50-275/323

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Thomas Blakemore (No. 03121566)
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WINSTON & STRAWN
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Counsel to Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

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

WINSTON & STRAWN'S COVER SHEET APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD NOVEMBER 1, 2001 THROUGH NOVEMBER 30, 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 November 1, 2001- November 30, 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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Rec'd 01/31/02

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

2. The Firm billed a total of $358,222.38 in fees and expenses during the Application Period. The Total fees represent 1,208.49 hours expended during the Application Period. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
November 1, 2001-November 30, 2001	$334,099.20	$24,123.18	$358,222.38

3. Accordingly, the Firm seeks allowance of interim compensation in the total amount of $308,107.50 at this time. This total is comprised as follows: $283,984.32 (85% of the fees for services rendered)[1] plus $24,123.18 (100% of the expenses incurred).

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

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

[1]Payment of this amount would result in a "holdback" of $50,144.88.

Application Period	Amount Due	Amount Paid	Amount Outstanding
June 1, 2001-June 30, 2001	$117,735.06	$117,494.31	$0.00
July 1, 2001-July 31, 2001	$169,199.53	$169,197.43	$0.00

6. To date, the Firm has been paid $117,494.31 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	$229,957.35	$8,320.04	$238,277.39
October 1, 2001 - October 31, 2001	$306,591.85	$25,641.76	$332,233.61

8. To date, the Firm has been paid $169,672.07 for the August 1, 2001-August 30, 2001 period; $203,781.84 for the September 1, 2001-September 31, 2001 and $0.00 for the October 1, 2001- October 31, 2001 period.

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	$34,493.61	$0.00	$34,493.61
October 1, 2001 - October 31, 2001	$306,591.85	$25,641.76	$332,233.61

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.

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

12. Pursuant to this Court's Fee 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 December 27, 2001.

13. 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 will be credited against such final fees and expenses as may be allowed by this Court.

14. 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 Fee Order.

Dated: 12/27/01

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

Attorney/Other Prof	Rate
D. Dankner	$375.00
F. Killion	$350.00
G. Farano	$350.00
J. Dennis	$275.00
D. Repka	$325.00
W. Horin	$300.00
J. Whittaker	$300.00
W. Madden	$300.00
P. Campbell	$235.00
S. Fallon	$175.00
S. Hernandez	$245.00
D. Agay	$190.00
J. Dempsey	$175.00
B. Poole	$190.00
L. Rafky	$225.00
C. Fleming	$190.00
C. Sisco	$120.00
P. Stepan	$125.00
N. Scaravalle	$100.00
J. Liaw	$110.00
J. Criner	$110.00

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

EXHIBIT
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TAX ID NO. 36-1975990

Pacific Gas & Electric Company
PG&E Law Department
Attn: Ms. Theresa Lett
P.O. Box 7442
San Francisco, CA 94120

Invoice No.	1678708
Invoice Date	12/17/01
Client Matter No.	101239

For Legal Services Rendered through November 30, 2001 In Connection With:
00046 FERC and NRC Regulatory Issues

Legal Services:	$317,061.00
For disbursements and other charges incurred:	$19,795.20
Total of Services and Disbursements	**$336,856.20**

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/07/01	G. Farano	2.50	Work on decommissioning issue
11/08/01	G. Farano	2.50	Work on decommissioning issue
11/09/01	G. Farano	2.50	Work on decommissioning issue
11/12/01	G. Farano	2.50	Work on decommissioning issue
11/13/01	G. Farano	2.50	Work on decommissioning issue
11/14/01	G. Farano	0.50	Work on decommissioning issue
	Individual Total	**13.00**	
10/30/01	D. Dankner	3.00	Prepare for FERC meeting
10/30/01	D. Dankner	3.00	Meeting at Dewey re FERC meeting
10/30/01	D. Dankner	1.00	Review e-mails re FERC filings
10/30/01	D. Dankner	1.00	Conference call on gas application
10/31/01	D. Dankner	4.50	Meeting at FERC
10/31/01	D. Dankner	1.50	Confer with R. Williams re gas application
10/31/01	D. Dankner	1.50	Conference call re gas application
10/31/01	D. Dankner	0.10	Discussion with S. Herman re gas application
10/31/01	D. Dankner	0.10	Discussion with Bar-Lev re gas application
11/01/01	D. Dankner	1.50	Work on tariff issue
11/01/01	D. Dankner	0.10	Discussion with E. O'Donnell re POR
11/01/01	D. Dankner	0.10	Discussion with J. Bar-Lev re POR

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Pacific Gas & Electric Company

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Invoice Date 12/17/01

00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/01/01	D. Dankner	1.80	Work on application
11/02/01	D. Dankner	1.00	Confer with S. Herman and F. Killion re gas application
11/02/01	D. Dankner	4.00	Work on gas application
11/04/01	D. Dankner	3.00	Work on gas application
11/05/01	D. Dankner	6.00	Work on gas application
11/05/01	D. Dankner	0.30	Discussion with Orick re separation agreements
11/05/01	D. Dankner	0.70	Discussion with Dewey re gas application
11/06/01	D. Dankner	9.50	Meeting with Witalis et al to review gas application
11/07/01	D. Dankner	1.00	Revised affidavits for gas application
11/07/01	D. Dankner	1.00	Review e-mails re gas application
11/07/01	D. Dankner	7.00	Meeting on gas application
11/08/01	D. Dankner	8.00	Work on gas application
11/09/01	D. Dankner	1.00	Organize files
11/09/01	D. Dankner	1.00	Review e-mails re application
11/09/01	D. Dankner	0.50	Work on Henderson testimony with L. Witalis
11/09/01	D. Dankner	3.50	Attend Page Turner meeting at Dewey
11/10/01	D. Dankner	1.00	Review e-mails re application
11/10/01	D. Dankner	1.00	Confer with Bar Lev re status of applications
11/11/01	D. Dankner	3.00	Review draft testimony for applications
11/11/01	D. Dankner	0.20	Discussion with G. Bellinger re status of applications

