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9 Special Counsel to Debtor  
10 PACIFIC GAS AND ELECTRIC COMPANY

11 UNITED STATES BANKRUPTCY COURT  
12 NORTHERN DISTRICT OF CALIFORNIA  
13 SAN FRANCISCO DIVISION

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

19 Chapter 11  
20 Case No 01-30923 DM

21 COOLEY GODWARD LLP'S EIGHTEENTH COVER  
22 SHEET APPLICATION FOR ALLOWANCE AND  
23 PAYMENT OF INTERIM COMPENSATION AND  
24 REIMBURSEMENT OF EXPENSES FOR THE  
25 PERIOD NOVEMBER 1, 2002 - NOVEMBER 30,  
26 2002

27 [No Hearing Scheduled]

28 Cooley Godward LLP (the "Firm") submits this Eighteenth Cover Sheet Application (the "Application") for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period November 1, 2002 - November 30, 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

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OF 16<sup>TH</sup> COVER SHEET APPLICATION  
CASE NO 01-30923 DM

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

3 2. The Firm billed a total of \$1,373,217.11 in fees and expenses during the  
4 Application Period. The total fees represent approximately 4640 30 hours expended during the  
5 period covered by this Application. These fees and expenses break down as follows:

PERIOD	FEES	EXPENSES	TOTAL
November 1 to November 30, 2002	\$1,238,083 00	\$135,134.11	\$1,373,217.11

6 Accordingly, the Firm seeks allowance of interim compensation in the amount of a  
7 total of \$1,187,504 66 at this time. This total is comprised as follows: \$1,052,370.55 (85%) of the  
8 fees for services rendered<sup>1</sup> plus \$135,134.11 (100% of the expenses incurred)

9 4. For the post-petition period, the Firm has been paid to date as follows:

APPLICATION PERIOD	AMOUNT APPLIED FOR	DESCRIPTION	AMOUNT PAID
04/06/01 - 07/31/01 (1 <sup>st</sup> post-petition interim fee application period)	\$305,205 04	100% of fees and expenses	\$305,205 04 <sup>2</sup>
08/01/01 - 11/30/01 (2 <sup>nd</sup> post-petition interim fee application period)	\$981,483 45	100 % of fees and expenses	\$981,483 45
12/01/01 - 03/31/02 (3 <sup>rd</sup> post-petition interim fee application period)	\$781,865 23	100 % of fees and expenses	\$781,865 23
04/01/02 - 07/31/02 (4 <sup>th</sup> post-petition interim fee application period)	\$1,123,384 94	100 % of fees and expenses	\$1,121,884 94 <sup>3</sup>
08/01/02 - 08/31/02 (August Cover Sheet Application Period)	\$596,306 38	85% of fees and 100% of expenses	\$596,306 38
09/01/02 - 09/30/02 (September Cover Sheet Application Period)	\$660,122 35	85% of fees and 100% of expenses	\$660,122.35
10/01/02 - 10/31/02 (October Cover Sheet Application Period)	\$1,008,255 27	85% of fees and 100% of expenses	\$1,008,255.29
<b>TOTAL:</b>	<b>\$5,456,622 66</b>		<b>\$3,386,568 96</b>

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

APPLICATION PERIOD	AMOUNT	DESCRIPTION
04/06/01 - 07/31/01 (1 <sup>st</sup> post-petition interim fee application period)	\$ - 0 -	
08/01/01 - 11/30/01 (2 <sup>nd</sup> post-petition interim fee application period)	\$ - 0 -	
12/01/01 - 03/31/02 (3 <sup>rd</sup> post-petition interim fee application period)	\$ - 0 -	

<sup>1</sup> Payment of this amount would result in a "holdback" of \$185,712 45.

<sup>2</sup> All except \$29,434 90 was paid from the Firm's prepetition retainer.

<sup>3</sup> The Court's Order reduced the allowed amount by \$1,500 00

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CASE NO. 01-30923 DM

2.

interim fee application period)		
04/01/02 - 07/31/02 (4 <sup>th</sup> post-petition interim fee application period)	\$ - 0 -	
08/01/02 - 08/31/02 (August Cover Sheet Application Period)	\$99,379.04	15% of fee holdback
09/01/02 - 09/30/02 (September Cover Sheet Application Period)	\$109,292.92	15% of fee holdback
10/01/02 - 10/31/02 (October Cover Sheet Application Period)	\$162,074.60	15% of fee holdback
<b>TOTAL:</b>	<b>\$370,746.56</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.

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 and served by the Eighteenth day of the month following the service of this Application. If such an objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the objection. The Firm is informed and believes that this Application was mailed by first class mail, postage prepaid, on or about December 31, 2002.

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

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

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

Dated: December 31, 2002

COOLEY GODWARD LLP

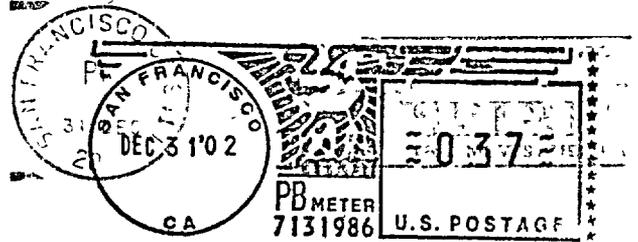
By: /s/ J. Michael Kelly

J. Michael Kelly

Special Counsel to Debtor  
PACIFIC GAS AND ELECTRIC COMPANY

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