

58-215/1323

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**FILED**

MAY 15 2002

UNITED STATES BANKRUPTCY COURT  
SAN FRANCISCO, CA

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10 Accountants and Financial Advisors for Official  
11 Committee of Unsecured Creditors

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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.

Case No. SF 01-30923 DM

Chapter 11

**THIRD INTERIM APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION AND  
REIMBURSEMENT OF EXPENSES  
(DECEMBER 1, 2001 THROUGH MARCH  
31, 2002); DECLARATION OF THOMAS E.  
LUMSDEN IN SUPPORT THEREOF**

Hearing:

Date: July 2, 2002

Time: 1:30 pm

Place: 235 Pine Street, 22<sup>nd</sup> Floor  
San Francisco, CA

*Accl - Add: OGC Mail Center*

1 **TO THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY**  
2 **JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE, THE DEBTOR, AND**  
3 **OTHER PARTIES IN INTEREST:**

4 PricewaterhouseCoopers LLP ("PwC"), accountants and financial advisors to the Official  
5 Committee of Unsecured Creditors ("Committee") in the Pacific Gas and Electric ("PG&E")  
6 bankruptcy case, hereby submits its third interim application for allowance and payment of  
7 compensation and reimbursement of costs and expenses (the "Third Interim Application")  
8 covering the period from December 1, 2001 through March 31, 2002 (the "Third Application  
9 Period"). In support of the Third Interim Application, PwC respectfully represents as follows:

10 **I.**

11 **INTRODUCTION**

12  
13 This is PwC's third long-form interim application for approval of compensation and  
14 reimbursement of related expenses for services rendered on behalf of the Committee during  
15 PG&E's chapter 11 case. PwC submits this Third Interim Application in accordance with  
16 Bankruptcy Code sections 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure  
17 (the "Bankruptcy Rules"), the Office of the United States Trustee for the Northern District of  
18 California Guidelines (the "UST Guidelines"), and the United States Bankruptcy Court Northern  
19 District of California Guidelines for Compensation and Expense Reimbursement of Professionals  
20 and Trustee ("Court Guidelines"). Through this Third Interim Application, PwC seeks  
21 (i) interim approval and allowance of \$852,999 in fees accrued and \$75,404 in expenses incurred  
22 for services rendered by PwC on behalf of the Committee during the period December 1, 2001  
23 through and including March 31, 2002.

24  
25 During the Third Application Period, PwC professionals spent a total of 2,221.3 hours  
26 rendering services to the Committee in connection with the PG&E bankruptcy case at a blended  
27 hourly rate of \$384. PwC also incurred \$75,404 in costs and expenses in connection with those  
28 services, for which PwC is requesting reimbursement. Accordingly, PwC seeks allowance and

1 payment of a total of \$928,403 for services rendered and reimbursement of costs and expenses  
2 incurred during the Third Application Period. PwC has received payment of fees in the amount  
3 of \$555,607 and expenses in the amount of \$58,181 on account of the Monthly Cover Sheet  
4 Applications for the period of December 1, 2001 through March 31, 2002. The services and  
5 costs for the Third Application Period are described below and are detailed in the exhibits filed  
6 concurrently herewith.

7  
8 **SUMMARY OF DEVELOPMENTS IN THE CASE**

9  
10 On April 6, 2001 (the "Petition Date"), Pacific Gas and Electric Company (the  
11 "Debtors") filed voluntary petitions for reorganization under Chapter 11 of title 11 of the United  
12 States Bankruptcy Code ("Bankruptcy Code"). The Debtors continue to operate their business  
13 and manage their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of  
14 the Bankruptcy Code.

15  
16 On July 2, 2001 this Court entered an order (the "Retention Order") authorizing, *nunc pro*  
17 *tunc*, employment of PwC as of April 11, 2001, as Accountants and Financial Advisors for the  
18 Committee.

19  
20 The Retention Order authorized the retention of PwC to render to the Committee the  
21 following essential services, which include but are not limited to the following:

- 22  
23 (a) Assistance to the Committee in the review of financial related disclosures  
24 required by the Court, including the Schedules of Assets and Liabilities, the Statement of  
25 Financial Affairs and Monthly Operating Reports;
- 26 (b) Assistance with a review of the Debtor's short-term cash management  
27 practices;
- 28

1 (c) Advice and guidance to the Committee with respect to utility accounting  
2 and electric and gas utility operating elements, including elements of rate making, cost recovery  
3 and the financial impact of regulatory decisions;

4 (d) Assistance and advice to the Committee with respect to the value of the  
5 Debtor's operating assets and make recommendations regarding the highest and best use,  
6 operation, and ultimate disposition of such assets;

7 (e) Assistance in the review of financial information distributed by the Debtor  
8 to creditors and others, including, but not limited to, cash flow projections and budgets, cash  
9 receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis  
10 of proposed transactions for which Court approval is sought;

11 (f) Attendance at meetings and assistance in discussions with the Debtor,  
12 regulators, State agencies, mortgage holders and other secured lenders in this chapter 11 case, the  
13 U.S. Trustee, other parties in interest and professionals hired by the same, as requested;

14 (g) Assistance in the review and/or preparation of information and analysis  
15 necessary for the confirmation of a Plan of Reorganization in this chapter 11 case;

16 (h) Assistance to the Committee and its counsel in the preparation and  
17 evaluation of potential litigation;

18 (i) Assistance in the discharge of the Committee's duties and functions in this  
19 case, including, but not limited to, compilation of material required for court testimony; and

20 (j) Render such other general business consulting or such other assistance as  
21 the Committee or its counsel may deem necessary that are not duplicative of services provided  
22 by other professionals in this proceeding.

23  
24 PwC incorporates by reference the overview of case activity presented in the Section II of  
25 the Third Interim Application of Milbank Tweed Hadley & McCloy LLP for Allowance and  
26 Payment of Compensation and Reimbursement of Expenses. The Debtor continues to operate its  
27 business, and cash flow appears to be neutral pending regulatory decisions by the California  
28 Public Utilities Commission. Two competing plans have been filed in the case.

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**II.**

**SUMMARY OF PRICEWATERHOUSECOOPERS LLP'S EXPERIENCE**

PwC, the world's largest professional services organization, provides accounting, auditing, tax, litigation, information technology, bankruptcy and business recovery consulting services to clients through offices in over 150 countries worldwide.

PwC has extensive experience in financial reorganizations, bankruptcy and litigation consulting services. Our professionals have provided services to a wide variety of industries, and as a result, PwC has accumulated a wealth of knowledge concerning the intricacies in these matters.

In bankruptcy restructurings, PwC has accumulated over a quarter of a century of experience serving Debtors, Creditors, and Trustees in bankruptcy matters.

PwC has assisted numerous Debtor and Debtor-In-Possession entities involving, successful development of reorganization plans, numerous valuation projects, sales of assets in Chapter 11, extensive tax consulting, and other services related to reorganization.

