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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 TWELFTH COVER
SHEET APPLICATION FOR ALLOWANCE AND
PAYMENT OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE
PERIOD MAY 1, 2002 - MAY 31, 2002

[No Hearing Scheduled]

Cooley Godward LLP (the "Firm") submits this Twelfth Cover Sheet Application (the "Application") for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period May 1, 2002 - May 31, 2002 (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, 2002, as amended November 8, 2002, and amended again as of March 18, 2002 ("Interim Fee Order"). Paragraph 4 of the Interim Fee Order contemplates that Pacific Gas and Electric Company (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").

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

1. The Firm is Special Counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of

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COOLEY GODWARD LLP'S NOTICE
OF 12TH COVER SHEET APPLICATION
CASE NO. 01-30923 DM

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expenses incurred during the Application Period.

2. The Firm billed a total of \$244,996.99 in fees and expenses during the Application Period. The total fees represent approximately 804.10 hours expended during the period covered by this Application. These fees and expenses break down as follows:

PERIOD	FEES	EXPENSES	TOTAL
May 1 to May 31, 2002	\$224,647.50	\$20,349.49	\$244,996.99

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$211,299.87 at this time. This total is comprised as follows: \$190,950.38 (85%) of the fees for services rendered¹ plus \$20,349.49 (100% of the expenses incurred).

4. For the post-petition period, the Firm has been paid to date as follows: \$2,175,589.11.

5. To date, the Firm is owed the sum of \$147,160.78 (excluding amounts owed pursuant to this Application).

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.

8. Pursuant to this Court's Interim Fee Order the Debtor is authorized to make the payment requested herein without a further hearing or order of this Court unless an objection to this Application is filed with the Court by the Debtor, the Committee or the United States Trustee

Payment of this amount would result in a "holdback" of \$33,697.12. This sum, \$33,697.12, plus the holdback from the Seventh application of \$30,543.96; the holdback from the Amended Eighth application of \$20,809.42; the holdback from the Ninth application of \$26,241.00; the holdback from the Tenth application of \$33,432.98; and the holdback from the Eleventh application of \$36,133.42 results in total fees held back of \$180,857.90.

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OF 12TH COVER SHEET APPLICATION
CASE NO. 01-30923 DM

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1 and served by the fifteenth day of the month following the service of this Application. If such an
2 objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the objection. The
3 Firm is informed and believes that this Application was mailed by first class mail, postage prepaid,
4 on or about June 28, 2002.

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

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

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

19 Dated: June 28, 2002

COOLEY GODWARD LLP

20 By: 
21 _____

J. Michael Kelly

22 Special Counsel to Debtor
23 PACIFIC GAS AND ELECTRIC COMPANY
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Special Counsel to Debtor
PACIFIC GAS AND ELECTRIC

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

COPY

In re

PACIFIC GAS AND ELECTRIC COMPANY,
a California corporation,

Debtor,

Federal ID No. 94-0742640

Case No. 01-30923 DM

Chapter Number: 11

**NOTICE OF REVISED BILLING RATES -
EFFECTIVE JULY 1, 2002**

No Hearing Required or Requested

**TO THE DEBTOR, OFFICIAL COMMITTEE OF UNSECURED CREDITORS, OFFICE OF THE UNITED
STATES TRUSTEE AND PARTIES REQUESTING SPECIAL NOTICE:**

Please take notice that, effective July 1, 2002, Cooley Godward LLP ("Cooley") will put
into place a revised billing rates for its professionals in the Pacific Gas & Electric Company
("Debtor") case.

BACKGROUND

Traditionally, Cooley reviews and assesses its billable rates for its professionals once a
year and, when appropriate, revises those rates. Under the terms of Cooley's letter of engagement
with the Debtor, Cooley notified the Debtor in late 2001 of its intent to increase its rates charged
to all clients, effective January 1, 2002. After some discussion between the Debtor and Cooley, it
was agreed that Cooley would delay its 2002 rate increase with respect to the Debtor to and

NOTICE OF INCREASE OF BILLABLE RATES

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SAN FRANCISCO, CA

through June 30, 2002 and would put the 2002 rates into effect for matters related to the Debtor
on July 1, 2002. Cooley's agreement to defer implementation of its 2002 rates resulted in a
substantial savings to the Debtor and the Debtor's estate. Attached hereto as Exhibit A are
Cooley's 2002 rates, effective for the Debtor July 1, 2002, for professionals who have been
regularly engaged in providing services to the Debtor.

Dated: June 20, 2002

COOLEY GODWARD LLP

By: 

J. Michael Kelly

Special Counsel to Debtor
PACIFIC GAS AND ELECTRIC, Debtor and
Debtor-in-Possession

COOLEY GODWARD LLP
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NOTICE OF INCREASE OF BILLABLE RATES

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619 550-6000

February 6, 2002

VIA HAND DELIVERY

Robert L. Bordon, Esq.
Deputy General Counsel
Pacific Gas & Electric Company
77 Beale Street, 31st Floor
San Francisco, CA 94105

Re: Revised Engagement Agreement

Dear Bob:

As we discussed, effective January 1, 2002, Cooley Godward set new billing rates for calendar year 2002. For associates, rates were held constant for a given level of experience (i.e., the billing rate for a third year associate remains the same in 2002 as it was in 2001); individual associates' billing rates increased, however, to reflect an added year of experience (i.e., as always, a fourth year associate bills at a higher rate than a third year associate). Partners' billing rates were addressed individually, but on balance increased slightly over last year's levels. Overall, therefore, our new rates reflect a modest increase over year ago levels.

