

50-275/373

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Special Counsel to Debtor and Debtor in Possession  
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.	Hearing Date: February 26, 2002 9:30 a.m.
Federal I.D. No. 94-0742640	

**WINSTON & STRAWN'S FIRST INTERIM FEE APPLICATION  
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
AUGUST 1, 2001 THROUGH NOVEMBER 30, 2001**

Name of Applicant:	Winston & Strawn
Authorized to Provide Professional Services to:	Debtor and Debtor in Possession
Date of Retention:	August 16, 2001
Application Period:	August 1, 2001 through November 30, 2001
Net Amount of Compensation sought: (net of \$1,116.25 voluntary reduction)	\$1,048,717.39
Net Amount of Expenses sought: (net of \$3,260.02 voluntary reduction)	\$71,206.39

A001 Add: Rick Ogden Mail Center

Invoices submitted directly to the debtor:<sup>1</sup>

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

Cover Sheet Applications filed and served during the Application Period:<sup>2</sup>

Application Period	85% Fees	Expenses	15% Fee Holdback	Amount Paid	Total Amount Owed <sup>3</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	\$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 Application Period	\$892,358.59	\$74,466.41	\$157,475.05	\$657,742.57	\$466,557.48
Voluntary Reductions for Application Period	(\$948.81)	(\$3,260.02)	(\$167.44)	n/a	(\$4,376.27)
Net Amounts for Application Period	\$891,409.78	\$71,206.39	\$157,307.61	\$657,742.57	\$462,181.21

<sup>1</sup> See Paragraphs 7 and 8 of the Interim Application narrative.

<sup>2</sup> See Paragraphs 12, 13 and 14 of the Interim Application narrative.

<sup>3</sup> Total Amount owed includes 15% holdback.

Professional and Paraprofessional Persons Rendering Services During the Application Period	Brief Biography of Professional or Paraprofessional	Hourly Billing Rate	Total Hours Billed During Application Period	Total Fees Incurred During Application Period
D. Dankner	Partner; joined W&S in 1974; J.D. at George Washington University 1973; obtained license in Washington D.C. 1973; Energy department	\$375.00	513.60	\$192,600.00
F. Killion	Partner; joined W&S in 1982; J.D. at Northwestern University 1979; obtained license in Washington D.C. 1979; Energy department	\$350.00	556.60	\$194,810.00
G. Farano	Partner; joined W&S in 1996; J.D. at Georgetown University 1992; obtained license in Pennsylvania 1992 and Washington D.C. in 1993; Corporate department	\$350.00	13.00	\$4,550.00
D. Repka	Partner; joined W&S in 1984; J.D. at Georgetown University 1981; obtained license in Washington D.C. 1981; Energy department	\$325.00	400.95	\$130,308.75
W. Horin	Partner; joined W&S 1979; J.D. at Georgetown University 1979; obtained license in Washington D.C. 1979; Energy department	\$300.00	43.46	\$13,038.00
T. Blakemore	Partner; joined W&S in 1991; J.D. at University of Illinois; obtained license in Illinois 1978; Corporate department	\$425.00	4.50	\$1,912.50
J. Whittaker	Partner; joined W&S in 1991; J.D. at University of Santa Clara 1976; obtained license in Washington State 1976 and Washington D.C. 1980; Energy department	\$300.00 \$245.00	471.10 62.20	\$141,330.00 \$15,239.00
W. Madden	Partner; joined W&S in 1968; J.D. at University of Michigan 1964; obtained license Washington D.C. 1968; Energy department	\$350.00 \$300.00	3.90 53.05	\$1,365.00 \$ 15,915.00
D. Agay	Associate; joined W&S 2000; J.D. at University of Michigan 1997; obtained license Illinois 1998; Corporate and Bankruptcy department	\$190.00	35.40	\$6,726.00
S. Fallon	Associate; joined W&S 2000; J.D. at Columbus School of law 2000; obtained license New York 2001; Tax department	\$175.00	11.20	\$1,960.00
J. Dennis	Partner; joined W&S in 1993; J.D. at University of California 1993; obtained license in Washington D.C. 1993; Energy department	\$275.00	620.20	\$170,555.00
M. Wetterhahn	Partner; joined W&S in 1990; J.D. at Washington College of Law 1972; obtained license in Maryland 1972 and Washington D.C. 1973; Energy department	\$325.00	7.60	\$2,470.00