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Date	Attorney/Other Prof	Hours	Description
11/11/01	D. Dankner	0.20	Discussion with L. Witalis re status of application
11/12/01	D. Dankner	0.50	Work on Tierney testimony
11/12/01	D. Dankner	0.30	Work on Code of Conduct issue
11/12/01	D. Dankner	4.00	Work on gas application
11/12/01	D. Dankner	1.50	Conference call to gas team re status
11/12/01	D. Dankner	2.00	Discussion with Dewey re contracts
11/13/01	D. Dankner	4.00	Work on gas application
11/14/01	D. Dankner	4.50	Work on gas application
11/14/01	D. Dankner	2.50	Work on fee application
11/14/01	D. Dankner	1.00	Work on transportation and storage agreement
11/15/01	D. Dankner	2.00	Work on gas application
11/15/01	D. Dankner	1.00	Conference call with gas team
11/16/01	D. Dankner	3.00	Work on gas application
11/18/01	D. Dankner	1.00	Review e-mails re gas application
11/19/01	D. Dankner	8.00	Trip to San Francisco
11/19/01	D. Dankner	2.00	Meeting on gas application
11/19/01	D. Dankner	1.00	Work on gas application
11/20/01	D. Dankner	8.00	Trip to D.C.
11/20/01	D. Dankner	5.50	Meeting on gas application
11/20/01	D. Dankner	0.50	Work on gas application
11/21/01	D. Dankner	5.00	Work on gas application

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Pacific Gas & Electric Company

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Date	Attorney/Other Prof	Hours	Description
11/22/01	D. Dankner	3.00	Work on gas application
11/23/01	D. Dankner	7.50	Finalized gas application
11/24/01	D. Dankner	3.50	Finalize gas application
11/26/01	D. Dankner	0.50	Work on finalizing gas application
11/26/01	D. Dankner	0.50	Review e-mails re application
11/26/01	D. Dankner	0.80	Work on Stanpac issue
11/27/01	D. Dankner	0.70	Discussion with Staff re gas application; work on gas application
11/27/01	D. Dankner	2.00	Work on gas application
11/28/01	D. Dankner	1.00	Work on gas application
11/29/01	D. Dankner	1.00	Work on gas application
11/29/01	D. Dankner	0.10	Discussion with S. Hartman re nuclear application
11/30/01	D. Dankner	1.00	Work on cost of service issue
	Individual Total	**151.00**	
11/01/01	J. Dennis	6.80	Work on gas application
11/02/01	J. Dennis	8.70	Work on gass application
11/04/01	J. Dennis	1.80	Work on gas application
11/05/01	J. Dennis	7.00	Work on gas application
11/06/01	J. Dennis	9.50	Work on gas application
11/07/01	J. Dennis	9.00	Work on gas application
11/08/01	J. Dennis	9.60	Work on gas application

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Date	Attorney/Other Prof	Hours	Description
11/09/01	J. Dennis	9.70	Work on gas application
11/11/01	J. Dennis	4.50	Work on gas application
11/12/01	J. Dennis	7.50	Work on gas application
11/13/01	J. Dennis	8.70	Work on gas application
11/14/01	J. Dennis	7.00	Work on gas application
11/15/01	J. Dennis	7.50	Work on gas application
11/16/01	J. Dennis	6.90	Work on gas application
11/18/01	J. Dennis	6.10	Work on gas application
11/19/01	J. Dennis	11.00	Work on gas application
11/20/01	J. Dennis	9.30	Work on gas application
11/21/01	J. Dennis	8.50	Work on gas application
11/23/01	J. Dennis	10.00	Work on gas application
11/24/01	J. Dennis	11.20	Work on gas application
11/25/01	J. Dennis	14.00	Work on gas applications
11/26/01	J. Dennis	3.90	Work on gas application
11/27/01	J. Dennis	3.50	Work on gas application
11/28/01	J. Dennis	2.50	Work on gas application
11/29/01	J. Dennis	4.50	Work on gas application
11/30/01	J. Dennis	1.00	Work on gas application
	Individual Total	**189.70**	
11/01/01	D. Repka	5.50	Meetings re NRC applications

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Date	Attorney/Other Prof	Hours	Description
11/01/01	D. Repka	2.50	Work on revisions to NRC application
11/02/01	D. Repka	1.00	Conference call re Humboldt Bay application
11/02/01	D. Repka	4.50	Review comments on draft applications and revise drafts
11/05/01	D. Repka	0.50	Telephone call with T. Grebel re NRC applications
11/05/01	D. Repka	1.50	Work on comments on NRC license transfer applications
11/05/01	D. Repka	0.80	Review draft form of facility lease for Diablo Canyon
11/06/01	D. Repka	3.00	Draft management review summary
11/06/01	D. Repka	2.50	Attend "page turner" on draft NRC applications
11/06/01	D. Repka	2.50	Incorporate comments and revise drafts
11/07/01	D. Repka	0.50	Telephone call with S. Ketelsen re license mark-ups
11/07/01	D. Repka	1.50	Incorporate more comments on draft applications and mark-ups
11/07/01	D. Repka	2.00	Meeting with T. Grebel, R. Locke, W. Manheim
11/07/01	D. Repka	0.30	Telephone call from C. Buchsbaum re IRS ruling
11/08/01	D. Repka	3.80	Meetings at NRC re transfer applications
11/08/01	D. Repka	1.00	Prepare for PSRC review of application
11/09/01	D. Repka	2.00	Present NRC applications to PSRC
11/09/01	D. Repka	0.30	Telephone call with M. Jones, V. Winn re numbers
11/09/01	D. Repka	1.20	Incorporate HBPP comments
11/11/01	D. Repka	0.50	E-mails re NRC applications