Attachment A lists our new billing rates for all timekeepers who have billed time to Pacific Gas and Electric Company since the beginning of 2001, or who we have previously designated as approved timekeepers under the master agreement. We request that this Attachment be made an addendum to our master agreement.

If you have any questions regarding our request, please do not hesitate to contact me. Thank you for your cooperation.

Very truly yours,

Martin S. Schenker
DICTATED BUT NOT READ

MSS:tlis

Enclosure

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5/28/02
Harriet and budget prep:
I approve these rate increases
effective July 1, 2002.
This mid-year increase was in
lieu of a Jan. increase + discount
MRS. Bordon

Exhibit A

ATTACHMENT A

LIST OF ATTORNEYS/PROFESSIONAL STAFF
WITH BILLABLE HOURLY RATES

NAME	TITLE	BILLABLE HOURLY RATE	PRACTICE AREA
		2002/2001	
Maureen P. Alger	Associate	\$270/\$240	Litigation
Cornelius Bonner	Paralegal	\$115/\$115	Litigation Legal Asst.
Wendy Brenner	Associate	\$270/\$240	Litigation
Kris T. Cachia	Paralegal	\$130/\$130	Bankruptcy Legal Asst.
Linda F. Callison	Partner	\$385/\$370	Litigation
Claire Cochran	Paralegal	\$90/\$90	Litigation Legal Asst.
Craig Daniel	Associate	\$215/\$190	Litigation
Patricia M. Deneen	Senior Paralegal	\$145/\$145	Litigation Legal Asst.
Jeannine Douglas	Senior Paralegal	\$135/\$135	Litigation Legal Asst.
John C. Dwyer	Partner	\$420/\$410	Litigation
Robert L. Eisenbach	Partner	\$450/\$420	Bankruptcy Creditors Rights
Danielle Fluker	Paralegal	\$110/\$110	Litigation Legal Asst.
Michael France	Paralegal	\$85/\$85	Litigation Legal Asst.
Susan Gonzalez	Specialist (Paralegal)	\$200/\$190	Litigation Legal Asst.
Patrick P. Gunn	Associate	\$365/\$355	Litigation
Monica K. Hoppe	Associate	\$270/\$240	Litigation
Daniel Kaleba	Summer Associate	\$160/\$160	Litigation
Jeffrey S. Karr	Associate	\$330/\$300	Litigation
J. Michael Kelly	Partner	\$500/\$475	Bankruptcy Creditors Rights
John Kinsey	Associate	\$190/\$190	Litigation
Gregg Kleiner	Contract Atty	\$375/\$350	Bankruptcy Creditors Rights
Greg K. Klingsporn	Associate	\$240/\$215	Litigation
Kirsti Lee	Paralegal	\$85/\$85	Litigation Legal Asst.
Cory Manning	Associate	\$300/\$270	Litigation
James Maroulis	Associate	\$365/\$355	Litigation
Beatriz Mejia	Associate	\$300/\$270	Litigation
Angela Mikels	Associate	\$215/\$190	Litigation
Michelle Moreland	Associate	\$270/\$240	Litigation
Steve Neal	Partner	\$675/\$600	Litigation
Lori Ploeger	Associate	\$365/\$355	Litigation
Benjamin K. Riley	Partner	\$430/\$430	Litigation
Douglas Robbins	Associate	\$190/\$190	Litigation
Kate J. Rorrer	Senior Paralegal	\$160/\$160	Litigation Legal Asst.
Karen Daly Roux	Associate	\$270/\$240	Litigation
Susan L. Ruebush	Contract Atty	\$250/\$225	Bankruptcy Creditors Rights
Martin S. Schenker	Partner	\$460/\$435	Litigation
Tania Shershin	Paralegal	\$100/\$95	Litigation Legal Asst.
Steven G. Sklaver	Associate	\$260/\$230	Litigation

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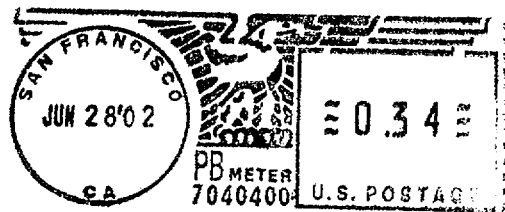
ATTACHMENT A

**LIST OF ATTORNEYS/PROFESSIONAL STAFF
WITH BILLABLE HOURLY RATES**

NAME	TITLE	BILLABLE HOURLY RATE	PRACTICE AREA
		2002/2001	
Joyce E. Stackpole	Senior Paralegal	\$175/\$175	Litigation Legal Asst.
Eric J. Steiner	Sr. Paralegal	\$215/\$215	Corporate Legal Asst.
Neal J. Stephens	Special Counsel	\$375/\$375	Litigation
Kelly Tanisawa	Paralegal	\$105/\$105	Litigation Legal Asst.
Gloria Torres	Paralegal	\$90/\$90	Litigation Legal Asst.
Clay C. Wheeler	Associate	\$300/\$270	Litigation
Mae C. Wu	Associate	\$190/\$190	Litigation

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