

1 INNISFREE M & A INCORPORATED
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FILED
SEP 14 2004

UNITED STATES BANKRUPTCY COURT
SAN FRANCISCO, CA

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 Debtor.

Case No. 01-30923 DM
Chapter 11 Case
Date: September 14, 2004
Time: 1:30 p.m.
Place: 235 Pine Street, 22nd Floor
San Francisco, CA 94104
Judge: Hon. Dennis Montali

15 Federal I.D. No. 94-0742640

16
17 ORDER APPROVING THIRD AND FINAL APPLICATION FOR
18 COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
19 INNISFREE M& A, INCORPORATED, VOTING AGENT

20 The Third and Final Application For Compensation And Reimbursement of
21 Expenses of Innisfree M & A, Incorporated, Voting Agent to the Debtor In Possession (the
22 "Third and Final Application"), came on regularly for hearing before the undersigned
23 Bankruptcy Judge on September 14, 2004 at 1:30 p.m.

24 The Court having considered the Final Application and the Court having
25 determined that appropriate and adequate notice of the Final Application has been provided
26 to parties in interest, and no objection to the Final Application having been filed or made,
27 and good cause appearing therefor,

28 IT IS HEREBY ORDERED:

ORDER APPROVING INNISFREE'S THIRD AND FINAL APPLICATION FOR PAYMENT OF COMPENSATION

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1. The Third and Final Application is approved;
2. Interim compensation is authorized and approved in the amount of \$458,931.96 (consisting of \$366,400.75 for services rendered and \$92,531.21 for reimbursement of expenses) for the period of January 31, 2003 through April 12, 2004;
2. Final compensation is authorized and approved in the amount of \$1,203,606.73 (consisting of \$952,476.12 for services rendered and \$251,130.61 for reimbursement of expenses) for the period October 1, 2001 through April 12, 2004; and
3. PG&E, is authorized and directed to pay to Innisfree M & A, Inc. the unpaid portion of the foregoing approved compensation.

DATED: September 14 2004



HONORABLE DENNIS MONTALI
UNITED STATES BANKRUPTCY JUDGE

WD 081004/1-141990004/1166481/v1

HOWARD
RICE
NEMEROVSKI
CANADY
FALK
& RABKIN
A Professional Corporation