

50-275/323

1 ARIEL PIERRE CALONNE, State Bar No. 110268
GRANT KOLLING, State Bar No. 99858
2 CITY OF PALO ALTO
250 Hamilton Avenue
3 Palo Alto, CA 94301
Telephone: (650) 329-2171
4 Facsimile: (650) 329-2646

5 *Attorneys for Member of Official Committee of Unsecured Creditors,*
THE CITY OF PALO ALTO

6 G. LARRY ENGEL, State Bar No. 53484
7 ROBERTO J. KAMPFNER, State Bar No. 179026
JASON D. WHITE, State Bar No. 196640
8 BROBECK, PHLEGER & HARRISON LLP
One Market Plaza, Spear Street Tower
9 San Francisco, California 94123
Telephone: (415) 442-0900
10 Facsimile: (415) 442-1010

11 *Special Counsel to Member of Official Committee of Unsecured Creditors,*
THE CITY OF PALO ALTO

12 UNITED STATES BANKRUPTCY COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 (San Francisco Division)

15	In re	)	Case No. 01-30923 DM
16	PACIFIC GAS AND ELECTRIC COMPANY, a	)	CHAPTER 11
17	California corporation,)	
18	Debtor.	)	JOINDER BY THE CITY OF PALO
19	Federal I.D. No. 94-0742640	)	ALTO TO RESPONSE OF THE
20		)	OFFICIAL COMMITTEE OF
21		)	UNSECURED CREDITORS TO
22		)	MOTIONS FOR RELIEF UNDER 11
23		)	U.S.C. §§ 362 AND 365 BY: (1)
		)	CROCKETT COGENERATION, (2)
		)	MID-SET ET AL, AND (3) LIVE OAK
		)	LIMITED ET AL
		)	<u>Hearing Dates:</u> May 9, 2001 at 9:30 a.m.
		)	May 10, 2001 at 1:30 p.m.

24 The City of Palo Alto ("Palo Alto"), a municipality of the State of California and
25 member of the Official Committee of Unsecured Creditors (the "Creditors Committee") appointed
26 in the above-captioned chapter 11 case, respectfully submits this Joinder to the Response of
27 Official Committee of Unsecured Creditors (the "Response") to certain motions filed by: (1)
28 Crockett Cogeneration (Docket Number 63); (2) Mid-Set Cogeneration Co., Coalinga

1.
Aool of Add: Kids Oge Mail Center

1 Cogeneration Co., Salinas River Cogeneration Co., and Sargent Canyon Cogeneration Co. (Docket
2 Number 86), and (3) Live Oak Ltd., High Sierra Ltd., Kern Front Ltd., McKittrick Ltd., Double C
3 Ltd., Chalk Cliff Ltd., Bear Mountain Ltd. and Badger Creek Ltd. (Docket Number 262).¹

4 Collectively, the moving parties on these motions are referred to as the "Movants" and the motions
5 are referred to as the "Cogeneration Motions."

6 PRELIMINARY STATEMENT

7 Palo Alto urges the Court to modify the automatic stay to permit Movants to deliver
8 power to the California grid as soon as possible, while preserving for litigation at some later point
9 the contractual rights and obligations existing between the Movants and the above-captioned debtor
10 (the "Debtor") under their power purchase agreements ("PPAs"). Palo Alto presents this Joinder
11 based on its unique understanding of the issues presented in the Cogeneration Motions, in that:

12 (a) Palo Alto has an informed understanding of the financial and case-related
13 implications of the Cogeneration Motions arising out of its role as a member of the Creditors
14 Committee and its role as a municipal utility in the same market as the Movants;

15 (b) Palo Alto has unique expertise in the legal issues presented by the
16 Cogeneration Motions because Palo Alto is a member of the Western Area Power Administration
17 ("WAPA") and the Northern California Power Agency ("NCPA"), which consist of over 90 state
18 and local agencies including local municipalities that are party to various PPAs, interconnection
19 agreements, tariffs, and other contracts with the Debtor for the supply of electricity to the material
20 portion of the Northern Californian population served and represented by the members of WAPA
21 and NCPA;² and

22 (c) as a municipal utility that supplies power to its residents, Palo Alto has a
23 special understanding of the hardship that the citizens of the State of California will be forced to
24 endure this summer, and as long as this case is pending, from the expected power outages,

25
26 ¹ Palo Alto hereby incorporates by reference the Creditors Committee's Response.

27 ² These governmental units may form an unofficial committee to address issues of special concern
28 to them, including maximizing the availability of power during the coming crisis so as to reduce
the harm expected from the blackouts

1 blackouts and brownouts. The hardship will persist until the causes of this crisis are resolved
2 through practical solutions consistent with sound public policy and the best interests of the
3 Debtor's creditors (which, in this instance, coincide).