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Date	Attorney/Other Prof	Hours	Description
11/12/01	D. Repka	0.20	Telephone call with G. Farano re decommissioning
11/12/01	D. Repka	5.80	Review comments and revise applications
11/12/01	D. Repka	1.00	Review transaction document summaries and lease
11/12/01	D. Repka	6.00	Travel to San Francisco for meetings re NRC applications
11/13/01	D. Repka	4.50	Meeting in San Francisco re comments, questions on NRC applications
11/13/01	D. Repka	1.00	Work on NRC application
11/14/01	D. Repka	2.50	Attend NSOC meeting re NRC applications
11/14/01	D. Repka	0.50	E-mails re organization issues
11/14/01	D. Repka	1.00	Meeting with T. Grebel re final form of applications
11/15/01	D. Repka	8.00	Travel from San Luis Obispo to Washington re plan of reorganization and dry cask storage issues
11/15/01	D. Repka	1.50	Work on revisions to NRC applications
11/16/01	D. Repka	4.50	Revise NRC applications
11/16/01	D. Repka	0.30	Telephone call with R. Locke, V. Winn, T. Huntley
11/16/01	D. Repka	0.30	Telephone call with T. Grebel
11/16/01	D. Repka	1.50	Work on facility lease
11/16/01	D. Repka	0.20	Telephone call with J. Tomkins
11/18/01	D. Repka	0.50	Review e-mails re POR
11/19/01	D. Repka	2.00	Work on NRC applications
11/19/01	D. Repka	1.50	Conference call re document control process

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Date	Attorney/Other Prof	Hours	Description
11/19/01	D. Repka	0.80	Respond to e-mails re comments on 203 application, 205 application
11/20/01	D. Repka	0.50	Telephone call re status with R. Locke, T. Grebel, M. Jones
11/20/01	D. Repka	4.50	Revise NRC applications
11/20/01	D. Repka	0.50	E-mail re electronic filing
11/21/01	D. Repka	4.50	Work on NRC applications
11/21/01	D. Repka	0.50	Conference call with G. Rueger, T. Grebel re NRC applications
11/24/01	D. Repka	1.00	Review comments on NRC applications and final financial numbers
11/26/01	D. Repka	6.00	Prepare final versions of NRC applications
11/27/01	D. Repka	0.50	Telephone call with T. Grebel, R. Locke re comments and distribution
11/27/01	D. Repka	4.00	Assemble NRC application package
11/28/01	D. Repka	2.00	Assemble NRC applications
11/29/01	D. Repka	0.30	Telephone call with M. Jones re applications
11/30/01	D. Repka	1.50	File NRC applications
	Individual Total	**106.80**	
11/05/01	W. Horin	1.50	Work on NRC applications
11/12/01	W. Horin	1.80	Work on NRC applications
	Individual Total	**3.30**	

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Date	Attorney/Other Prof	Hours	Description
10/24/01	F. Killion	4.00	Review application exhibits, conference call re same
10/24/01	F. Killion	3.20	Revise Lynch affidavit
10/30/01	F. Killion	4.00	Revise certificate application
10/31/01	F. Killion	2.00	Revise certificate application
10/31/01	F. Killion	2.00	Conference call re certificate application
11/01/01	F. Killion	6.70	Revise certificate application
11/02/01	F. Killion	6.70	Revise certificate application
11/02/01	F. Killion	1.70	Conference with S. Herman re certificate application
11/02/01	F. Killion	1.50	Conference call re certificate application
11/04/01	F. Killion	3.40	Revise certificate application
11/05/01	F. Killion	5.70	Revise certificate application
11/05/01	F. Killion	4.00	Review documents for page-turner
11/06/01	F. Killion	6.50	Page-turner on certificate application
11/07/01	F. Killion	5.00	Conference re certificate application
11/07/01	F. Killion	2.50	Revise certificate application
11/08/01	F. Killion	6.00	Conference re certificate application
11/09/01	F. Killion	6.50	Revise certificate application
11/11/01	F. Killion	2.50	Revise certificate application
11/12/01	F. Killion	9.50	Revise certificate application
11/13/01	F. Killion	10.50	Review and review certificate application

00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/14/01	F. Killion	8.00	Revise certificate application
11/15/01	F. Killion	5.50	Revise certificate application
11/15/01	F. Killion	4.20	Review long-term contracts
11/15/01	F. Killion	2.20	Review affidavits
11/16/01	F. Killion	2.00	Review Stanpac agreement
11/19/01	F. Killion	7.00	Revise application
11/20/01	F. Killion	8.10	Revise certificate application
11/21/01	F. Killion	11.20	Revise certificate application
11/23/01	F. Killion	10.20	Revise and finalize application
11/24/01	F. Killion	8.00	Finalize certificate application
11/25/01	F. Killion	10.00	Finalize certificate application
11/27/01	F. Killion	0.50	Phone conference with FERC staff re application
11/29/01	F. Killion	0.60	Attention request for confidential treatment
	Individual Total	**171.40**	
11/01/01	J. Whittaker	9.50	Prepare license transfer applications (8.5); telephone calls with PG&E personnel (1.0)
11/02/01	J. Whittaker	8.00	Prepare license transfer applications (6.0); prepare memoranda (2.0)
11/03/01	J. Whittaker	7.80	Prepare memorandum (5.0); research (2.3); review e-mail materials (.5)
11/05/01	J. Whittaker	8.30	Review documents re POR FERC filings (4.0); prepare memoranda (3.2); telephone calls (0.4); review and respond to e-mails (0.7)

WINSTON & STRAWN

Pacific Gas & Electric Company

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Date	Attorney/Other Prof	Hours	Description
11/06/01	J. Whittaker	11.50	Attend meeting (5.5); prepare revised license transfer applications (4.0); review materials (2.0)
11/07/01	J. Whittaker	7.50	Prepare revised license transfer applications (6.0); prepare memorandum (1.0); telephone calls with PG&E personnel (.50)
11/08/01	J. Whittaker	7.30	Prepare memoranda (6.0); review documents (.7); research (.6)
11/09/01	J. Whittaker	2.50	Review various materials (1.0); prepare memoranda (1.5)
11/12/01	J. Whittaker	0.50	Prepare documents for FERC filings
11/12/01	J. Whittaker	8.50	Travel to San Francisco for meeting
11/13/01	J. Whittaker	9.00	Attend meeting (7.0); review documents (2.0)
11/14/01	J. Whittaker	8.50	Travel from San Francisco to office
11/14/01	J. Whittaker	1.50	Review and respond to e-mails (1.0); telephone call with PG&E personnel (.2); revise applications (.3)
11/15/01	J. Whittaker	9.50	Revise license transfer applications (7.0); telephone calls (1.5); review and respond to e-mails (1.0)
11/16/01	J. Whittaker	7.50	Prepare revised license transfer applications (6.0); review various POR materials (1.0); telephone calls with PG&E personnel (0.5)
11/17/01	J. Whittaker	5.50	Prepare letters (3.0); review materials (1.8); prepare memorandum (.7)
11/18/01	J. Whittaker	4.00	Review Part II regulatory filings
11/19/01	J. Whittaker	6.80	Prepare documents (5.0); telephone calls with PG&E personnel (1.0); review filings (.8)