**III.**

**SUMMARY OF SERVICES RENDERED BY PwC**

During the Third Application Period, PwC represented and advised the Committee with respect to a wide range of issues and challenges. Due to the comprehensive nature of the services rendered by PwC during the Third Application Period, no attempt is made herein to detail the totality of such services. The full scope of the services rendered by PwC is set forth in detail in the billing reports filed concurrently herewith under captions entitled "PricewaterhouseCoopers LLP's Time Records Exhibit for the Period December 1, 2001 to March 31, 2002" (the "Billing Reports"). However, in order to assist the Court, the United States Trustee, PG&E and other parties in interest in reviewing this Third Interim Application, a brief summary of PwC's billing procedures and the services rendered by PwC during the Third Application Period with regard to each activity code category, including certain undertakings

1 within each category, is set forth below.

2 **A. Summary Of PwC's Billing Procedures.**

3  
4 It is PwC's normal business practice to charge its clients in full for services rendered and  
5 all actual and necessary out-of-pocket costs and expenses incurred by PwC in providing those  
6 services.

7  
8 In the ordinary course of its practice, PwC maintains records of time expended by  
9 professionals in rendering services to its clients. Time records are made substantially  
10 contemporaneously with the rendition of these professional services and are prepared by the  
11 professionals who have rendered the services. In matters such as this, time records are kept in 6  
12 minute (.1 hour) increments.

13 This case, which has been described as the forth largest bankruptcy case filed in the  
14 United States, has involved significant interaction with outside agencies, including the Federal  
15 Energy Regulatory Commission, the California Public Utility Commission ("CPUC"), the  
16 California Energy Commission, the Department of Water & Power ("DWR"), the State  
17 Legislature, the Governors Office, as well as taxing authorities and other reporting agencies. The  
18 activity in this case has been likened to a fast-track environment as the Debtor and Creditors  
19 have moved swiftly to grapple with the issues of a regulated utility in bankruptcy, and parties  
20 have sought to develop a consensual plan of reorganization structure. During the course of this  
21 case, we have observed unprecedented action by all of the parties noted above to address the  
22 underpinnings of the energy crisis in California. These have included the filing of two competing  
23 plans of reorganization within one year of the case's commencement, proceedings by the  
24 legislature and the CPUC to address hardship by the QF generators, proceedings by the  
25 Governor, Legislature and FERC on price caps and refunds for energy, action by the Legislature  
26 and Energy Commission to support development of power plants, proceedings with the CPUC  
27 over the DWR power purchases, negotiations and legislative proceedings involving bailout  
28 measures for utilities in California, issues involving the State Treasurers office, DWR, CPUC

1 and the Governor over bond financing for the DWR power purchases, interplay among the  
2 utilities in California, the CPUC and DWR concerning allocation of the costs of power and bond  
3 financing as it may affect each utility, and agreement between the CPUC and Southern  
4 California Edison (SCE) on a means to repay SCE's past-due obligations. The issues at stake  
5 have been monumental with PG&E's reported debt and claims exceeding \$13 Billion, the range  
6 of revenue at stake for their electricity procurement activities varies from \$2.8 Billion to \$3.7  
7 Billion per year, the proposed allocation of DWR power and bond finance costs varying from  
8 \$2.0 Billion to over \$2.2 Billion per year, and QF pre-petition claims on executory contracts  
9 exceeding \$1 Billion. During the pendency of this case, we have observed electricity prices vary  
10 from hundreds of dollars per Megawatt to power prices in the \$15-30 range. We have seen  
11 natural gas prices vary by a factor of 10x the historic price average. Reported purchases of power  
12 by the DWR have varied from over \$100 million per day to under \$12 million per day during this  
13 period.

14 The Committee organization structure has been unique for this case, with greater time  
15 involvement by Committee members than in most any other case. The personal commitment of  
16 Committee members to actively participate on a continuous basis has matched the activity level  
17 in the case with over 6200 filings listed in the Court docket through May 1, 2001. The  
18 Committee has participated in an unprecedented number of meetings of the Committee, advisors,  
19 the Debtor and the CPUC. The Committee, in order to address the monumental workload and  
20 myriad of tasks at hand, has created four distinct subcommittees: Financial, Legislative,  
21 Regulatory and Plan. PwC has assembled sub-teams of professionals to address the issues and  
22 work assignments set forth by the Committee, subcommittees and working group. In the course  
23 of PwC's representation of the Committee in this matter, it has been necessary and requested that  
24 more than one or two professionals participate in meetings and conferences with the Committee  
25 representatives, the CPUC or with the Debtor. This is not normally the case for PwC in such  
26 matters and has been dictated by the size of the case, the complex nature of the matters being  
27 discussed, the speed with which matters are being addressed in the case, and requirement to have  
28

1 various specialty skills represented and participating in certain key discussions. In many cases,  
2 these have been high-level meetings or key discussions with the Debtor representatives or the  
3 CPUC and its advisors who are not able to make themselves available for repetitive follow-up  
4 discussions. In many cases, the participation of multiple professionals by PwC has been dictated  
5 by the specific specializations and backgrounds such as those of the following key professionals:

6 Michael Hamilton is the Firm's senior Utility Specialist in Accounting and  
7 Restructurings. He has participated in each of the restructurings that have involved a utility for  
8 the Firm over the past 25 years. He has unique knowledge of the regulatory and business  
9 environment facing utilities. Mr. Hamilton has coordinated the Committee work on plan  
10 structuring, regulatory matters, cash flow projections and legislative matters.

11 Thomas Lumsden is one of the Firm's senior bankruptcy specialists, with specialization  
12 in utilities and the California Market, having participated in development of the infrastructure for  
13 the electricity deregulation in the State, and has operated and bought and sold electrical  
14 generation facilities. Mr. Lumsden coordinated the Committee work on executory contracts for  
15 QF's, the net short grid modeling, the DWR power purchases and revenue requirements, the tax  
16 issues involving the Plan structure, the retained generation filings with the CPUC, coordinated  
17 financial/economic feasibility analyses of each of the competing plans, and provided committee  
18 assistance to the mediation process.

19 M. Freddie Reiss is a senior bankruptcy specialist with expertise in serving Committees  
20 and dealing with intercreditor matters. He has coordinated the Firm's negotiations in the areas of  
21 employee retention issues, employment of Debtor professionals, ordinary course motions,  
22 committee governance and plan negotiations with the Debtor and with the CPUC.  
23

24 Rocky Ho is a Director in Business Recovery Services who has been responsible for  
25 coordinating staff assignments and projects for the PwC team, review of work product, and  
26 quality control, and has specialized in review and coordination of all Committee response to  
27 Debtor motions and filings, litigation matters and Committee consent on expenditures.  
28

1 Allison Young is a Manager in Business Recovery Services who has specialized in the  
2 financial modeling, the statewide grid modeling, the cash flow analysis, the assessment of Debtor  
3 projections, the assessment of the CPUC's projections, alternative plan structures and feasibility,  
4 tax analysis of both plan proposals, and provided financial assistance to all parties involved in  
5 the mediation process.

