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JEFFREY L. SCHAFFER (No. 91404)  
2 JANET A. NEXON (No. 104747)  
WILLIAM J. LAFFERTY (No. 120814)  
3 HOWARD, RICE, NEMEROVSKI, CANADY,  
FALK & RABKIN  
4 A Professional Corporation  
Three Embarcadero Center, 7th Floor  
5 San Francisco, California 94111-4065  
Telephone: 415/434-1600  
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7 Attorneys for Debtor and Debtor in Possession  
PACIFIC GAS AND ELECTRIC COMPANY  
8

9 UNITED STATES BANKRUPTCY COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN FRANCISCO DIVISION

12 In re

Case No. 01-30923 DM

13 PACIFIC GAS AND ELECTRIC  
14 COMPANY, a California corporation,

Chapter 11 Case

15 Debtor.

[NO HEARING REQUESTED]

16 Federal I.D. No. 94-0742640  
17

18 HOWARD, RICE, NEMEROVSKI, CANADY, FALK & RABKIN  
COVER SHEET APPLICATION  
19 FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR OCTOBER, 2003

20 Howard, Rice, Nemerovski, Canady, Falk & Rabkin (the "Firm") submits its  
21 Cover Sheet Application (the "Application") for Allowance and Payment of Interim  
22 Compensation and Reimbursement of Expenses for the Period October 1, 2003 through  
23 October 31, 2003 (the "Application Period"). In support of the Application, the Firm  
24 respectfully represents as follows:

25 1. The Firm is counsel to Pacific Gas and Electric Company, the debtor and  
26 debtor-in-possession in the above-referenced bankruptcy case (the "Debtor"). The Firm  
27 hereby applies to the Court for allowance and payment of interim compensation for services  
28

1 rendered and reimbursement of expenses incurred during the Application Period.

2 2. The Firm billed a total of \$506,292.68 in fees and expenses during the  
3 Application Period. The total fees represent 1,603 hours expended during the Application  
4 Period. These fees and expenses break down as follows:

5 Period	6 Fees	7 Expenses	8 Total
9 October, 2003	\$ 457,799.00	\$48,493.68	\$ 506,292.68

10 3. Accordingly, the Firm seeks allowance of interim compensation in the total  
11 amount of \$437,622.83 at this time. This total is comprised as follows: \$389,129.15 (85%  
12 of the fees for services rendered)<sup>1</sup> plus \$48,493.68 (100% of the expenses incurred).

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

14 Application Period	15 Amount Applied For	16 Description	17 Amount Paid
18 April 6, 2001 through 19 July 31, 2001 (1st 20 post-petition interim 21 fee application 22 period)	\$4,646,476.74	100% of fees and expenses	\$4,646,476.74
23 August 1, 2001 24 through November 25 30, 2001 (2nd post- 26 petition interim fee 27 application period)	\$3,921,628.38	100% of fees and expenses	\$3,921,528.38 <sup>2</sup>
28 December 1, 2001 through March 31, 2002 (3rd post- petition interim fee application period)	\$4,253,813.78	100% of fees and expenses	\$4,238,243.76 <sup>3</sup>

<sup>1</sup>Payment of this amount would result in a "holdback" of \$68,669.85.

<sup>2</sup>The Firm had written off an additional \$100.00 in fees.

<sup>3</sup>The Firm had written off an additional \$15,570.02 in fees.

1	Application Period	Amount Applied For	Description	Amount Paid
2	April 1, 2002 through	\$5,520,001.30	100% of fees and	\$5,520,001.30
3	July 31, 2002 (4th		expenses	
4	post-petition interim			
5	fee application			
6	period)			
7	August 1, 2002	\$7,679,231.32	100% of fees and	\$7,679,231.32
8	through November		expenses	
9	30, 2002 (5th post-			
10	petition interim fee			
11	application period)			
12	December 1, 2002	\$4,722,304.02	100% of fees and	\$4,722,304.02
13	through March 31,		expenses	
14	2003 (6th post-			
15	petition interim fee			
16	application period)			
17	April 1, 2003 through	\$2,103,181.96	100% of fees and	\$2,103,181.96
18	July 31, 2003 (7th		expenses	
19	post-petition interim			
20	fee application			
21	period)			
22	August, 2003	\$ 369,506.95	85% of fees and	\$ 369,506.95
23			100% of expenses	
24	September, 2003	\$ 451,315.80	85% of fees and	\$ -0-
25			100% of expenses	
26	Total Paid to the	\$33,667,460.25		\$33,200,474.43
27	Firm to Date			

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

Application Period	Amount	Description
August 1 – August 31, 2003	\$ 59,730.30	15% fee holdback
Sept. 1 – Sept. 30, 2003	\$529,023.23	100% of fees and costs
Total Owed to Firm to Date	\$588,753.53	

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

1 Official Committee of Unsecured Creditors (the "Committee"), the Debtor and the Office of  
2 the United States Trustee, attached as Exhibit 1 hereto is the name of each professional who  
3 performed services in connection with this case during the Application Period and the hourly  
4 rate for each such professional; and attached as Exhibit 2 is an Account Summary. The  
5 detailed time and expense statements for the Application Period that comply with all  
6 Northern District of California Bankruptcy Local Rules and Compensation Guidelines and  
7 the Guidelines of the Office of the United States Trustee have been submitted in electronic  
8 form to the Office of the United States Trustee and mailed to counsel for the Committee and  
9 to the Debtor.

