

50-275/323

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Financial Advisors for Official Committee of  
Unsecured Creditors

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

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

Case No. 01-30923 DM  
Chapter 11 Case

Federal I.D. No. 94-0742640

SAYBROOK CAPITAL, LLC  
COVER SHEET APPLICATION  
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR NOVEMBER 1, 2001 THROUGH  
NOVEMBER 30, 2001

Saybrook Capital, LLC (the "Firm") submits its Cover Sheet Application (the "Application") for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period November 1, 2001 through November 30, 2001 (the "Application Period"). In support of the Application, the Firm respectfully represents as follows:

1. The Firm is a financial advisor to the unsecured creditors of Pacific Gas and Electric Company, debtor and debtor-in-possession in the above-referenced bankruptcy case (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

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1 Application Period.

2 2. The Firm billed a total of \$203,881.01 in fees and expenses during the  
3 Application Period. The Firm entered into an Engagement Agreement covering the  
4 Application Period (the "Agreement") with the Official Committee of Unsecured Creditors of  
5 Pacific Gas and Electric Company (the "Committee"). The Agreement calls for a monthly  
6 fee of \$250,000.00 for the first six (6) months of the Engagement Period and a monthly fee of  
7 \$200,000.00 for each month of the engagement after, plus reimbursement of actual out-of-  
8 pocket expenses. The total monthly fees incurred through November 30, 2001 represents 1  
9 month of the monthly engagement during the Application Period. These fees and expenses  
10 break down as follows:

11

12 Period	Fees	Expenses	Total
13 November 1 – November 30	\$200,000.00	\$3,881.01	\$203,881.01
14 Total for Period	\$200,000.00	\$3,881.01	\$203,881.01

15 3. Accordingly, the Firm seeks allowance of interim compensation in the total  
16 amount of \$173,881.01 at this time. This total is comprised as follows:  
17 \$170,000.00 (85% of the fees for services rendered)<sup>1</sup> plus \$3,881.01 (100% of the expenses  
18 incurred).

19 4. With regard to the copies of this Application served on counsel for the  
20 Committee, counsel for the Debtor and the Office of the United States Trustee, attached as  
21 Exhibit 1 hereto is the name of each professional who performed services in connection with  
22 this case during the period covered by this Application and a narrative summarizing the work  
23 of each professional; and (b) attached as Exhibit 2 are the detailed expense statements for the  
24 Application Period that comply with all Northern District of California Bankruptcy Local  
25 Rules and Compensation Guidelines and the Guidelines of the Office of the United States  
26

27  
28 <sup>1</sup>Payment of this amount would result in a "holdback" of \$30,000.00

1 Trustee.

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

4 6. Pursuant to this Court's 'ORDER ESTABLISHING INTERIM FEE  
5 APPLICATION AND EXPENSE REIMBURSEMENT PROCEDURE' which was entered  
6 on or about July 25, 2001, the Debtor is authorized to make the payment requested herein  
7 without a further hearing or order of this Court unless an objection to this Application is filed  
8 with the Court by the Debtor, the Committee or the United States Trustee and served by the  
9 fifteenth day of the month following the service of this Application. If such an objection is  
10 filed, Debtor is authorized to pay the amounts, if any, not subject to the objection. The Firm  
11 is informed and believes that this Cover Sheet Application was mailed by overnight mail on  
12 or about December 21, 2001.

13 7. The interim compensation and reimbursement of expenses sought in this  
14 Application is on account and is not final. Upon the conclusion of this case, the Firm will  
15 seek fees and reimbursement of the expenses incurred for the totality of the services rendered  
16 in the case. Any interim fees or reimbursement of expenses approved by this Court and  
17 received by the Firm will be credited against such final fees and expenses as may be allowed  
18 by this Court.

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

1           WHEREFORE, the Firm respectfully requests that the Debtor pay compensation  
2 to the Firm as requested herein pursuant to and in accordance with the terms of the "ORDER  
3 ESTABLISHING INTERIM FEE APPLICATION AND EXPENSE REIMBURSEMENT  
4 PROCEDURE."

5 DATED:

6 SAYBROOK CAPITAL, LLC

7  
8 By: 

JONATHAN ROSENTHAL

9 Financial Advisor for the Official Committee of  
10 Unsecured Creditors of PACIFIC GAS AND  
11 ELECTRIC COMPANY  
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