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5 Attorneys for Morgan Guaranty Trust  
Company of New York, a New York  
6 Banking Corporation

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

12 In re:  
13 PACIFIC GAS AND ELECTRIC  
COMPANY, a California corporation,  
14 Debtor.

Case No. SF-01-30923-DM  
Chapter 11  
BANKRUPTCY RULE 2019 STATEMENT OF  
KELLEY DRYE & WARREN LLP  
[No Hearing Required]

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18 TO THE CLERK OF THE BANKRUPTCY COURT AND TO ALL PARTIES IN INTEREST:

19 In accordance with Rule 2019(a) of the Federal Rule of Bankruptcy Procedure, Kelley  
20 Drye & Warren LLP ("KDW"), local counsel for Morgan Guaranty Trust Company of New  
21 York, a New York Banking Corporation ("Morgan") and co counsel for Secured Creditor BP  
22 Energy Company, Inc. ("BP") (collectively, the "Parties"), states the following:

23 1. Names and Addresses of the Parties Represented by KDW

24 KDW has been employed to represent Morgan and BP in the captioned Chapter 11 case of  
25 Pacific Gas & Electric Company (the "Debtor"). The Parties' addresses are as follows:

- 26 (i) Morgan Guaranty Trust Company of New York, 60 Wall Street, 19<sup>th</sup> Floor, New York, NY  
27 10260 and (ii) BP Energy Company, 501 Westlake Park Boulevard, Mail Code 16.142, P.O. Box  
28 3092, Houston, Texas 77079.

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2. The Nature and Amount of the Claim and the Time of Acquisition

BP is a pre-petition secured creditor which is also providing post-petition gas supply to the Debtor pursuant to a Court Order entered May 10, 2001. The amount of BP's post-petition claim fluctuates over time, but is approximately \$10 million. Morgan holds unsecured claims in the amount of approximately \$75 to 80 million as part of a bank group for which the agent bank is Bank of America and Morgan also holds a contingent reimbursement claim in the amount of \$165 million against the Debtor as the letter of credit bank under letters of credit on which the Debtor is the account party.

3. The Recital of the Pertinent Facts in Connection With the Employment of KDW as Counsel for the Parties

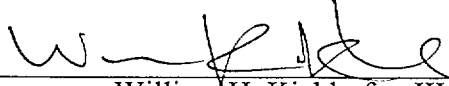
KDW has fully advised Morgan and BP with respect to this concurrent representation. Each of the parties has agreed to such representation and has requested that KDW represent them in this case.

4. Amount of Claims Owned By KDW

KDW does not hold any claims against or hold any interest in the Debtors. I, William H. Kiekhofer, III, declare under penalty of perjury under the laws of the United States of America that I have read the foregoing statement and that it is true and correct to the best of my knowledge, information and belief.

DATED: June 6, 2001

WILLIAM H. KIEKHOFER, III  
STEVEN E. RICH  
KELLEY DRYE & WARREN

By:   
William H. Kiekhofer, III  
Attorneys for Morgan Guaranty Trust Company  
of New York, a New York Banking Corporation  
and BP Energy Company, Inc.