

**FILED**

SEP 14 2004

UNITED STATES BANKRUPTCY COURT  
SAN FRANCISCO, CA

MARIE L. FIALA (No. 79676)  
PETER J. BENVENUTTI (No. 60566)  
ADAM M. COLE (No. 145344)  
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Special Counsel for Debtor in Possession  
PACIFIC GAS AND ELECTRIC COMPANY

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re

Case No.: 01-30923 DM

Chapter 11 Case

PACIFIC GAS AND ELECTRIC  
COMPANY, a California corporation,

Date: September 14, 2004

Time: 1:30 p.m.

Debtor.

Judge: Hon. Dennis Montali

Dep't: 235 Pine Street, 22<sup>nd</sup> Floor  
San Francisco, California

Federal I.D. No. 94-0742640

**[PROPOSED] ORDER APPROVING  
HELLER EHRMAN WHITE & McAULIFFE LLP'S  
FINAL FEE APPLICATION FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD APRIL 6, 2001, THROUGH APRIL 12, 2004**

The Application for Final Compensation ("Final Application") of Heller Ehrman White & McAuliffe LLP ("Heller Ehrman"), special litigation and regulatory counsel for Debtor and Debtor-in-Possession Pacific Gas and Electric Company ("PG&E") for the period April 6, 2001, through April 12, 2004, came on for hearing on September 14, 2004, before the Hon. Dennis Montali. Appearances were as noted in the record. The Court having considered Heller Ehrman's Final Application, the United States Trustee's Final

Heller  
Ehrman  
White &  
McAuliffe LLP

ORDER APPROVING HELLER EHRMAN'S FINAL FEE APPLICATION

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15758.46

1 Report on Professional Fees, the Comments of the Former Official Committee of Unsecured  
2 Creditors, and the Statement of PG&E; having heard oral argument; and having determined  
3 that appropriate notice has been given to parties in interest, and good cause appearing,

4 IT IS ORDERED:

5 1. The Final Application is approved, as follows: Heller Ehrman is allowed, on a  
6 final basis, on account of services performed for the period April 6, 2001, through April 12,  
7 2004 (the "Final Application Period"):

8 a. Hourly Rate Engagements: Fees in the amount of \$23,386,400.88 and  
9 expenses in the amount of \$1,460,411.61 on account of services performed on hourly rate  
10 engagements (described in Heller Ehrman's Final Application at ¶¶ 2-4 & 8-55); and

11 b. Contingency Fee Matter: Fees in the amount of \$1,500,000.00 and  
12 expenses in the amount of \$26,672.58 on account of services performed on the Contingency  
13 Fee Matter (described in Heller Ehrman's Final Application at ¶¶ 6 & 56-60 and in the  
14 Declaration of Wondie Russell).

15 2. The Debtor is authorized to pay forthwith the amounts allowed by this Order,  
16 less the amounts heretofore paid pursuant to the Second Amended Order Establishing  
17 Interim Fee Application and Expense Reimbursement Procedure, dated February 25, 2002.

18 3. Heller Ehrman shall return to the Debtor within ten business days of entry of  
19 this Order the balance of \$196,851.93 in the Retainer paid by Debtor to Heller Ehrman.

20  
21  
22 Dated: September 14, 2004

  
23 UNITED STATES BANKRUPTCY JUDGE