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50-275/323

5 Attorneys for WILLIAMS ENERGY  
6 MARKETING & TRADING

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

11 In re:

12 PACIFIC GAS & ELECTRIC  
13 COMPANY, a California  
corporation

14 Debtor.

15 Federal I.D. No. 94-00742640  
16  
17

CASE NO. 01-30932 DM

Chapter 11 Case

Date: June 20, 2001

Time: 9:30 A.M.

Place: 235 Pine Street  
22<sup>nd</sup> Floor

San Francisco, California

Judge: Honorable Dennis Montali

18  
19 **OPPOSITION OF WILLIAMS ENERGY MARKETING & TRADING TO**  
20 **DEBTOR'S MOTION FOR ENTRY OF ORDER REQUIRING PRODUCTION OF**  
21 **DOCUMENTS BY CALIFORNIA INDEPENDENT SYSTEM OPERATOR AND**  
22 **CALIFORNIA POWER EXCHANGE CORPORATION**  
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LA-1108950v1

**OPPOSITION OF WILLIAMS ENERGY MARKETING & TRADING TO DEBTOR'S  
MOTION FOR ENTRY OF ORDER REQUIRING PRODUCTION OF DOCUMENTS**

1 Williams Energy Marketing & Trading and its affiliates (collectively "Williams") opposes  
2 the motion by debtor Pacific Gas & Electric Company ("PG&E") to obtain an order requiring the  
3 Independent System Operator ("ISO") and California Power Exchange (the "PX") to produce  
4 certain documents to PG&E. Williams' opposition is based upon a narrow ground: Simply, the  
5 terms upon which PG&E seeks production simply do not adequately safeguard Williams'  
6 confidential and proprietary information, and PG&E's proposed protective order unfairly shifts to  
7 Williams the burden of policing the potential use of such information if and when it comes into  
8 the hands of a third party like PG&E.<sup>1</sup>

9 PG&E concedes that much of the information it seeks is expressly designated as  
10 confidential pursuant to the terms of ISO's and PX's respective tariffs. It further acknowledges  
11 that much of the information it seeks is sensitive financial information. [See May 31, 2001  
12 Declaration of Joseph Henri ("Henri Decl."), ¶ 16.] Thus, it is questionable whether PG&E even  
13 is entitled to obtain the information at all. Doubtless hoping to avoid a pitched battle concerning  
14 the merits of its ability to obtain the information in the first place, PG&E proposes to safeguard  
15 the information through a protective order. Upon close inspection, however, it is apparent that  
16 the protections in PG&E's proposed protective order are inadequate.

17 To begin with, PG&E's proposed protective order is too broad and ambiguous with respect  
18 to the proceedings in which the information might be used. The only limitations are "this  
19 bankruptcy case and related adversary proceedings, administrative proceedings, claims litigation  
20 and potential affirmative litigation." These usages are almost limitless -- particularly with respect  
21 to the amorphous "administrative proceedings" (which is alien to bankruptcy law) -- and certainly  
22 go far beyond PG&E's stated justifications for obtaining the discovery (i.e., to help prepare a  
23 reorganization plan, object to claims and investigate causes of action on behalf of the estate  
24 relating to the ISO's and PX's conduct in the California electricity market). Moreover, under  
25 PG&E's proposed protective order, this Court loses any ability to control the dissemination and/or  
26

27 <sup>1</sup> By limiting its opposition, Williams is not conceding that the discovery PG&E is seeking  
28 from ISO and PX is appropriate, and preserves its objections to the scope of the discovery and to any  
use of Williams' materials that PG&E might obtain in such discovery.

1 use of the information once it is in PG&E's hands. Instead, those determinations are left up to "a  
2 court or other tribunal of competent jurisdiction," before which litigants, including PG&E, may  
3 have entirely different agendas than those PG&E has cited in attempting to obtain this discovery.  
4 PG&E's protective order does nothing to safeguard against such misuse.

