

50-275/323

1 Paul S. Aronzon (#88781)
Robert Jay Moore (#77498)
2 Michael I. Sorochinsky (#166708)
MILBANK, TWEED, HADLEY & McCLOY LLP
3 601 South Figueroa Street, 30th Floor
Los Angeles, California 90017
4 Telephone: (213) 892-4000
Facsimile: (213) 629-5063

5 Counsel for Official Committee
6 of Unsecured Creditors

7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re
PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,
Debtor.

Case No. SF 01-30923 DM
Chapter 11

**APPLICATION FOR FINAL
ALLOWANCE OF EXPENSE
REQUESTS BY OFFICIAL
UNSECURED CREDITORS
COMMITTEE MEMBERS FOR THE
PERIOD OF APRIL THROUGH JULY,
2001; DECLARATION OF ROBERT
JAY MOORE IN SUPPORT THEREOF**

Hearing:
Date: October 11, 2001
Time: 10:00 a.m.
Place: 235 Pine Street, 22nd Floor
San Francisco, CA

add: Eids Dgc Mail Center

ADD

1 **I. INTRODUCTION**

2 Pursuant to 11 U.S.C. §503(b)(3)(F) and the Court's Order Establishing
3 Interim Fee Application and Expense Reimbursement Procedure ("Order") entered on
4 July 26, 2001, members ("Committee Members") of the Official Committee of
5 Unsecured Creditors ("Committee") in the Pacific Gas and Electric Company ("PG&E")
6 bankruptcy case hereby submit their application for final allowance of expenses for the
7 period of April 2001 through July 2001 incurred in performance of their obligations as
8 members of the Committee. The following table provides a summary of each
9 Committee Member's expense reimbursement requests and payment history:

	Cumulative Amount Requested	Cumulative Amount Paid
Committee Member		
Bank of America, N.A.	\$5,930.42	\$4,364.56
Pacific Investment Management Company, LLC	-0-	-0-
The Davey Tree Expert Company	\$4,659.82	-0-
Dynegy Power Marketing Inc.	\$26,476.29	\$8,208.59
Enron Corp. & Affiliates	\$20,081.28	\$11,398.52
GWF Power Systems	-0-	-0-
Merrill Lynch	\$12,182.43	\$12,182.43
PE-Berkeley, Inc.	\$4,322.92	\$4,322.92
City of Palo Alto	\$1,414.20	\$1,224.75
State of Tennessee	\$8,804.71	-0-
Morgan Guaranty	\$8,344.73	\$8,344.73
Bank of New York ¹	\$8,612.52	\$8,612.52
Total	\$100,829.32	\$58,659.02

20 Expense reimbursement requests are comprised of travel costs, including
21 airfare, hotel, meals and transportation charges, incurred by Committee Members in
22 connection with attendance at in-person meetings, typically in San Francisco, of the full
23 Committee, any subcommittee in which a Committee Member participates, the Plan
24 Working Group, or any other meeting between the Committee Member and PG&E
25 relating to the Committee Member's duties as a member of the Committee. Committee
26

27
28 ¹ Removed from the Committee by the U.S. Trustee on or about August 13, 2001.

1 Members are required routinely to travel to San Francisco from other locations,
2 including New York, Texas, Tennessee and Los Angeles. The requested travel expenses
3 thus have been necessarily incurred by Committee Members in fulfilling the
4 Committee's statutory functions.

5 **II. THE COURT SHOULD APPROVED THE REQUESTED EXPENSES**

6 11 U.S.C. §503(b) provides, in pertinent part:

7 After notice and a hearing, there shall be allowed
8 administrative expenses, other than claims allowed under
9 section 502(f) of this title, including—

10 (3) the actual, necessary expenses, other than
11 compensation and reimbursement specified in
12 paragraph (4) of this subsection, incurred by—

13 (F) a member of a committee appointed under
14 section 1102 of this title, if such expenses are
15 incurred in the performance of the duties of
16 such committee.

17 Copies of the monthly "Submission of Expense Requests by Official
18 Unsecured Creditors Committee" ("Submissions") were previously filed with this Court
19 on June 30, 2001 and July 31, 2001. Attached to the Submissions were Expense
20 Reimbursement Request forms signed by each Committee Member under penalty of
21 perjury confirming the accuracy of the expenses set forth therein and a brief description
22 of the meetings for which the expenses were incurred. Copies of additional Expense
23 Reimbursement Request forms not previously filed with the Court, but included in this
24 Application, are attached to the Declaration of Robert Jay Moore.

25 The expenses consist of travel costs incurred by Committee members in
26 connection with their attendance at numerous meetings of the Committee and meetings
27 between the Committee and the Debtor, as set forth in each Expense Reimbursement
28 Request form. Moreover, litigation, legislative and financial subcommittees, as well as
a plan working group, were formed. These smaller groups met on a more frequent basis.
Often, meetings were conducted by telephone, when appropriate, in order to save travel

1 expenses.

