

1 CHARLES RIVER ASSOCIATES
INCORPORATED

2 John Hancock Tower, T-33
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3 Boston, MA 02116-5092
Telephone: 617/425-3000
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50-2116-323

5 Economic Experts for Debtor and Debtor in
Possession
6 PACIFIC GAS AND ELECTRIC COMPANY

7
8 UNITED STATES BANKRUPTCY COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN FRANCISCO DIVISION

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

No. 01-30923 DM

Chapter 11 Case

Hearing Date: July 2, 2002
Time: 1:30 p.m.
Judge: Hon. Dennis Montali
Courtroom: 235 Pine Street, 22nd Floor,
San Francisco, California

14 Federal I.D. No. 94-0742640

15
16 [PROPOSED] ORDER APPROVING
17 INTERIM FEE APPLICATION FOR PAYMENT OF
18 COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
19 CHARLES RIVER ASSOCIATES INCORPORATED FOR
20 THE PERIOD SEPTEMBER 21, 2001, THROUGH FEBRUARY 28, 2002

21 WHEREAS the Application for Interim Compensation ("Interim Application") of
22 Charles River Associates Incorporated (the "Applicant"), consultant for Debtor and Debtor-
23 In-Possession Pacific Gas and Electric Company ("PG&E") for the period September 21,
24 2001, through February 28, 2002 (the "Application Period"), came on for hearing on July 2,
25 2002, before the Hon. Dennis Montali;

26 WHEREAS the Court withheld approval of the Applicant's Interim Application
27 pending Applicant's certification of having complied with all relevant provisions of the
28

ORDER APPROVING INTERIM FEE APPLICATION OF CHARLES RIVER ASSOCIATES, INC.

Acc. [unclear]

HOWARD
RICE
NEMEROVSKI
CANADY
BALK
& RABKIN
A Professional Corporation

1 Guidelines for the Compensation And Expense Reimbursement of Professionals and
2 Trustees of the United States Bankruptcy Court for the Northern District of California;

3 WHEREAS the Applicant has provided such certification in the form of the
4 Declaration of James W. Wells In Support of Interim Application For Compensation and
5 Reimbursement of Expenses dated July 11, 2002;

6 AND WHEREAS the Court having considered CRA's Interim Application and
7 having determined that appropriate notice has been given to parties in interest, and good
8 cause appearing;

9 IT IS ORDERED:

10 1. The Interim Application is approved, as follows: CRA is allowed, on a
11 interim basis, fees in the amount of \$503,461.00 and expenses in the amount \$48,907.64 on
12 account of services performed for the period September 21, 2001, through February 28, 2002
13 (the "Application Period").

14 2. The Debtor is authorized to pay forthwith the amounts allowed by this
15 Order.

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18 DATED: _____

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20 UNITED STATES BANKRUPTCY JUDGE

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ORDER APPROVING INTERIM FEE APPLICATION OF CHARLES RIVER ASSOCIATES, INC

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COMPANY, a California Corporation,

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12 Federal I.D. No. 94-0742640

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**DECLARATION OF JAMES M. WELLS IN
SUPPORT OF INTERIM APPLICATION
FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF
CHARLES RIVER ASSOCIATES, INC.**

14
15 I, James M. Wells, declare as follows:

16 1. I am Vice President and Corporate Controller for Charles River Associates,
17 Inc. ("CRA" or the "Applicant"), consultant to Pacific Gas and Electric Company, the debtor in the
18 above-captioned bankruptcy case (the "Debtor"). I make this declaration from personal knowledge
19 (except as to any matters stated as to information and belief, and as to such matters, I am informed
20 and believe they are true) and could, if called as a witness, competently testify to the matters set
21 forth herein.

22 2. Pursuant to the order of this Court of July 2, 2002 and Guideline No. 8 of the
23 Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees issued by
24 the United States Bankruptcy Court for the Northern District of California (the "Guidelines"), I

25

1 submit this declaration in support of Interim Application for Compensation and Reimbursement of
2 Expenses of Charles River Associates filed on June 10, 2002 (the "Application").

3 3. I have been designated by Applicant to sign the Application on its behalf. I
4 read and reviewed the Application prior to filing it, including without imitation the Introduction,
5 Summary of Professional Services, Summary of Fees and Expenses and the invoices/billing
6 statements filed separately, and, to the best of my knowledge, information and belief, the fees and
7 expense requested in said Introduction, Summaries and invoices/billing statements are true and
8 correct and accurate for professional services rendered and costs advanced by CRA on behalf of the
9 Debtor.

10 4. To the best of my knowledge, information and belief formed after reasonable
11 inquiry, the compensation and expense reimbursement sought in the Application are in conformity
12 with the Guidelines and the Interim Compensation Order (as defined in the Application).

13 5. The compensation and expense reimbursement requested in the Application
14 are billed at rates, and in accordance with practices, no less favorable than those customarily
15 employed by CRA, and generally accepted by CRA clients.

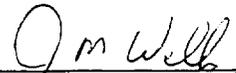
16 6. No agreement or understanding exists between Applicant and any other
17 person or entity for a division of the compensation sought herein.

18 7. I have served the Debtor with a true and correct copy of the Application and
19 have communicated with Debtor's designated responsible individual for this Chapter 11 case and
20 am informed that the Debtor has no objections to the Application.

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

Dated: July 16, 2002



James M. Wells
Vice President and Corporate Controller
Charles River Associates, Inc.