6 Margery Neis is a Utilities specialist in Business Recovery Services who has coordinated  
7 the review and monitoring of all matters with the CPUC, the DWR power purchases and contract  
8 database and QF contracts.

9  
10 A separate analysis of participation of PwC professionals at meetings is presented in Exhibit 4 to  
11 this Application for explanation of the role and purpose of each professionals' participation.

12 **B. Summary Of Exhibits Regarding Services Rendered By PwC.**

13 PwC has attached the following exhibits as support to its Application:

14  
15 1. Attached to the Declaration of Thomas E. Lumsden ("Lumsden Declaration") is  
16 Exhibit 1 - A summary schedule showing the professionals who performed the services, the  
17 number of hours spent, the respective professional's billing rate, and the total fees for such  
18 services;

19 2. Exhibit 2 - Summary of Fees by Project Category and itemized time records, in  
20 chronological order, of each specific service for which an award of compensation is sought. The  
21 itemized record includes: (1) the date each service was rendered, (2) the professional(s) who  
22 performed the service, (3) a description of the services rendered, and (4) the time spent  
23 performing the service in increments of tenths of an hour for the Third Interim Application;

24 3. Exhibit 3 - Expense Summary and Expense Detail reports by individual and  
25 itemized total expenses for which reimbursement is sought. All expenses for which  
26 reimbursements are sought are disclosed in detail by individual. It should be noted that any  
27 airfare charges were incurred as a result of travel in coach class. PwC has not requested  
28 reimbursement for certain out-of-pocket expenses when it would not be possible to assemble the

1 billing details for reimbursement under the Guidelines. These unbilled out-of-pocket expenses  
2 typically include telephone charges for calls placed in its offices, postage costs including Federal  
3 Express charges and copying and facsimile charges incurred at the Applicant's offices in  
4 connection with these cases. These unbilled out-of-pocket expenses are real costs that have been  
5 incurred by PwC and have benefited the Estate; and

6 4. Exhibit 4 – Summary of Meetings that more than two PwC professionals  
7 attended. The summary highlights the relative importance of each team member and the purpose  
8 of their involvement at the meetings.

9 **C. Narrative Summary Of Services Provided By PwC.**

10 PwC has submitted detailed listings of time incurred by professional by task for the  
11 monthly Cover Sheet Applications to the Debtor, Committee, the United States Trustee and the  
12 Court for the period covered by this Third Interim Application. PwC has made reductions to the  
13 number of hours submitted on the monthly Cover Letter Applications for the task codes: Fee  
14 Application and Professional Compensation Matters, and has reclassified some of the detailed  
15 time into categories that more appropriately reflect the work performed. Reclassification were  
16 made to adjust for new categories of tasks that were not utilized in earlier periods, and to  
17 harmonize the categorization among professionals.

18  
19 **1. Asset Sales/Valuation Issues (Category 01).**

20  
21 During the Third Application Period, PwC professionals spent a total of 29.4  
22 hours rendering services in this category, for which PwC seeks compensation of \$9,181. A  
23 summary of the PwC professionals who rendered services in this category and the corresponding  
24 amount of fees requested is included in Exhibit "2." The Billing Record for this category, which  
25 sets forth a detailed description of the services rendered are filed concurrently herewith.

26 Services rendered by PwC professionals in this category included:

27  
28 a) PwC updated and expanded upon its top level valuations of the Debtor's

1 assets and business segments to ascertain solvency of Debtor and ability of the assets to provide  
2 asset value coverage for the proposed debt issued under the plan of reorganization.

3 b) PwC prepared comparable company analysis of integrated utilities to  
4 calculate the potential equity value and number of shares that would need to be sold under the  
5 CPUC's plan of reorganization.

6  
7 The purpose for the work performed was to enable the Committee to assess the  
8 solvency of the Debtor, to assess the ability of the Debtor's assets, at market value, to provide  
9 adequate coverage for the proposed debt to be issued under the plan of reorganization, and to  
10 assess the approximate value of the Debtor's equity under the CPUC plan. The valuation of the  
11 Debtors business segments involved analysis of each component of the Debtors operations,  
12 adjusting for the different cost structure, resources, market pricing and regulatory environment in  
13 California. This information has assisted the Committee in evaluating the debt capacity and  
14 creditworthiness of each of the proposed new entities in the Debtor's Plan of Reorganization and  
15 of the integrated utility under the CPUC's Plan of Reorganization. In the process of developing  
16 the comparable company data, which is referenced in valuations, PwC has also utilized the  
17 information to assess the viability of the Debtors financial projections for plan purposes.

## 18 2. Bankruptcy Reporting (Category 02).

19  
20 During the Third Application Period, PwC professionals spent a total of 121.5  
21 hours rendering services in this category, for which PwC seeks compensation of \$34,444. A  
22 summary of the PwC professionals who rendered services in this category and the corresponding  
23 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
24 sets forth a detailed description of the services rendered is filed concurrently herewith.

25 Services rendered by PwC professionals in this category included:

26  
27 a) PwC reviewed and analyzed various motions and pleadings of the case,  
28 and provided comment to the committee on the financial impact of these items.

1           There have been innumerable motions filed in the case by the Debtor and other  
2 parties which required review and assessment by PwC to assist counsel to the Committee in  
3 determining the necessary response. Such motions have included stipulations between debtor  
4 and certain classes of creditors involving revised post-petition credit terms, review of various  
5 disclosure statement issues, motion to pay certain pre-petition interest and similar pleadings. In  
6 many cases, the time associated with those motions has been posted to a distinct task code, but in  
7 other more generic cases, the time has been posted to the Bankruptcy Reporting task.

8           **3. Cash Flow Analysis (Category 03).**

9           During the Third Application Period, PwC professionals spent a total of 79.5  
10 hours rendering services in this category, for which PwC seeks compensation of \$32,437. A  
11 summary of the PwC professionals who rendered services in this category and the corresponding  
12 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
13 sets forth a detailed description of the services rendered, is filed concurrently herewith.

14           Services rendered by PwC professionals in this category included:

15           a) PwC analyzed the Debtors' cash flow forecasts to develop an  
16 understanding of the Debtor's liquidity position and its ability to generate sufficient cash to fund  
17 the proposed Plans of Reorganization.

18           b) PwC conducted interviews with members of management and their  
19 advisors to understand the structure and underlying assumptions of financial projections. Specific  
20 analyses focused on revenue, balance sheet, cash flow projections, working capital needs, capital  
21 expenditure plans, and EBITDA margins. This analysis is necessary to assess long-term viability  
22 and the Debtor's ability to fund the Plan of Reorganization.

