a  
2 new letter of credit to support the Debtor's issuance of Refunding Bonds<sup>1</sup>, holders of Class 4f  
3 claims are to receive the following distributions on account of their claims:

4 a. Payment of all interest and other sums due to the holder of such claims in  
5 accordance with the terms of the applicable Reimbursement Agreement;

6 b. Payment of 60% of the principal amount due under the Reimbursement  
7 Agreement; and

8 c. As to the remaining 40% of the principal amount due under the  
9 Reimbursement Agreement, the Reimbursement Agreement is to be modified such that "the  
10 Reorganized Debtor shall remain solely liable thereunder for the remaining forty percent (40%) of  
11 the respective Reimbursement Obligation which shall be payable in ten (10) years and bear  
12 interest at the same rate as the Reorganized Debtor's notes with a ten (10) year maturity ..."  
13 Plan at § 4.12(b).

14  
15 As a result of the foregoing Plan treatment, the holders of claims in Class 4f are  
16 exposed to the risk that the Debtor will be unable to repay the deferred 40% of the principal  
17 amount of their claims at the end of the ten year restructure period contemplated by the Plan. In  
18 the case of Toronto Dominion, this obligation amounts to approximately \$12,400,000.  
19

### 20 III.

#### 21 OBJECTIONS TO DISCLOSURE STATEMENT

22  
23 Section 1125(b) of the Bankruptcy Code requires that this Court approve the  
24 Disclosure Statement as containing "adequate information" prior to it being utilized to solicit  
25

26  
27 <sup>1</sup> Capitalized terms not defined herein have the meanings ascribed to them in the Disclosure  
28 Statement and Plan.

1 acceptances of the Plan. 11 U.S.C. § 1125(b). The Bankruptcy Code clearly articulates the  
2 standard as to whether or not the Disclosure Statement contains "adequate information":

3 '[A]dequate information' means information of a kind, and in sufficient  
4 detail as far as is reasonably practicable in light of the nature and history of  
5 the debtor and the condition of the debtor's books and records, that would  
6 enable a hypothetical reasonable investor typical of holders of claims or  
7 interests of the relevant class to make an informed judgment about the  
8 plan . . .

9 11 U.S.C. § 1125(a)(1).

10 Toronto Dominion concurs with Rabobank Nederland's Objections to Disclosure  
11 Statement and Memorandum of Points and Authorities in Support Thereof filed with this Court  
12 on November 27, 2001 (the "Rabobank Objection") and hereby incorporates by reference the  
13 Rabobank Objection as if set forth in full herein.

14 IV.

15 CONCLUSION

16 For the foregoing reasons and the reasons further articulated in the Rabobank  
17 Objection, it is respectfully submitted that the Court should deny approval of the Disclosure  
18 Statement in its present form.

19  
20  
21 DATED: November 26, 2001

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24 Katherine A. Traxler  
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THE TORONTO DOMINION BANK'S OBJECTIONS TO  
DISCLOSURE STATEMENT

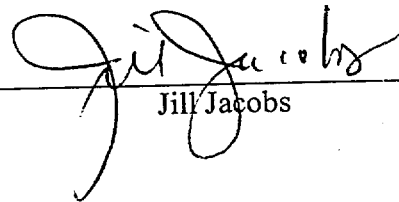
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