

1 JAMES L. LOPES (No. 63678)
JANET A. NEXON (No. 104747)
2 WILLIAM J. LAFFERTY (No. 120814)
BARBARA GORDON (No. 52424)
3 HOWARD RICE NEMEROVSKI CANADY
FALK & RABKIN
4 A Professional Corporation
Three Embarcadero Center, 7th Floor
5 San Francisco, California 94111-4024
Telephone: 415/434-1600
6 Facsimile: 415/217-5910

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CAL.
SAN FRANCISCO, CA.

7 Attorneys for Reorganized Debtor
PACIFIC GAS AND ELECTRIC COMPANY
8

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

12 In re
13 PACIFIC GAS and ELECTRIC
COMPANY, a California corporation,
14

Debtor.
15

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, California

Judge: Hon. Dennis Montali

16 Federal I.D. No. 94-0742640
17

18 **ORDER ON FINAL APPLICATION BY PACIFIC GAS AND**
ELECTRIC COMPANY FOR AUTHORITY TO PAY
19 **COMPENSATION AND REIMBURSEMENT OF EXPENSES TO**
SPECIAL COUNSEL TO DEBTOR IN POSSESSION ON NON-
20 **BANKRUPTCY MATTERS, PURSUANT TO BANKRUPTCY CODE**
21 **SECTION 330**

22 The Final Application By Pacific Gas and Electric Company for Approval of Payment
23 of Compensation and Reimbursement of Expenses To Special Counsel To Debtor In
24 Possession On Non-Bankruptcy Matters Pursuant to Bankruptcy Code Section 330 (the
25 "Final Application"), came on regularly for hearing before the undersigned Bankruptcy
26 Judge in his courtroom on September 14, 2004 at 1:30 p.m.

27 The Court having considered the Final Application and having determined that
28 appropriate and adequate notice of the Final Application has been provided to parties in

ORDER ON FINAL FEE APP FOR SPECIAL COUNSEL ON NON-BANKRUPTCY MATTERS

-1-

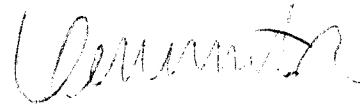
15878. #

1 interest, and there being no objection to the Final Application, and good cause appearing
2 therefore,

3 IT IS HEREBY ORDERED that:

- 4 1. The Application is granted; and
5 2. Final compensation is authorized and approved for Special Counsel on non-
6 bankruptcy matters for services rendered and costs advanced in the amounts set forth in
7 Exhibit A hereto.

8
9 Dated: November 5, 2004



10
11
12 HONORABLE DENNIS MONTALI
UNITED STATES BANKRUPTCY JUDGE

13 HOWARD
14 RICE
NEMEROVSKI
CANADY
FALK
& RABKIN
15 A Professional Corporation

16
17
18
19
20
21
22
23
24
25
26
27
28 WD 110304/1-141990004/1181065/v1

ORDER ON FINAL FEE APP FOR SPECIAL COUNSEL ON NON-BANKRUPTCY MATTERS

-2-

Exhibit

A

EXHIBIT A

SPECIAL COUNSEL ON NON BANKRUPTCY MATTERS - TOTAL PAYMENTS

Firm Name and Address	Costs	Fees	Total Payment
Albietz & Samuel 2001 N Street, Suite 100 Sacramento, CA 95814	\$12.50	\$7,577.00	\$7,589.50
Allen Matkins Leck Gamble & Mallory LLP Three Embarcadero Center, 12th Floor San Francisco, CA 94111	\$0.00	34,619.09	\$34,619.09
Law Office of David W. Anderson 281 Courtney Lane Orinda, CA 94563	\$0.00	\$23,083.00	\$23,083.00
Barg Coffin Lewis & Trapp, LLP One Market, Steuart Tower, Suite 2700 San Francisco, CA 94105	\$5,951.02	\$416,520.70	\$422,471.72
Law Offices of Diana Berghausen 5473 Quail Meadows Drive Carmel, CA 93923	\$14,416.26	\$93,067.50	\$107,483.76
Best, Best, & Krieger LLP 3750 University Avenue, P.O. Box 1028 Riverside, CA 92502	\$4,000.56	\$640,034.00	\$644,034.56
Beveridge & Diamond, P.C. 456 Montgomery Street, Suite 1800 San Francisco, CA 94104.	\$956.16	\$110,887.50	\$111,843.66
Cassel Malm Fagundes 6 S. El Dorado Street, Suite 601 Stockton, CA 95202	\$29,847.97	\$334,510.00	\$364,357.97
Law Offices of Leigh S. Cassidy 804 Prowshead Lane Foster City, CA 94404	\$790.40	\$80,132.50	\$80,922.90
Chan, Doi & Leal, LLP 595 Market Street, Suite 1100 San Francisco, CA 94105	\$2,500.00	\$271,513.52	\$274,013.52
Law Offices of Jerry L. Chong 901 H Street, Suite 210 Sacramento, CA 95814	\$3,393.86	\$11,135.00	\$14,528.86

