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11 UNITED STATES BANKRUPTCY COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 SAN FRANCISCO DIVISION

14 In re
15 PACIFIC GAS AND ELECTRIC
16 COMPANY, a California corporation,
17 Debtor.

18 Case No. SF 01-30923 DM

19 Chapter 11

20 **JOINDER OF THE OFFICIAL
21 COMMITTEE OF UNSECURED
22 CREDITORS IN DEBTOR'S MOTION FOR
23 ORDER VACATING THE APPOINTMENT
24 BY THE UNITED STATES TRUSTEE OF
25 THE OFFICIAL COMMITTEE OF
26 RATEPAYERS, OR IN THE
27 ALTERNATIVE, SUGGESTING A
28 LIMITED ROLE FOR RATEPAYER
PARTICIPATION IN THE CHAPTER 11
CASE; DECLARATION OF ROBERT JAY
MOORE**

Date: May 18, 2001
Time: 10:00 a.m.
Place: 235 Pine Street, 22nd Floor
San Francisco, CA

MILBANK, TWEED, HADLEY & McCLOY LLP
ATTORNEYS AT LAW
LOS ANGELES

LA1:#6204418v1

ADD

JOINDER

ADD: Pids Ogc Mail Center

1 TO THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY
2 JUDGE, AND ALL PARTIES IN INTEREST AND THEIR COUNSEL OF RECORD:

3 I. INTRODUCTION

4 The Official Committee of Unsecured Creditors (“Committee”) in the Pacific Gas
5 and Electric Company (“PG&E”) bankruptcy case joins in and supports PG&E’s Motion to
6 Vacate the Appointment of the Official Ratepayers’ Committee (“Ratepayers Committee”),
7 formed by the Office of the United States Trustee (“U.S. Trustee”) to represent the interests of
8 PG&E customers who purchase electricity.

9 Chapter 11 allows businesses to reorganize their financial and operational affairs,
10 repay creditors, and in some cases preserve value for equity interests in the enterprise undergoing
11 reorganization. The Bankruptcy Code, 11 U.S.C. Sections 101 et seq. (“Bankruptcy Code”),
12 recognizes that the holders of these types of claims and equity interests are parties in interest in a
13 Chapter 11 case and provides through the Committee structure a mechanism for parties holding
14 such claims and interests to play a meaningful role in such a case. The reorganization process
15 ultimately is about the allocation of economic value, not what an enterprise can charge for its
16 products and services.

17 PG&E’s customers generally are not creditors of PG&E or holders of equity
18 securities in PG&E.¹ In fact, they are more like an asset of PG&E’s estate in that they owe
19 PG&E money for electricity purchases. They have only one real objective in this bankruptcy
20 case or in any other forum—to avoid paying higher electricity rates. PG&E’s Chapter 11 case,
21 however, is about reorganizing the debtor, which requires PG&E to negotiate a restructuring
22 with its creditors and equity security holders. Rates charged for electricity are only one small
23 piece of the vast reorganization puzzle. The Court should, therefore, not allow this Chapter 11
24 case to be burdened by an official committee that is not recognized by the Bankruptcy Code,
25 especially where the interests of ratepayers concerning the cost of electricity can and will most
26

27 ¹ To the extent PG&E customers are creditors, their interests are represented by the Committee.

1 likely be addressed through more effective methods in alternative fora with jurisdiction over
2 their issues and concerns.

3 The Ratepayers Committee may not be the most efficient, or effective method for
4 protecting the ratepayers' interests. Instead, the interests of ratepayers can be more adequately
5 represented by the State of California through the State of California Office of the Attorney
6 General ("Attorney General") and, to a more limited extent, by the California Public Utilities
7 Commission Office of Ratepayer Advocates ("ORA"), both of which have vast practical and
8 legal experience in representing rights of ratepayers. Indeed, the Attorney General is on record
9 promising California citizens, in the context of PG&E's bankruptcy proceedings, to "use all the
10 considerable resources of the law to help our policymakers keep the lights on and the bills
11 affordable to every California home and business, to recover California tax and ratepayer dollars
12 that have been illegally or unfairly taken, and to punish wrongdoers"²(emphasis added). It is
13 difficult to imagine a better advocate for ratepayers' rights.