4 Thus, as a municipality that is representative of other similarly situated
5 governmental entities, as member of the Creditors Committee, and as an entity with a history of
6 participating in similar PPAs with the Debtor, Palo Alto has the expertise to expand on one concern
7 motivating the Creditors Committee's Response—that the people and businesses of California need
8 more and reliable energy this summer. The Debtor's opposition to the Cogenerator Motions, if
9 adopted, would result in reduced power and increased blackout problems for everyone. Palo Alto
10 believes that, without prejudicing the Debtor's legal position against the Movants, the Court should
11 modify the automatic stay to permit the Movants to produce power and deliver it to the California
12 grid, which is what the Movants would do if the Debtor were not in bankruptcy, and which results
13 in more power for Californians this summer.

14 ARGUMENT

15 The blackouts this summer will be destructive to the best interests of creditors in
16 this case, the Debtor, the Movants, the people and business of California and the state economy.
17 No informed party, including the Debtor, has any doubt that outages to consumers and businesses
18 this summer will drastically outpace all of the damage that rolling blackouts have so far caused.
19 The effects of such outages will impact both creditors' interests and alternatives for resolving this
20 bankruptcy quickly and appropriately.

21 The Movants are natural gas fired co-generation power facilities, which are
22 qualifying facilities ("QFs"), and parties to PPAs with the Debtor. The Movants are owed millions
23 of dollars for electricity delivered to PG&E pre petition, and as a result of not being paid they are
24 in default to their suppliers. Because they are unable to pay their natural gas suppliers, or are
25 unable to sell power to the Debtor except at rates lower than production costs, some of the Movants
26 are not in operation—a paradoxical result at the time of an energy crisis. Even if the Movants
27 could arrange financing to produce power going forward, the Debtor interprets the Woods

1 Decision³ to require the Movants to produce power for PG&E at prices that are lower than
2 production costs. The Cogeneration Motions request an order terminating or modifying the
3 automatic stay to permit them temporarily to sell power outside of their PPAs with the Debtor.

4 Palo Alto believes that it is in the best interests of the people of the State of
5 California to maximize the availability of power this summer, and thereby to assuage as much as
6 possible the damage that will be caused by blackouts to California's people and economy.
7 Fortunately, what is in the best interests of California's people and economy is also in the best
8 interests of the creditors. That is, the financially distressed QFs, including Movants, cannot be
9 expected to continue to ignore their alternative means of reducing losses on energy sales to the
10 Debtor. To the extent the Debtor perceives that the benefit of the automatic stay is that it preserves
11 the benefits of the Debtor's contracts with the Movants (and other QFs) by providing the Debtor
12 with below-cost power, that theoretical benefit will be lost when the QFs file their own chapter 11
13 bankruptcies and reject their PPAs with the Debtor. Palo Alto thus urges the Court to focus on the
14 practicalities of the situation. Any informed person can appreciate that the Debtor's position
15 means worse blackouts and less power without any reciprocal benefits to the interests of the
16 Debtor's creditors. Modifying the stay will result in more power, lower damages to the Movants,
17 and will serve the best interests of creditors and those of the people of the State of California.

18 The legal arguments between the Debtor and Crockett can be preserved, causing no
19 harm to anyone. Indeed, if PG&E were not in bankruptcy, the parties would simply have a contract
20 dispute on their hands. The Debtor contends that the Woods decision binds Crockett, while
21 Crockett contends it does not. Resolution of this dispute, while important, must be viewed by the
22 Court as subordinate to the best interests of creditors and the welfare of the people and economy of
23 this State.

24 Therefore, while the Court should preserve Movants' and the Debtor's legal rights
25 and obligations for resolution through ordinary litigation, it should modify the automatic stay to
26 permit the Movants to resume operations and produce as much power as possible before the power
27

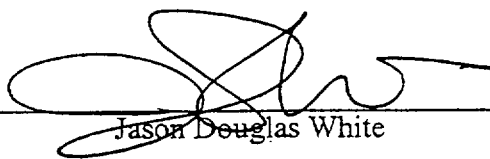
28 ³ California Public Utilities Commission, D.01-03-67 (March 27, 2001).

1 crisis is exacerbated by increased energy use this summer. As a matter of common sense, it is the
2 proper, fair and practical solution. Modifying the stay will lower the Movants' damages, alleviate
3 to some extent the summer's power outages, lessen the resulting economic harm to the state's
4 citizens and economy, and will implement sound public policy, which is consistent with the best
5 interests of creditors in this case.

