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7 BANK

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

11 In re) CASE NO. 01-30923 DM
12)
13 PACIFIC GAS AND ELECTRIC CO.,) CHAPTER 11
14)
15)
16) (No Hearing Required)
17 Debtor.)
18)
19)

16 NOTICE OF APPEARANCE AND REQUEST FOR SPECIAL NOTICE

17 TO THE CLERK OF THE UNITED STATES BANKRUPTCY COURT, THE UNITED
18 STATES TRUSTEE, THE DEBTOR, PARTIES IN INTEREST, AND COUNSEL OF
19 RECORD:

20 PLEASE TAKE NOTICE that Paul, Hastings, Janofsky &
21 Walker LLP hereby enters its appearance as counsel for The
22 Toronto-Dominion Bank ("Toronto").

23 PLEASE TAKE FURTHER NOTICE that pursuant to Federal
24 Rules of Bankruptcy Procedure 2002, 3017(a), 9007, 9010(b), 11
25 U.S.C. §§ 102(1) and 1109(b), and other applicable law, Toronto
26 hereby requests notice of all events relevant to the above-
27 referenced bankruptcy and copies of all pleadings and documents
28

Acc'd Add: Ege Rids Oge Mail Center
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1 filed in the above-referenced bankruptcy case, including without
2 limitation, all notices given or required to be given in this
3 case, all applications, motions, requests, and other papers
4 filed herein by any party, and that such pleadings and documents
5 be served upon Toronto and its counsel of record at the
6 following addresses:

7 Peter S. Spielman
8 The Toronto-Dominion Bank
9 31 West 52nd Street
10 New York, New York 10019
11 Tel: (212) 827-7660
12 Fax: (212) 827-7233

13 Leslie A. Plaskon
14 Paul, Hastings, Janofsky & Walker LLP
15 1055 Washington Boulevard
16 Stamford, CT 06901-2217
17 Tel: (203) 961-7400
18 Fax: (203) 359-3031

19 The foregoing request includes, without limitation, all
20 notices, orders, applications, notices of applications, motions,
21 petitions, pleadings, requests, complaints, or demands, whether
22 formal or informal, whether written or oral, and whether
23 transmitted or conveyed by mail, delivery, telephone, telegraph,
24 telex or otherwise, which affect or seek to affect in any way
25 any rights or interests of the Debtor or Toronto.

26 This Notice of Appearance and Request for Special Notice
27 is without prejudice to Toronto's rights, remedies, and claims
28 against other entities or any objection that may be made to the
jurisdiction and venue of the Court or venue of this case.
Neither this Notice of Appearance and Request for Special Notice
nor any later appearance, pleading, claim, proof of claim,

1 document, motion, suit, nor any other writing or conduct shall
2 constitute, or be deemed to constitute, a waiver of Toronto's:

3 (1) rights to have any and all final orders in any
4 and all non-core matters entered only after de
5 novo review by a United States District Court
6 Judge;

7 (2) rights to trial by jury in any proceeding as to any
8 and all matters so triable, whether or not the same
9 be designated legal or private rights, or in any
10 case, controversy or proceeding related hereto,
11 notwithstanding the designation of such matters as
12 "core proceedings" pursuant to 28 U.S.C. §
13 157(b) (2), and whether such jury trial right is
14 pursuant to statute or the United States
15 Constitution;

16 (3) rights to seek abstention or remand of any
17 matter or proceeding subject to mandatory or
18 discretionary abstention or remand, and to have
19 the District Court withdraw the reference in any
20 matter or proceeding subject to mandatory or
21 discretionary withdrawal;

22 (4) rights to receipt of service of process in all
23 actions, causes, claims or proceedings arising in,
24 arising under or related to these proceedings to be
25 served directly on Toronto as required by law;

26 (5) rights to contest service of process; or

27 (6) any other rights, claims, actions, defenses,
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1 setoffs, or recoupments to which Toronto is
2 or may be entitled under any agreements or at law
3 or in equity or under the United States
4 Constitution.

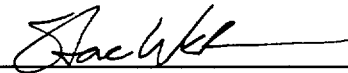
5 All of the above rights are expressly reserved and
6 preserved by Toronto without exception and with no purpose of
7 confessing or conceding jurisdiction in any way by this filing
8 or by any other participation in this case.
9

10 DATED: Los Angeles, CA
11 June 15, 2001

Respectfully submitted,

12 PAUL, HASTINGS, JANOFSKY & WALKER LLP
13 HYDEE R. FELDSTEIN
14 CYNTHIA M. COHEN
15 STEVEN F. WERTH

16 By



Steven F. Werth

17 Attorneys for The Toronto-Dominion
18 Bank
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