

1 MARC S. COHEN, Bar Number 065486
2 ASHLEIGH A. DANKER, Bar Number 138419
3 STEVEN F. WERTH, Bar Number 205434
4 KAYE SCHOLER LLP
5 1999 Avenue of the Stars, Suite 1700
6 Los Angeles, California 90067-6048
7 Telephone: (310) 788-1000
8 Fax: (310) 788-1200

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9 Attorneys for the (Reorganized) CALIFORNIA
10 POWER EXCHANGE CORPORATION

11 UNITED STATES DISTRICT COURT

12 NORTHERN DISTRICT OF CALIFORNIA

13 SAN FRANCISCO DIVISION

14 In re)
15) CASE NO. 01-30923 DM
16 PACIFIC GAS AND ELECTRIC)
17 COMPANY, a California corporation,) Chapter 11 Case
18)
19 Debtor.) Date: September 29, 2003
20) Time: 1:30 p.m.
21) Place: 235 Pine Street, 22nd Floor
22) San Francisco, California
23 Federal I.D. No. 94-0742640) Judge: Hon. Dennis J. Montali
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27)
28)

29 **(REORGANIZED) CALIFORNIA POWER EXCHANGE CORPORATION'S LIMITED**
30 **OBJECTION TO MOTION FOR ORDER AUTHORIZING PACIFIC GAS AND ELECTRIC**
31 **COMPANY TO COMPROMISE CLAIMS AGAINST EL PASO NATURAL GAS**
32 **COMPANY ET ALIA AND TO ENTER INTO AGREEMENTS RESOLVING ALL CLAIMS**

33 (Reorganized) California Power Exchange Corporation ("CalPX") objects to Pacific Gas and
34 Electric Company's (the "Debtor's") Motion for Order Authorizing Pacific Gas and Electric
35 Company to Compromise Claims Against El Paso Natural Gas Company Et Alia and to Enter into
36 Agreements Resolving All Claims (the "Motion") on the following limited basis:

37 1. The Motion provides, among other things, that Claim No. 8837 filed against the
38 Debtor by El Paso Merchant Energy, L.P. in the face amount of \$57,493,499.83 shall be released as
part of the proposed settlement. As described in the Motion, Claim No. 8837 represents "the amount

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1 PG&E allegedly owes [El Paso] for sales of power to PG&E through the California ISO and *the*
2 *California PX* (Claim No. 0008837)." Motion, p. 7 (emphasis added).

3 2. CalPX has filed Claim No. 13282, amending Claim No. 7411, against the Debtor in
4 the amount of \$1,778,979,543.96 (the "CalPX Claim"). In accordance with the tariff for CalPX
5 approved by the Federal Energy Regulatory Commission ("FERC"), the CalPX Claim includes all
6 amounts owed by the Debtor to CalPX on account of the Debtor's unpaid prepetition purchases in
7 CalPX's electricity markets from other participants in CalPX's markets, including El Paso Merchant
8 Energy, L.P. Due to ongoing refund proceedings before FERC, the amount of the CalPX Claim may
9 be subject to adjustment by FERC.

10 3. CalPX objects to the Motion only to the extent that the Motion, particularly the
11 release of Claim No. 8837, attempts to reduce the amount of or otherwise impact the CalPX Claim.
12 Provided the Debtor clarifies that the proposed release of Claim No. 8837 does not in any way
13 impact or prejudice the CalPX Claim, CalPX has no objection to the Motion. If the Debtor contends
14 that the release of Claim No. 8837 *does* impact the CalPX Claim, then CalPX objects to the Motion
15 on the grounds that only FERC may determine the amount of the CalPX Claim.

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18 Dated: September 24, 2003

KAYE SCHOLER LLP

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20 By: Steven F. Werth
21 Steven F. Werth
22 Attorneys for the (Reorganized) CALIFORNIA
23 POWER EXCHANGE CORPORATION
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PROOF OF SERVICE

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 1999 Avenue of the Stars, Suite 1700, Los Angeles, California 90067-6048.

On September 24, 2003, I served the foregoing document described as (REORGANIZED) CALIFORNIA POWER EXCHANGE CORPORATION'S LIMITED OBJECTION TO MOTION FOR ORDER AUTHORIZING PACIFIC GAS AND ELECTRIC COMPANY TO COMPROMISE CLAIMS AGAINST EL PASO NATURAL GAS COMPANY ET ALIA AND TO ENTER INTO AGREEMENTS RESOLVING ALL CLAIMS on the interested parties in this action by placing a true copy thereof enclosed in a sealed envelope addressed as follows:

[SEE ATTACHED SERVICE LIST]

X (BY MAIL) In accordance with the regular mail collection and processing practices of this business office, with which I am familiar, by means of which mail is deposited with the United States Postal Service at Los Angeles, California that same day in the ordinary course of business, I deposited such sealed envelope for collection and mailing on this same date following ordinary business practices.

FEDERAL

X 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.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the above is true and correct.

Executed on September 24, 2003, at Los Angeles, California.

TERESA C. KENT
Name

Handwritten signature of Teresa C. Kent
Signature

SPECIAL NOTICE LIST
As of September 17, 2003

Adam A. Lewis
Morrison & Foerster
425 Market Street, 33rd Floor
San Francisco, California 94105
[Counsel for El Paso, Idaho Power]

Adolfo M. Corona
Dowling, Aaron & Keeler
6051 North Fresno Street, Suite 200
Fresno, California 93710
[Counsel for Westcal, Inc.]

Adrienne Vadell Sturges
Sodexo Marriott Services, Inc.
9801 Washingtonian Boulevard, 12th Floor
Gaithersburg, MD 20878

Alan Kolod
Moses & Singer LLP
1301 Avenue of the Americas
40th Floor
New York, NY 10019
[Counsel for Bankers Trust Company]

Alan Z. Yudowsky
Anne E. Wells
Stroock & Stroock & Lavan LLP
2029 Century Park East, Suite 1800
Los Angeles, California 90067
[Counsel for Sempra Energy Trading Corp]

Alex Makler
Calpine Greenleaf, Inc.
4160 Dublin Blvd
Dublin, CA 94568-7755

Alexis S. Coll
Simpson Thacher & Bartlett LLP
3330 Hillview Avenue
Palo Alto, California 94117
[Counsel for Lehman Commercial Paper, Inc.]

Allan H. Ickowitz
Donna M. Balbin
Nossama, Guthner, Knox & Elliott
445 South Figueroa Street, 31st Floor
Los Angeles, California 90071
[Counsel for City of Redwood City, California]