14 Not surprisingly, the few Courts that have considered this issue have concluded
15 that the state is the best advocate for consumers' rights. In re Public Service Co. of New
16 Hampshire 88 B.R. 546 (Bankr. D. N. H. 1988) (state was granted general party in interest rights
17 to represent consumers); In re Bridgeport, 128 B.R. 686 (Bankr. D. Conn. 1991)(intervention
18 should not be allowed where the potential intervenor's interests are already adequately
19 represented by the state.) Party in interest status should, therefore, be afforded to the Attorney
20 General and the ORA in matters before this Court that have a direct impact on rates.
21 Alternatively, the Attorney General and the ORA can file motions for intervention pursuant to
22 Fed. R. Bankr. P. 2018 in specific matters that directly impact rates.³

23
24 ² See "Attorney General Bill Lockyer Issues Statement in Response to PG&E Decision to File
25 Bankruptcy" dated April 6, 2001, attached as Exhibit "B" to the attached Declaration of Robert Jay
26 Moore ("Moore Declaration").

27 ³ The Committee has no objection to entry of an order in such context determining that appearances by
28 the Attorney General or ORA in such matters do not constitute a waiver of and are without prejudice to
any argument that the Attorney General or the ORA may have with respect to any defense they may wish
to raise in another context with respect to their sovereign immunity.

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In sum, although the ratepayers' voice is important in the political process, before the California Public Utilities Commission and in other similar public fora, it has no place in this bankruptcy case and is not necessary or appropriate to enable this Court and the real parties in economic interest to proceed with a timely reorganization of PG&E.

II. STATEMENT OF FACTS

This case was commenced on April 6, 2001 with the filing of a voluntary petition under chapter 11 of title 11 of the United States Code. PG&E is operating its business as the debtor in possession.

On or about May 4, 2001, over the objection of PG&E and the Committee, the U.S. Trustee appointed the following entities to sit as members on the Official Committee of Ratepayers: California School Boards Association; California Farm Bureau Federation; California Dairy Institute; Consumers Union; California Small Business Association; California Small Business Roundtable; California Restaurant Association; The Utility Reform Network; California Manufacturers & Technology Association; and California City-County Streetlight Association.

III. THE COURT SHOULD PROVIDE A STRUCTURE FOR MEANINGFUL AND EFFICIENT REPRESENTATION OF THE RATEPAYERS

The U.S. Trustee's appointment of the Ratepayers Committee is contrary to the express statutory language of Bankruptcy Code Section 1102(a)(1). Moreover, the appointment of a Ratepayers Committee unnecessarily hinders the progress of these bankruptcy proceedings, without adding to – and perhaps detracting from – the effective representation of the ratepayers. Accordingly, appointment of the Ratepayers Committee is not grounded in law or equity.

A. There Is No Legal Basis For Formation Of A Ratepayers Committee

11 U.S.C. §1102(a)(1) provides:

Except as provided in paragraph (3), as soon as practicable after the order for relief under chapter 11 of this title, the United States

1 trustee shall appoint a committee of creditors holding unsecured
2 claims and may appoint additional committees of creditors or of
3 equity security holders as the United States trustee deems
4 appropriate.⁴

5 Courts interpreting the U.S. Trustee's or the Court's powers to form committees
6 or appoint committee members have generally held that the member must be either a creditor or
7 an equity security holder. In re Eastern Maine Electric Cooperative, Inc., 121 B.R. 917, 927
8 (Bankr. D. Me. 1990)("Unless the interests of the cooperative's members can be characterized as
9 those of creditors or of equity security holders, 1102(a)(2) grants no authority to establish a
10 committee"); see also The Roslyn Savings Bank v. Comcoach Corporation (In re Comcoach
11 Corporation), 698 F. 2d 571, 574 (2d Cir. 1983)(party who is neither a creditor of the debtor nor
12 the debtor cannot invoke the bankruptcy court's jurisdiction); In re Addison Community Hospital
13 Authority, 175 B.R. 646, 650 (Bankr. E.D. Mich. 1994)(only members of a citizen's group who
14 were creditors of the debtor were allowed to intervene); In re Ionosphere Clubs, Inc., 101 B.R.
15 844, 855 (Bankr. S.D.N.Y. 1989)(only party with direct stake in outcome can intervene).