00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/20/01	J. Whittaker	8.30	Prepare filing documents (7.3); telephone calls with PG&E personnel (.2); review and respond to e-mails (.8)
11/21/01	J. Whittaker	7.50	Prepare section 8 filings and related materials (6.5); meeting at Dewey (.5); review and respond to e-mails (.5)
11/27/01	J. Whittaker	6.30	Prepare memorandum
11/28/01	J. Whittaker	1.80	Prepare memorandum (1.4); review and respond to e-mails (.4)
11/29/01	J. Whittaker	3.50	Prepare various filing-related materials (3.0); review and respond to various e-mails (.5)
11/30/01	J. Whittaker	1.50	Review materials
	Individual Total	**152.60**	
11/28/01	C. Sisco	0.50	Activities to prepare for the transmittal of license transfer applications to the NRC (D. Repka)
11/29/01	C. Sisco	0.50	Activities related to the preparation of license transfer applications for transmittal to the NRC (D. Repka)
11/30/01	C. Sisco	2.50	Actitivities to transmit license transfer applications to the NRC (D. Repka)
	Individual Total	**3.50**	
11/27/01	N. Scaravalle	1.00	Review Pacific Gas & Electric docket report for pleadings regarding proof of claim deadline extensions (.80); phone conference with D. Agay regarding same (.20)
	Individual Total	**1.00**	

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/08/01	S. Fallon	4.30	Work on decommissioning issue
11/09/01	S. Fallon	2.30	Work on decommissioning issue
11/12/01	S. Fallon	1.80	Work on decommissioning issue
11/13/01	S. Fallon	2.80	Work on decommissioning issue
	Individual Total	**11.20**	
11/06/01	S. Hernandez	2.50	Work on gas application
11/06/01	S. Hernandez	4.00	Work on gas application
11/09/01	S. Hernandez	1.00	Work on gas application
11/12/01	S. Hernandez	5.00	Work on gas application
11/13/01	S. Hernandez	3.00	Work on gas application
11/13/01	S. Hernandez	2.00	Work on gas application
11/13/01	S. Hernandez	1.50	Work on gas application
11/13/01	S. Hernandez	1.00	Work on gas application
11/13/01	S. Hernandez	2.00	Work on gas application
11/14/01	S. Hernandez	3.50	Work on gas application
11/14/01	S. Hernandez	0.50	Work on gas application
11/14/01	S. Hernandez	0.30	Work on gas application
11/14/01	S. Hernandez	6.00	Work on gas application
11/15/01	S. Hernandez	5.00	Work on gas application
11/16/01	S. Hernandez	6.00	Work on gas application
11/19/01	S. Hernandez	7.50	Work on gas application

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/20/01	S. Hernandez	8.00	Work on gas application
11/21/01	S. Hernandez	10.00	Work on gas application
11/23/01	S. Hernandez	9.00	Work on gas application
11/24/01	S. Hernandez	9.00	Work on gas application
11/25/01	S. Hernandez	15.00	Work on gas application
11/26/01	S. Hernandez	7.00	Work on gas application
11/27/01	S. Hernandez	9.50	Work on gas application
11/28/01	S. Hernandez	3.00	Work on gas application
11/29/01	S. Hernandez	7.00	Work on gas application
11/30/01	S. Hernandez	4.00	Work on gas application
	Individual Total	**132.30**	
10/29/01	J. Criner	0.80	Work on gas application
10/29/01	J. Criner	5.70	Work on gas application
10/31/01	J. Criner	2.00	Work on gas application
11/01/01	J. Criner	5.80	Work on gas application
11/02/01	J. Criner	2.80	Work on gas application
11/05/01	J. Criner	5.00	Work on gas application
11/06/01	J. Criner	4.50	Work on gas application
11/07/01	J. Criner	1.30	Work on gas application
11/08/01	J. Criner	5.00	Work on gas application
11/09/01	J. Criner	5.50	Work on gas application

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/12/01	J. Criner	4.80	Work on gas application
11/13/01	J. Criner	6.50	Work on gas application
11/14/01	J. Criner	6.00	Work on gas application
11/15/01	J. Criner	4.00	Work on gas application
11/16/01	J. Criner	4.50	Work on gas application
11/19/01	J. Criner	8.00	Work on gas application
11/20/01	J. Criner	4.00	Work on gas application
11/21/01	J. Criner	4.00	Work on gas application
11/23/01	J. Criner	7.80	Work on gas application
11/24/01	J. Criner	8.80	Work on gas application
11/25/01	J. Criner	14.80	Work on gas application
11/26/01	J. Criner	2.80	Work on gas application
11/27/01	J. Criner	5.80	Work on gas application
11/28/01	J. Criner	4.80	Work on gas application
11/29/01	J. Criner	2.00	Work on gas application
11/30/01	J. Criner	4.00	Work on gas application
	Individual Total	**131.00**	
11/09/01	J. Dempsey	2.00	Work on finalizing gas application
11/12/01	J. Dempsey	2.00	Work on finalizing gas application
11/19/01	J. Dempsey	7.50	Work on finalizing gas application
11/20/01	J. Dempsey	7.50	Work on finalizing gas application

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Date	Attorney/Other Prof	Hours	Description
11/21/01	J. Dempsey	6.00	Work on finalizing gas application
11/23/01	J. Dempsey	8.00	Work on finalizing gas application
11/24/01	J. Dempsey	10.00	Work on finalizing gas application
11/25/01	J. Dempsey	14.30	Finalize documents in gas application
11/26/01	J. Dempsey	1.00	Finalize documents in gas application
11/27/01	J. Dempsey	6.50	Finalize documents in gas application
	Individual Total	**64.80**	
11/15/01	B. Poole	2.00	Legal research NRC application
11/21/01	B. Poole	1.00	Legal research NRC application
	Individual Total	**3.00**	
11/06/01	L. Rafky	0.80	Work on NRC application
11/16/01	L. Rafky	1.00	Work on NRC application
11/19/01	L. Rafky	0.50	Work on NRC application
11/19/01	L. Rafky	0.80	Work on NRC application
11/26/01	L. Rafky	1.50	Work on NRC application
	Individual Total	**4.60**	
	Total Hours	**1,139.20**	