5 Second, PG&E's protective order is too broad with respect to the persons with whom  
6 PG&E may share the information. As presented, PG&E's protective order would permit the  
7 information to be disclosed to persons without any demonstrated connection to the bankruptcy  
8 case whatsoever. Worse yet, the order is toothless with respect to enforcing any limits on  
9 dissemination. Instead, PG&E merely agrees to use "reasonable efforts" to ensure that persons  
10 accessing the information abide by the protective order, without any sanction or other remedy if  
11 those "reasonable efforts" fail to prevent misuse of Williams' confidential information.

12 Third, PG&E's protective order unfairly shifts to Williams the burden of safeguarding its  
13 information. As PG&E concedes, the confidential and proprietary information Williams  
14 disclosed to the ISO and PX expressly was protected by those agencies' respective tariffs.  
15 Williams had no "extra-disclosure" obligations in order to ensure that the information remained  
16 confidential. Under PG&E's protective order, Williams would have to monitor PG&E's various  
17 proceedings, participate in meet and confer efforts, and, barring agreement, litigate protective  
18 order motions in any number of venues and fora in order to protect its otherwise tariff-protected  
19 information. Shifting that burden and expense to Williams simply is unfair.

20 Based upon these objections, Williams requests that the Court continue the hearing on  
21 PG&E's motion to allow PG&E and interested parties, including Williams, to continue their meet  
22 and confer dialogue in the hope of negotiating an acceptable form of protective order. Williams  
23 believes that the meet and confer efforts to date have been productive. Unfortunately, those  
24 efforts did not produce an agreement by the time oppositions to PG&E's motion were due.  
25 Williams believes that most, if not all, objections at least to the form of the protective order could  
26 be resolved in another 10 to 14 days, and it respectfully requests a continuance to permit those  
27 efforts to run their course. In the alternative, based upon PG&E's inadequate protections for

1 safeguarding the confidential information it seeks, Williams respectfully requests that the motion  
2 be denied as presented.

3 Dated: June 14, 2001

JONES, DAY, REAVIS & POGUE

4  
5 By: 

Dulcie D. Brand

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7 ATTORNEYS FOR DEBTOR  
8 WILLIAMS ENERGY MARKETING &  
9 TRADING  
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1 **CERTIFICATE OF SERVICE**

2  
3 I am a citizen of the United States and employed in County of Los Angeles. State of  
4 California. I am over the age of eighteen years and not a party to the within-entitled action. My  
5 business address is Jones, Day, Reavis and Pogue, 555 West Fifth Street, Suite 4600, Los Angeles  
6 California 90013-1025. I am readily familiar with this firm's practice for collection and  
7 processing of correspondence for mailing with the United States Postal Service. On June 14,  
8 2001, I served the attached:

9  
10 **OPPOSITION OF WILLIAMS ENERGY MARKETING &  
11 TRADING TO DEBTOR'S MOTION FOR ENTRY OF  
12 ORDER REQUIRING PRODUCTION OF DOCUMENTS BY  
13 CALIFORNIA INDEPENDENT SYSTEM OPERATOR AND  
14 CALIFORNIA POWER EXCHANGE CORPORATION**

15 on the parties to this action by fax and then placing a true copy thereof in a sealed envelope,  
16 addressed as follows:

17 PLEASE SEE ATTACHED SPECIAL NOTICE LIST

18 XX (BY MAIL) I placed each such envelope, with postage thereon fully prepaid for first class  
19 mail, for collection and mailing at Los Angeles, California, following ordinary business practices.  
20 I am readily familiar with the practice of the Jones, Day, Reavis & Pogue for processing of  
21 correspondence, said practice being that in the ordinary course of business, correspondence is  
22 deposited in the U.S. Postal Service the same day as it is placed for processing. I am aware that  
23 on motion of the party served, service is presumed invalid if postal cancellation date or postage  
24 meter date is more than one day after the date of deposit for mailing an affidavit.

25 \_\_\_\_\_ (State) I declare under penalty of perjury that the State of California that the above is  
26 true and correct.

27 XX (Federal) I declare under penalty of perjury under the laws of the State of California  
28 that the above is true and correct.

Executed on June 14, 2001, at Los Angeles, California.

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