6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

DATED: April 30, 2001

THE CITY OF PALO ALTO
BROBECK, PHLEGER & HARRISON LLP

By 
Jason Douglas White

*Special Counsel to Member of Official Committee
of Unsecured Creditors, THE CITY OF PALO
ALTO*

1 ARIEL PIERRE CALONNE, State Bar No. 110268
GRANT KOLLING, State Bar No. 99858
2 CITY OF PALO ALTO
250 Hamilton Avenue
3 Palo Alto, CA 94301
Telephone: (650) 329-2171
4 Facsimile: (650) 329-2646

5 *Attorneys for Member of Official Committee of Unsecured Creditors,*
THE CITY OF PALO ALTO

6 G. LARRY ENGEL, State Bar No. 53484
7 ROBERTO J. KAMPFNER, State Bar No. 179026
JASON D. WHITE, State Bar No. 196640
8 BROBECK, PHLEGER & HARRISON LLP
One Market Plaza, Spear Street Tower
9 San Francisco, California 94123
Telephone: (415) 442-0900
10 Facsimile: (415) 442-1010

11 *Special Counsel to Member of Official Committee of Unsecured Creditors,*
THE CITY OF PALO ALTO

12 UNITED STATES BANKRUPTCY COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 (San Francisco Division)

15 In re	)	Case No. 01-30923 DM
16 PACIFIC GAS AND ELECTRIC COMPANY, a	)	CHAPTER 11
17 California corporation,	)	PROOF OF SERVICE BY MAIL
18 Debtor.	)	<u>Hearing Dates:</u> May 9, 2001 at 9:30 a.m.
19 Federal I.D. No. 94-0742640	)	May 10, 2001 at 1:30 p.m.
20)	
21)	
22)	
23)	

24 I, Brenda C. Sanders, declare:

25 I am and was at the time of the service mentioned in this declaration, employed in

26 the County of San Francisco, California. I am over the age of 18 years and not a party to this

27 cause. My business address is Brobeck, Phleger & Harrison LLP, Spear Street Tower, One

28 Market, San Francisco, California 94105.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

On May 1, 2001, I served a copy(ies) of the following document(s):

JOINDER BY THE CITY OF PALO ALTO TO RESPONSE OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO MOTIONS FOR RELIEF UNDER 11 U.S.C. §§ 362 AND 365 BY: (1) CROCKETT COGENERATION, (2) MID-SET ET AL., AND (3) LIVE OAK LIMITED ET AL.

by placing them in a sealed envelope(s) addressed as follows:

SEE ATTACHED LIST.

I placed the sealed envelope(s) for collection and mailing by following the ordinary business practices of Brobeck, Phleger & Harrison LLP, San Francisco, California. I am readily familiar with Brobeck, Phleger & Harrison LLP's practice for collecting and processing of correspondence for mailing with the United States Postal Service, said practice being that, in the ordinary course of business, correspondence (with postage fully prepaid) is deposited with the United States Postal Service the same day as it is placed for collection.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this declaration was executed on May 1, 2001, at San Francisco, California.

By 
Brenda C. Sanders

SERVICE LIST

Adam A. Lewis
Morrison & Foerster
425 Market Street, 33rd Floor
San Francisco, CA 94105

Alex Makler
Calpine Corporation
6700 Koll Center Parkway, Suite 200
Pleasanton, CA 94566

Bank of America, NT & SA
Attn: Peggie Sanders
1850 Gateway Boulevard
Concord, CA 94520

Bank of America, Admin. Agent
Attn: Katherine Kemerait
Bank of America
555 California Street, 12th Floor
San Francisco, CA 94104-1502

Banque Nationale de Paris
San Francisco Branch
Attn: Debra Wright
180 Montgomery St., 4th Floor
San Francisco, CA 94104

BMO Nesbitt Burns
Attn: John Harche
700 Louisiana, Suite 4400
Houston, TX 77002

William H. Kiekhofer III
Kelley Drye & Warren LLP
777 South Figueroa Street, Suite 2700
Los Angeles, CA 90017

Bryant Danner
Southern California Edison
2244 Walnut Grove Ave.
Rosemead, CA 91770

Adrienne Vadell Sturges
Sodexo Marriott Services, Inc.
9801 Washingtonian Blvd., 12th Floor
Gaithersburg, MD 20878

Arlen Orchard
Sacramento Municipal Utility District
6201 S. Street, Mail Stop B408
Sacramento, CA 95817

Bank of America, NT&SA
CA5-705-12-10
Attn: Adeline Tourunian
555 California Street, 12th Floor
San Francisco, CA 94104