Total for Legal Services **$317,061.00**

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Timekeeper Summary

Attorney/Other Prof	Hours	Rate	Fees Billed
D. Dankner	151.00	375.00	56,625.00
F. Killion	171.40	350.00	59,990.00
G. Farano	13.00	350.00	4,550.00
J. Dennis	189.70	275.00	52,167.50
D. Repka	106.80	325.00	34,710.00
W. Horin	3.30	300.00	990.00
J. Whittaker	152.60	300.00	45,780.00
S. Fallon	11.20	175.00	1,960.00
S. Hernandez	132.30	245.00	32,413.50
J. Dempsey	64.80	175.00	11,340.00
B. Poole	3.00	190.00	570.00
L. Rafky	4.60	225.00	1,035.00
C. Sisco	3.50	120.00	420.00
N. Scaravalle	1.00	100.00	100.00
J. Criner	131.00	110.00	14,410.00
Total Attorney/Other Prof	**1,139.20**		**317,061.00**

WINSTON & STRAWN

Pacific Gas & Electric Company

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00046 FERC and NRC Regulatory Issues

Disbursements & Other Charges

Description	Amount
Air Courier	360.01
Air Fare	1,808.05
Air Fare (AMEX) (MCCORD)	3,487.19
Business Meals	1,836.12
Computerized Legal Research	2,648.47
Document Retrieval	12.70
Local Travel Expense	544.86
Lodging Expense	1,164.49
Long Distance Telephone	207.39
Photocopy	6,785.68
Transportation - Long Distance	131.00
Binders and folders re gas application filing (Boise Cascade Office Products; INVOICE#: 824845)	809.24
Total Disbursements & Other Charges	**$19,795.20**
Total for this Invoice	**$336,856.20**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric Company
PG&E Law Department
Attn: Ms. Theresa Lett
P.O. Box 7442
San Francisco, CA 94120

Invoice #	1678708
Invoice Date	12/17/01
Client Matter No.	101239.00046

Client Remittance Copy

Total Fees	$317,061.00
Total Disbursements	19,795.20
Total Due This Invoice	**$336,856.20**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric Company
PG&E Law Department
Attn: Ms. Theresa Lett
P.O. Box 7442
San Francisco, CA 94120

Invoice #	1678708
Invoice Date	12/17/01
Client Matter No.	101239.00046

Remittance Advice
Please include this remittance page with your payment

Total Fees	$317,061.00
Total Disbursements	19,795.20
Total Due This Invoice	**$336,856.20**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L STREET, N.W.
WASHINGTON, D.C. 20005-3502

(202) 371-5700

FACSIMILE (202) 371-5950

TAX ID NO. 36-1975990

December 17, 2001

Procurement Services
Invoice Processing Desk
Pacific Gas & Electric
Diablo Canyon - 115/2 6
P.O. Box 56
Avila Beach, CA 93424

Account No. 101117.945
Contract No. Z78-0037-93
PO No. 3100028216
Invoice No. 1678917

Fees

For services rendered for the period of November 2001, including preparation of memoranda for the Nuclear Utility Group on Equipment Qualification and other communications with Group members, the Working Group, the NRC staff, and direction and coordination of Group technical efforts, tracking and/or development of Group positions and memoranda on EQ issues, and assistance and/or reporting to Group members on matters including NRC enforcement and inspection activities, NRC generic communications related to EQ, NRC regulatory and rulemaking activities related to EQ (including risk-informing NRC regulations and burden reduction initiatives), and specific issues regarding equipment qualification including NRC development of guidance related to the resolution of degraded and non-conforming conditions, NOV regarding Cooper Nuclear Station and the NRC position concerning auditability, NRC research regarding qualification of digital I&C systems, hazard barrier controls, combustible gas control equipment, application of IEEE 323-83 standard, MOV lubricant replacement, ASCO qualification, and activities related to the EQ Task Action Plan, including NRC research and bonded jacket cable test results and industry efforts and response to NRC questions posed to resolve generic safety issue (GSI- 168). Also included are activities related to attendance at the fall EQ conference. STAR's invoice for the month of November 2001 was received and is reflected in this bill. Total fees for Group activities have been apportioned in accordance with the February 21, 2001, memorandum to the Group and your share is stated below. During the month of November there were 28 members in the Group.

TOTAL THIS STATEMENT $2,432.05

- This statement assesses your 1/28 equal share and 1/38 prorated share from Winston & Strawn.

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

PG&E Diablo Canyon - 115/2
(as member of Equipment Qualification Group)
Procurement Services
Invoice Processing Desk
P.O. Box 56
Avila Beach, CA 93424

Invoice No.	1678917
Invoice Date	12/17/01
Client Matter No.	101117.00945

For Legal Services Rendered Through November 30, 2001 In Connection With:
00945 Pacific Gas & Electric Company
PO No. 3100028216
Contract No. Z78-0037-93

Total for Legal Services **$1,646.95**

Timekeeper Summary

Attorney/Other Prof	Hours	Rate	Fees Billed
W. Horin	3.98	300.00	1,194.00
P. Campbell	1.55	235.00	364.25
C. Sisco	0.51	120.00	61.20
J. Liaw	0.25	110.00	27.50
Total Attorney/Other Prof	**6.29**		**1,646.95**

WINSTON & STRAWN

PG&E Diablo Canyon - 115/2

Invoice No.	1678917
Invoice Date	12/17/01
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00945 Pacific Gas & Electric Company

