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PACIFIC GAS AND ELECTRIC COMPANY

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re	Case No. 01-30923 DM
PACIFIC GAS AND ELECTRIC COMPANY, a California corporation,	Chapter 11 Case
Debtor.	[NO HEARING REQUESTED]
Federal I.D. No. 94-0742640	

HOWARD, RICE, NEMEROVSKI, CANADY, FALK & RABKIN
COVER SHEET APPLICATION
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR JANUARY, 2004

Howard, Rice, Nemerovski, Canady, Falk & Rabkin (the "Firm") submits its Cover Sheet Application (the "Application") for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period January 1, 2004 through January 31, 2004 (the "Application Period"). In support of the Application, the Firm respectfully represents as follows:

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

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rendered and reimbursement of expenses incurred during the Application Period.

2. The Firm billed a total of $499,565.95 in fees and expenses during the Application Period. The total fees represent 1,601.3 hours expended during the Application Period. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
January, 2004	$ 477,614.50	$21,951.45	$ 499,565.95

3. Accordingly, the Firm seeks allowance of interim compensation in the total amount of $427,923.77 at this time. This total is comprised as follows: $405,972.32 (85% of the fees for services rendered)[1] plus $21,951.45 (100% of the expenses incurred).

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

Application Period	Amount Applied For	Description	Amount Paid
April 6, 2001 through July 31, 2001 (1st post-petition interim fee application period)	$4,646,476.74	100% of fees and expenses	$4,646,476.74
August 1, 2001 through November 30, 2001 (2nd post-petition interim fee application period)	$3,921,628.38	100% of fees and expenses	$3,921,528.38[2]
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[3]

[1]Payment of this amount would result in a "holdback" of $71,642.18.

[2]The Firm had written off an additional $100.00 in fees.

[3]The Firm had written off an additional $15,570.02 in fees.

HOWARD RICE NEMEROVSKI CANADY FALK & RABKIN A Professional Corporation

Application Period	Amount Applied For	Description	Amount Paid
April 1, 2002 through July 31, 2002 (4th post-petition interim fee application period)	$5,520,001.30	100% of fees and expenses	$5,520,001.30
August 1, 2002 through November 30, 2002 (5th post-petition interim fee application period)	$7,679,231.32	100% of fees and expenses	$7,679,231.32
December 1, 2002 through March 31, 2003 (6th post-petition interim fee application period)	$4,722,304.02	100% of fees and expenses	$4,722,304.02
April 1, 2003 through July 31, 2003 (7th post-petition interim fee application period)	$2,103,181.96	100% of fees and expenses	$2,103,181.96
August, 2003 through November 30, 2003 (8th post-petition interim fee application period)	$1,879,187.64	100% of fees and expenses	$1,879,187.64
December, 2003	$ 366,674.28	85% of fees and 100% of expenses	$ 366,674.28
Total Paid to the Firm to Date	$35,092,499.42		$35,076,829.40

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

Application Period	Amount	Description
Dec. 1 – Dec. 31, 2003	$ 62,197.12	15% fee holdback
Total Owed to Firm to Date	$ 62,197.12	

6. With regard to the copies of this Application served on counsel for the Official Committee of Unsecured Creditors (the "Committee"), 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 Application Period and the hourly rate for each such professional; and attached as Exhibit 2 is an Account Summary. 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 have been submitted in electronic form to the Office of the United States Trustee and mailed to counsel for the Committee and to the Debtor.

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

8. Pursuant to this Court's "SECOND AMENDED ORDER ESTABLISHING INTERIM FEE APPLICATION AND EXPENSE REIMBURSEMENT PROCEDURE (Revised March, 2002)" (the "Amended 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 fifteenth 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 Cover Sheet Application was mailed by first class mail, postage prepaid, on or about February 27, 2004.

9. The interim compensation and reimbursement of expenses sought in this Application is on account and is not final. Upon the conclusion of this case, 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 requested herein pursuant to and in accordance with the terms of the Amended Order.

DATED: February 27, 2004

HOWARD, RICE, NEMEROVSKI, CANADY, FALK & RABKIN
A Professional Corporation

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