

1 MARIE L. FIALA (No. 79676)
2 PETER J. BENVENUTTI (No. 60566)
3 ADAM M. COLE (No. 145344)
4 HELLER EHRMAN WHITE & McAULIFFE LLP
5 333 Bush Street
6 San Francisco, California 94104-2878
7 Telephone: (415) 772-6000
8 Facsimile: (415) 772-6268

50-245/323

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

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 OCTOBER 1, 2003, THROUGH OCTOBER 31, 2003**

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 October 1, 2003, through
28 October 31, 2003 (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

Heller
Ehrman
White &
McAuliffe LLP

BK12001

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 \$546,759.69 in fees and expenses during the
4 Application Period. The total fees represent 1,848.80 hours expended during the
5 Application Period. These fees and expenses break down as follows:

6 Period	Fees	Expenses	Total
7 10/01/03 – 10/31/03	\$520,208.00	\$26,551.69	\$546,759.69

8 3. Accordingly, the Firm seeks allowance of interim compensation in the total
9 amount of \$468,728.49 at this time. This total comprises the following: \$442,176.80 (85%
10 of the fees incurred during the Application Period)¹ plus \$26,551.69 (100% of the expenses
11 incurred).

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

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 ³

16
17
18 ¹ Payment of this amount would result in a "holdback" of \$78,031.20, equal to 15% of the Firm's
fees for services rendered during the Application Period.

19 ² 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,
2001, the parties modified that arrangement to authorize Heller Ehrman to apply the retainer to payment of
23 unpaid pre-petition fees and expenses on matters that are subject to an hourly billing arrangement. The
24 foregoing arrangement was approved by this Court in its June 4, 2001, Order Authorizing Debtor to Employ
Heller Ehrman as Special Counsel (Apr. 17, 2001); *see also* PG&E's Application to Employ Heller Ehrman
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
25 \$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.

26 ³ The amount paid reflects a disallowance of \$18,466.20 in fees. *See* Order Approving Heller
27 Ehrman White & McAuliffe LLP's First Interim Fee Application for Allowance and Payment of
28 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 ⁴
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
8/1/02 – 11/30/02 (fifth post-petition interim fee application period)	\$3,442,121.72	100% of fees and 100% of expenses	\$3,442,049.42
12/1/02 – 3/31/02 (sixth post-petition interim fee application period)	\$4,990,707.18	100% of fees and 100% of expenses	\$4,990,707.18
4/01/03 – 7/31/03 (seventh post-petition interim fee application period)	\$2,444,820.00	100% of fees and 100% of expenses	\$2,444,820.00
8/01/03 – 8/31/03 (August CSA period)	\$ 403,864.96	85% of fees and 100% of expenses	\$ 403,864.98
9/01/03 – 9/30/03 (September CSA period)	\$ 361,790.56	85% of fees and 100% of expenses	\$ 0
Total	\$21,418,654.57		\$20,960,573.01

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

⁴ 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).

1	Application Period	Amount	Description
2	First post-petition interim fee application period (4/6/01 – 7/31/01)	\$ 0	
3			
4	Second post-petition interim fee application period (8/1/01 – 11/30/01)	\$ 0	
5			
6	Third post-petition interim fee application period (12/1/01 – 3/31/02)	\$ 0	
7			
8	Fourth post-petition interim fee application period (4/1/02 – 7/31/02)	\$ 0	
9			
10	Fifth post-petition interim fee application period (8/1/02 – 11/30/02)	\$ 0	
11			
12	Sixth post-petition interim fee application period (12/01/02 – 3/31/03)	\$ 0	
13			
14	Seventh post-petition interim fee application period (4/01/03 – 7/31/03)	\$ 0	
15	August cover sheet application period (8/01/03 – 8/31/03)	\$ 64,938.91	15% fee holdback
16			
17	September cover sheet application period (9/01/03 – 9/30/03)	\$ 58,972.18	15% fee holdback
18			
19	Total Owed to Firm to Date	\$ 123,911.09	

20

21 6. With regard to the copies of this Application served on counsel for the

22 Committee, counsel for the Debtor and the Office of the United States Trustee, attached as

23 Exhibit 1 hereto is the name of each professional who performed services in connection with

24 this case during the period covered by this Application and the hourly rate for each such

25 professional; and (b) attached as Exhibit 2 are the detailed time and expense statements for

26 the Application Period that comply with all Northern District of California Bankruptcy

27 Local Rules and Compensation Guidelines and the Guidelines of the Office of the United

28 States Trustee.

1 7. The Firm has served a copy of this Application (without Exhibits) on the
2 Special Notice List in this case.

3 8. Pursuant to this Court's "ORDER ESTABLISHING INTERIM FEE
4 APPLICATION AND EXPENSE REIMBURSEMENT PROCEDURE" which was entered
5 on or about July 26, 2001, the Debtor is authorized to make the payment requested herein
6 without a further hearing or order of this Court unless an objection to this Application is
7 filed with the Court by the Debtor, the Committee or the United States Trustee and served
8 by the fifteenth day of the month following the service of this Application. If such an
9 objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the
10 objection. The Firm is informed and believes that this Cover Sheet Application was mailed
11 by first class mail, postage prepaid, on or about November 21, 2003.

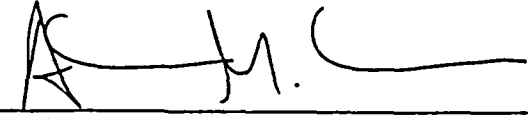
12 9. The interim compensation and reimbursement of expenses sought in this
13 Application is on account and is not final. Upon the conclusion of this case, the Firm will
14 seek fees and reimbursement of the expenses incurred for the totality of the services
15 rendered in the case. Any interim fees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

18 10. The Firm represents and warrants that its billing practices comply with all
19 Northern District of California Bankruptcy Local Rules and Compensation Guidelines and
20 the Guidelines of the Office of the United States Trustee. Neither the Firm nor any
21 members of the Firm has any agreement or understanding of any kind or nature to divide,
22 pay over or share any portion of the fees or expenses to be awarded to the Firm with any
23 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: November 21, 2003

HELLER EHRMAN WHITE & MCAULIFFE LLP

6
7 By: 

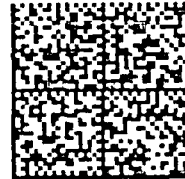
8 Adam M. Cole
9 Special Counsel for Debtor in Possession
10 PACIFIC GAS AND ELECTRIC COMPANY

11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Brett Stone

HellerEhrman
ATTORNEYS

Heller Ehrman White & McAuliffe LLP
333 Bush Street
San Francisco, CA 94104-2878



HEOPOST

\$0.37

NOV 21 2003

US POSTAGE

PRIORITY

MAILED FROM 94104

048J0085001146

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
Washington, DC 20555-0001

20555-0001

