

50-275/323

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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re  
PACIFIC GAS AND ELECTRIC  
COMPANY, a California corporation,  
Debtor.

Case No. 01-30923 DM  
Chapter 11 Case  
[No Hearing Scheduled]

Federal I.D. No. 94-0742640

WINSTON & STRAWN'S COVER SHEET APPLICATION FOR  
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
OCTOBER 1, 2001 THRU OCTOBER 31, 2001

Winston & Strawn (the "Firm") submits its Cover Sheet Application (the "Application")  
for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the  
Period of October 1, 2001- October 31, 2001 (the "Application Period"). In support of the  
Application, the Firm respectfully represents as follows:

1. Pursuant to the Amendment to the Amended Application for Authority to  
Employ and to continue the Employment of Special Counsel dated as of September 13, 2001, the  
Firm is Counsel to the debtor and debtor-in-possession (the "Debtor"), employed under section  
327(e) of the Bankruptcy Code, 11 U.S.C. § 101 et. seq. Pursuant to the Order Establishing

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1 Interim Fee Application and Expense Reimbursement Procedure entered on July 26, 2001 (the  
2 "Fee Order"), the Firm hereby applies to the Court for allowance and payment of interim  
3 compensation for services rendered and reimbursement of expenses incurred during the  
4 Application Period.

5  
6 2. The Firm billed a total of \$332,233.61 in fees and expenses during the  
7 Application Period. The Total fees represent 1051.17 hours expended during the Application  
8 Period. These fees and expenses break down as follows:

9 Period	Fees	Expenses	Total
10 October 1, 2001- 11 October 31, 2001	\$306,591.85	\$25,641.76	\$332,233.61

12 3. Accordingly, the Firm seeks allowance of interim compensation in the  
13 total amount of \$286,244.83 at this time. This total is comprised as follows:  
14 \$260,603.07 (85% of the fees for services rendered)<sup>1</sup> plus \$25,641.76 (100% of the expenses  
15 incurred).

16  
17 4. Pursuant to the Stipulation and Order Regarding Employment of Winston  
18 & Strawn as Special Counsel to the Debtor in Possession dated September 24, 2001 (the  
19 "Stipulation"), the Firm's reimbursement for all fees and expenses incurred by the Firm as special  
20 counsel to Debtor through July 31, 2001, is governed by the Order entered on August 16, 2001,  
21 approving the Amended Application for Authority to Employ and Continue the Employment of  
22 Special Council (the "Omnibus Order"). Pursuant to the Stipulation and Omnibus Order, the  
23 Firm has not and will not submit Applications for fees and expenses incurred through July 31,  
24 2001.

25  
26 5. To date, the Firm has submitted invoices for the following post-petition  
27 services directly to the debtor.

28  
<sup>1</sup>Payment of this amount would result in a "holdback" of \$45,988.78.

Application Period	Amount Due	Amount Paid	Amount Outstanding
June 1, 2001-June 30, 2001	\$117,735.06	\$117,404.31	\$90.00
July 1, 2001-July 31, 2001	\$169,199.53	\$169,197.43	\$0.00

6. To date, the Firm has been paid \$117,404.31 for the June 1, 2001 - June 30, 2001 period and \$ 169,197.43 for the July 1, 2001 - July 31, 2001 period.

7. To date, the Firm has submitted Applications to the Court for the following post-petition services excluding amounts owed pursuant to this application.

Application Period	Fees	Expenses	Total
August 1, 2001 - August 31, 2001	\$181,297.75	\$16,381.43	\$197,679.18
September 1, 2001-September 30, 2001	\$193,463.75	\$8,320.04	\$203,783.79

8. To date, the Firm has been paid \$169,672.07 for the August 1, 2001- August 30, 2001 period and \$0.00 for the September 1, 2001-September 31, 2001.

9. To date, the Firm is owed for the following post-petition services, excluding amounts owed pursuant to this application.