16 Customers of PG&E (ratepayers) are generally not creditors or equity security
17 holders of PG&E. The Ratepayers Committee is generally comprised of political groups, none
18 of which are creditors of PG&E or holders of equity securities in PG&E. Simply put, there is no
19 statutory basis on which a committee comprised of ratepayers can be formed. Indeed, courts that
20 have considered requests to appoint a committee of ratepayers have denied such requests in favor
21 of more efficient methods of participation by ratepayers or consumers in a Chapter 11 case. For
22 example, the court in Public Service Company of New Hampshire, 88 B.R. at 548, 557 denied
23 various citizens groups' requests for party in interest status, including the request made by a
24

25 ⁴ The U.S. Trustee's appointment of committee members is subject to judicial review for abuse of
26 discretion. For a complete discussion of this issue, including the minority view that limits court review of
27 U.S. Trustee's decisions, see pp. 3-5 of Debtor's Memorandum of Points and Authorities in Support of
28 Debtor's Motion for Order Vacating the Appointment by the United States Trustee of the Official
Committee of Ratepayers ("Debtor's Motion").

1 group called the Campaign for Ratepayers' Rights. Moreover, the Court in Eastern Maine
2 Electric Cooperative, 121 B.R. at 933, denied an application to form a committee of debtor's
3 members who were ratepayers. See also Ionosphere Clubs, 101 B.R. at 855-56 (party in interest
4 status denied to consumer union); Addison Community Hospital, 175 B.R. at 650-51 (citizen
5 group's motion to intervene was denied).

6 Denial of official committee status for ratepayers finds ample support not only in
7 the express language of 11 U.S.C. §1102(a)(1), but also in 11 U.S.C. §1103(c), which identifies
8 the powers and duties of official committees:

9 A committee appointed under section 1102 of this title may—

- 10 (1) consult with the trustee or debtor in possession concerning the
11 administration of the case;
- 12 (2) investigate the acts, conduct, assets, liabilities, and financial condition of
13 the debtor, the operation of the debtor's business and the desirability of the
14 continuance of such business, and any other matter relevant to the case or to the
15 formulation of a plan;
- 16 (3) participate in the formulation of a plan, advise those represented by such
17 committee of such committee's determinations as to any plan formulated, and
18 collect and file with the court acceptances or rejections of a plan;
- 19 (4) request appointment of a trustee or examiner under section 1104 of this title;
20 and
- 21 (5) perform such other services as are in the interest of those represented.

22 An official committee of ratepayers would be only concerned about keeping rates
23 in check, not matters such as general case administration, factual investigation of PG&E or its
24 business, formulation of a plan, requests for appointment of a trustee or examiner, or any other
25 matter in the bankruptcy case that does not directly impact rates. Indeed, the only Bankruptcy
26 Code Section that references rates is 11 U.S.C. Section 1129(a)(6) which requires that the
27 appropriate governmental regulatory commission approve any rate change set forth in the plan
28 of reorganization. Other than in this one provision, the Bankruptcy Code's express exclusion of

1 ratepayers' interests is another indication of Congress' intent to keep ratepayers out of the
2 reorganization process. Of course, it is possible that the Court may decide to consider modifying
3 rates in a specific matter. Ratepayers' intervention in that specific matter would be appropriate.

4 To grant ratepayers official committee status would enable them to participate in
5 every aspect of this bankruptcy case at the expense of the parties in economic interest. It will
6 guarantee that consumer issues and politics – instead of PG&E's reorganization – become the
7 central focus of this Chapter 11 case. As discussed below, a more efficient method for
8 representing ratepayer interests is appropriate.

9 **B. The State Can Adequately Represent The Ratepayers' Interests**

10 Article V, Section 13 of the California Constitution confers power on the
11 Attorney General to represent PG&E's ratepayers in this case. The Mission Statement for the
12 Office of the Attorney General provides that "[t]he Attorney General represents the people of
13 California before trial, appellate, and Supreme Courts of California and the United States . . . in
14 civil matters."⁵ Indeed, Fed. R. Bankr. P. 2018(b) expressly provides for appearance by the
15 Attorney General to protect consumer interests: "In a chapter . . . 11 . . . case, the Attorney
16 General of a State may appear and be heard on behalf of consumer creditors if the court
17 determines the appearance is in the public interest. . . ."