Bank One, Corp. Trust Admin.
Attn: Janice Ott Rotunno
Mail Code IL1-0126
1 Bank One Plaza
Chicago, IL 60670-0126

Ben Whitwell
Whitwell & Emhoff LLP
202 N. Canon Drive
Beverly Hills, CA 90210

BNY Western Trust Company
Attn: Rose Ruelos, Corp. Trust Administration
550 Kearny St., Suite 600
San Francisco, CA 94108-2527

Bruce Bennett/Bennett J. Murphy
Michael Morris
Hennigan & Bennett
601 South Figueroa St., Suite 3300
Los Angeles, CA 90017

California Farm Bureau Federation
2300 River Plaza Drive
Sacramento, CA 95833

Alan Z. Yudowsky
Anne E. Wells
Stroock & Stroock & Lavan LLP
2029 Century Park East, Suite 1800
Los Angeles, CA 90067

B.C. Barmann, Sr.
County Counsel
Attn: Jerri S. Bradley, Deputy
1115 Truxtun Avenue, Fourth Floor
Bakersfield, CA 93301

Bank of America
Attn: Clara Strand
555 South Flower Street
Mail Code CA9-706-11-21
Los Angeles, CA 90071

Bankers Trust Co. of California, NA
Structured Finance Group
Attn: Peter Becker
4 Albany St., 10th Floor
New York, NY 10006

Bennett G. Young
LeBoeuf, Lamb, Greene & MacRae
One Embarcadero Center, Suite 400
San Francisco, CA 94111

BP Energy Company
501 Westlake Park Boulevard
Houston, TX 77079
Attn: Ken McClanahan

Bryan Karkauer, Esq.
Sidley & Austin
One First National Plaza
Chicago, IL 60603

CA Independent System Operator
Attn: William Regan
4151 Blue Ravine Rd.
Folsom, CA 95630

California Power Exchange
Attn: Don Deach
100 S. Fremont Ave., Bldg. A9
Alhambra, CA 91803-4737

California Power Exchange
Attn: Lynn Miller
2000 S. Los Robles Avenue
Suite 400
Pasadena, CA 91101-2482

California Public Utilities Comm.
Alan Kornberg, Esq.
Paul, Weiss, et al.
1285 Avenue of the Americas
New York, NY 10019-6064

California Public Utilities Comm.
Attn: General Counsel
505 Van Ness Avenue
San Francisco, CA 94102

California State Board of Equalization
PO Box 942879
Sacramento, CA 94279-8063

Carl A. Eklund/John G. Klaufberg
LeBoeuf, Lamb, Greene & MacRae
125 West 55th Street
New York, NY 10019

Coast Energy Canada Inc.
444-7th Avenue S.W., Suite 700
Calgary, Alberta
Canada T2P 0X8
Attn: Caroline Pitre

Chaim J. Fortgang, Esq.
Richard G. Mason, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

Clara Strand
Bank of America, N.A.
CA9-706-11-21
555 South Flower Street, 11th Floor
Los Angeles, CA 90071

Craig H. Millet
Gibson Dunn & Crutcher LLP
Jamboree Center
4 Park Plaza, Suite 1400
Irvine, CA 92614

Coast Energy Group
A Division of Cornerstone Propane, L.P.
1600 Highway 6, Suite 400
Sugarland, TX 77478
Attn: Ruben Alonso

Cook Inlet Energy Supply
10100 Santa Monica Blvd.
25th Floor
Los Angeles, CA 90067
Attn: Hans O. Saebj

David A. Gill
Richard K. Diamond
Danning, Gill, Diamond & Kollitz LLP
2029 Century Park East, Third Floor
Los Angeles, CA 90067

David E. Adante
The Davey Tree Co.
1500 North Maniva
Kent, OH 44240

David A. Burns
Baker Botts LLP
One Shell Plaza
910 Louisiana
Houston, TX 77002

David L. Ronn
Mayer, Brown & Platt
700 Louisiana, Suite 3600
Houston, TX 77002

David Neale
Levene, Neale, Bender, Rankin & Brill
1801 Avenue of the Stars, Suite 1120
Los Angeles, CA 90067

David J. Hankey
Gohn, Hankey & Stichel LLP
Suite 1520, The Fidelity Building
210 North Charles Street
Baltimore, MD 21201

Department of Justice
U.S. Attorney's Office
450 Golden Gate Avenue
Box 36055
San Francisco, CA 94102

Deutsche Bank AG
New York Branch
Attn: E.S. Medla
31 West 52nd Street
New York, NY 10019

David T. Biderman/Steve G.F. Polard
Perkins Coie LLP
1620 26th Street, Sixth Floor
Santa Monica, CA 90404-4013