Application Period	Fees Owed	Expenses Owed	Total Owed
August 1, 2001 - August 31, 2001	\$27,194.77	\$0.00	\$27,194.77
September 1, 2001-September 30, 2001	\$193,463.75	\$8,320.04	\$203,783.79

10. 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, (a) 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.

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

3           12.    Pursuant to this Court's Fee Order, the Debtor is authorized to make the  
4 payment requested herein without a further hearing or order of this Court unless an objection to  
5 this Application is filed with the Court by the Debtor, the Committee or the United States  
6 Trustee and served by the fifteenth day of the month following the service of this Application. If  
7 such an objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the  
8 objection. The Firm is informed and believes that this Cover Sheet Application was mailed by  
9 first class mail, postage prepaid, on or about November 26, 2001.

10           13.    The interim compensation and reimbursement of expenses sought in this  
11 Application is on account and is not final. Upon the conclusion of this case, the Firm will seek  
12 fees and reimbursement of the expenses incurred for the totality of the services rendered in the  
13 case. Any interim fees or reimbursement of expenses approved by this Court and received by the  
14 Firm will be credited against such final fees and expenses as may be allowed by this Court.

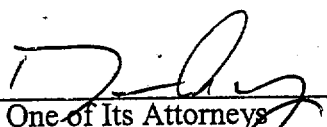
15           14.    The Firm represents and warrants that its billing practices comply with all  
16 Northern District of California Bankruptcy Local Rules and Compensation Guidelines and the  
17 Guidelines of the Office of the United States Trustee. Neither the Firm nor any members of the  
18 Firm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

21           WHEREFORE, the Firm respectfully requests that the Debtor pay compensation  
22 to the Firm as requested herein pursuant to and in accordance with the terms of the Fee Order.  
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Dated: 11/26/01

WINSTON & STRAWN

By:   
One of Its Attorneys  
327(e) Counsel to Debtors and  
Debtors in Possession

## EXHIBIT ONE

Pacific Gas & Electric Company

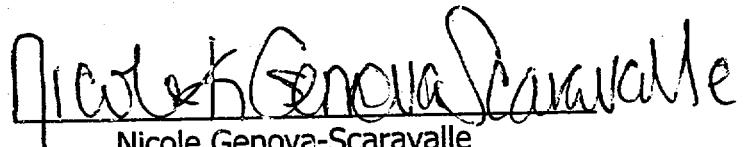
### Time Keeper Summary

<u>Attorney/Other Prof</u>	<u>Rate</u>
D. Dankner	\$375.00
T. Blakemore	\$425.00
F. Killion	\$350.00
M. Wetterhahn	\$325.00
R. Wuslich	\$300.00
D. Repka	\$325.00
W. Horin	\$300.00
J. Whittaker	\$300.00
W. Madden	\$350.00
A. Cottingham	\$290.00
P. Campbell	\$235.00
J. Dennis	\$275.00
S. Hernandez	\$245.00
J. Dempsey	\$175.00
D. Agay	\$190.00
B. Poole	\$190.00
C. Flemming	\$190.00
L. Rafky	\$225.00
C.Sisco	\$120.00
J. Liaw	\$110.00
J. Criner	\$110.00
P.Stepan	\$125.00
N. Scaravalle	\$100.00

**CERTIFICATE OF SERVICE**

I, Nicole Genova-Scaravalle, certify under penalty of perjury that I caused a copy of the foregoing **WINSTON & STRAWN'S COVER SHEET APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF OCTOBER 1, 2001 THRU OCTOBER 31, 2001** to be served upon the persons on the attached service list via Federal Express or U.S. Mail on or about November 26, 2001.

Dated: November 26, 2001

A handwritten signature in black ink that reads "Nicole Genova-Scaravalle". The signature is written in a cursive, flowing style with a horizontal line drawn across the middle of the letters.

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Paralegal for Winston & Strawn

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