Disbursements & Other Charges

Description	Amount
Air Courier	0.41
Air Fare	8.89
Air Fare (AMEX) (MCCORD)	13.74
Auto Rental	12.98
Business Meals	8.93
Computerized Legal Research	1.71
Document Retrieval	0.02
Expert Consultation Fees	704.86
Local Travel Expense	1.56
Lodging Expense	24.18
Long Distance Telephone	3.29
Messenger Service	1.88
Other Travel Expense	0.36
Photocopy	2.29
Total Disbursements & Other Charges	**$785.10**
Total for this Invoice	**$2,432.05**
Prior Balance Due	**$8,259.13**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

PG&E Diablo Canyon - 115/2
(as member of Equipment Qualification Group)
Procurement Services
Invoice Processing Desk
P.O. Box 56
Avila Beach, CA 93424

Invoice #	1678917
Invoice Date	12/17/01
Client Matter No.	101117.00945

Client Remittance Copy

Total Fees	$1,646.95
Total Disbursements	785.10
Total Due This Invoice	**$2,432.05**
Prior Balance Due	8,259.13
Total Now Due	**$10,691.18**

Remittance Address	Wire Transfer Information
1400 L Street, N.W. Washington, DC 20005-3502	Winston & Strawn - Operating Riggs and Company ABA 054000030 Account 17 111 487 Please reference invoices or client account number

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

PG&E Diablo Canyon - 115/2
(as member of Equipment Qualification Group)
Procurement Services
Invoice Processing Desk
P.O. Box 56
Avila Beach, CA 93424

Invoice #	1678917
Invoice Date	12/17/01
Client Matter No.	101117.00945

Remittance Advice
Please include this remittance page with your payment

Total Fees	$1,646.95
Total Disbursements	785.10
Total Due This Invoice	**$2,432.05**
Prior Balance Due	8,259.13
Total Now Due and Owing	**$10,691.18**

Remittance Address	Wire Transfer Information
1400 L Street, N.W. Washington, DC 20005-3502	Winston & Strawn - Operating Riggs and Company ABA 054000030 Account 17 111 487 Please reference invoices or client account number

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Elecric Company
Attn: Mr. John Jaremka
P.O. Box 7133
San Francisco, CA 94120

Invoice No.	1678707
Invoice Date	12/17/01
Client Matter No.	101239

For Legal Services Rendered through November 30, 2001 In Connection With:
00042 Dry Cask Storage

Legal Services:	$1,625.00
For disbursements and other charges incurred:	$0.00
Total of Services and Disbursements	**$1,625.00**

WINSTON & STRAWN

Pacific Gas & Elecric Company

Invoice No.	1678707
Invoice Date	12/17/01
Page No.	2

00042 Dry Cask Storage

Date	Attorney/Other Prof	Hours	Description
11/13/01	D. Repka	2.50	Review draft LAR
11/14/01	D. Repka	1.50	Meetings in San Luis Obispo re license application
11/15/01	D. Repka	0.50	Review section of draft application
11/28/01	D. Repka	0.50	Review proposed language and confer with R. Locke
	Individual Total	**5.00**	
	Total Hours	**5.00**	

Total for Legal Services **$1,625.00**

Timekeeper Summary

Attorney/Other Prof	Hours	Rate	Fees Billed
D. Repka	5.00	325.00	1,625.00
Total Attorney/Other Prof	**5.00**		**1,625.00**

Total for this Invoice **$1,625.00**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Elecric Company
Attn: Mr. John Jaremka
P.O. Box 7133
San Francisco, CA 94120

Invoice #	1678707
Invoice Date	12/17/01
Client Matter No.	101239.00042

Client Remittance Copy

Total Fees	$1,625.00
Total Disbursements	0.00
Total Due This Invoice	**$1,625.00**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Elecric Company
Attn: Mr. John Jaremka
P.O. Box 7133
San Francisco, CA 94120

Invoice #	1678707
Invoice Date	12/17/01
Client Matter No.	101239.00042

Remittance Advice
Please include this remittance page with your payment

Total Fees	$1,625.00
Total Disbursements	0.00
Total Due This Invoice	**$1,625.00**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Elecric Company
Attn: Mr. John Jaremka
P.O. Box 7133
San Francisco, CA 94120

Invoice No.	1678704
Invoice Date	12/17/01
Client Matter No.	101239

For Legal Services Rendered through November 30, 2001 In Connection With:
00037 Nuclear-General

Legal Services:	$332.50
For disbursements and other charges incurred:	$0.00
Total of Services and Disbursements	**$332.50**

WINSTON & STRAWN

Pacific Gas & Elecric Company

Invoice No.	1678704
Invoice Date	12/17/01
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00037 Nuclear-General

Date	Attorney/Other Prof	Hours	Value	Description
11/26/01	C. Fleming	1.75	332.50	Prepare first security summary memorandum for retainer clients
	Individual Total:	**1.75**	**332.50**	
	Total Hours	**1.75**		

Total for Legal Services **$332.50**

Timekeeper Summary

Attorney/Other Prof	Hours	Rate	Fees Billed
C. Fleming	1.75	190.00	332.50
Total Attorney/Other Prof	**1.75**		**332.50**

Total for this Invoice **$332.50**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Elecric Company
Attn: Mr. John Jaremka
P.O. Box 7133
San Francisco, CA 94120

Invoice #	1678704
Invoice Date	12/17/01
Client Matter No.	101239.00037

Client Remittance Copy

Total Fees	$332.50
Total Disbursements	0.00
Total Due This Invoice	**$332.50**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Elecric Company
Attn: Mr. John Jaremka
P.O. Box 7133
San Francisco, CA 94120

Invoice #	1678704
Invoice Date	12/17/01
Client Matter No.	101239.00037

Remittance Advice
Please include this remittance page with your payment

Total Fees	$332.50
Total Disbursements	0.00
Total Due This Invoice	**$332.50**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric Company
P.O. Box 7133
San Francisco, CA 94120
Attention: Annette Faraglia, Esq.
Reference: P.O. No. 98-0030

Invoice No.	1678399
Invoice Date	12/17/01
Client Matter No.	101297

For Legal Services Rendered through November 30, 2001 In Connection With:
00000 Hydro Compliance and Administration

Legal Services:	$10,933.25
For disbursements and other charges incurred:	$12.98
Total of Services and Disbursements	**$10,946.23**
Prior Balance Due	35,571.01
Total Now Due and Owing	**$46,517.24**