Firm Name and Address	Costs	Fees	Total Payment
Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro, LLP 10250 Constellation Blvd Nineteenth Floor Los Angeles, CA 90067	\$1,913.72	\$83,395.62	\$85,309.34
Clifford & Brown 1430 Truxtun Ave., Suite 900 Bakersfield, CA 93301	\$0.00	\$291,861.19	\$291,861.19
Coblentz, Patch, Duffy & Bass, LLP One Ferry Building, Suite 200 San Francisco, CA 94111	\$39,381.03	\$2,887,475.70	\$2,926,856.70
Cole & Fasano, LLP 720 Market Street, Penthouse Street San Francisco, CA 94102	\$4,102.34	\$16,799.50	\$20,901.84
Cook, Perkiss & Lew A Professional Law Corporation 333 Pine Street, Suite 300 San Francisco, CA 9104	\$150,133.81	\$144,770.75	\$294,904.56
Crabtree, Schmidt, Zeff & Jacobs 1100 14th Street, Suite E Post Office Box 3307 Modesto, CA 95353	\$81.83	\$1,000.00	\$1,081.83
Crowell & Moring Suite 1100 1001 Pennsylvania Avenue Washington, DC 20004	\$830.14	\$297,037.15	\$297,867.29
Danning, Gill, Diamond & Kollitz, LLP 2029 Century Part East, Third Floor Los Angeles, California, 90067	\$2,576.93	\$72,215.50	\$74,792.43
Law Offices of Bernard J. Della Santa 1450 Maria Lane, Suite 400 Walnut Creek, CA 94596	\$87,635.19	\$509,183.00	\$596,818.19
Ebbin, Moser & Skaggs, LLP 550 Montgomery Street, Suite 900 San Francisco, CA 94111	\$78.25	\$13,028.50	\$13,106.75

Firm Name and Address	Costs	Fees	Total Payment
Eggar, Thomas (A Firm), Solicitors 76 Shoe Lane London EC4A 3JB	\$11,349.58	\$137,300.67	\$148,650.27
Erickson, Beasley, Hewitt, & Wilson LLP 483 Ninth Street, Suite 200 Oakland, CA 94607	\$0.00	\$2,033.00	\$2,033.00
Farella Braun & Martel, LLP 235 Montgomery St., 30th Floor San Francisco, CA 94104	\$1198.56	\$116,479.50	\$117,678.06
Finnegan, Marks, Hampton & Theofel 1990 Lombard St, Suite 300 San Francisco, CA 94123	\$4,277.79	\$68,382.49	\$72,660.28
Fisher & Phillips LLP 501 – 14th Street, Suite 200 Oakland, CA 94612	\$78,200.58	732,748.66	\$810,949.24
Foley Hoag LLP Seaport World Trade Center West 155 Seaport Boulevard Boston, MA 02210	\$59.53	\$4082.00	\$4,141.53
Freeland Cooper & Foreman LLP 150 Spear Street, Suite 1800 San Francisco, CA 94105	\$16,550.66	\$800,908.00	\$817,458.66
Friedman Dumas & Springwater LLP One Maritime Plaza Suite 2475 San Francisco, CA 94111	\$387.99	\$29,520.50	\$29,908.49
Law Offices of Rita F. Gilmore 20 Corte Sereno Greenbrae, CA 94904	\$15,526.27	\$304,5977.00	\$320,123.27
Gordon- Creed, Kelley, Holl & Sugerman, LLP 530 Jackson Street, 2nd Floor San Francisco, CA 94133	\$1,934.76	\$28,950.50	\$30,885.26
Law Office of Gary J. Grimm 2390 Vine St. Berkeley, CA 94708	\$0.00	\$2,394.00	\$2,394.00
Grunsky, Ebey, Farrar, & Howell, APC 240 Westgate Drive	\$100.98	\$2,733.88	\$2,834.86