DK Acquisition Partners, L.P.
c/o M.H. Davidson & Co.
885 Third Avenue, Suite 3300
New York, NY 10022
Attn: Tony Yoseloff

Don Gaffney
Snell & Wilmer LLP
One Arizona Center
400 East Van Buren
Phoenix, AZ 85004

Deutsche Bank AG
New York Branch
Attn: John Quinn
31 West 52nd Street
New York, NY 10019

Duane H. Nelsen, GWF Power Systems
c/o Patricia Mar
Morrison & Foerster
425 Market Street, 33rd Floor
San Francisco, CA 94105

Dulcie D. Brand, Ricky L. Shackelford
James L. Poth
Jones Day Reavis & Pogue
555 West Fifth Street, Suite 4600
Los Angeles, CA 90013

Duane H. Nelsen
GWF Power Systems Co. Inc.
4300 Railroad Ave.
Pittsburgh, CA 94565-6006

Dynergy Marketing & Trade
1100 Louisiana Street, Suite 5800
Houston, TX 77002
Attn: Steve Barron

Edwin Berlin
Richard Wyron
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W.
Washington, DC 20007

Dynergy Canada Mktg & Trade
350 - 7th Avenue S.W.
Calgary, Alberta
Canada, T2P 3N9
Attn: Steve Barron

Elaine M. Seid
McPharlin, Sprinkles & Thomas LLP
10 Almaden Boulevard, Suite 1460
San Jose, CA 95113

Evan C. Hollander, Member
White & Case
1155 Avenue of the Americas
New York, NY 10036-2787

El Paso Merchant Energy, L.P.
1010 Travis Street
Houston, TX 77002
Attn: John Harrison

Fernando De Leon
Attorney at Law
California Energy Commission
1516 9th Street, MS-14
Sacramento, CA 95814

Franchise Tax Board
PO Box 942857
Sacramento, CA 94257-2021

Evelyn H. Biery
Corestaff Services (California), Inc.
Fulbright & Jaworski LLP
1301 McKinney, Suite 5100
Houston, TX 77010

Gary S. Bush, V.P.
The Bank of New York
Corporate Trust-Default Admin Group
101 Barclay Street, Floor 21W
New York, NY 10286

Glenn M. Reisman
Two Corporate Drive
P.O. Box 861
Shelton, CT 06484

G. Larry Engel, Roberto J. Kampfner
Brobeck, Phleger & Harrison LLP
One Market
Spear Street Tower
San Francisco, CA 94105

Grant Kolling
City of Palo Alto
250 Hamilton Avenue
P.O. Box 10250
Palo Alto, CA 94303

Gregory W. Jones
El Paso Merchant Energy
1001 Louisiana, Suite 2754B
Houston, TX 77002

Gordon P. Erspamer
Morrison & Foerster LLP
101 Ygnacio Valley Road, Suite 450
P.O. Box 8130
Walnut Creek, CA 94595

Heather Brown
Williams Energy Mktg & Trading Co.
One Williams Center, Suite 4100
Tulsa, OK 74172

Heinz Binder
Robert G. Harris
Binder & Malter
2775 Park Avenue
Santa Clara, CA 95050

Harold L. Kaplan, Jeffrey M. Schwartz,
Mark F. Hebbeln
Gardner, Carton & Douglas
321 North Clark Street, 34th Floor
Chicago, IL 60610

Howard J. Weg
Peitzman, Glassman & Weg
1900 Avenue of the Stars, Suite 650
Los Angeles, CA 90067

Hydee Feldstein/Katherine Traxler
Kelly Aran
Paul, Hastings, Janofsky & Walker LLP
555 South Flower Street, 23rd Floor
Los Angeles, CA 90071

ICC Energy Corporation
302 N. Market Street, Suite 500
Dallas, TX 75202-1846
Attn: Karl Butler

Internal Revenue Service
Fresno, CA 93888

J. Christopher Kennedy
Irell & Manella LLP
1800 Avenue of the Stars, 9th Floor
Los Angeles, CA 90067

J. Matthew Derstein
Roshka Heyman & DeWulf PLC
Two Arizona Center
400 North 5th Street, Suite 1000
Phoenix, AZ 85004

James E. Till, Esq.
Perkins Coie LLP
1211 SW Fifth Ave., Suite 1500
Portland, OR 97204

James R. Thompson
Idaho Power Company
1221 W. Idaho Street
Boise, ID 83702

Jeffry A. Davis
Gray Cary Ware & Freidenrich LLP
401 B Street, Suite 1700
San Diego, CA 92101