WINSTON & STRAWN

Pacific Gas & Electric Company

Invoice No.	1678399
Invoice Date	12/17/01
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00000 Hydro Compliance and Administration

Date	Attorney/Other Prof	Hours	Description
11/01/01	J. Whittaker	0.25	Discuss 9th Circuit hydro cases with W. Madden
11/15/01	J. Whittaker	0.50	Review draft PG&E response to California agency comments on 603 report; discuss same with W. Madden
11/26/01	J. Whittaker	3.80	Review NCPA filing opposing Poe Project expiration date extension; research re same; discuss same with W. Madden; conference call with PG&E personnel re same; telephone call with J. LaDuca re public safety issues as to marking tree stumps in project reservoirs and other matters
11/27/01	J. Whittaker	0.50	Review materials on Poe Project; discuss PG&E response on same with W. Madden
11/28/01	J. Whittaker	2.50	Research for PG&E response on Poe Project comments of NCPA; discuss same with W. Madden
11/29/01	J. Whittaker	0.30	Research re Poe Project
11/30/01	J. Whittaker	2.00	Research re Ninth Circuit ESA case; prepare e-mail memorandum to A. Faraglia re same; research re PG&E response in Poe case; review and edit draft of response; discuss same with W. Madden
	Individual Total	**9.85**	
11/10/01	W. Madden	1.00	Review Response of California agencies to FERC's 603 Report to Congress
11/13/01	W. Madden	0.70	Telephone conference with A. Faraglia re land use article, review filing of 1980s and respond to client on land use article

WINSTON & STRAWN

Pacific Gas & Electric Company

Invoice No.	1678399
Invoice Date	12/17/01
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00000 Hydro Compliance and Administration

Date	Attorney/Other Prof	Hours	Description
11/13/01	W. Madden	1.00	Review of 603 Report and make notes for issues in report to which client should refer in response
11/14/01	W. Madden	4.00	Review of rest of 603 Report; review of FERC cases on 401 and annual licenses
11/14/01	W. Madden	2.50	Draft response to 603 Report comments of CA
11/15/01	W. Madden	3.00	Work on draft reply to California response to FERC's 603 request; conference with J. Whittaker re draft
11/16/01	W. Madden	1.00	Edit and send draft response to CA comments on 603 Report
11/19/01	W. Madden	0.30	Review revisions to draft response to California paper on 603 Report
11/20/01	W. Madden	1.20	Review of draft response to 603 Report prepared to A. Soneda and prepare and send comments on draft
11/21/01	W. Madden	0.30	Review of A. Soneda's second draft of response to California reply to 603 request
11/23/01	W. Madden	0.70	Review of protest to amendment of Poe license by NCPA
11/26/01	W. Madden	1.50	Telephone conference with R. Locke re Poe application; prepare for and participate in conference call on NCPA filing
11/27/01	W. Madden	1.00	Work on draft of response to NCPA on Poe filing; review of draft affidavit
11/28/01	W. Madden	3.00	Work on draft response to NCPA on Poe Project filing; telephone conference with D. Locke re draft and exhibits

WINSTON & STRAWN

Pacific Gas & Electric Company

Invoice No.	1678399
Invoice Date	12/17/01
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00000 Hydro Compliance and Administration

Date	Attorney/Other Prof	Hours	Description
11/29/01	W. Madden	2.70	Research FERC cases involving extension of effective dates, draft response on precedent issues
11/30/01	W. Madden	3.80	Work on draft, edit response to NCPA on Poe Project
11/30/01	W. Madden	0.70	Review of correspondence on cultural resource survey of private lands on FS - transmission line matter - note to A. Faraglia re response to FS
	Individual Total	**28.40**	
	Total Hours	**38.25**	

Total for Legal Services **$10,933.25**

Timekeeper Summary

Attorney/Other Prof	Hours	Rate	Fees Billed
J. Whittaker	9.85	245.00	2,413.25
W. Madden	28.40	300.00	8,520.00
Total Attorney/Other Prof	**38.25**		**10,933.25**

WINSTON & STRAWN

Pacific Gas & Electric Company

Invoice No.	1678399
Invoice Date	12/17/01
Page No.	5

00000 Hydro Compliance and Administration

Disbursements & Other Charges

Description	Amount
Air Courier	10.30
Long Distance Telephone	2.68
Total Disbursements & Other Charges	**$12.98**
Total for this Invoice	**$10,946.23**

WINSTON & STRAWN

Pacific Gas & Electric Company

Invoice No.	1678399
Invoice Date	12/17/01
Page No.	6

00000 Hydro Compliance and Administration

Summary of Accounts Receivable

Date of Invoice	Invoice Number	Amount	Payments/ Adjustments	Balance Due
02/28/01	1632987	10,336.52	0.00	10,336.52
03/29/01	1637675	3,057.94	0.00	3,057.94
04/27/01	1641412	9,199.60	0.00	9,199.60
05/30/01	1647378	4,468.23	0.00	4,468.23
09/27/01	1666032	8,317.75	7,114.18	1,203.57
10/10/01	1667652	5,913.78	5,031.78	882.00
11/15/01	1673054	6,423.15	0.00	6,423.15
		47,716.97	12,145.96	35,571.01

Total Balance Due **$35,571.01**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric Company
P.O. Box 7133
San Francisco, CA 94120
Attention: Annette Faraglia, Esq.
Reference: P.O. No. 98-0030

Invoice #	1678399
Invoice Date	12/17/01
Client Matter No.	101297.00000

Client Remittance Copy

Total Fees	$10,933.25
Total Disbursements	12.98
Total Due This Invoice	**$10,946.23**
Prior Balance Due	35,571.01
Total Now Due	**$46,517.24**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric Company
P.O. Box 7133
San Francisco, CA 94120
Attention: Annette Faraglia, Esq.
Reference: P.O. No. 98-0030

Invoice #	1678399
Invoice Date	12/17/01
Client Matter No.	101297.00000

Remittance Advice
Please include this remittance page with your payment

Total Fees	$10,933.25
Total Disbursements	12.98
Total Due This Invoice	**$10,946.23**
Prior Balance Due	35,571.01
Total Now Due and Owing	**$46,517.24**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric
Post Office Box 7133
Attn: Mr. John Jaremka
San Francisco, CA 94120

