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Signed and Filed: September 14, 2004

DENNIS MONTALI
 U.S. Bankruptcy Judge

6 Attorneys for Reorganized Debtor
 7 PACIFIC GAS and ELECTRIC COMPANY

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

11 In re
 12 PACIFIC GAS and ELECTRIC
 13 COMPANY, a California Corporation,
 14 Reorganized Debtor.
 15 Federal I.D. No. 94-0742640

Chapter 11
 Case No. 01-30923 DM

**ORDER GRANTING NINTH AND FINAL
 APPLICATION FOR COMPENSATION AND
 EXPENSE REIMBURSEMENT BY COOLEY
 GODWARD LLP, SPECIAL COUNSEL**

Date: September 14, 2004
 Time: 1:30 p.m.
 Place: 235 Pine Street, 22nd Floor
 San Francisco, CA 94104
 Judge: Dennis Montali

19 Cooley Godward LLP (“Cooley”), as attorneys to Pacific Gas and Electric Company, the
 20 reorganized debtor in the above-captioned bankruptcy case (“PG&E”), having filed a Ninth and
 21 Final Application for Allowance of Compensation and Reimbursement of Expenses
 22 (“Application”) for the period December 1, 2003 through April 12, 2004 (the “Ninth and Final
 23 Period”); and the Court having reviewed the Application; and the Court finding that: (a) the Court
 24 has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the
 25 Application and the hearing thereon was reasonable, appropriate, and adequate under the
 26 circumstances; (c) no written objections were timely filed with respect to the Application; (d) all
 27 persons with standing have been afforded the opportunity to be heard on the Application; and (e)

1 allowance on a final basis of the fees and expenses of Cooley, in the amounts set forth below, is
2 reasonable and appropriate under the circumstances.

3 NOW THEREFORE, IT IS HEREBY ORDERED THAT:

- 4 1. The Application is GRANTED;
- 5 2. Cooley's fees in the amount of \$756,296.25 and expenses in the amount of
6 \$31,844.59 incurred during the period from December 1, 2003 through April 12, 2004 are allowed
7 as an expense of administration in this Chapter 11 case;
- 8 3. Such sums are authorized for payment less the amounts previously paid to Cooley
9 pursuant to the monthly fee application procedure approved by the Court, *i.e.* \$674,696.47 in fees
10 and costs, leaving a sum of \$113,444.37 due and owing, which the PG&E is now authorized and
11 directed to pay to Cooley;
- 12 4. The fees and expenses awarded to Cooley in its prior eight Interim Applications and
13 in the instant Ninth and Final Period, in the aggregate amount of \$13,182,342.50 in fees and
14 \$1,017,163.27 in expenses, are hereby deemed final compensation and not subject to further
15 review or objection; and
- 16 5. This is a final order and constitutes a final determination regarding the allowance of
17 all of Cooley's fees and expenses.

18 **END OF ORDER**
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COURT SERVICE LIST

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