18 It is clear that the Attorney General plans to be actively involved in these
19 bankruptcy proceedings. In a statement issued on April 6, 2001 in connection with PG&E's
20 bankruptcy filing, the Attorney General stated "I will use all the considerable resources of the
21 law to help our policymakers keep the lights on and the bills affordable to every California home
22 and business, to recover California tax and ratepayer dollars that have been illegally or unfairly
23 taken, and to punish wrongdoers."(emphasis added)⁶

24
25 _____
26 ⁵ See State of California Office of the Attorney General Constitutional Responsibilities of Office
(Mission) attached as Exhibit "A" to the Moore Declaration.

27 ⁶ See "Attorney General Bill Lockyer Issues Statement in Response to PG&E Decision to File
28 Bankruptcy" dated April 6, 2001, attached as Exhibit "B" to the Moore Declaration.

1 In addition, the California Public Utilities Commission Office of Ratepayer
2 Advocates (“ORA”), established pursuant to SB 960, is charged with protecting ratepayer’s
3 rights. The Mission of the ORA is “[t]o represent independently the interests of all public utility
4 customers and subscribers in Commission proceedings in order to obtain the lowest possible rate
5 for service consistent with reliable and safe service levels.”⁷ The ORA business plan consists of
6 certain objectives, including (1) protecting customer interests; (2) advocating the lowest possible
7 rates; and (3) promoting competition.⁸

8 Courts considering the issue have routinely granted participation in bankruptcy
9 proceeding to the State through the Attorney General and State agencies such as the ORA.
10 Public Service Co. of New Hampshire, 88 B.R. at 555-56 (state was granted general party in
11 interest status to represent consumers); In re Bridgeport, 128 B.R. at 688 (intervention should not
12 be allowed where the potential intervenor’s interests are already adequately represented by the
13 state); Ionosphere, 101 B.R. at 853-54 (intervenor status not granted where, among other things,
14 party failed to show that it would not be adequately represented if intervention request was not
15 granted). Both the Attorney General and the ORA are not only capable – but specifically
16 equipped – to protect the interests of ratepayers in these bankruptcy proceedings.⁹ Accordingly,
17 in the interests of efficiency, the Attorney General and the ORA should be the unifying voice for
18 the ratepayers. The State’s or any other ratepayers advocate’s standing to intervene should,
19 however, be limited to matters that directly impact ratepayers’ rights.

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25 ⁷ See Office of Ratepayer Advocates California Public Utilities Commission (Mission) dated March 1998,
attached as Exhibit “C” to the Moore Declaration.

26 ⁸ Id.

27 ⁹ As noted above in footnote 3 above, the Committee is amicable to entry of an order protecting the State
with regard to its sovereign immunity rights.

1 **C. Alternatively, The Court Should Only Allow Advocates Of Ratepayers**
2 **Rights To Intervene On A Matter-By-Matter Basis**

3 As an alternative to a Ratepayers Committee, the Committee has suggested that
4 the State be designated as the representative of the interests of ratepayers in this case.
5 Alternatively, the Court could permit advocates of ratepayers' rights to seek to intervene in any
6 matter that has a direct impact on rates. While this approach would require the Court to decide
7 intervention rights in each specific factual and legal context, such matter-by-matter
8 determination is a far superior alternative to validating the existence of a standing Ratepayers
9 Committee in this case.

10 **IV. CONCLUSION**

11 Based on the foregoing, the Committee also respectfully requests that the Court
12 enter an order vacating the appointment of the Ratepayers Committee and, in the alternative,
13 establish procedures for limited, but meaningful and efficient representation of ratepayers
14 interests, consistent with the parameters suggested by the Committee.

15
16 Dated: May 15, 2001

MILBANK, TWEED, HADLEY & McCLOY LLP

17
18
19 By: 

20 Paul S. Azonon
21 Robert Jay Moore
22 Michael I. Sorochinsky

23 Proposed Counsel for Official Committee of
24 Unsecured Creditors

1 6. Attached hereto as Exhibit "C" is a true and complete copy of Office of
2 Ratepayer Advocates California Public Utilities Commission (Mission) dated March 1998 that
3 we obtained over the Internet.

4 I declare under penalty of perjury under the laws of the United States of America
5 that the foregoing is true and correct.