2 The agenda items at these meetings consisted of issues that are central to
3 this bankruptcy case and, accordingly, central to the fulfillment of the Committee's
4 statutory functions, including, among many others, discussions and analysis of
5 (1) PG&E's operations and its assets and liabilities; (2) Qualified Facilities issues;
6 (3) numerous contested matters and relief from stay issues; (4) adversary proceedings
7 filed in the case; (5) CPUC and FERC proceedings; (6) legislative developments;
8 (7) financing issues; and (8) plan of reorganization issues.

9 Accordingly, the expenses incurred by Committee Members in connection
10 with attendance at the above-described meetings were necessary to enable the
11 Committee to fulfill its functions.

12 **III. CONCLUSION**

13 In accordance with 11 U.S.C. §503(b)(3)(F) and the procedures set forth in
14 paragraph 5 of the Order, the Committee respectfully requests that the Court approve the
15 expense reimbursements requested by the Committee members in the amounts set forth
16 in the chart above under the column "Cumulative Amount Requested" on a final basis.

17 DATED: September 13, 2001

18 MILBANK, TWEED, HADLEY & McCLOY
19 LLP

20 By: Robert Jay Moore
21 Paul S. Aronzon
22 Robert Jay Moore
23 Michael I. Sorochinsky

24 Attorneys for the Official Committee of
25 Unsecured Creditors
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

DECLARATION OF ROBERT JAY MOORE

I, Robert Jay Moore, declare as follows:

1. I am a partner at Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (“Committee”) in the Pacific Gas and Electric Company (“PG&E”) bankruptcy case. Except as otherwise stated, I have personal knowledge of the facts set forth below, and if called upon, I could and would testify based upon such personal knowledge to the facts set forth herein. I make this declaration in support of the Application for Final Allowance of Expense Requests by Official Unsecured Creditors Committee Members for the Period of April Through July 2001. All capitalized terms herein have the same meaning as in the Application.

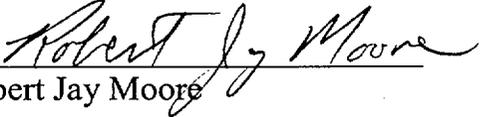
2. Attached hereto as Exhibit “A” are true and complete copies of the Expense Reimbursement Request forms for individual Committee Members for the period of April through July 2001 that were not included in the Submissions filed with this Court on June 30, 2001 and July 31, 2001.

3. I attended numerous meetings of the Committee, the formed Subcommittees established with respect to litigation, financial and regulatory and legislative matters, the Plan Working Group, and other meetings involving the Committee and PG&E. The topics discussed at the meetings that I attended were too numerous to list here in their entirety, but generally included discussions and analysis of (1) PG&E’s operations and its assets and liabilities; (2) Qualified Facilities issues; (3) numerous contested matters and relief from stay motions; (4) adversary proceedings filed in the case; (5) CPUC and FERC proceedings; (6) legislative developments; (7) financing issues; and (8) plan of reorganization issues. When appropriate, meetings have been conducted by telephone in order to avoid travel expenses.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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

Executed this 13th day of September 2001 at Los Angeles, California.


Robert Jay Moore

**Pacific Gas and Electric Company, Case No. 01-30923
Creditor Committee Expense Reimbursement Request**

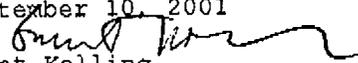
Committee Member: Grant Kolling
For Month Ending: July 31, 2001

<u>Expense Category</u>	Amount
Air transportation	0.00
Hotels	0.00
Meals-Travel	7.45
Meals-Working	0.00
Other Transportation - Taxicabs	0.00
Parking	64.00
Long distance telephone	0.00
Photocopies	0.00
Faxes	
Outgoing	0.00
Incoming	0.00
Postage	0.00
Delivery Service	0.00
Other: Mileage @ 34.5¢/mile	118.00
Total Reimbursement Request	<u>189.45</u>

Brief Summary of Travel, Meetings, Conferences

- July 2: Creditor Committee/Subcommittee Meeting, San Francisco
- July 12: Creditor Committee Meeting, San Francisco
- July 19: Creditor Committee/Subcommittee Meeting, San Francisco
- July 25: Creditor Committee/Subcommittee Meeting, San Francisco
- July 26: Creditor Committee/Subcommittee Meeting, San Francisco

Certification of Amount(s) Received from Pacific Gas and Electric Company
I declare under penalty of perjury I have reviewed the above summary and after making reasonable inquiry believe this document is accurate.

Date submitted: September 10, 2001
Member's Signature: 
Member's Name: Grant Kolling
Member's Position: Senior Assistant City Attorney
Member's Company: City of Palo Alto