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10 PACIFIC GAS AND ELECTRIC COMPANY

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11 UNITED STATES BANKRUPTCY COURT  
12 NORTHERN DISTRICT OF CALIFORNIA

13 In re  
14 PACIFIC GAS AND ELECTRIC  
15 COMPANY, a California corporation,  
16 Debtor.  
17 Federal I.D. No. 94-0742640

18 Case No.: 01-30923 DM  
19 Chapter 11 Case  
20 [No Hearing Scheduled]

21 **HELLER EHRMAN WHITE & McAULIFFE LLP'S COVER SHEET  
22 APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM  
23 COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
24 NOVEMBER 1, 2002, THROUGH NOVEMBER 30, 2002**

25 Heller Ehrman White & McAuliffe LLP (the "Firm" or "Heller Ehrman") submits its  
26 Cover Sheet Application (the "Application") for Allowance and Payment of Interim  
27 Compensation and Reimbursement of Expenses for the Period November 1, 2002, through  
28 November 30, 2002 (the "Application Period"). In support of the Application, the Firm  
respectfully represents as follows:

1. The Firm is Special Counsel to Pacific Gas and Electric Company, debtor and  
debtor-in-possession in the above-referenced bankruptcy case (the "Debtor"). The Firm

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1 hereby applies to the Court for allowance and payment of interim compensation for services  
2 rendered and reimbursement of expenses incurred during the Application Period.

3 2. The Firm billed a total of \$745,570.26 in fees and expenses during the  
4 Application Period. The total fees represent 2,496.90 hours expended during the  
5 Application Period. These fees and expenses break down as follows:

6 Period	Fees	Expenses	Total
7 11/01/02 – 11/30/02	\$715,658.90	\$30,001.36	\$745,570.26

8 3. Accordingly, the Firm seeks allowance of interim compensation in the total  
9 amount of \$638,234.93 at this time. This total comprises the following: \$608,233.57 (85%  
10 of the fees incurred during the Application Period)<sup>1</sup> plus \$30,001.36 (100% of the expenses  
11 incurred).

12 4. For the post-petition period, the Firm has been paid to date as follows:<sup>2</sup>

13 Application Period	Amount Applied For	Description	Amount Paid
14 4/6/01 – 7/31/01 (first 15 post-petition interim fee application period)	\$2,264,794.01	100% of fees and 100% of expenses	\$2,246,327.81 <sup>3</sup>

16  
17 <sup>1</sup> Payment of this amount would result in a "holdback" of \$107,335.34, equal to 15% of the Firm's  
18 fees for services rendered during the Application Period.

19 <sup>2</sup> On December 19, 2000, PG&E paid a retainer to Heller Ehrman in the amount of \$350,000.  
20 Pursuant to written agreement between the parties dated December 19, 2000, the retainer is not to apply to  
21 current billings in the ordinary course, but instead is to apply to Heller Ehrman's unpaid fees and expenses in  
22 the event that PG&E fails to make payment in the ordinary course. By written agreement dated April 5,  
23 2001, the parties modified that arrangement to authorize Heller Ehrman to apply the retainer to payment of  
24 unpaid pre-petition fees and expenses on matters that are subject to an hourly billing arrangement. The  
25 foregoing arrangement was approved by this Court in its June 4, 2001, Order Authorizing Debtor to Employ  
26 Heller Ehrman as Special Counsel (Apr. 17, 2001); *see also* PG&E's Application to Employ Heller Ehrman  
27 as Special Counsel ¶¶ 9-10 (Apr. 17, 2001); Declaration of Marie L. Fiala in Support of Application ¶ 9  
(Apr. 8, 2001). As of the date of submission of this Cover Sheet Application, Heller Ehrman has applied  
28 \$153,148.07 of the retainer to a portion of its unpaid pre-petition fees and expenses on hourly rate  
engagements. Heller Ehrman continues to hold a retainer balance of \$196,851.93.

<sup>3</sup> The amount paid reflects a disallowance of \$18,466.20 in fees. *See* Order Approving Heller  
Ehrman White & McAuliffe LLP's First Interim Fee Application for Allowance and Payment of  
Compensation and Reimbursement of Expenses for the Period April 6, 2001, Through July 31, 2001  
(Nov. 21, 2001); December 12, 2001 Order at pp. 16-17.