6 Executed this 15th day of May 2001 at Los Angeles, California.

7 
8 Robert Jay Moore

MILBANK, TWEEDE, HADLEY & McCLOY LLP
ATTORNEYS AT LAW
LOS ANGELES

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CONSTITUTIONAL RESPONSIBILITIES

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State of California
Office of the Attorney General

Constitutional Responsibilities of the Office

MISSION

The mission of the Department of Justice is to provide the Attorney General with the support needed to fulfill his constitutional obligations.

The Attorney General is the Chief Law Officer of the State of California and is elected and charged by the State constitution with the responsibility to ensure that State laws are *uniformly and adequately* enforced.

Article V, Section 13, of the California Constitution describes the responsibilities of the Attorney General with the following words:

"Subject to the powers and duties of the Governor, the Attorney General shall be the chief law officer of the State. It shall be the duty of the Attorney General to see that the laws of the State are uniformly and adequately enforced. The Attorney General shall have direct supervision over every district attorney and sheriff and over such other law enforcement officers as may be designated by law, in all matters pertaining to the duties of their representative offices, and may require any of said officers to make reports concerning the investigation, detection, prosecution, and punishment of crime in their respective jurisdictions as to the Attorney General may seem advisable. Whenever in the opinion of the Attorney General any law of the State is not being adequately enforced in any county, it shall be the duty of the Attorney General to prosecute any violations of law of which the superior court shall have jurisdiction, and in such cases the Attorney General shall have all the powers of a district attorney. When required by the public interest or directed by the Governor, the Attorney General shall assist any district attorney in the discharge of the duties of that office."

The Attorney General represents the people of California before trial, appellate, and Supreme Courts of California and the United States in criminal and civil matters; serves as legal counsel to State officers, boards, commissions, and departments; and assists district attorneys in the administration of justice.

- Section 11042 of the Government Code requires state agencies to employ only the Attorney General, with few exceptions, as legal counsel to centralize legal work done on behalf of the State.
- Section 11041 lists those agencies that can represent themselves.

It is the responsibility of the Attorney General to assist city, county, state, federal, and international criminal justice agencies to ensure the uniformity and adequacy of enforcement of California State laws.

- To support California's local law enforcement community, the Attorney General coordinates State-wide narcotics enforcement efforts, participates in criminal investigations, provides

CONSTITUTIONAL RESPONSIBILITIES

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forensic science services, and provides identification and information services and telecommunication support.

- In addition, the Attorney General establishes and operates projects and programs to protect Californians from fraudulent, unfair, and illegal activities that victimize consumers or threaten public safety, and enforces laws that safeguard the environment and natural resources.

VALUES

The Department of Justice supports and believes in many of the values held to be fundamental to a just society. Among these are:

The Rule of Law - One of the most fundamental beliefs of DOJ is the belief that society must be governed by the Rule of Law; that all people must be subject to written laws which must be obeyed regardless of the position, power, or influence of any person. This value, which is embodied in the U.S. Constitution, has been an accepted tenet of society since the Romans and pervades all modern life. It is particularly significant to DOJ, in that its mission is to ensure the Rule of Law is upheld throughout the State.

Dangers to Society - Another significant value of DOJ is the belief that there are dangers to society which must be controlled. Such dangers as violent and non-violent crime and drug addiction are behaviors which DOJ seeks to eliminate and seeks to protect the majority of society from their ill effects.

Role of Government in Public Safety - DOJ believes that government, especially state and local government, should be society's principal agent of protection.

Dedication to Public Service - DOJ staff believe in the mission and values of DOJ and routinely provide "whatever it takes" to accomplish DOJ's objectives.

