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Accountants and Financial Advisors for Official
Committee of Unsecured Creditors

FILED
SEP - 3 2002
UNITED STATES BANKRUPTCY COURT
SAN FRANCISCO, CA

50-275
323

**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

**EIGHTH SUPPLEMENTAL
DECLARATION OF THOMAS E.
LUMSDEN IN SUPPORT OF "REVISED
APPLICATION OF OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS FOR ORDER UNDER 11
U.S.C. §§ 1103 AND 328 AND
F.R.B.P. 2014 AND 2016 AUTHORIZING
RETENTION AND EMPLOYMENT
OF PRICEWATERHOUSECOOPERS
LLP AS ACCOUNTANTS AND
FINANCIAL ADVISORS"**

*Add. 06a Mail Center
A001*

DECLARATION OF THOMAS E. LUMSDEN

I, Thomas E. Lumsden, declare as follows:

1. I am a Partner in PricewaterhouseCoopers LLP ("PwC"), an accounting and financial services firm with offices located at numerous locations around the world, including an office at 199 Fremont, San Francisco. I make this Eighth Supplemental Declaration on behalf of PwC (the "Declaration") pursuant to Federal Rule of Bankruptcy Procedure 2014(a) in connection with PwC's retention as accountants and financial advisors to the Official Committee of Unsecured Creditors in the above-captioned Chapter 11 case under the terms and conditions set forth in the Revised Application and the Order Appointing PricewaterhouseCoopers LLP as Accountants and Financial Advisors for the Official Committee of Unsecured Creditors entered July 2, 2001. Those services have been and continue to be provided by PwC's Business Recovery Services practice ("BRS Practice") which specializes in providing services to various parties in distressed corporate situations.

2. Except as otherwise noted¹, I have personal knowledge of the matters set forth herein.

3. As disclosed in the Seventh Supplemental Declaration of PwC, sworn to on July 25, 2002, PwC has entered into a definitive agreement to sell its BRS Practice to FTI Consulting, Inc. ("FTI"). It is currently anticipated that this transaction will close on or about August 31, 2002. After the closing, FTI, as successor to the BRS Practice will be responsible for filing appropriate fee applications regarding the services to be provided.

4. As of the closing date, the BRS professionals who have been providing services to the Committee (the "BRS Team") will become FTI employees. We understand

1 that the Committee intends to file an application for retention of FTI as accountants and
2 financial advisors to the Committee shortly. In order to avoid any interruption in the
3 services being provided by the BRS Team to the Committee, and with the Committee's
4 understanding and approval, it is PwC's understanding that the BRS Team will continue
5 to perform services for the Committee following the closing, and will have access to the
6 information obtained by PwC in connection with its pre-closing services for that purpose,
7 subject to the following limitations: (i) until such time as FTI is appointed to serve as
8 accountants and financial advisors to the Committee, the BRS Team will not disclose any
9 confidential information relating to this case to any pre-closing FTI personnel; and (ii)
10 during the same period, no pre-closing FTI personnel will be assigned to perform services
11 for the Committee.
12
13

14
15 I am over the age of eighteen. Pursuant to U.S.C. § 1746, I declare under penalty of
16 perjury under the laws of the United States of America that the foregoing is true and
17 correct.
18

19 Executed this 30th day of August, 2002, at San Francisco, California.
20

21
22 

23 Thomas E. Lumsden,
24 Partner
25 PricewaterhouseCoopers LLP
26
27

28 ¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at PricewaterhouseCoopers and are based on information provided by them.

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, 8th Floor, San Francisco, California.

On September 3, 2002, I served on the parties listed on the attached Service List, the foregoing document(s) described as:

**EIGHTH SUPPLEMENTAL DECLARATION OF THOMAS. E. LUMSDEN IN SUPPORT OF
"REVISED APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR-
ORDER UNDER 11 U.S.C. §§ 1103 AND 328 AND F.R.B.P. 2014 AND 2016 AUTHORIZING
RETENTION AND EMPLOYMENT OF PRICEWATERHOUSECOOPERS LLP AS
ACCOUNTANTS AND FINANCIAL ADVISORS"**

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

(BY UPS 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 September 3, 2002 San Francisco, California.

Catherine Dolan
Type or Print Name


Signature

Proof of Service by UPS Next Day Air

James L. Lopes, Esq.
Howard, Rice, Nemerovski, Canady, Falk & Rabkin
Three Embarcadero Center, 7th 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]

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO

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On September 3, 2002, I served on the parties listed on the attached Service List, the foregoing document(s) without exhibits described as:

EIGHTH SUPPLEMENTAL DECLARATION OF THOMAS. E. LUMSDEN IN SUPPORT OF "REVISED APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER UNDER 11 U.S.C. §§ 1103 AND 328 AND F.R.B.P. 2014 AND 2016 AUTHORIZING RETENTION AND EMPLOYMENT OF PRICEWATERHOUSECOOPERS LLP AS ACCOUNTANTS AND FINANCIAL ADVISORS"

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 September 3, 2002 San Francisco, California.

Catherine Dolan
Type or Print Name


Signature