Jim Hinrichs
KES Kingburg L.P.
1210 Savoy Street
San Diego, CA 92107

JoAnn P. Russell
Duke Energy Trading & Marketing LLC
10777 Westheimer, Suite 650
Houston, TX 77042

John C. Herbert
Dynergy Power Marketing Inc.
1000 Louisiana Street, Suite 5800
Houston, TX 77002

Internal Revenue Service
Spec Proc / Bankruptcy
1301 Clay Street, Suite 1400
Oakland, CA 94612

John P. Dillman
Linerbarger Heard Goggan Blair
Graham Pena & Sampson, LLP
P.O. Box 3064
Houston, TX 77253

John P. Melko, Wendy K. Laubach
Verner, Liipfert, Bernhard,
McPherson and Hand
1111 Bagby, Suite 4700
Houston, TX 77002

KBC Bank
Attn: Daniel To
515 So. Figueroa St., Suite 1920
Los Angeles, CA 90071

John T. Hansen
Deborah H. Beck
Nossaman, Guthner, Knox & Elliott
50 California Street, 34th Floor
San Francisco, CA 94111

Joseph A. Eisenberg, P.C.
Victoria S. Kaufman
Jeffer, Mangels, Butler & Marmaro
2121 Avenue of the Stars, 10th Floor
Los Angeles, CA 90067

Larren M. Nashelsky
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

Keith R. Marshall
U.S. Bank
550 So. Hope Street, Suite 500
Los Angeles, CA 90071

Kenneth N. Russak
Pillsbury Winthrop LLP
725 South Figueroa Street, Suite 2800
Los Angeles, CA 90017

Mark Finnemore
Internal Revenue Service
Small Bus./Self-Employed Div.Counsel
160 Spear Street, 9th Floor
San Francisco, CA 94105

Kevin K. Haah
Ervin, Cohen & Jessup LLP
9401 Wishire Boulevard, 9th Floor
Beverly Hills, CA 90212

Kjehl T. Johansen, Legal Division
Office of City Attorney
Department of Water and Power
P.O. Box 51111, Suite 340
Los Angeles, CA 90051

MBIA Insurance Corporation
Attn: IPM-PCF
113 King Street
Armonk, NY 10504

Lillian G. Stenfeldt
Fred Hjelmeset
Gray Cary Ware & Freidenrich LLP
1755 Embarcadero
Palo Alto, CA 94303

Louise H. Renne, L. Joanne Sakai,
Theresa Mueller, Cameron Baker
City Attorney, City Hall, Room 234
One Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Merle C. Meyers
Katherine D. Ray
Goldberg, Stinnett, Meyers & Davis
44 Montgomery Street, Suite 2900
San Francisco, CA 94104

M.O. Sigal Jr
Simpson Thatcher & Bartlett
425 Lexington Avenue
New York, NY 10017

Marc S. Cohen, Jeffrey A. Krieger
Greenberg Glusker Fields Claman
Machtinger & Kinsella
1900 Avenue of the Stars, Suite 2100
Los Angeles, CA 90067

Michael A. Tribolet
Enron Corp. & Affiliates
1400 Smith Street, EB 2855
Houston, TX 77002

Martha E. Romero
Law Offices of Martha E. Romero
7743 South Painter Avenue, Suite A
Whittier, CA 90602

Martin L. Fineman
David Wright Tremaine LLP
One Embarcadero Center, Suite 600
San Francisco, CA 94111

Michael F. O'Friel
Wheellabrotor Technologies, Inc.
4 Liberty Lane West
Hampton, NH 03842

Aron Mark Oliner
Buchalter, Nemer, Fields & Younger, A
Professional Corporation
333 Market Street, 29th Floor
San Francisco, CA 94105

Mellon Bank, N.A.
Attn: L. Scott Sommers
400 So. Hope Street, 5th Floor
Los Angeles, CA 90071-2806

Mike R. Jaske
California Energy Commission
1516 Ninth Street, MS-22
Sacramento, CA 95814

Nanette D. Sanders
Sarah E. Petty
Snell & Wilmer LLP
1920 Main Street, Suite 1200
Irvine, CA 92614

Rabobank Nederland
Attn: Tamira Treffers-Herrera
Three Embarcadero Center
Suite 930
San Francisco, CA 94111

Richard Blackstone Webber II
Richard Blackstone Webber II, P.A.
2507 Edgewater Drive
Orlando, FL 32804

Richard Hopp
14416 Victory Boulevard, Suite 108
Van Nuys, CA 91401

Richard Wyron
Swidler Berlin Shereff Friedman LLP
3000 K Street, NW, Suite 300
Washington, DC 20007

Roi Chandy
Teachers Ins. and Annuity Assoc. of
America
730 Third Avenue
New York, NY 10017