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**ATTORNEY GENERAL BILL LOCKYER ISSUES STATEMENT IN RESPONSE TO PG&E
DECISION TO FILE FOR BANKRUPTCY**

April 6, 2001

01-035

FOR IMMEDIATE RELEASE

(SACRAMENTO) – Attorney General Bill Locker today released the following statement regarding Pacific Gas & Electric's decision to file for bankruptcy:


"The uncontrolled increase in electricity prices by generators and marketers has claimed another victim with the bankruptcy of one of California's oldest businesses. While this is a significant and unwelcome development, our team of bankruptcy litigators has been preparing for several months to defend California taxpayers in the event of a utility bankruptcy. This morning, I spoke with a PG&E executive, and he personally assured me that the utility will honor its legal obligation to pay the state for its purchase of energy and to repay its renewable energy supplier-creditors ("qualified facilities"). I am prepared to enforce those assurances in the courts to the extent necessary. Over the last several months, our state attorneys have fought hard in the courts to ensure that out-of-state generators continue to deliver adequate electricity and natural gas supplies to Californians in spite of the precarious financial condition of the state's two major utilities. The health and safety of Californians and the future of our economy require that our state not be left holding the bag for greedy business decisions of generators, marketers and utilities. Justice requires that those who have reaped unconscionable profits at the expense of Californians must pay back what they owe. I will use all the considerable resources of the law to help our policymakers keep the lights on and the bills affordable for every California home and business, to recover California tax and ratepayer dollars that have been illegally or unfairly taken, and to punish wrongdoers."

AWARD TO INFORMANTS

"It is possible that one or more members of the public can help with information, and if so, the financial reward to such a person or persons could be enormous. My office is conducting an aggressive investigation into whether energy providers have violated any laws. Over the last four years, state and local government agencies have spent billions of dollars in state and local taxpayer money to purchase electricity and natural gas. Under California false claims law, any person or corporation who obtains state taxpayer money by fraud or illegal acts is liable for financial penalties that can be as high as three times the actual losses. And anyone who provides information leading to the successful prosecution of a false claim action may be entitled to a percentage share in that award. Since billions of state dollars may be recovered, the award to an informant could potentially range from \$50 million to the hundreds of millions of dollars. I am asking any member of the public with personal knowledge of any wrongful act which may have resulted in reduction in the California supplies or increase in the price of natural gas or electricity to contact my office immediately by calling: 1-800-952-5225 (w/in CA) or (916) 322-3360 (local or out of state), or e-mail the Attorney General's Energy Emergency Task Force at energywhistleblower@doj.ca.gov."

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Office of Ratepayer Advocates

California Public Utilities Commission

March 1998

Mission: To represent independently the interests of all public utility customers and subscribers in Commission proceedings in order to obtain the lowest possible rate for service consistent with reliable and safe service levels. (Public Utilities Code 309.5)

Staffing: ORA has an authorized staff of 113 (98 on board) including accountants, economists, engineers, and policy analysts. Legal support is provided through the Commission's Legal Division.

SB 960: SB 960 (written in 1996, Section 309.5 of the Public Utilities Code) sets forth the requirements of ORA. Key aspects of SB 960 include:

- the Director shall be appointed by the Governor and confirmed by the Senate;
- the ORA budget is separately identified in the California Public Utilities Commission's annual budget;
- the Director of ORA shall annually appear before legislative policy committees to report on activities of the Office.

What does ORA do?

ORA participates as an independent party in over 100 proceedings and other forums before the Commission related to electric, gas, telephone and water utilities representing the interests of all consumers. Examples of recent work include the following:

- Independent analysis of mergers, including the GTE/Bell Atlantic merger application. ORA identified and advocated for benefits to be passed on to consumers;
- PG&E's hydro-electric generation system: ORA has been an active party before the PUC and the California Legislature providing analysis to assure that consumers get a fair price for these assets and that new owners do not have excessive market power.
- Analysis that advocated that the Commission reduce electric utility returns due to less risk under current restructuring guarantees;
- Strong advocacy for choice for all consumers in electric restructuring and local phone service;
- Support of consumer related legislation.
- ORA regularly prepares a list of Energy Service Providers and guidelines for consumers thinking of switching providers;
- ORA developed minimum service quality and reliability standards.

ORA Business Plan:

ORA's plans are to meet 6 key objectives in serving its client base of consumers:

1. Protect Consumer Interests

2. **Advocate Lowest Possible Rates**
3. **Promote Competition**
4. **Help Shape Rules for Fair, Efficient and Effective Markets**
5. **Provide Consumer Information**
6. **Ensure Efficient Administration of Public Purpose Programs**

The most significant proceedings for 1999-2000 include:

- **The Pacific Gas and Electric Hydro facility auction:**

This proceeding deals with the proposed auction of the 5,000 Mw PG&E system.

