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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re PACIFIC GAS AND ELECTRIC COMPANY, a California corporation, Debtor. Federal I.D. No. 94-0742640	Case No. 01 30923 DM Chapter 11 **STIPULATION AND ORDER REGARDING PX DOCUMENT PRODUCTION AND KEY PERSONNEL**

This Stipulation and Order Regarding ISO Document Production and Key Personnel is entered into by and between Southern California Edison Company ("SCE") and the California Power Exchange Corporation ("PX" and, collectively with SCE, the "Parties").

I. RECITALS

1. On July 11, 2001, the Court entered its Order Directing Production of Documents to ISO/PX Market Participants Pursuant to Federal Bankruptcy Rule 2004 and Protective Order Respecting Confidentiality of Documents ("July 11 Order"). All capitalized terms used but not defined herein shall have the meanings given them in the July 11 Order.

2. The July 11 Order sets forth a procedure for Market Participants, including

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SCE, to follow in order to disclose the Responsive Information to Key Personnel.

3. Pursuant to the July 11 order, on August 15, 2001, SCE filed a request setting forth certain Key Personnel – Barbara Reeves, Douglas Ditonto, Michael Mackness, Julie Miller, Harold Pope, Bo Drobenko, Gary Stern, Joseph Yan, Phillip Schofield, Mark Reardon, and Thomas Lepick – whom it wished to have access to the Responsive Information ("Request").

4. On September 20, 2001, SCE filed a supplemental declaration to its Request. In the supplemental declaration, Barbara Reeves, Assistant General Counsel at SCE, stated that SCE is not presently engaged in buying or selling in the ISO market, and that none of the Key Personnel identified in its Request are involved in competitive bidding activities in the ISO markets for the purchase and sale of wholesale electricity. The supplemental declaration also identified Stephen Pickett, General Counsel at SCE, as having inadvertently been omitted from SCE's Request, and stated that Mr. Pickett is also not involved in competitive bidding activities in the ISO markets for the purchase and sale of wholesale electricity.

5. Barbara Mathews, Assistant General Counsel at SCE, was also inadvertently omitted from SCE's Request. Ms. Mathews is not involved in competitive bidding activities in the ISO markets for the purchase and sale of wholesale electricity.

6. On August 30, 2001, the Court held a hearing on SCE's Request and similar papers filed by other Market Participants, and, on September 21, 2001, the Court supplemented its July 11 Order with its Order Re Disclosure Of Documents By Market Participants To Key Personnel ("September 21 Order").

7. The September 21 Order provides that the Custodian and Outside Professionals of each Market Participant may disclose to the Market Participant's Key Personnel (a) Responsive Information produced in response to PG&E's Request Nos. A through E, and (b) Responsive Information produced in response to PG&E's Request Nos. F through J, subject to certain limitations. The September 21 Order further provides that such disclosure can only be made to Key Personnel who are identified by name in papers filed with the Court prior to September 12, 2001, or who are subsequently authorized to receive Responsive Information by order of this Court.

8. The Parties wish to clarify their agreement with respect to the scope of the Responsive Information that may be disclosed, and SCE desires, and the PX has agreed, that SCE may add Barbara Mathews to the list of Key Personnel that are entitled to receive the Responsive Information.

II.
STIPULATION

Based on the foregoing, the Parties hereby stipulate and agree as follows:

1. The Custodian and/or Outside Professionals of SCE may disclose to all previously-designated Key Personnel (Barbara Reeves, Douglas Ditonto, Michael Mackness, Julie Miller, Harold Pope, Bo Drobenko, Gary Stern, Joseph Yan, Phillip Schofield, Mark Reardon, Thomas Lepick, and Stephen Pickett) any and all Responsive Information produced by the PX in response to PG&E's Request Nos. A through J.

2. Barbara Mathews shall be included on the list of Key Personnel that are authorized to receive the Responsive Information.

3. Disclosure of the Responsive Information to Key Personnel shall, other than as set forth in this Stipulation and Order, be limited by the Court's July 11 Order and September 21 Order.

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DATED: November 26 2001

MUNGER, TOLLES & OLSON LLP

By: Stacie G. Galli
STACIE G. GALLI

Attorneys for Southern California Edison Company

DATED: November 26 2001

CALIFORNIA POWER EXCHANGE CORPORATION

By: Susan D. Rossi
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ORDER

IT IS SO ORDERED.

DATED: _____

_____
THE HONORABLE DENNIS MONTALI

PROOF OF SERVICE BY MAIL

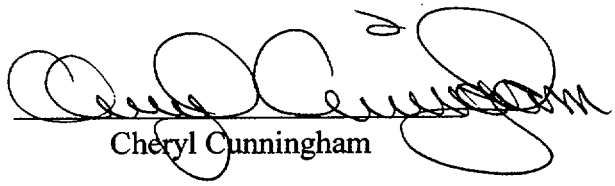
I am employed in the County of San Francisco, State of California. I am over the age of 18 and not a party to the within action. My business address is 33 New Montgomery Street, Nineteenth Floor, San Francisco, California 94105-9781.

On November 28, 2001, I served the foregoing document described as **STIPULATION AND ORDER REGARDING PX DOCUMENT PRODUCTION AND KEY PERSONNEL** on the interested parties in this action by placing a true copy thereof enclosed in a sealed envelope **via U.S. MAIL** addressed as follows:

PLEASE SEE ATTACHED SERVICE LIST

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

Executed on November 28, 2001, at San Francisco, California.



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