ORIGINAL

1 Richard Levin (CA State Bar No. 66578) Kurt Ramlo (CA State Bar No. 166856) SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 2 300 South Grand Avenue, Suite 3400 Los Angeles, California 90071-3144 3 SFP 1 4 2004 Telephone: 213/687-5000 Facsimile: 213/687-5600 4 UNITED STATES BANKRUPTCY COURT SAN FRANCISCO, CA 5 John S. Moot SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 1440 New York Avenue, N.W. 6 Washington, D.C. 20005-2111 Telephone: 202/371-7000 7 Facsimile: 202/393-5760 8 Special Regulatory Counsel for Pacific Gas and 9 Electric Company, Debtor and Debtor in Possession UNITED STATES BANKRUPTCY COURT 10 NORTHERN DISTRICT OF CALIFORNIA 11 12 San Francisco Division Case No. 01-30923-DM 13 In re PACIFIC GAS AND ELECTRIC COMPANY. Chapter 11 Case 14 a California corporation, 15 Hearing September 14, 2004 Debtor. Date: Time: 1:30 p.m. 16 235 Pine Street, 22nd Fl. Federal I.D. No. 94-0742640 Place: 17 San Francisco, California 18 19 Order on Skadden, Arps, Slate, Meagher & Flom LLP's Ninth and Final Fee Application for Allowance and Payment of 20 Compensation and Reimbursement of Expenses For the Period April 6, 2001 Through April 12, 2004 21 A hearing was held before this Court on "Skadden, Arps, Slate, Meagher & Flom 22 LLP's Ninth and Final Fee Application for Allowance and Payment of Interim Compensation and 23 24 Reimbursement of Expenses for the Period April 6, 2001 Through April 12, 2004" (the "Fee 25 Application") on September 14, 2004. Richard Levin appeared telephonically on behalf of 26 Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden Arps"). Other appearances were as noted 27 on the record of the hearing. 28 Order on Skadden, Arps, Slate, Meagher & Flom LLP's Ninth and Final Fee Application for Allowance and Payment

of Compensation and Reimbursement of Expenses for the Period April 6, 2001 Through April 12, 2004

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The Court has reviewed the Fee Application and the record in this case and has considered the representations and arguments of counsel on the record at the hearing. Based thereon and on the record in this case, the Court finds that the fees requested in the Application constitute reasonable compensation for actual, necessary services, based on all applicable factors, including the time and labor required to represent the Debtor in various regulatory matters, the nature of those regulatory matters, Skadden Arps' experience, reputation and ability, the results achieved, and the cost of comparable services. Based on the Fee Application and the record in this case it is ORDERED: The Fee Application is granted. 2. The fees of Skadden Arps, as special regulatory counsel for the debtor and debtor in possession, are allowed on a final basis in the total amount of \$3,880,749.80. 3. The expenses of Skadden, Arps are allowed on a final basis in the total amount of \$213,278.34. 4. The Reorganized Debtor is authorized and directed to pay Skadden Arps all allowed amounts that have not already been paid. Dated: September 14 WW United States Bankruptcy Judge Submitted by: SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP By: Richard Levin and Kurt Ramlo Special Regulatory Counsel for Debtor and Debtor in Possession

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Order on Skadden, Arps, Slate, Meagher & Flom LLP's Ninth and Final Fee Application for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period April 6, 2001 Through April 12, 2004

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NOTE TO USERS OF THIS FORM:

Physically attach this form as the last page of the proposed Order or Judgment.

Do not file this form as a separate document.

A California corporation	CASE NUMBER 01-30923-DM
De	ebtor.
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NOTICE OF ENTRY OF JUDGMENT OR ORDER AND CERTIFICATE OF MAILING

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

1. You are hereby notified that a judgement or order entitled (specify):

Order on Skadden, Arps, Slate, Meagher & Flom LLP's Ninth and Final Fee Application for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period April 6, 2001 Through April 12, 2004.

was entered on (specify date):

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on (specify date):

Dated:	Clerk of the Bankruptcy Court
	By:

Order on Skadden, Arps, Slate, Meagher & Flom LLP's Ninth and Final Fee Application for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period April 6, 2001 Through April 12, 2004

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SERVICE LIST

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Order on Skadden, Arps, Slate, Meagher & Flom LLP's Ninth and Final Fee Application for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period April 6, 2001 Through April 12, 2004

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