1	R. Wuslich	Partner; joined W&S 1991; J.D. at Washington College of Law 1988; obtained license Pennsylvania 1988 and Washington D.C. 1989; Energy department	\$300.00	64.90	\$19,470.00
2	J. Knotts	Of Counsel; joined W&S in 1977; J.D. Harvard University 1963; obtained license in 1964; Energy department	\$325.00	1.00	\$325.00
3	P. Campbell	Associate; joined W&S in 1997; rejoined W&S 2000; J.D. George Washington University 1996; obtained license in Maryland 1996 and Washington D.C. 1997; Energy department	\$190.00	2.58	\$490.20
4	M. Campbell	Associate; joined W&S in 1999; J.D. University of Pennsylvania 1999; obtained license in Virginia 1999 and Washington D.C. 2001; Litigation department	\$190.00	3.50	\$665.00
5	S. Hernandez	Associate; joined W&S in 1999; J.D. George Washington University 1994; obtained license in New York 1995, Florida 1995 and Washington D.C. 2001; Energy department	\$245.00	233.30	\$57,158.50
6	B. Poole	Associate; joined W&S in 2001; J.D. Georgetown University Law School 1998; obtained license in Maryland 1998 and Washington D.C. 2001; Energy department	\$190.00	57.80	\$10,982.00
7	J. Dempsey	Associate; joined W&S 2001; J.D. at Tulane Law School 2001; obtained license in Maryland 2001; Energy department	\$175.00	87.80	\$15,365.00
8	A. Cottingham	Senior Attorney; joined W&S 1982; J.D. at Duke University 1979; obtained license Washington D.C. 1979; Energy department	\$290.00	.18	\$52.20
9	C. Fleming	Associate; joined W&S 1999; J.D. at North Carolina Center University 1998; obtained license in North Carolina 1998 and Washington D.C. 1999; Energy department	\$190.00	2.15	\$408.50
10	L. Rafky	Associate; joined W&S in 2001; J.D. at Georgetown University 1990; obtained license in Maryland 1990 and Washington D.C. 1996; Energy department	\$225.00	17.40	\$3,915.00
11	C. Sisco	Senior Paralegal; joined W&S 1998; B.A. Northwestern University 1980; George Washington University 1997- Paralegal Certificate; Energy department	\$120.00	25.37	\$3,044.40
12	J. Liaw	Paralegal; joined W&S in 1997; B.A. George Washington University 1997; Energy department	\$110.00	9.40	\$1,034.00

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J. Criner	Senior Paralegal; joined W&S in 2000; B.S at Roanoke College, 1994; Energy department	\$110.00	292.60	\$32,186.00
P. Stepan	Senior Paralegal; joined W&S 1989; B.A. University Wisconsin-Madison 1984; Roosevelt University-Paralegal Certificate 1985; Corporate and Bankruptcy departments	\$125.00	15.70	\$1,962.50
N. Scaravalle	Paralegal; joined W&S 1998; B.S. University Wisconsin-Whitewater; Roosevelt University-Paralegal Certificate 1997; Real Estate and Bankruptcy departments	\$100.00	45.10	\$4,510.00

<u>Matter Code</u>	<u>Category</u>	<u>Hours</u>	<u>Fees</u>
A	Diablo Canyon (Equipment Qualification Group)	N/A <sup>4</sup>	\$3,651.20
B	FERC and NRC Regulatory Issues	3,355.5	\$969,673.00
C	Dry Cask Storage	51.15	\$13,001.25
D	Diablo Canyon-Nuclear	2.33	\$460.70
E	Hydro Compliance and Administration	116.06	\$31,242.00
F	Bankruptcy Fee Application	67.40	\$9,655.50
G	Travel	67.00	\$22,150.00
<b>Total:</b>		<b>3659.44</b>	<b>\$1,049,833.65</b>