23           c) PwC compared the historical cash flows to the cash flow projections for  
24 previous periods to ascertain the reasons for variations from budget and to aid in determining the  
25 accuracy of future cash flow projections.  
26  
27  
28

1           The process was critical to understanding the financial projections, both cash  
2 based and operating, to evaluate the solvency of the debtor, to assess the Committee position  
3 with respect to motions related to ordinary course expenditures, capital expenditures, payments  
4 to DWR, payments to ISO, the relationship and sensitivity of the cash flows to changes in natural  
5 gas fuel prices, and the Debtor's ability to generate sufficient cash flows to fund either of the  
6 proposed Plans of Reorganization.

7  
8           **4. Claims Analysis (Category 04).**

9           During the Third Application Period, PwC professionals spent a total of 134.3  
10 hours rendering services in this category, for which PwC seeks compensation of \$53,676. A  
11 summary of the PwC professionals who rendered services in this category and the corresponding  
12 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
13 sets forth a detailed description of the services rendered is filed concurrently herewith.

14           Services rendered by PwC professionals in this category included:

15  
16           a) PwC coordinated with the Debtor to summarize and reconcile those claims  
17 filed against the company to validate the value of potential allowed claims that the Estate is  
18 responsible for.

19           b) PwC reviewed the settlement between Enron and Southern California  
20 Edison to determine if this could be a possible template for the settlement of Enron's claim with  
21 the Debtor.

22  
23           c) PwC reviewed the support for and documentation of the NCPA and City  
24 of Palo Alto claims against the debtor to evaluate the potential amount of this litigation claim.

25           This work product has involved the review of claims filed by creditors totaling in  
26 excess of \$44 Billion; reconciling these amounts to those reported by the Debtor, and to  
27 information supplied by institutional creditors and in public filings; and evaluating those claims  
28

1 which are subject to estimation or adjustment through the ISO or PX, and those subject to CPUC  
2 review. Work in this area has resulted in validation on behalf of the Committee of a large  
3 segment of the claims in this case and evaluation of key claims including those for QF's,  
4 Sempra, cities, counties and other claimants where settlements have been proposed or discussed.

5 **5. Coordinating with Debtor (Category 05).**

6  
7 During the Third Application Period, PwC professionals spent a total of 9.2 hours  
8 rendering services in this category, for which PwC seeks compensation of \$4,331. A summary  
9 of the PwC professionals who rendered services in this category and the corresponding amount  
10 of fees requested is included in Exhibit "2." The Billing Report for this category, which sets  
11 forth a detailed description of the services rendered is filed concurrently herewith.

12 Services rendered by PwC professionals in this category included:

13  
14 a) PwC spent notable time coordinating meetings or the exchange of  
15 information with the debtor or its advisors. The time spent drafting data requests and preparing  
16 for these meetings are recorded in this task category. Attendance in meetings with the Debtor is  
17 recorded in the relevant task code.

18  
19 This effort has resulted in a coordinated and smooth flow of information from the  
20 Debtor to the Committee and has enabled the Committee to respond to requests of the Debtor  
21 and the Court on a timely basis. PwC has also shared much of its analysis of various aspects of  
22 the Debtors operations, including load and resource assessments, Plan financial projections,  
23 regulatory issues, and DWR contract and revenue requirement estimations. This collaborative  
24 effort has enhanced the efficiency of exchange of information and advanced activities in the  
25 progress of the case.

26 **6. CPUC Plan of Reorganization (Category 06).**

27 During the Third Application period, PwC professionals spent a total of 167 hours  
28

1 rendering services in this category, for which PwC seeks compensation of \$83,441. A summary  
2 of the PwC professionals who rendered services in this category and the corresponding amount  
3 of fees requested is included in Exhibit "2." The Billing Report for this category, which sets  
4 forth a detailed description of the services rendered is filed concurrently herewith.

5 Services rendered by PwC professionals in this category included:

6  
7 a) PwC prepared an in-depth analysis of the CPUC's initial Plan term sheet  
8 and provided feedback on shortfalls in the initial plan terms.

9  
10 b) PwC assisted Milbank in preparing an objection to the term sheet by  
11 summarizing the deficiencies of the CPUC's Plan.

12  
13 c) PwC reviewed and analyzed the CPUC's alternative plan projections and  
14 provided feedback to the CPUC on the reasonableness of the Plan projections.

15  
16 c) PwC participated in mediation hearings between the CPUC, the Debtor  
17 and the professionals for the Unsecured Creditors Committee to determine if a consensual Plan  
18 of Reorganization could be developed.

19 The work in this area enabled the Creditors Committee to quickly respond to the  
20 CPUC's term sheet, to provide meaningful feedback to the CPUC on deficiencies in its plan, and  
21 to recommend alterations that enabled the Commission to readily prepare an amended plan that  
22 could provide for the payment in full of all valid claims. PwC also provided valuable input into  
23 the mediation process by preparing models of consensual plans that incorporated aspects of both  
24 the Debtor's and the CPUC's proposed plans. This analysis provided a framework for alternative  
25 plan structures during the mediation process.

26 **7. CPUC Review (Category 07).**

27 During the Third Application period, PwC professionals spent a total of 178.2  
28 hours rendering services in this category, for which PwC seeks compensation of \$72,850. A

1 summary of the PwC professionals who rendered services in this category and the corresponding  
2 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
3 sets forth a detailed description of the services rendered is filed concurrently herewith.

4 Services rendered by PwC professionals in this category included:

- 5
- 6 a. PwC reviewed and monitored CPUC proceedings to determine the  
7 potential financial impact the proceedings could have on the Debtor.
  - 8 b. PwC reviewed the Debtor's, SCE's, SDG&E's, DWR's and TURN's  
9 CPUC filings to determine the potential financial impact on the Debtor's estate.
- 10

11 The work in this area is critical to the determination of future cash flow and  
12 funding of the Debtor to complete a plan of reorganization. As an integrated utility, the Debtor is  
13 regulated by the CPUC for all aspects of its owned generation (nuclear and hydro assets), intra-  
14 state gas transmission and storage facilities, gas and electric procurement, and distribution of  
15 electricity and gas to its wholesale and retail customers through its network of pipes and wires  
16 throughout Northern California. The revenues associated with these aspects of its business are  
17 determined and set by the CPUC in regulatory hearings. It has been critical to the Committee to  
18 understand the position of PG&E and related utilities before the CPUC in assessing the possible  
19 outcomes for development of a plan of reorganization. PG&E has been actively engaged with the  
20 CPUC during this period with the setting of the revenue requirements for its nuclear and hydro  
21 generation assets and with the revenue requirement for the DWR power purchases and bond  
22 financing. PwC has monitored the CPUC hearings, testimonies and developments closely, and  
23 has prepared minutes of key hearings and modeled the range of outcomes for the Committee.  
24 PwC has also performed a thorough analysis of the CPUC's settlement with SCE for the  
25 recovery of its past-due procurement related obligations and how this agreement compares with  
26 the Plan proposed by the CPUC for PG&E Company.

