

PROSPECTUS SUPPLEMENT
(To Prospectus dated June 9, 2020)

\$8,925,000,000



\$500,000,000 Floating Rate First Mortgage Bonds due 2022
\$2,500,000,000 1.75% First Mortgage Bonds due 2022
\$1,000,000,000 2.10% First Mortgage Bonds due 2027
\$2,000,000,000 2.50% First Mortgage Bonds due 2031
\$1,000,000,000 3.30% First Mortgage Bonds due 2040
\$1,925,000,000 3.50% First Mortgage Bonds due 2050

We are offering \$500,000,000 aggregate principal amount of our floating rate first mortgage bonds due 2022 (the “floating rate mortgage bonds”), \$2,500,000,000 aggregate principal amount of our 1.75% first mortgage bonds due 2022 (the “2022 mortgage bonds”), \$1,000,000,000 aggregate principal amount of our 2.10% first mortgage bonds due 2027 (the “2027 mortgage bonds”), \$2,000,000,000 aggregate principal amount of our 2.50% first mortgage bonds due 2031 (the “2031 mortgage bonds”), \$1,000,000,000 aggregate principal amount of our 3.30% first mortgage bonds due 2040 (the “2040 mortgage bonds”) and \$1,925,000,000 aggregate principal amount of our 3.50% first mortgage bonds due 2050 (the “2050 mortgage bonds” and, together with the 2022 mortgage bonds, the 2027 mortgage bonds, the 2031 mortgage bonds, the 2040 mortgage bonds and the floating rate mortgage bonds, the “mortgage bonds”). We refer to the 2022 mortgage bonds, the 2027 mortgage bonds, the 2031 mortgage bonds, the 2040 mortgage bonds and the 2050 mortgage bonds as the “fixed rate mortgage bonds.” The floating rate mortgage bonds will bear interest at a rate per annum equal to LIBOR (as defined herein) for the applicable interest period plus 1.48% (148 basis points). The per annum interest rate on the 2022 mortgage bonds will be 1.75%, the per annum interest rate on the 2027 mortgage bonds will be 2.10%, the per annum interest rate on the 2031 mortgage bonds will be 2.50%, the per annum interest rate on the 2040 mortgage bonds will be 3.30% and the per annum interest rate on the 2050 mortgage bonds will be 3.50%.

We will pay interest on the floating rate mortgage bonds quarterly in arrears on March 16, June 16, September 16 and December 16 of each year, beginning on September 16, 2020. We will pay interest on the 2022 mortgage bonds semi-annually in arrears on June 16 and December 16 of each year, beginning on December 16, 2020. We will pay interest on the 2027 mortgage bonds, the 2031 mortgage bonds, the 2040 mortgage bonds and the 2050 mortgage bonds semi-annually in arrears on February 1 and August 1 of each year, beginning on February 1, 2021. The floating rate mortgage bonds will mature on June 16, 2022, the 2022 mortgage bonds will mature on June 16, 2022, the 2027 mortgage bonds will mature on August 1, 2027, the 2031 mortgage bonds will mature on February 1, 2031, and the 2040 mortgage bonds will mature on August 1, 2040 and the 2050 mortgage bonds will mature on August 1, 2050. The mortgage bonds will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

If the Escrow Conditions (as defined herein) are not satisfied prior to the consummation of this offering, we will deposit the aggregate net proceeds of this offering, together with additional funds, which together with such net proceeds would be sufficient to fund a redemption of all the mortgage bonds on the Special Redemption Date (as defined here) into a segregated escrow account. The escrow account and all amounts deposited therein will be pledged to secure the mortgage bonds. Until the Escrow Conditions are satisfied, the mortgage bonds will be secured by a lien on amounts deposited in the Escrow Account. Upon satisfaction of the Escrow Conditions, including the effectiveness of our plan of reorganization, the mortgage bonds will be secured by a first lien, subject to permitted liens, on substantially all of our real property and certain tangible personal property related to our facilities. See “Description of the Mortgage Bonds—Escrow of Net Proceeds; Special Mandatory Redemption.”

If the Escrow Conditions are not satisfied on or prior to September 9, 2020 (or, if prior to such date, we determine in our sole discretion that any of the Escrow Conditions cannot be satisfied by such date), the

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