Hours by Professional for the Application Period:

Professional	Rate	A	B	C	D	E	F	G	Hours
D. Dankner	\$375.00	n/a	494.20				2.90	16.50	513.60
F. Killion	\$350.00	n/a	556.60						556.60
D. Repka	\$325.00	n/a	347.60	20.85				32.50	400.95
G. Farano	\$350.00	n/a	13.00						13.00
W. Horin	\$300.00	n/a	33.70						43.36
T. Blakemore	\$425.00	n/a	4.0				.50		4.50
J. Whittaker	\$300.00	n/a	471.10			62.20		18.00	551.30
W. Madden	\$350.00	n/a	3.90			53.05			56.95
D. Agay	\$190.00	n/a	16.20				19.20		35.40
S. Fallon	\$175.00	n/a	11.20						11.20
C. Sisco	\$120.00	n/a	19.40	4.50					25.37
J. Liaw	\$110.00	n/a	8.60						9.40
J. Criner	\$110.00	n/a	291.80			.80			292.60
J. Dennis	\$275.00	n/a	620.20						620.20
M. Wetterhahn	\$325.00	n/a	1.80	5.80					7.60
R. Wuslich	\$300.00	n/a	64.90						64.90
J. Knotts	\$325.00	n/a	1.00						1.00
M. Campbell	\$190.00	n/a	3.50						3.50
P. Campbell	\$235.00	n/a	.50						2.58
S. Hernandez	\$245.00	n/a	233.30						233.30
B. Poole	\$190.00	n/a	37.80	20.00					57.80
J. Dempsey	\$175.00	n/a	87.80						87.80
A. Cottingham	\$290.00	n/a			.18				.18
C. Fleming	\$190.00	n/a			2.15				2.15
P. Stepan	\$125.00	n/a	6.60				9.10		15.70
N. Scaravalle	\$100.00	n/a	9.40				35.70		45.10
L. Rafky	\$225.00	n/a	17.40						17.40

<sup>4</sup> See Paragraph 21A of Interim Application narrative.

Expense Summary

Expense Category	Service Provider (if applicable)	Total Expenses
Air Courier		\$977.55
Air Fare		\$7,605.67
Air Fare	(Amex)(McCord)	\$13,590.95
Auto Rental		\$12.98
Binders and folders re gas application filing	Boise Cascade Office Products	\$809.24
Business Meals		\$5,693.09
Computerized Legal Research		\$12,920.25
Document Retrieval		\$949.33
Expert Consultation Fees		\$1,755.26
Telecopy		\$11.20
Local Travel Expense		\$1,084.40
Lodging Expense		\$4,371.24
Long Distance Phone		\$875.60
Messenger Service		\$40.85
Miscellaneous Expenses		\$112.18
Microfiche		\$4.75
Other Travel Expenses		\$66.36
Overtime Travel		\$8.00
Postage		\$2,234.68
Photocopy		\$19,676.45
Printing		\$13.00
Secretarial Overtime		\$399.38
Transportation-Long Distance		\$1,254.10
<b>Total</b>		<b>\$74,466.51</b>

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10 Pacific Gas and Electric Company  
11

12 UNITED STATES BANKRUPTCY COURT  
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14 NORTHERN DISTRICT OF CALIFORNIA  
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16 SAN FRANCISCO DIVISION

17 In re

18 PACIFIC GAS AND ELECTRIC  
19 COMPANY, a California corporation,

20 Debtor.

21 Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

Hearing Date:  
February 26, 2002  
9:30 a.m.

