

1 ERNST & YOUNG CORPORATE FINANCE LLC
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FILED

SEP 14 2004

UNITED STATES BANKRUPTCY COURT
SAN FRANCISCO, CA

8 Financial and Restructuring Advisor to the Debtor

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

12 In re
13 PACIFIC GAS AND ELECTRIC
14 COMPANY
15 Debtor and Debtor in Possession

Case No. 01-30923M

(Chapter 11)

**[PROPOSED] ORDER APPROVING
FINAL FEE APPLICATION OF ERNST &
YOUNG CORPORATE FINANCE LLC
FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES
FOR PROFESSIONAL SERVICES
RENDERED AS FINANCIAL AND
RESTRUCTURING ADVISOR TO THE
DEBTOR AND DEBTOR IN POSSESSION**

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23 Upon the "Final Fee Application of Ernst & Young Corporate Finance LLC For
24 Allowance of Compensation and Reimbursement of Expenses for Professional Services
25 Rendered As Financial and Restructuring Advisor to the Debtor and Debtor in Possession",
26 proper appearance at the fee hearing and submission of the Declaration of Eric Carlson in
27 support thereof (collectively the "Application"), filed by Ernst & Young Corporate Finance

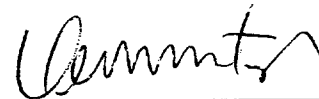
28 Order Approving Final Fee Application Of Ernst & Young Corporation Finance LLC For Allowance Of
Compensation and Reimbursement of Expenses For Professional Services Rendered As Financial and
Restructuring Advisor To The Debtor and Debtor In Possession

1 LLC ("EYCF"), for allowance of compensation and reimbursement of expenses as financial
2 advisor to the Debtor for the period April 6, 2001 through March 31, 2002; it appearing to the
3 Court that notice of the Application was appropriate, the fees and expenses requested are
4 reasonable, no objections having been filed with the Court beyond those addressed at the fee
5 hearing; and good cause appearing therefor,

6 **IT IS HEREBY ORDERED THAT:**

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- 8 1. The Application is hereby APPROVED;
 - 9 2. EYCF is granted final allowance of fees in the amount of \$931,471.50;
 - 10 3. EYCF is granted final allowance for reimbursement of out-of-pocket
11 expenses incurred in the amount of \$125,509.54; and
 - 12 4. The Debtor's prior payments of the aforementioned fees and expenses, the
13 receipt of which EYCF has acknowledged, are hereby authorized.
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17 DATE: September 14 2004

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20 HONORABLE DENNIS MONTALI
21 UNITED STATES BANKRUPTCY JUDGE
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Order Approving Final Fee Application Of Ernst & Young Corporation Finance LLC For Allowance Of
Compensation and Reimbursement of Expenses For Professional Services Rendered As Financial and
Restructuring Advisor To The Debtor and Debtor In Possession