27  
28

1           **8. DWR Contracts Analysis (Category 08).**

2           During the Third Application Period, PwC professionals spent a total of 236.3  
3 hours rendering services in this category, for which PwC seeks compensation of \$87,251. A  
4 summary of the PwC professionals who rendered services in this category and the corresponding  
5 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
6 sets forth a detailed description of the services rendered is filed concurrently herewith.

7  
8           Services rendered by PwC professionals in this category included:

9           a)       PwC reviewed the DWR revenue requirements model to ascertain its  
10 reasonableness and to determine if all costs incurred to provide energy to PG&E's customer base  
11 were appropriately accounted for in the financial models of either the DWR or the Debtor.

12  
13           b)       PwC analyzed and summarized the terms of the DWR power purchase  
14 contracts and April to June short-term energy purchases. This involved analysis of each long  
15 term contract which DWR entered into, development of a database for this contract information,  
16 and coordination of this information with PG&E to facilitate the evaluation of the underlying  
17 data which was being utilized by DWR to establish the revenue requirement for each utility in  
18 California.

19           b)       PwC calculated the potential range of future payments that will be  
20 required to be remitted to the DWR by the Debtor to pay for its purchased power, administrative  
21 costs, and debt service requirements.

22  
23           Approximately 40% of the electricity that PG&E supplies to its customers has  
24 been provided by the DWR through spot and contract purchases under the program initiated by  
25 ABx1. This program by DWR has provided the power to meet the net short load component of  
26 each utility in California since February 2001. PwC has monitored the power purchases supplied  
27 by DWR to PG&E, estimated the costs of that power, as well as future costs associated with  
28 contractual commitments and spot purchases to meet PG&E's net short position, and developed

1 estimates of those future costs. These future power costs have been integrated with the DWR  
2 proposed bond finance program to estimate the cash flow impact to PG&E. This information has  
3 been compared with financial data supplied by consultants to the DWR and has also been shared  
4 with PG&E to assist in efforts to influence the structure of the allocation of those costs among  
5 the utilities in California. The impact of the cost of DWR power and finance charges is  
6 substantial, amounting to proposed amounts in excess of \$2.1 billion per year. PwC continued  
7 its review of the contracts that have been completed by the DWR and updated our database  
8 model of those contracts for newly obtained contracts and renegotiated contracts to enable the  
9 Committee and PG&E to estimate the volume and cost of that power and its potential allocation  
10 to PG&E. We have shared the results of our database with PG&E and cooperated with the  
11 Debtor in its development of strategies to rationally allocate these costs before the CPUC.

12 **9. Executory Contracts Analysis (Category 09).**

13  
14 During the Third Application Period, PwC professionals spent a total of 72.2  
15 hours rendering services in this category, for which PwC seeks compensation of \$28,682. A  
16 summary of the PwC professionals who rendered services in this category and the corresponding  
17 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
18 set forth a detailed description of the services rendered are filed concurrently herewith.

19 Services rendered by PwC in this category included:

- 20  
21 a) PwC analyzed various Debtor motions to assume Qualified Facility  
22 ("QF") and other executory contracts.  
23  
24 b) PwC analyzed various settlement scenarios to determine the impact on the  
25 Debtor's projected cash position and cash flows.

26 This work involved review of proposed QF and other various settlement  
27 agreements, and negotiations with the Debtor on structures for assumption and modification of  
28

1 these executory contracts. The more than 300 QF generators supply approximately 1/3 of the  
2 power PG&E delivers to its customers, and pre-petition claims approximated \$1 Billion. PwC's  
3 work in this area helped the Committee to understand the financial consequences of the proposed  
4 settlements and whether to support or reject the Debtor's proposed settlement agreements.

5  
6 **10. Fee Application (Category 10).**

7 During the Third Application Period, PwC professionals spent a total of 192.8  
8 hours rendering services in this category, for which PwC seeks compensation of \$36,409. A  
9 summary of the PwC professionals who rendered services in this category and the corresponding  
10 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
11 sets forth a detailed description of the services rendered are filed concurrently herewith.

12 Services rendered by PwC professionals in this category included:

13  
14 a) Time spent preparing PwC's Second Interim Fee Application and the  
15 monthly Cover Sheet Applications for Allowance and Payment of Interim Compensation and  
16 Reimbursement of Expenses in accordance with the requirements established by the United  
17 States Bankruptcy Code, the Court and the U.S. Trustee. Time expended preparing this Third  
18 Interim Application will be reported in the next interim fee statement.

19  
20 **11. FERC (Category 11).**

21 During the Third Application Period, PwC professionals spent a total of 39.6  
22 hours rendering services in this category, for which PwC seeks compensation of \$19,956. A  
23 summary of the PwC professionals who rendered services in this category and the corresponding  
24 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
25 sets forth a detailed description of the services rendered is filed concurrently herewith.

26 Services rendered by PwC professionals in this category included:

27  
28 a) PwC monitored FERC proceedings to determine the potential financial

1 impact of regulatory proceedings on the Debtor's Estate, including possible changes in rates,  
2 generator refunds, settlement of the California PX/Generator claims, and progress on the  
3 Debtor's filings requesting FERC approval for various aspects of its Plan of Reorganization.

4 b) PwC reported findings and analysis on FERC proceedings to the  
5 Committee.

6  
7 This analysis and monitoring, in concert with regulatory counsel for the  
8 Committee, has been critical to assessment of potential refunds on claims that may be awarded to  
9 PG&E, potentially reducing the pre-petition obligations, and analyzing the potential claim PG&E  
10 will have from the settlement Generator claims against the now defunct California Power  
11 Exchange. We have also advised the Committee with respect to the impact of FERC market price  
12 caps and the impact of the retroactive application of those caps to the PX, ISO and DWR  
13 purchases as they may affect the Debtor.

14  
15 **12. Financial Grid Load Modeling (Category 12).**

16  
17 During the Third Application Period, PwC professionals spent a total of 62.4  
18 hours rendering services in this category, for which PwC seeks compensation of \$19,575. A  
19 summary of the PwC professionals who rendered services in this category and the corresponding  
20 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
21 sets forth a detailed description of the services rendered is filed concurrently herewith.

22 Services rendered by PwC professionals in this category included:

23  
24 a) PwC updated its model to simulate the load grid balance of electrical  
25 power across the state with updated forecasts of load, demand and energy costs.

26 PwC updated the work previously performed in this task category to verify the  
27 validity of the Debtor's assumptions in its Load Grid model, and to assist in the financial  
28

1 modeling of the Debtors operations and cash flows to assess various plan alternatives.

