

50-275/323

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UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

In re
PACIFIC GAS & ELECTRIC COMPANY,

Debtor.

CHAPTER 11
CASE NO. 01-30923 DM

**NOTICE OF MOTION AND MOTION BY
CROCKETT COGENERATION LLP
(I)(A) TO COMPEL DEBTOR TO TIMELY
DECIDE WHETHER TO ASSUME OR
REJECT POWER PURCHASE
AGREEMENT AND (B) TO REQUIRE
DEBTOR TO MAKE PARTIAL PAYMENTS
ON ITS PREPETITION DEBT TO
CROCKETT PENDING ASSUMPTION OR
REJECTION OF POWER PURCHASE
AGREEMENT; OR, IN THE
ALTERNATIVE, (II) FOR RELIEF FROM
STAY TO ALLOW CROCKETT TO
SUSPEND PERFORMANCE UNDER
POWER PURCHASE AGREEMENT
PENDING ASSUMPTION OR REJECTION
THEREOF**

Date: August 30, 2001
Time: 10:00 a.m.
Place: 235 Pine Street, 22nd Floor
San Francisco, California
Judge: Hon. Dennis Montali

PLEASE TAKE NOTICE that Crockett Cogeneration LLP ("Crockett") by and through its counsel of record, Gibson, Dunn & Crutcher LLP, hereby moves the Court, pursuant to sections 105(a), 362(d)(1) and 365(d)(2) of Title 11 of the United States Code (11 U.S.C. § 101 et seq.) (the "Bankruptcy Code") and Rules 4001 and 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for entry of an order (i) compelling Pacific Gas & Electric Company (the

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1 “Debtor”) to (a) determine whether to assume or reject the Power Purchase Agreement between
2 Crockett and the Debtor (the “PPA”) on a date certain within 120 days of the order requested herein,
3 and (b) make partial payments on its prepetition debt to Crockett pending assumption or rejection of
4 the PPA in accordance with the ruling and formula previously established by this Court with respect
5 to other QFs who have demonstrated similar hardship; or, alternatively (ii) granting Crockett relief
6 from the automatic stay to allow it to suspend performance under the PPA and sell electricity to third
7 parties at market rates until the Debtor assumes or rejects the PPA.

8 **PLEASE TAKE FURTHER NOTICE** that on August 30, 2001, at 10:00 a.m. or as soon
9 thereafter as the matter may be heard in the Courtroom of the Honorable Dennis Montali, located at
10 235 Pine Street, 22nd Floor, San Francisco, California, a hearing will be held to consider Crockett’s
11 Motion (I)(A) To Compel Debtor to Timely Decide Whether to Assume or Reject Power Purchase
12 Agreement and (B) To Require Debtor to Make Partial Payments on Its Prepetition Debt to Crockett
13 Pending Assumption or Rejection of Power Purchase Agreement; or in the Alternative, (II) For Relief
14 from Stay to Allow Crockett to Suspend Performance under Power Purchase Agreement Pending
15 Assumption or Rejection Thereof (the “Motion”).

16 Pursuant to Bankruptcy Local Rule 9014-1(c), any opposition to the Motion shall be served
17 on Crockett’s undersigned counsel of record and the Office of the United States Trustee no later than
18 fourteen (14) days prior to the scheduled hearing date. Any interested party may obtain a full set of
19 the papers in support of the Motion by requesting copies from Gibson, Dunn & Crutcher LLP, by
20 contacting Aaron York in writing at the above address.

21 The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334 and 157(a). Venue
22 is proper in this Court under 28 U.S.C. § 1409. This is a core matter within the meaning of 28 U.S.C.
23 § 157(b)(2)(A) and (G). The substantive basis for the relief requested is Sections 105(a), 362(d) and
24 365 of the Bankruptcy Code.

25 This Motion will be based on this Notice of Motion and Motion, the Memorandum of Points
26 and Authorities in support of the Motion, the Declaration of David Lloyd (the “Lloyd Declaration”),
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1 all filed herewith, and upon the other pleadings and papers on file in this case and such additional
2 argument and evidence presented to this Court in connection with the hearing on this Motion.

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4 DATED: July 19, 2001.

5 Respectfully,

6 MICHAEL A. ROSENTHAL
7 KEITH D. ROSS
8 GIBSON, DUNN & CRUTCHER LLP

9 By: 

10 MICHAEL A. ROSENTHAL

11 Attorneys for CROCKETT COGENERATION LLP