22 **WINSTON & STRAWN'S FIRST INTERIM FEE APPLICATION**  
23 **FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION**  
24 **AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD**  
25 **AUGUST 1, 2001 THROUGH NOVEMBER 30, 2001**

26 Pursuant to sections 330 and 331 of the Bankruptcy Code (the "Code"), 11 U.S.C.  
27 §§ 101, et seq., Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy  
28 Rules"), the Order Establishing Interim Fee Application and Expense Reimbursement Procedure  
entered on July 26, 2001 (the "Fee Order"), the Office of the United States Trustee for the  
Northern District of California Guidelines (the "UST Guidelines") and the United States  
Bankruptcy Court Northern District of California Guidelines for Compensation and Expense  
Reimbursement of Professionals and Trustees (the "Court Guidelines"), Winston & Strawn



1 ("W&S"), special counsel to the above-captioned debtor and debtor-in-possession (the "Debtor"),  
2 hereby submits its first interim fee application (the "Interim Application") and moves this Court  
3 for an Order awarding it reasonable compensation for professional legal services rendered  
4 together with reimbursement for actual and necessary expenses incurred for the period  
5 commencing August 1, 2001 through and including November 30, 2001 (the "Application  
6 Period"), and in support thereof respectfully states as follows:

8 **I. BACKGROUND, RETENTION AND PRIOR COMPENSATION**

9 1. For the Application Period, W&S seeks interim approval and allowance of  
10 \$1,048,717.39 (net of a \$1,116.25 voluntary reduction described in greater detail in Paragraph 14  
11 below) in fees incurred by W&S professionals and paraprofessionals recording a total of  
12 3,659.44 hours on behalf of the Debtor. W&S also seeks interim allowance and approval of  
13 \$71,206.39 (net of a \$3,260.02 voluntary reduction described in greater detail in Paragraph 28  
14 below) of expenses incurred on behalf of the Debtor during the Application Period.  
15 Accordingly, W&S seeks interim allowance and approval of a total of \$1,119,923.78 in fees and  
16 expenses.  
17

18 2. On April 6, 2001 (the "Petition Date") the Debtor filed a voluntary petition  
19 for relief under Chapter 11 of the Code. Pursuant to Sections 1107 and 1108 of the Code, the  
20 Debtor has been operating its business as a debtor in possession.  
21

22 3. Prior to the Petition Date, W&S represented the Debtor on various matters  
23 in connection with Federal Energy Regulatory Commission ("FERC") practice and advice and  
24 Nuclear Regulatory Commission ("NRC") practice and advice.

25 4. On May 16, 2001, the Debtor filed its Application for Authority to  
26 Employ and to Continue the Employment of Special Counsel to Debtor in Possession on Non-  
27 Bankruptcy Matters. An Amended Application for Authority to Employ Special Counsel was  
28 filed by the Debtor on June 22, 2001. By its application to employ special counsel, the Debtor

1 sought the Court's approval, inter alia, of W&S's postpetition retention to provide the same  
2 services to the Debtor that W&S was providing prepetition.

3           5.     On August 16, 2001, the Court entered its Order Approving Amended  
4 Application for Authority to Employ and to Continue the Employment of Special Counsel (the  
5 "Omnibus Order"). Pursuant to the Omnibus Order, W&S was and is one of the law firms  
6 approved for employment as special counsel to the Debtor under section 327(e) of the Code in  
7 connection with FERC and NRC practice and advice. As of the Omnibus Order, W&S was  
8 approved by the Court to provide the categories of services described herein. W&S was and is  
9 employed pursuant to the Debtor's standard terms of monthly billing for professional services  
10 rendered and reimbursement of expenses incurred.

11           6.     On September 14, 2001, the Debtor filed an Amendment to the Amended  
12 Application for Authority to Employ and to continue the Employment of Special Counsel (the  
13 "Amendment") seeking authority to expand the extent of the services to be provided by W&S.  
14 W&S's expanded representation was necessitated by the complex regulatory issues arising from  
15 Debtor's plan of reorganization (as amended or supplemented from time to time, the "Plan").  
16 W&S's expanded representation fell under the category of FERC and NRC Regulatory Issues  
17 described hereinafter in Paragraph 25B.