- **The Pacific Bell New Regulatory Framework Filing**

This filing will involve a review of the performance based pricing mechanism set up for Pacific Bell.

- **Telecommunications Service Quality Investigation**

This proceeding will be used to set new service quality standards and enforcement for telecommunication service providers. This is the key proceeding to address recent consumer complaints regarding Pacific Bell's service.

- **The Natural Gas Strategy Plan**

This proceeding will consider major restructuring reforms in the gas industry.

- **Open Access & Network Architecture Development Proceeding and Local Competition Proceeding**

These two proceedings address key aspects of the terms and conditions for competition in the local telephone exchange market.

- **Electricity Competition and Unbundling**

Several proceedings for PG&E, SCE, and SDG&E have been opened to develop competitive options for customers and reflect these options in unbundled rates and ratemaking procedures for the competitive electric market, including the provision of unbundled revenue cycle services (metering and billing).

- **Competitive Transition Costs & Section 376 Costs**

The three major electric utilities will each be requesting approval for their stranded costs and costs of regulatory implementation in a major proceeding involving billions of ratepayer dollars.

- **Unbundled Cost of Capital**

This proceeding will determine the appropriate rate of return for utility assets still subject to regulation.

- **SDG&E and SCE Performance Based Ratemaking**

This proceeding will set new benchmarks for incentive based rates and reexamine the performance based ratemaking mechanisms for SDG&E and SCE.

1 **PROOF OF SERVICE**

2 STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

3 I am employed in the County of Los Angeles, State of California. I am over the age of 18
4 and not a party to the within action; my business address is 601 S. Figueroa Street, 30th Floor,
Los Angeles, California.

5 On May 16, 2001, I served the foregoing document(s) described as JOINER OF THE
6 OFFICIAL COMMITTEE OF UNSECURED CREDITORS IN DEBTOR'S MOTION FOR
7 ORDER VACATING THE APPOINTMENT BY THE UNITED STATES TRUSTEE OF THE
8 OFFICIAL COMMITTEE OF RATEPAYERS, OR IN THE ALTERNATIVE, SUGGESTING A
9 LIMITED ROLE FOR RATEPAYER PARTICIPATION IN THE CHAPTER 11 CASE;
10 DECLARATION OF ROBERT JAY MOORE on the interested parties in this action:

11 By placing the true copies thereof enclosed in sealed envelopes addressed as stated on
12 the attached mailing list.

13 By placing the ___ original ___ a true copy thereof enclosed in sealed envelopes
14 addressed as follows:

15 **SEE ATTACHED SERVICE LIST**

16 **(BY MAIL)**

17 I deposited such envelope(s) in the mail at Los Angeles, California. The envelope(s)
18 were mailed with postage thereon fully prepaid.

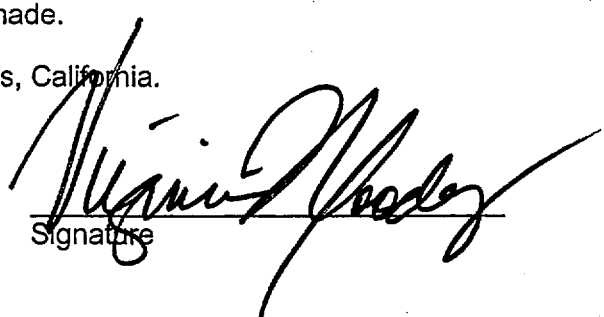
19 Following ordinary business practices at the Los Angeles, California office of Milbank,
20 Tweed, Hadley & McCloy LLP, I placed the sealed envelope(s) for collection and mailing
21 with the United States Postal Service on that same day. I am readily familiar with the
22 firm's practice for collection and processing of correspondence for mailing. Under that
23 practice, such correspondence would be deposited with the United States Postal Service
24 on that same day, with postage thereon fully prepared at Los Angeles, California, in the
25 ordinary course of business.

26 (BY FAX) I caused all of the pages of the above-entitled document to be sent to the
27 recipients noted via electronic transfer (FAX) at the respective telephone numbers
28 indicated.

(FEDERAL) I declare that I am employed in the office of a member of the bar of this
court at whose direction the service was made.

Executed on May 16, 2001, at Los Angeles, California.

29 Virginia Moody
30 Type or Print Name

31 
32 Signature

GENERAL SERVICE LIST

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