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Special Counsel to Debtor
PACIFIC GAS AND ELECTRIC COMPANY

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re
PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,
Debtor.
Federal ID No. 94-0742640

Chapter 11
Case No. 01-30923 DM
COOLEY GODWARD LLP'S THIRD COVER
SHEET APPLICATION FOR ALLOWANCE AND
PAYMENT OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE
PERIOD AUGUST 1, 2001 - AUGUST 31, 2001

[No Hearing Scheduled]

Cooley Godward LLP (the "Firm") submits this Third Cover Sheet Application (the "Application") for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period August 1, 2001- August 31, 2001 (the "Application Period").

This Application is made pursuant to the Order Establishing Interim Fee Application and Expense Reimbursement Procedure that was entered on or about June 26, 2001 ("Interim Fee Order"). Paragraph 4 of the Interim Fee Order contemplates that the Debtor shall pay a portion of its professionals undisputed fees and all costs after the fifteenth day of the month following the filing and service of the Application ("Interim Compensation"). As disclosed in its Employment Application, the Firm received a pre-petition retainer from the Debtor ("Retainer"). Unless otherwise directed by the Bankruptcy Court and notwithstanding paragraph 8 of this Application, the Firm will first apply the Retainer to satisfy Interim Compensations due to the Firm from the

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1.

Debtor and, once the Retainer is exhausted, seek unpaid Interim Compensation from the Debtor as contemplated by paragraph 4 of the Interim Fee Order.

In support of this Application, the Firm respectfully represents as follows:

1. The Firm is Special Counsel to Pacific Gas and Electric Company (the "Debtor"). The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the Application Period.

2. The Firm billed a total of \$391,474.17 in fees and expenses during the Application Period. The total fees represent approximately 1,211.40 hours expended during the period covered by this Application. These fees and expenses break down as follows:

PERIOD	FEES	EXPENSES	TOTAL
August 1 to August 31, 2001	\$386,993.00	\$4,481.17	\$391,474.17

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$333,425.22 at this time. This total is comprised as follows: \$328,944.05 (85%) of the fees for services rendered¹ plus \$4,481.17 (100% of the expenses incurred).

4. For the post-petition period, the Firm has been paid to date as follows: \$275,770.14.

5. To date, the Firm is owed as follows (excluding amounts owed pursuant to this Application): \$29,434.90.

6. With regard to the copies of this Application served on counsel for the Committee, counsel for the Debtor and the Office of the United States Trustee, attached as Exhibit 1 hereto is the name of each professional who performed services in connection with this case during the period covered by this Application and the hourly rate for each such professional; and (b) attached as Exhibit 2 are the detailed time and expense statements for the Application Period that comply with all Northern District of California Bankruptcy Local Rules and Compensation Guidelines and the Guidelines of the Office of the United States Trustee.

7. The Firm has served a copy of this Application (without Exhibits) on the Special Notice List in this case.

¹ Payment of this amount would result in a "holdback" of \$58,048.95, plus the holdback from the first Application of \$13,648.55, and the second Application of \$15,786.35.

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2.

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1 8. Pursuant to this Court's Interim Fee Order the Debtor is authorized to make the
2 payment requested herein without a further hearing or order of this Court unless an objection to
3 this Application is filed with the Court by the Debtor, the Committee or the United States Trustee
4 and served by the fifteenth day of the month following the service of this Application. If such an
5 objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the objection. The
6 Firm is informed and believes that this Application was mailed by first class mail, postage prepaid,
7 on or about September 28, 2001.

8 9. The interim compensation and reimbursement of expenses sought in this
9 Application is on account and is not final. Upon the conclusion of these cases, the Firm will seek
10 fees and reimbursement of the expenses incurred for the totality of the services rendered in the
11 case. Any interim fees or reimbursement of expenses approved by this Court and received by the
12 Firm (along with the Firm's retainer) will be credited against such final fees and expenses as may
13 be allowed by this Court.

14 10. The Firm represents and warrants that its billing practices comply with all Northern
15 District of California Bankruptcy Local Rules and Compensation Guidelines and the Guidelines of
16 the Office of the United States Trustee. Neither the Firm nor any members of the Firm has any
17 agreement or understanding of any kind or nature to divide, pay over or share any portion of the
18 fees or expenses to be awarded to the Firm with any other person or attorney except as among the
19 members and associates of the Firm.

20 **WHEREFORE**, the Firm respectfully requests that the Debtor pay compensation to the Firm
21 as required herein pursuant to and in accordance with the terms of the Interim Fee Order.

22 Dated: September 28, 2001

COOLEY GODWARD LLP

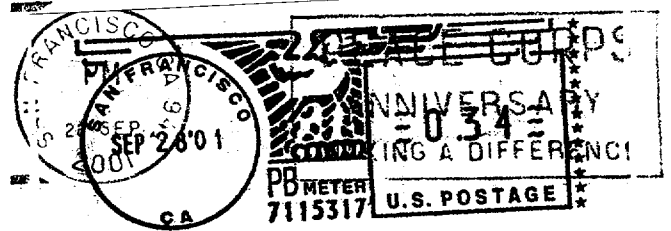
By: 

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