Secretary of Treasury
15th & Pennsylvania Avenue
Washington, DC 20549

Seth A. Ribner
Simpson Thatcher & Bartlett
10 Universal City Plaza, Suite 1850
Universal City, CA 91608

Merrill Lynch
Attn: Ahi Aharon
World Financial Ctr., North Tower
250 Vesey Street, 10th Floor
New York, NY 10281-1310

Michael E. Lurie
Merrill Lynch
2 World Financial Center, #7
New York, NY 10281

Michael Friedman
Richard Spears Kibbe & Orbe
One Chase Manhattan Plaza
New York, NY 10005

Morgan Guaranty Trust Co. of New York
Attn: Carl J. Mehlidau
60 Wall Street
New York, NY 10260

Neil Millard
White & Case, LLP
633 West Fifth St., Suite 1900
Los Angeles, CA 90071-2007

Phillip S. Warden, Esq.
Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, CA 94105

Randolph W. Deutsch
Victoria Lang
AT&T Corp.
795 Folsom Street, 2nd Floor
San Francisco, CA 94107

Region IV
U.S. Nuclear Regulatory Commission
Ellis W. Mershoff, Regional Admin.
611 Ryan Plaza Drive, Suite 400
Arlington, TX 76011-8064

Richard C. Josephson
Stoel Rives LLP
900 SW Fifth Avenue, Suite 2600
Portland, OR 97204

Michael A. Rosenthal
Keith D. Ross
Gibson Dunn & Crutcher LLP
2100 McKinney Avenue, Suite 1100
Dallas, TX 75201

Michael E. Ross
AES New Energy, Inc.
350 South Grand Avenue, Suite 2950
Los Angeles, CA 90017

Michael L. Tuchin
David M. Stern
Klee, Tuchin, Bogdanoff & Stern LLP
1880 Century Park East, Suite 200
Los Angeles, CA 90067

Mr. David Boergers, Secretary
Federal Energy Regulatory Commission
888 First Street, N.E., Room 1-A
Washington, DC 20246

PanCanadian Energy Services Inc.
1200 Smith Street, Suite 900
Houston, TX 77002
Attn: Brian Redd

Peter J. Gurfein, Jeffrey C. Kraus,
Gregory K. Jones
Akin, Gump, Strauss, Hauer & Feld
2029 Century Park East, Suite 2600
Los Angeles, CA 90067

R. Dale Ginter
Downey, Brand, Seymour & Rohwer
555 Capitol Mall, 10th Floor
Sacramento, CA 95814

Randy E. Michelson
McCutchen, Doyle, Brown & Enersen
Three Embarcadero Center
San Francisco, CA 94111

Richard A. Lapping
Louis J. Cisz, III
Thelen Reid & Priest LLP
101 Second Street, Suite 1800
San Francisco, CA 94105-3601

Southern California Gas Company
555 W. Fifth St.,
GT24E1
Los Angeles, CA 90013-1000
Attn: Jim Nakata

Richard Stevens
Avista Corp.
P.O. Box 3727
Spokane, WA 99220

Richard W. Esterkin
Morgan, Lewis & Bockius LLP
300 South Grand Avenue
Los Angeles, CA 90071

State of California EDD
PO Box 826880
Sacramento, CA 94280

Robert A. Greenfield, Esq.
Stutman, Treister & Glatt
3699 Wilshire Blvd., #900
Los Angeles, CA 90010-2766

Robert Darby
Corestaff Services (California), Inc.
Fulbright & Jaworski LLP
865 South Figueroa, 29th Floor
Los Angeles, CA 90017

State of California
Office of the Attorney General
PO Box 94255
Sacramento, CA 94244-2550

Robert M. Blum
Thelen Reid & Priest LLP
101 Second Street, Suite 1800
San Francisco, CA 94105

Robert S. Mueller, III, US Attorney
Jay R. Weill, Asst. US Attorney
Thomas MacKinson
160 Spear Street, Ninth Floor
San Francisco, CA 94105

Steven H. Felderstein, Esq.
Felderstein, Willoughby & Pascuzzi
400 Capital Mall, Suite 1450
Sacramento, CA 95814-4434

Roland Pfeifer
Office of the City Attorney
1500 Warburton Avenue
Santa Clara, CA 95050

Sempra Energy Trading Corp.
Tony Ferrajina
58 Commerce Drive
Stamford, CT 06902

The Bank of New York
Attn: Michael Pitflick, Corp. Trust
Administration
101 Barclay Street – 21W
New York, NY 10286

Securities Exchange Commission
Attn: Sandra W. Lavigna
1416 9th Street, Room 1640
Sacramento, CA 95814