Invoice No.	1678712
Invoice Date	12/17/01
Client Matter No.	101239

For Legal Services Rendered through November 30, 2001 In Connection With:
00048 Bankruptcy Fee Application

Legal Services:	$2,500.50
For disbursements and other charges incurred:	$3,529.90
Total of Services and Disbursements	**$6,030.40**

WINSTON & STRAWN

Pacific Gas & Electric

Invoice No.	1678712
Invoice Date	12/17/01
Page No.	2

00048 Bankruptcy Fee Application

Date	Attorney/Other Prof	Hours	Description
11/08/01	D. Dankner	0.50	Work on fee application
11/09/01	D. Dankner	0.20	Work on fee application
11/29/01	D. Dankner	0.10	Confer with D. Agay re fee application
	Individual Total	**0.80**	
11/20/01	P. Stepan	0.50	Work on Fee Application
	Individual Total	**0.50**	
11/01/01	N. Scaravalle	0.70	Prepare corrective cover fee application (.50); phone conference with D. Agay regarding same (.20)
11/02/01	N. Scaravalle	1.40	Prepare corrective fee application for filing (.50); prepare Certificate of Service (.20); prepare letter to Bankruptcy Court for filing of same (.20; distribution of document to short service list (.50)
11/16/01	N. Scaravalle	0.20	Phone conference with D. Agay regarding October invoice
11/19/01	N. Scaravalle	1.20	Begin October Fee Application (1.0); meet with D. Agay regarding invoices (.20)
11/20/01	N. Scaravalle	3.50	Complete October Fee Application (2.0); meet with P. Stepan regarding verification of same (.30); meet with D. Agay regarding review of Fee Application (.30); prepare Certificate of Service (.30); verification of updated Special Notice list (.60)

WINSTON & STRAWN

Pacific Gas & Electric

Invoice No.	1678712
Invoice Date	12/17/01
Page No.	3

00048 Bankruptcy Fee Application

Date	Attorney/Other Prof	Hours	Description
11/26/01	N. Scaravalle	3.00	Preparation of document to be filed with court (.30); distribution of Fee Application to Special Notice list (1.70); prepare exhibits (.20); prepare Time Records Exhibit Pleading (.30); meet with D. Agay regarding outstanding issues (.30); prepare letter to Bankruptcy Court (.20)
11/27/01	N. Scaravalle	0.50	Prepare affidavit of service (.30); prepare letter to court regarding filing of same (.20)
11/28/01	N. Scaravalle	0.50	Organization of filed Fee Application (.30); distribution to attorneys regarding same (.20)
11/29/01	N. Scaravalle	0.50	Review revised Special Notice List regarding additional parties
	Individual Total	**11.50**	
11/01/01	D. Agay	1.10	Draft amended September fee application (.7); telephone conference with H. Fotis and N. Scaravelle re same (.4)
11/02/01	D. Agay	0.50	Conference with T. Blakemore (.3); revise amended fee application (.2)
11/19/01	D. Agay	0.50	Review inovices; conference with N. Scaravelle re same
11/20/01	D. Agay	1.30	Review and revise fee application; conference with N. Scaravelle re same
11/26/01	D. Agay	0.70	Review fee application; conference with N. Scaravelle re same
11/27/01	D. Agay	1.10	Review PGE docket (.8); telephone conference with N. Reynolds and D. Dankner re same (.3)
	Individual Total	**5.20**	

WINSTON & STRAWN

Pacific Gas & Electric

Invoice No.	1678712
Invoice Date	12/17/01
Page No.	4

00048 Bankruptcy Fee Application

Date	Attorney/Other Prof	Hours	Description
	Total Hours	**18.00**	

Total for Legal Services **$2,500.50**

Timekeeper Summary

Attorney/Other Prof	Hours	Rate	Fees Billed
D. Dankner	0.80	375.00	300.00
D. Agay	5.20	190.00	988.00
P. Stepan	0.50	125.00	62.50
N. Scaravalle	11.50	100.00	1,150.00
Total Attorney/Other Prof	**18.00**		**2,500.50**

Disbursements & Other Charges

Description	Amount
Air Courier	58.83
Photocopy	2,462.90
Postage	1,008.17
Total Disbursements & Other Charges	**$3,529.90**
Total for this Invoice	**$6,030.40**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric
Post Office Box 7133
Attn: Mr. John Jaremka
San Francisco, CA 94120

Invoice #	1678712
Invoice Date	12/17/01
Client Matter No.	101239.00048

Client Remittance Copy

Total Fees	$2,500.50
Total Disbursements	3,529.90
Total Due This Invoice	**$6,030.40**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

WINSTON & STRAWN

1400 L Street, N.W.
Washington, DC 20005-3502

TAX ID NO. 36-1975990

Pacific Gas & Electric
Post Office Box 7133
Attn: Mr. John Jaremka
San Francisco, CA 94120

Invoice #	1678712
Invoice Date	12/17/01
Client Matter No.	101239.00048

Remittance Advice
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Total Fees	$2,500.50
Total Disbursements	3,529.90
Total Due This Invoice	**$6,030.40**

Remittance Address	**Wire Transfer Information**
1400 L Street, N.W. **Washington, DC 20005-3502**	**Winston & Strawn - Operating** **Riggs and Company** **ABA 054000030** **Account 17 111 487** **Please reference invoices or client account number**

CERTIFICATE OF SERVICE

I, Nicole Genova-Scaravalle, certify under penalty of perjury that I caused a copy of the foregoing **WINSTON & STRAWN'S CORRECTED AND AMENDED COVER SHEET APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF NOVEMBER 1, 2001 THRU NOVEMBER 30, 2001** to be served upon the persons on the attached service list via Federal Express or U.S. Mail on or about December 27, 2001.

Dated: December 27 ,2001

Nicole Genova-Scaravalle

Nicole Genova-Scaravalle
Paralegal for Winston & Strawn

SPECIAL NOTICE LIST
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Bank One, NA
Attn: Robert G. Bussa, Jane Bek
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