Application Period	Amount Applied For	Description	Amount Paid
8/1/01 – 11/30/01 (second post-petition interim fee application period)	\$2,251,673.88	100% of fees and 100% of expenses	\$2,231,752.48 <sup>4</sup>
12/1/01 – 3/31/02 (third post-petition interim fee application period)	\$2,477,438.24	100% of fees and 100% of expenses	\$2,477,438.24
4/1/02 – 7/31/02 (fourth post-petition interim fee application period)	\$3,127,427.84	100% of fees and 100% of expenses	\$3,127,477.88
08/01/02 – 08/31/02 (Aug. CSA period)	\$ 868,966.42 <sup>5</sup>	85% of fees and 100% of expenses	\$ 868,966.43
09/01/02 – 09/30/02 (Sept. CSA period)	\$ 720,787.52	85% of fees and 100% of expenses	\$ 720,787.53
10/01/02 – 10/31/02 (Oct. CSA period)	\$ 727,046.23	85% of fees and 100% of expenses	\$ 727,046.25
Total	\$12,438,134.14		\$12,399,796.62

5. To date, the Firm is owed as follows (excluding amounts owed pursuant to this Application):

Application Period	Amount	Description
First post-petition interim fee application period (4/6/01 – 7/31/01)	\$ 0	

<sup>4</sup> The amount paid reflects a disallowance of \$19,921.40 in fees for certain paralegal charges. See Order Approving Heller Ehrman White & McAuliffe LLP's Second Interim Fee Application ¶ 1 (Feb. 27, 2002).

<sup>5</sup> As filed on September 30, 2002, Heller Ehrman's August Cover Sheet Application reflected fees of \$970,577.10 and expenses of \$57,095.46, and requested interim compensation of \$882,086.00 (\$824,990.54 (85% of fees) + \$57,095.46 (100% of expenses)). Subsequently, Heller Ehrman agreed to reduce its fees for the August invoice for Matter No. 88 as follows: (i) a reduction of \$5,434.80 based on incorrect billing rates used in the original bill, and (ii) an additional reduction of \$10,000 agreed to by Heller Ehrman and PG&E. In total, Heller Ehrman therefore agreed to reduce its August fees by \$15,434.80, resulting in a reduced request for interim compensation of \$868,966.42 (85% x (\$970,577.10 - \$15,434.80) + 100% x \$57,095.46).

Application Period	Amount	Description
Second post-petition interim fee application period (8/1/01 – 11/30/01)	\$ 0	
Third post-petition interim fee application period (12/1/01 – 3/31/02)	\$ 0	
Fourth post-petition interim fee application period (4/1/02 – 7/31/02)	\$ 0	
August cover sheet application period (8/01/02 – 8/31/02)	\$ 143,327.35 <sup>6</sup>	15% fee holdback
September cover sheet application period (9/01/02 – 9/30/02)	\$ 115,619.48	15% fee holdback
October cover sheet application period (10/01/02 – 10/31/02)	\$ 120,814.89	15% fee holdback
<b>Total Owed to Firm to Date</b>	<b>\$ 379,761.72</b>	

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.

<sup>6</sup> This figure constitutes the corrected fee holdback (15% x (\$970,557.10 - \$15,434.80)) based on the reductions in the August invoice for Matter No. 88 described in footnote 5 above.

1           8. Pursuant to this Court's "ORDER ESTABLISHING INTERIM FEE  
2 APPLICATION AND EXPENSE REIMBURSEMENT PROCEDURE" which was entered  
3 on or about July 26, 2001, the Debtor is authorized to make the payment requested herein  
4 without a further hearing or order of this Court unless an objection to this Application is  
5 filed with the Court by the Debtor, the Committee or the United States Trustee and served  
6 by the fifteenth day of the month following the service of this Application. If such an  
7 objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the  
8 objection. The Firm is informed and believes that this Cover Sheet Application was mailed  
9 by first class mail, postage prepaid, on or about December 30, 2002.

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

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

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

5 Dated: December 30, 2002

HELLER EHRMAN WHITE & McAULIFFE LLP

6  
7 By: 

Adam M. Cole

8 Special Counsel for Debtor in Possession  
9 PACIFIC GAS AND ELECTRIC COMPANY