2 **13. Financial Statement Modeling (Category 13).**

3  
4 During the Third Application Period, PwC professionals spent a total of 158.8  
5 hours rendering services in this category, for which PwC seeks compensation of \$50,947. A  
6 summary of the PwC professionals who rendered services in this category and the corresponding  
7 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
8 sets forth a detailed description of the services rendered is filed concurrently herewith.

9 Services rendered by PwC professionals listed in this category included:

10  
11 a) PwC updated and continued to revise its in-depth model that portrays the  
12 Debtor's proposed plan of reorganization and allows for the running of scenario analysis to test  
13 the financial impact of various changes in the Debtor's operating assumptions.

14 b) PwC performed an in-depth review of the CPUC's plan of  
15 reorganization's term sheet and financial projections.

16  
17 c) PwC prepared financial models of alternative plans.

18 This financial modeling effort has enabled the Committee to assess the feasibility  
19 of the Debtor's and the CPUC's proposed plans of reorganization and potential alternatives to  
20 these Plans. PwC's modeling has also been utilized as an integral tool in our top-level valuation  
21 efforts to assess value of the Debtor's operations.

22  
23 **14. Financial Statements (Category 14).**

24 During the Third Application Period, PwC professionals spent a total of 85.1  
25 hours rendering services in this category, for which PwC seeks compensation of \$24,549. A  
26 summary of the PwC professionals who rendered services in this category and the corresponding  
27 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
28

1 sets forth a detailed description of the services rendered is filed concurrently herewith.

2 Services rendered by PwC professionals in this category included:

3  
4 a) PwC reviewed the Debtor's historical financial statements, including SEC  
5 and FERC filings.

6 b) PwC used its research of the Debtor's historical performance in  
7 performing various financial analyses on the Debtor's financial condition and ability to  
8 reorganize.

9  
10 As a regulated utility, the Debtor's financial statement filings include submissions  
11 to the SEC, FERC, and the CPUC that outline the accounting for GAAP (generally accepted  
12 accounting principals) presentation and regulatory accounting purposes. These financial  
13 statements present voluminous information on the historical performance and financial health of  
14 the Debtor. PwC reviewed certain public filings to verify financial projections in the plan of  
15 reorganization and to summarize the financial performance of the utility post-petition for the  
16 creditors committee.

17 **15. General Committee Matters (Category 15).**

18  
19 During the Third Application Period, PwC professionals spent a total of 115.7  
20 hours rendering services in this category, for which PwC seeks compensation of \$63,906. A  
21 summary of the PwC professionals who rendered services in this category and the corresponding  
22 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
23 sets forth a detailed description of the services rendered is filed concurrently herewith.

24 Services rendered by PwC professionals listed in this category included:

25  
26 a) PwC prepared for and attended numerous meetings and conference calls  
27 including the full Committee on various issues, including general case administration, financial  
28 issues, regulatory issues, litigation issues and Plan issues.

1           b) PwC personnel prepared for and participated in various formal and  
2 informal conference calls between Committee members, Committee working group members,  
3 Committee advisors and PG&E regarding the financial impact of various motions brought by  
4 PG&E, the Debtor's and the CPOC's proposed plans of reorganization and other issues  
5 surrounding the Debtor's estate.

6           b) PwC prepared numerous presentations for distribution to the Committee  
7 regarding a the financial impact of various matters affecting the Debtor's Estate, and addressed  
8 questions from individual creditors on aspects of the Plan of Reorganization.

9  
10           As has been mentioned earlier, the Committee has participated in a significant  
11 number of meetings and conferences to address the volume of issues facing the Debtor and to  
12 accelerate the process of reorganization of this Debtor. PwC has structured its team into  
13 subgroups with partners and staff splitting responsibility for various areas. This category  
14 captures the time spent associated with the myriad of meetings and conferences that PwC has  
15 participated in which do not address any one particular task code topic. PwC has attempted to  
16 minimize the participation of more than one or two professionals in these meetings and  
17 conferences, but in many cases, the variety and complexity of the issues addressed, the speed  
18 with which activities in the case have progressed, and the particular specialties of the PwC  
19 professionals involved have dictated the need to have more than one or two professionals in  
20 attendance. For meetings where more than two PwC professionals were present, Exhibit 4  
21 summarizes the role of each team member and the purpose of their involvement at the meeting.

22           **16. Legislative Review (Category 16).**

23  
24           During the Third Application Period, PwC professionals spent a total of 0.5 hours  
25 rendering services in this category, for which PwC seeks compensation of \$225. A summary of  
26 the PwC professionals who rendered services in this category and the corresponding amount of  
27 fees requested is included in Exhibit "2." The Billing Report for this category, which sets forth a  
28 detailed description of the services rendered is filed concurrently herewith.

1 Services rendered by PwC professionals listed in this category included:

2 a) PwC performed a general review and analysis of financial implications of  
3 potential and passed legislation affecting the Debtor's estate.  
4

5 This utility bankruptcy has involved not just the interplay of the Debtor, creditors  
6 and regulators, but has also drawn in the legislative element as the governor and state legislators  
7 seek a resolution to the crisis that affected the energy supply in California. PwC has monitored,  
8 in concert with Saybrook Capital representatives, the various alternatives being presented by the  
9 governor and legislators to assess if these may serve as a proxy for a plan of reorganization for  
10 PG&E, and to determine if any of these proposals would have detrimental impact to the Debtor  
11 or the two proposed Plans of Reorganization.

12 **17. Plan of Reorganization/Negotiations (Category 17).**  
13

14 During the Third Application Period, PwC professionals spent a total of 291.5  
15 hours rendering services in this category, for which PwC seeks compensation of \$146,030. A  
16 summary of the PwC professionals who rendered services in this category and the corresponding  
17 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
18 sets forth a detailed description of the services rendered is filed concurrently herewith.

19 Services rendered by PwC professionals listed in this category included:

20  
21 a) PwC assisted the Committee in negotiations with the Debtor surrounding  
22 its proposed plan of reorganization.

23 b) PwC personnel prepared for and participated in numerous meetings with  
24 Committee members, Committee Advisors, the Debtor, and the Debtor's advisors to obtain  
25 background information and support of the Debtor's proposed plan of reorganization.  
26

27 c) PwC analyzed and summarized the financial aspects of the proposed Plan  
28 of Reorganization and presented our analysis to the Committee.

1                   d) PwC reviewed the amended Disclosure Statement, Plan documents, and  
2 Bilateral agreements to insure consistency between the details in these documents and the  
3 supporting plan projections.

4                   Despite the size and scale of this bankruptcy proceeding, the Committee and  
5 Debtor have quickly moved to implement the optimal plan of reorganization for stakeholders.  
6 This has involved fast-track efforts that have incorporated all elements of the work that PwC has  
7 performed on behalf of the Committee, enabling a continuous engagement and review of  
8 underlying detail of all plan assumptions. This effort has involved numerous senior resources of  
9 the PwC team in review and negotiation of plan components. These efforts have been continuous  
10 since June 2001 and have involved a collaborative sharing of confidential information and  
11 strategies.

