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50-245/323

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

13 In re

Case No. 01-30923 DM

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

Chapter 11 Case

16 Debtor.

[No Hearing Scheduled]

17 Federal I.D. No. 94-0742640

18 WINSTON & STRAWN'S COVER SHEET APPLICATION FOR  
19 ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
20 AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
21 DECEMBER 1, 2001 THROUGH DECEMBER 31, 2001

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

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

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

5  
6 2. The Firm billed a total of \$71,917.20 in fees and expenses during the  
7 Application Period. The Total fees represent 242.57 hours expended during the Application  
8 Period. These fees and expenses break down as follows:

9 Period	Fees	Expenses	Total
10 December 1, 2001- 11 December 30, 2001	\$64,201.95	\$7,715.25	\$71,917.20

12 3. Accordingly, the Firm seeks allowance of interim compensation in the  
13 total amount of \$62,286.91 at this time. This total is comprised as follows:  
14 \$54,571.66 (85% of the fees for services rendered)<sup>1</sup> plus \$7,715.25 (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

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<sup>1</sup>Payment of this amount would result in a "holdback" of \$9,630.29.

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. For fees and expenses incurred on behalf of the Debtor after July 31, 2001, the Firm is governed by the Fee Order and must file monthly fee applications ("Cover Sheet Applications") and quarterly fee applications ("Interim Fee Applications") with the Court pursuant to section 331 of the Code.

8. The following chart reflects: a) the Cover Sheet Applications submitted to date by the Firm, including this Cover Sheet Application; b) the Interim Fee Applications submitted to date by the Firm; c) the fees and expenses incurred by the Firm to date; d) for fees and expenses incurred after July 31, 2001, the amounts paid by the Debtor to date; e) the Firm's voluntary reductions in compensation sought from the Debtor as part of the Firm's Interim Fee Application filed on January 14, 2002; and f) the total amount owed by the Debtor to the Firm to date.

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Application Period	85% Fees	Expenses	15% Fee Holdback	Amount Paid	Total Amount Owed <sup>2</sup>
August 1, 2001 - August 31, 2001	\$154,103.08	\$16,381.43	\$27,194.66	\$169,672.07	\$28,007.10
September 1, 2001 - September 30, 2001	\$195,463.75	\$8,320.04	\$34,493.60 <sup>3</sup>	\$203,781.84	\$34,495.55
October 1, 2001 - October 31, 2001	\$258,807.44	\$25,641.76	\$45,671.91	\$284,288.66	\$45,832.45
November 1, 2001 - November 30, 2001	\$283,984.32	\$24,123.18	\$50,114.88	\$0.00	\$358,222.38
Gross Amounts for August 1, 2001 - November 30, 2001 Interim Application Period	\$892,358.59	\$74,466.41	\$157,475.05	\$657,742.57	\$466,557.48
Voluntary Reductions for August 1, 2001 - November 30, 2001 Interim Application Period	(\$948.81)	(\$3,260.02)	(\$167.44)	n/a	(\$4,376.27)
Net Amounts for August 1, 2001 - November 30, 2001 Interim Application Period	\$891,409.78	\$71,206.39	\$157,307.61	\$657,742.57	\$462,181.21
December 1, 2001 - December 31, 2001	\$54,571.66	\$7,715.25	\$9,630.29	\$0.00	\$71,917.20
<b>Totals to Date:</b>	<b>\$945,981.44</b>	<b>\$78,921.64</b>	<b>\$166,937.90</b>	<b>\$657,743.57</b>	<b>\$534,098.41</b>

9. 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;

<sup>2</sup> Total Amount Owed includes the 15% holdback.

<sup>3</sup> On November 5, 2001, the Firm filed a corrected and amended cover sheet application for the month of September 2001. The originally filed September 2001 cover sheet application inadvertently miscalculated and misstated the 85% of fees, the September Holdback and the total interim compensation sought.

1 and (b) attached as Exhibit 2 are the detailed time and expense statements for the Application  
2 Period that comply with all Northern District of California Bankruptcy Local Rules and  
3 Compensation Guidelines and the Guidelines of the Office of the United States Trustee.

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

6           11. Pursuant to this Court's Fee Order, the Debtor is authorized to make the  
7 payment requested herein without a further hearing or order of this Court unless an objection to  
8 this Application is filed with the Court by the Debtor, the Committee or the United States  
9 Trustee and served by the fifteenth day of the month following the service of this Application. If  
10 such an objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the  
11 objection. The Firm is informed and believes that this Cover Sheet Application was mailed by  
12 first class mail, postage prepaid, on or about January 24, 2002.


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

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

1  
2 WHEREFORE, the Firm respectfully requests that the Debtor pay compensation  
3 to the Firm as requested herein pursuant to and in accordance with the terms of the Fee Order.  
4

5 Dated: 2/23/02  
6

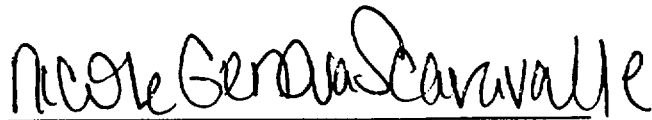
WINSTON & STRAWN

7 By:   
8 One of Its Attorneys  
9 327(e) Counsel to Debtors and  
10 Debtors in Possession  
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**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 DECEMBER 1, 2001 THRU DECEMBER 30, 2001** to be served upon the persons on the attached service list via Federal Express or U.S. Mail on or about January 24, 2002.

Dated:            January 24, 2002



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