10 7. The Firm is serving a copy of this Application (without Exhibits) on the  
11 Special Notice List in this case.

12 8. Pursuant to this Court's "SECOND AMENDED ORDER ESTABLISHING  
13 INTERIM FEE APPLICATION AND EXPENSE REIMBURSEMENT PROCEDURE  
14 (Revised March, 2002)" (the "Amended Order"), the Debtor is authorized to make the  
15 payment requested herein without a further hearing or order of this Court, unless an  
16 objection to this Application is filed with the Court by the Debtor, the Committee or the  
17 United States Trustee and served by the fifteenth day of the month following the service of  
18 this Application. If such an objection is filed, Debtor is authorized to pay the amounts, if  
19 any, not subject to the objection. The Firm is informed and believes that this Cover Sheet  
20 Application was mailed by first class mail, postage prepaid, on or about December 1, 2003.

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

27 10. The Firm represents and warrants that its billing practices comply with all  
28 Northern District of California Bankruptcy Local Rules and Compensation Guidelines and

1 the Guidelines of the Office of the United States Trustee. Neither the Firm nor any members  
2 of the Firm has any agreement or understanding of any kind or nature to divide, pay over or  
3 share any portion of the fees or expenses to be awarded to the Firm with any other person or  
4 attorney except as among the members and associates of the Firm.

5 WHEREFORE, the Firm respectfully requests that the Debtor pay compensation  
6 to the Firm as requested herein pursuant to and in accordance with the terms of the Amended  
7 Order.

8 DATED: December 1, 2003

9 HOWARD, RICE, NEMEROVSKI, CANADY,  
10 FALK & RABKIN  
11 A Professional Corporation

12 By: Janet Nexon  
13 JANET A. NEXON  
14 Attorneys for Debtor and Debtor in Possession  
15 PACIFIC GAS AND ELECTRIC COMPANY

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HOWARD  
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FALK  
& RABKIN  
A Professional Corporation

1 **PROOF OF SERVICE BY FEDERAL EXPRESS**

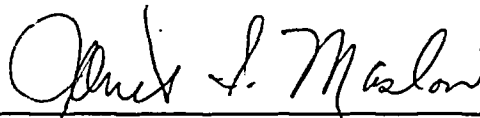
2 I am employed in the City and County of San Francisco, State of California. I am over  
3 the age of eighteen (18) years and not a party to the within action; my business address is  
4 Three Embarcadero Center, 7th Floor, San Francisco, California 94111-4065.

5 I am readily familiar with the practice for collection and processing of documents for  
6 delivery by overnight service by Federal Express of Howard, Rice, Nemerovski, Canady,  
7 Falk & Rabkin, A Professional Corporation, and that practice is that the document(s) are  
8 deposited with a regularly maintained Federal Express facility in an envelope or package  
9 designated by Federal Express fully prepaid the same day as the day of collection in the  
10 ordinary course of business.

11 On December 1, 2003, I served the following document(s) described as HOWARD,  
12 RICE, NEMEROVSKI, CANADY, FALK & RABKIN COVER SHEET APPLICATION  
13 FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND  
14 REIMBURSEMENT OF EXPENSES FOR OCTOBER, 2003 on the persons listed below  
15 by placing the document(s) for deposit with Federal Express through the regular collection  
16 process at the law offices of Howard, Rice, Nemerovski, Canady, Falk & Rabkin, A  
17 Professional Corporation, located at Three Embarcadero Center, 7th Floor, San Francisco,  
18 California, to be served by overnight Federal Express delivery addressed as follows:

19  
20 Paul Aronzon, Esq.  
21 Milbank, Tweed, Hadley & McCloy  
22 601 South Figueroa Street  
23 Los Angeles, CA 90017

24 I declare under penalty of perjury that the foregoing is true and correct. Executed at  
25 San Francisco, California on December 1, 2003.

26   
27 \_\_\_\_\_  
28 Janet S. Maslow

HOWARD  
RICE  
NEMEROVSKI  
CANADY  
FALK  
& RABKIN  
A Professional Corporation

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**PROOF OF SERVICE BY HAND**

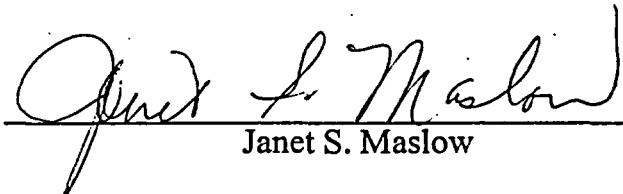
I am employed in the City and County of San Francisco, State of California. I am over the age of eighteen (18) years and not a party to the within action; my business address is Three Embarcadero Center, 7th Floor, San Francisco, California 94111-4065.

On December 1, 2003, I served the following document(s) described as HOWARD, RICE, NEMEROVSKI, CANADY, FALK & RABKIN COVER SHEET APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR OCTOBER, 2003 on the parties listed below by causing it to be delivered by hand to:

Patricia Cutler  
Office of the U. S. Trustee  
250 Montgomery Street, Suite 1000  
San Francisco, CA 94104

I declare under penalty of perjury that the foregoing is true and correct. Executed at San Francisco, California on December 1, 2003.

HOWARD  
RICE  
NEMEROVSKI  
CANADY  
FALK  
& RABKIN  
A Professional Corporation

  
\_\_\_\_\_  
Janet S. Maslow