12  
13                   **18. Subcommittee Matters (Category 18).**

14                   During the Third Application Period, PwC professionals spent a total of 157.1  
15 hours rendering services in this category, for which PwC seeks compensation of \$46,209. A  
16 summary of the PwC professionals who rendered services in this category and the corresponding  
17 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
18 sets forth a detailed description of the services rendered is filed concurrently herewith.

19                   Services rendered by PwC professionals listed in this category included:  
20

21                   a) PwC prepared for and participated in numerous meetings and  
22 teleconferences with the Committee's Financial, Regulatory/Legislative, and Litigation  
23 subcommittees.  
24

25                   b) At the request of the Committee, PwC analyzed and critiqued the fee  
26 applications of the Debtor's professionals and presented our findings to the Committee.  
27

28                   PwC has served as an active coordinator of the Financial and Regulatory

1 committees with Saybrook and Milbank. This distribution of work among the Committee  
2 members has enabled coordinated direction and accelerated completion of many of the tasks  
3 outlined above.

4 **19. Tax Matters (Category 19).**

5  
6 During the Third Application Period, PwC professionals spent a total of 86.7  
7 hours rendering services in this category, for which PwC seeks compensation of \$36,822. A  
8 summary of the PwC professionals who rendered services in this category and the corresponding  
9 amount of fees requested is included in Exhibit "2." The Billing Report for this category, which  
10 sets forth a detailed description of the services rendered is filed concurrently herewith.

11 Services rendered by PwC professionals listed in this category included:

12  
13 a) PwC reviewed, analyzed and summarized tax consequences of the  
14 proposed plans of reorganization.

15 b) PwC reviewed the status of the Debtor's pending IRS ruling request.

16  
17 PwC researched and summarized key tax issues of the Debtor's Plan of  
18 reorganization for the Committee and the tax impact of alternative plan proposals, highlighting  
19 the potential financial impact on the Debtor and any potential tax liabilities to the creditor.

20 **20. Travel Time (Category 20).**

21  
22 During the Third Application Period, PwC professionals spent a total of 3.5 hours  
23 rendering services in this category, for which PwC seeks compensation of \$2,083. A summary  
24 of the PwC professionals who rendered services in this category and the corresponding amount  
25 of fees requested is included in Exhibit "2." The Billing Report for this category, which sets  
26 forth a detailed description of the services rendered is filed concurrently herewith.

27 Services rendered by PwC professionals listed in this category included:  
28



V.

**COMPENSATION REQUESTED AND RELEVANT LEGAL STANDARD**

To grant a request for compensation pursuant to Bankruptcy Code section 330, the Court must find that such request is reasonable. The reasonableness of a compensation request is determined by the "lodestar" method. See In re Yermakov, 718 F.2d 1465, 1471 (9<sup>th</sup> Cir. 1983). Under the lodestar approach, "reasonable" compensation is calculated by multiplying the number of hours reasonably expended by the hourly rate of the professional. In re Rheuban, 121 B.R. 368, 383 (Bankr. C.D. Cal. 1990). There is a strong presumption that the lodestar product is reasonable under Bankruptcy Code section 330. See In re Drexel Burnham Lambert Group, Inc., 133 B.R. 13, 22 (Bankr. S.D.N.Y. 1991).

The reasonableness of a professional's hourly rate is based on the cost for comparable services charged in the area, in non-bankruptcy matters. See In re Yermakov, 718 F.2d at 1471. The reasonableness of the hours expended on a task is based on whether the services provided were actual and necessary. See In re Nucorp Energy, Inc., 764 F.2d 655, 658 (9<sup>th</sup> Cir. 1985).

PwC's fees are reasonable given the size and complexity of the bankruptcy case and are commensurate with the fees that PwC has been awarded in comparable chapter 11 cases and that accountants and financial advisors of comparable experience and expertise charge on a regular basis to represent creditor committees in comparable chapter 11 cases. Accordingly, utilizing the lodestar method, PwC's fee and expense request is reasonable and should be allowed and paid pursuant to Bankruptcy Code section 330. See Drexel, 133 B.R. at 22.

1  
2 **VI.**

3 **CONCLUSION**

4  
5 For the reasons set forth above and pursuant to Bankruptcy Code sections 330 and  
6 331, Bankruptcy Rule 2016, the Court Guidelines, the UST Guidelines and the standards adopted  
7 by courts in awarding accountants' and financial advisors' fees and costs, PwC submits that the  
8 fees for services rendered and costs and expenses incurred on behalf of the Committee during the  
9 Third Application Period in the total amount of \$928,403 are reasonable and should be allowed  
10 on an interim basis and paid in full.

11 No agreement or understanding of any kind or nature exists between PwC and any  
12 other person or entity for the sharing, division, or payment of any portion of the compensation  
13 awarded to PwC for services rendered or expenses incurred in connection with PwC's  
14 representation of the Committee in the bankruptcy case, except as among the partners and  
15 employees of PwC.

16  
17 **WHEREFORE** PwC respectfully requests that this Court enter an order:

- 18 1. Approving this Third Interim Application in its entirety;
- 19 2. Approving an interim award of compensation in the amount of \$852,999  
20 for professional services rendered and reimbursement of costs and expenses incurred in the  
21 amount of \$75,404, for a total amount of \$928,403.
- 22 3. Authorizing and directing PG&E to immediately pay to PwC the allowed  
23 amounts, less any such amounts already paid pursuant to the Order Establishing Interim Fee  
24 Application and Expense Reimbursement Procedure; and  
25  
26  
27  
28

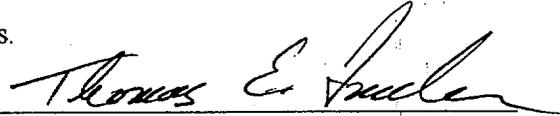


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CERTIFICATION

I, Thomas E. Lumsden, am the professional designated by PwC to ensure compliance with the United States Bankruptcy Court Northern District of California Guidelines for Compensation and Expense Reimbursement of Professionals and Trustee ("Court Guidelines"). I certify that (a) I have read the Third Interim Application; (b) to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Court Guidelines, except as specifically noted in the Application; and (c) the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by PwC and generally accepted by PwC's clients.

DATED: May 10, 2002

  
\_\_\_\_\_  
Thomas E. Lumsden



1           4. Pursuant to the Third Interim Application, PwC seeks allowance of  
2 compensation covering 2,221.3 hours of professional time devoted to advising the Committee in  
3 PG&E's bankruptcy case, resulting in the accumulation of \$852,999 in fees for professional  
4 services rendered and \$75,404 for expenses incurred, for a total amount of \$928,403.