Sierra Pacific Industries
File #51950
San Francisco, CA 94160

The Toronto Dominion Bank
Attn: F.B. Hawley
909 Fannin, Suite 1700
Houston, TX 77010

Sharyn B. Zuch
Wiggin & Dana
One CityPlace, 34th Floor
185 Asylum Street
Hartford, CT 06103

State of California
Office of the Attorney General
455 Golden Gate Avenue
Suite 11000
San Francisco, CA 94102-3664

Timothy F. Hodgdon
Teachers Insurance and Annuity Assoc.
of America
730 Third Avenue
New York, NY 10017

State of CA-Dept. of Water Resources
c/o Chief – Energy Division
Attn: Dan Herdocia
1416 9th Street, Room 1640
Sacramento, CA 95814

Steve Johnson
Office of the U.S. Trustee
250 Montgomery Street, Suite 1000
San Francisco, CA 94104-3401

TXU Energy Trading Canada Limited
1717 Main Street
Dallas, TX 75201
Attn: Jeff Shorter/Jim Macredie

Stephanie Nolan Deviney
Brown & Connery LLP
360 Haddon Avenue
P.O. Box 539
Westmont, NJ 08108

Texaco Natural Gas Inc.
1111 Bagby Street
Houston, TX 77002
Attn: Bill Collier

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
Washington, DC 20555-0001

Steve J. Reisman
Curtis, Mallet-Prevost, Colt & Mosle
101 Park Avenue
New York, NY 10178

The Sumitomo Bank Ltd.
Attn: Al Galluzzo
777 S. Figueroa St., Suite 2600
Los Angeles, CA 90017-3138

Williams Energy Mktg & Trading Co.
One Williams Center, 19th Floor
Attn: Kelly Knowlton, Department 558
P.O. Box 2848
Tulsa, OK 74172

Texaco Canada Petroleum Inc.
2035 400 3rd Avenue, S.W.
Calgary, Alberta
Canada T2P 4H2
Attn: Bill Collier

Thomas MacKinson
Internal Revenue Service
Small Business/Self-Employed Div.
1301 Clay Street, Room 1400-S
Oakland, CA 94105

J. Christopher Kohn, Tracy J. Whitaker,
Brendan Collins
Dept. of Justice, Civil Division
P.O. Box 875, Ben Franklin Station
Washington, DC 20044

The Fuji Bank, Limited
Attn: Jonathan Bigelow
333 So. Hope Street, 39th Floor
Los Angeles, CA 90071

Tom Milne
State of Tennessee
11th Floor, Andrew Jackson Bldg.
Nashville, TN 37243

William Bates III
McCutchen, Doyle, Brown & Enersen
3150 Porter Drive
Palo Alto, CA 94304

Thomas B. Walper, Esq.
Munger, Tolles & Olson LLP
355 South Grand Ave., Suite 3500
Los Angeles, CA 90071-1560

U.S. Bank
Corporate Trust Services
Attn: LaDonna Morrison
180 East Fifth St., 3rd Floor
St. Paul, MN 55170

U.S. Trust Company, National Assn.
One Embarcadero Center, Suite 2050
San Francisco, CA 94111-3709
Attn: Josephine Libunao

TJ Vigliotta
Lazard Frères & Co. LLC
30 Rockefeller Plaza, 60th Floor
New York, NY 10020

Union Bank of Switzerland
New York Branch
Attn: Paul Morrison
299 Park Avenue
New York, NY 10171

William Weintraub
Pachulski Stang Ziehl Young & Jones
Three Embarcadero Center, Suite 1020
San Francisco, CA 94111

Peter J. Benvenuti
Heller Ehrman White & McAuliffe LLP
333 Bush Street
San Francisco, CA 94104

Evan C. Hollander
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036

J. Christopher Kohn/Tracy J. Whitaker
Brendan Collins
Department of Justice
1100 L Street, N.W. Room 10004
Washington, DC 20005

Robert S. Mueller, US Attorney
Jocelyn Burton, Asst US Attorney
Douglas K. Chang
450 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

William J. Flynn
Neyhart, Anderson, Freitas,
Flynn & Grosboll
600 Harrison Street, Suite 535
San Francisco, CA 94107

James L. Lopes/Jeffrey L. Schaffer/
Gary M. Kaplan
Howard, Rice, Nemerovski, Canady, Falk
& Rabkin
Three Embarcadero Center, 7th Floor
San Francisco, CA 94111-4065

Paul S. Aronzon/Robert Jay Moore
Milbank, Tweed, Hadley & McCloy LLP
601 South Figueroa Street, 30th Floor
Los Angeles, CA 90017