Firm Name and Address	Costs	Fees	Total Payment
Watsonville, CA 95076			
Hall & Heatt 1319 Marsh Street, Second Floor San Luis Obispo, CA 93401	\$2,374.91	\$8,874.46	\$11,249.37
Law Offices of Gilbert L. Hamberg 1038 Darby Drive Yardley, PA 19067	\$2,210.50	\$110,172.00	\$112,382.50
Hanson, Bridgett, Marcus, Vlahos & Rudy, LLP 333 Market St., 21st Floor San Francisco, CA 94105	\$0.00	\$70,870.90	\$70,870.90
Hoge, Fenton, Jones & Appel, Inc. Sixty South Market Street, Suite 1400 San Jose, CA 95113	\$529.40	\$28,473.00	\$29,002.40
Holland & Knight, LLP 50 California Street, Suite 2800 San Francisco, CA 94111	\$0.00	\$101,592.00	\$101,592.00
Horvitz & Levy LLP 15760 Ventura Boulevard, 18th Floor Encino, CA 91436	\$18.42	968.00	\$986.24
Howard Rome Martin & Ridley LLP 1775 Woodside Road Redwood City, CA 94061	\$3,623.82	\$101,719.68	\$105,343.50
Janssen, Malloy, Needham, Morrison, Reinholtsen & Crowley, LLP 730 Fifth Street P.O. Drawer 1288 Eureka, CA 95501	\$11,602.20	\$78,983.00	\$90,585.20
Law Offices of William D. Johnson A Professional Law Corporation 6 S. El Dorado Street, Suite 600 Stockton, CA 95202	\$0.00	\$861.25	\$861.25
Law Offices of Gregory P. Joseph 805 Third Avenue New York, New York 10022	\$2,964.01	\$142,025.50	\$144,989.51
Kahn, Soares & Conway LLP 219 N. Douty Street Hanford, CA 93230	\$2,323.46	\$76,941.50	\$79,264.96

Firm Name and Address	Costs	Fees	Total Payment
Law Offices of Joseph I. Kelly 460 Magellan Avenue San Francisco, CA 94116	\$0.00	\$295,350.00	\$295,350.00
Kirkpatrick & Lockhart, LLP 1800 Massachusetts Avenue, NW Washington, DC 20036	\$242.39	\$44,552.50	\$44,794.89
Lafayette & Kumagai LLP 100 Spear Street, Suite 600 San Francisco, CA 94105	\$5,881.51	\$107,183.85	\$113,065.36
Lanahan & Reilley LLP Attorneys at Law 600 Bicentennial Way Suite 300 Santa Rosa, CA 9540	\$57,559.25	\$743,686.00	\$801,245.25
Latham & Watkins 633 West Fifth Street Suite 4000 Los Angeles, California 90071	\$1,267,529.0	\$27,874,323.00	\$29,142,742.48
Laughlin, Falbo, Levy & Moresi LLP 39 Drumm Street San Francisco, CA 94111.	\$2,377.34	\$38,828.75	\$41,206.09
Law Offices of Jennie L. Lee 1987 Drake Drive Oakland, CA 94611	\$1,387.23	\$25,000.00	\$26,387.23
Little Mendelson 650 California Street, 20th Floor San Francisco, CA 94108	\$0.00	\$1,275.00	\$1,275.00
Litwin & Associates 1435 Huntington Avenue, Suite 336 South San Francisco, CA 94080	\$763.79	\$9,500.00	\$10,263.79
MBV Law LLP 855 Front Street San Francisco, CA 94111	\$43.17	\$16,669.00	\$16,712.17
McCarthy & White PLLC 8180 Greensboro Drive Suite 875 McClellan, VA 22103	\$2,735.42	\$19,622.92	\$19,622.92
McCormick, Barstow, Sheppard, Wayte &	\$1,889.44	\$30,497.50	\$32,386.94

Firm Name and Address	Costs	Fees	Total Payment
Carruth LLP 5 River Park Place East Fresno, CA 93720-1501			
Michael Best & Friedrich LLP 100 East Wisconsin Avenue Milwaukee, WI 53202	\$6,403.64	\$113,553.06	\$119,956.70
Minami Lew & Tamaki LLP 360 Post Street, Eighth Floor San Francisco, CA 94108	\$1,913.63	\$56,382.00	\$58,295.63
Law Offices of Paul M. Minault 120 Montgomery St, Suite 2290 San Francisco, CA 94104	\$7,125.08	\$437,332.50	\$446,571.73
Monzack & Monaco, P.A. 1202 Orange St, Suite 400 Wilmington, DE 19801	\$0.00	\$1,713.50	\$1,713.50
Morgenstein & Jubelirer LLP One Market, Spear Street Tower, 32nd Floor San Francisco, CA 94105	\$130,668.31	\$1,036,586.78	\$1,161,255.09
Moscone Emblidge & Quadra, LLP 180 Montgomery Street, Suite 1240 San Francisco, CA 94104	\$66.84	\$28,309.34	\$28,376.18
Murphy Austin Adams Schoenfeld, LLP 1000 G Street, 3d Floor Sacramento, CA 95814	\$1,0821.08	\$136,659.01	\$137,741.99
Law Offices of Lisa Nicol 738 Elizabeth Street San Francisco, CA 94114	\$17,108.61	\$122,343.33	\$139,451.94
Nielsen, Merksamer, Parrinello, Mueller & Naylor 1415 L Street, Suite 1200 Sacramento CA, 95814	\$55,689.92	\$944,852.08	\$1,000,542.00
Noland Hamerly Etienne & Hoss PO Box 2510 Salinas, CA 93902	\$1,530.29	\$95,456.50	\$96,986.79
O'Hara Law Office 605 South 14 Street, Suite 400	\$0.00	\$250.00	\$250.00