5           5. It is PwC's normal business practice to charge its clients in full for  
6 services rendered and for all actual and necessary costs and expenses incurred in connection with  
7 such services. In compliance with the Court Guidelines and UST Guidelines, however, PwC has  
8 voluntarily reduced its expenses incurred during the Third Interim Application Period by \$1,636.  
9 PwC has also voluntarily reduced its fees for professional time by \$4,301.

10           6. PwC received no pre-petition retainer in connection with this bankruptcy  
11 case.

12           7. PwC has submitted monthly fee notices in accordance with the interim fee  
13 procedures that were established by the Court. PwC has received payments totaling \$613,788 in  
14 connection with the Monthly Cover Sheet Applications covering the period December 1, 2001 to  
15 March 31, 2002, comprised of \$555,607 in fees and \$58,181 in expenses.

16           8. No agreement or understanding of any kind or nature exists between PwC  
17 and any other person or entity for the sharing, division, or payment of any portion of the  
18 compensation awarded to PwC for services rendered or expenses incurred in connection with  
19 PwC's representation of the Committee in this chapter 11 proceeding, except as among the  
20 partners and employees of PwC.

21           9. I am one of the designated professionals responsible for overseeing the  
22 billing in this matter and for assuring compliance with the Guidelines of the Office of the United  
23 States Trustee for the Northern District of California relating to billing (the "Guidelines").  
24 Based upon my review of the Third Interim Application submitted by PwC for the Third  
25 Application Period, I believe that the Third Interim Application complies with the Court  
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Guidelines and the UST Guidelines.

10. Attached hereto as Exhibit "1" is a summary of the total hours expended, billing rate, and fees incurred by each PwC professional during the Third Application Period.

11. Attached hereto as Exhibit "2" is a summary of each category of services, setting forth the name of each professional who expended time in that category and the total hours and amount billed by each professional in that category during the Third Application Period.

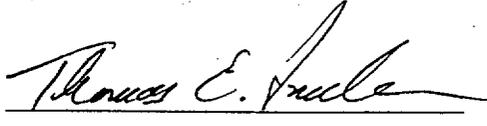
12. Attached hereto as Exhibit "3" are Expense Summary and Expense Detail reports by individual and itemized total expenses for which reimbursement is sought.

13. Attached hereto as Exhibit "4", is a summary of meetings that more than two PwC professionals attended with a description of the relative importance of each team member and the purpose of their involvement at the meetings.

14. Attached hereto as Exhibit "5", is a copy of the Declaration of Clara Yang Strand, executed on May 10, 2002, in support of the Third Interim Application of PricewaterhouseCoopers LLP.

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

Executed this 10<sup>th</sup> day of May, 2002 at San Francisco, California.



Thomas E. Lumsden

1 Thomas E. Lumsden  
2 PricewaterhouseCoopers LLP  
3 199 Fremont Street  
4 San Francisco, CA 94105  
5 Telephone: (415) 498-5000  
6 Facsimile: (415) 498-6699

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Accountants and Financial Advisors for Official  
Committee of Unsecured Creditors

**FILED**

MAY 15 2002

UNITED STATES BANKRUPTCY COURT  
SAN FRANCISCO, CA

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

**DECLARATION OF CLARA YANG  
STRAND; IN SUPPORT OF THE SECOND  
INTERIM APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION OF EXPENSES  
(DECEMBER 1, 2001 THROUGH MARCH  
31, 2002)**

Hearing:

Date: July 2, 2002

Time: 1:30 P.M.

Place: 235 Pine Street, 22<sup>nd</sup> Floor  
San Francisco, CA



**PROOF OF SERVICE**

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO

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 199 Fremont Street, 8<sup>th</sup> Floor, San Francisco, California.

On May 15, 2002, I served on the parties listed on the attached Service List, the foregoing document(s) described as:

**THIRD INTERIM APPLICATION OF PRICEWATERHOUSECOOPERS LLP FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES (DECEMBER 1, 2001 THROUGH MARCH 31, 2002); DECLARATION OF THOMAS E. LUMSDEN IN SUPPORT THEREOF**

by placing the    original  a true copy thereof enclosed in sealed envelopes addressed as stated on the attached service list:

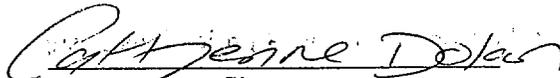
**(BY FEDERAL EXPRESS OVERNIGHT DELIVERY)**

Following ordinary business practices at the San Francisco office of PricewaterhouseCoopers LLP, I placed the sealed envelope(s) for collection and mailing with Federal Express on that same day. I am readily familiar with the firm's practice for collection and processing of correspondence for mailing. Under that practice, such correspondence would be deposited with Federal Express on that same day, with postage thereon fully prepaid at San Francisco, California, in the ordinary course of business.

(FEDERAL) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on May 15, 2002 San Francisco, California.

Catherine Dolan  
Type or Print Name

  
Signature

**Proof of Service by Federal Express**

James L. Lopes, Esq.  
Janet A. Nexon, Esq.  
Howard, Rice, Nemerovski, Canady, Falk & Rabkin  
Three Embarcadero Center, 7<sup>th</sup> Floor  
San Francisco, CA 94111-4065  
[Counsel to Debtor]

Office of the U.S. Trustee  
Attn: Stephen Johnson  
250 Montgomery Street, Suite 1000  
San Francisco, CA 94104-3401

Robert Jay Moore  
Paul S. Aronzon  
Milbank, Tweed, Hadley & McCloy LLP  
601 South Figueroa Street  
Los Angeles, CA 90017  
[Counsel for Official Committee of Unsecured Creditors]

Clara Yang Strand  
Bank of America, N.A.  
CA 9-706-11-21  
555 South Flower Street, 11<sup>th</sup> Floor  
Los Angeles, CA 90071-2385

**PROOF OF SERVICE**

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO

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 199 Fremont Street, 8<sup>th</sup> Floor, San Francisco, California.

On May 15, 2002, I served on the parties listed on the attached Service List, the foregoing document(s) without exhibits described as:

**THIRD INTERIM APPLICATION OF PRICEWATERHOUSECOOPERS LLP FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES (DECEMBER 1, 2001 THROUGH MARCH 31, 2002); DECLARATION OF THOMAS E. LUMSDEN IN SUPPORT THEREOF**

by placing the    original  a true copy thereof enclosed in sealed envelopes addressed as stated on the attached service list:

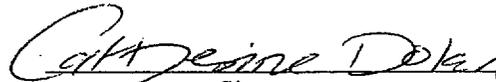
**(BY MAIL)**

Following ordinary business practices at the San Francisco office of PricewaterhouseCoopers LLP, I placed the sealed envelope(s) for collection and mailing with the United States Postal Service on that same day. I am readily familiar with the firm's practice for collection and processing of correspondence for mailing. Under that practice, such correspondence would be deposited with the United States Postal Service on that same day, with postage thereon fully prepaid at San Francisco, California, in the ordinary course of business.

       (FEDERAL) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on May 15, 2002 San Francisco, California.

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