Firm Name and Address	Costs	Fees	Total Payment
Lincoln, NE 68508			
Peters, Rush, Habib, McKenna & Palomo 414 Salem Street – PO Box 3534 Chico, CA 95927	\$39,989.34	\$441,370.50	\$481,359.84
Quadros & Johnson, LLP 247 North San Mateo Dr San Mateo, CA 94401	\$0.00	\$146,376.01	\$146,376.01
Resources Law Group, LLP 55 Capitol Mall, Suite 1590 Sacramento, CA 95814	\$155.69	\$63,810.00	\$63,965.69
Law Offices of Robert R. Rickett 9 Edgewood Road Orinda, CA 94563	\$897.48	\$120,720.00	\$121,617.48
Ropers, Majeski, Kohn & Bentley 333 Market Street, Suite 3150 San Francisco, CA 94105	\$89,237.10	\$376,244.66	\$465,481.76
Ryan & Fong 2379 Gateway Oaks Drive, Suite 100 Sacramento, CA 95833	\$29,087.31	\$397,850.84	\$426,938.15
Sedgwick, Detert, Moran & Arnold LLP One Embarcadero Center, 16th Floor San Francisco, CA 94111	\$575,965.19	\$6,841,565.62	\$7,417,530.81
Severson & Werson A Professional Corporation One Embarcadero Center, Suite 2600 San Francisco, CA 94111	\$3,883.27	89,074.9	\$92,958.17
Sinsheimer, Schiebelhut & Baggett A Professional Corporation 1010 Peach Street Post Office Box 31 San Luis Obispo, California 93406	\$1,700.74	\$121,834.50	\$123,535.24
Spriggs & Hollingsworth 1350 I Street, NW, Suite 900 Washington, DC 20005	\$13,043.85	\$85,282.47	\$98,326.32
Stammer, McKnight, Barnum & Bailey 2540 West Shaw Lane, Suite 110 Fresno, CA 93711	\$843.81	\$8,854.80	\$9,698.61

Firm Name and Address	Costs	Fees	Total Payment
Stikeman Elliott LLP 4300 Bankers Hall West 888 3rd Street S.W. Calgary, AB T2P 5C5 CANADA	\$2,331.94	\$89,446.73	\$91,778.67
Stuntz, Davis & Staffier, P.C. 555 Eleventh Street, N.W., Suite 550 Washington, D.C. 20004	\$35.96	\$17,818.28	\$17,854.24
The Sutton Law Firm 731 Sansome Street, 5th Floor San Francisco, CA 94111	\$23.48	\$3,567.50	\$3,590.98
Tatro Tekosky Sadwick Mendelson LLP 444 South Flower Street, 42nd Floor Los Angeles, CA 90071	\$6,133.70	\$1,127,772.63	\$1,133,906.33
Thelen Reid & Priest LLP 101 Second St., Suite 1800 San Francisco, CA 94105	\$24,171.22	\$384,497.50	\$408,668.72
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, Texas 77002	\$25,156.51	\$658,872.33	\$684,028.84
Townsend and Townsend and Crew LLP Two Embarcadero Center, 8th Floor San Francisco, CA 94111	\$13,347.94	\$42,595.78	\$55,943.72
Ward, John T., Attorney at Law 925 North Lake Blvd, Suite B-203 P.O. Box 5907 Tahoe City, CA 96145	\$0.00	\$31,000.00	\$31,000.00
Law Offices of Glenn West Jr. 9370 Leila Drive, P.O. Box 605 Glenhaven, CA 95443	\$164.97	\$199,024.00	\$199,189.17
Wood & Lee 1700 South El Camino Real, Suite 505 San Mateo, CA 94402	\$33,796.28	\$508,831.30	\$542,627.58
Wylie, McBride, Jesinger, Platten, & Renner 2125 Canoas Garden Avenue, Suite 120 San Jose, CA 95125	\$2,092.00	\$115,302.00	\$117,394.00
Young Wooldridge, LLP	\$4,495.83	\$21,030.18	\$25,526.83

Firm Name and Address	Costs	Fees	Total Payment
Westchester Corporate Plaza 1800 30th Street, Fourth Floor Bakersfield, CA 93301			

TOTAL: \$55,695,537.17

WD 073004/1-141990004/1164360/v1