18           7.     After conferring with the United States Trustee regarding treatment  
19 W&S's expanded representation under the Omnibus Order, the Debtor, W&S and the United  
20 States Trustee entered into a Stipulation and Order Regarding Employment of Winston & Strawn  
21 as Special Counsel to the Debtor in Possession dated September 27, 2001 (the "Stipulation").  
22 The Stipulation provided that W&S's reimbursement for all fees and expenses incurred by W&S  
23 as special counsel to Debtor through July 31, 2001 is governed by the Omnibus Order. Pursuant  
24 to the Stipulation and Omnibus Order, W&S has not and will not submit applications to the  
25 Court for fees and expenses incurred through July 31, 2001.

1 8. To date, under the Omnibus Order, W&S has submitted invoices directly  
2 to the debtor and been paid for the following post-petition services:

3

Application Period	Amount Submitted	Amount Paid	Amount Outstanding <sup>1</sup>
4 June 1, 2001-June 30, 2001	\$117,735.06	\$117,404.31	\$0.00
5 July 1, 2001-July 31, 2001	\$169,199.53	\$169,197.43	\$0.00

6

7 9. Also pursuant to the Stipulation, the provisions of the Fee Order apply to  
8 W&S fees and expenses incurred as special counsel to the Debtor after August 1, 2001. Under  
9 the Fee Order, professionals seeking payment of interim compensation for a given calendar  
10 month must file with the Court and serve on the Special Notice List for Debtor's case abbreviated  
11 monthly applications for interim compensation and reimbursement of expenses (the "Cover  
12 Sheet Applications"). Cover Sheet Applications filed with the Court and served on counsel for  
13 Official Committee of Unsecured Creditors, counsel for the Debtor, and the United States  
14 Trustee must include detailed time entries of the fees incurred during the month for which  
15 reimbursement is sought. To date, W&S has filed and served Cover Sheet Applications for the  
16 months of August, September, October and November 2001.  
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18  
19 10. Each Cover Sheet Application filed by W&S has sought, pursuant to the  
20 Fee Order, interim compensation in an amount equal to 85% of fees, resulting in a 15% (the  
21 "Holdback") and 100% of the expenses incurred by W&S on behalf of the Debtor.

22  
23 11. To date, no objections have been filed to any of the Cover Sheet  
24 Applications filed by W&S.

25  
26 12. In addition to the monthly Cover Sheet Applications, the Fee Order  
27 requires each professional to file with the Court and serve on the Special Notice List interim fee  
28

<sup>1</sup> As is common in the ordinary course of dealing as between the Debtor and W&S, W&S waived reimbursement for certain fees and expenses invoiced to the Debtor.

1 applications for every 4-month period, in accordance and compliance with Section 331 of the  
2 Code, Bankruptcy Rule 2016, the Court Guidelines and the UST Guidelines. Under the Fee  
3 Order, the Interim Applications shall seek approval of the 100% (including the 15% Holdback)  
4 of fees and 100% of expenses incurred on behalf of the Debtor. The Fee Order requires that  
5 Interim Applications be served on the Special Notice List and that detailed time records in  
6 support thereof be filed with the Court as a separate time records exhibit (the "Time Records  
7 Exhibit") for the Application Period and be served solely on the United States Trustee (the  
8 "Trustee"), reorganization counsel for the Debtor and counsel for the Official Committee of  
9 Unsecured Creditors (the "Committee").  
10

11  
12 13. In light of the Fee Order and the Court's December 12, 2001  
13 Memorandum Decision Regarding Applications for Interim Compensation of Professionals, and  
14 to comply with the Stipulation, Court Guidelines and UST Guidelines, W&S has for this Interim  
15 Application supplemented certain time entries in the Time Records Exhibit with additional detail  
16 not included in the time entries submitted as part of the Cover Sheet Applications.  
17

18 14. As set forth in the chart below, W&S incurred \$1,049,833.65 in fees  
19 during the Application Period. However, as detailed more fully below, certain of W&S's time  
20 entries during the Application Period were billed in quarter-hour increments, in contravention of  
21 the Court Guidelines. As a result, W&S proposes to reduce by a quarter hour each time entry  
22 billed in quarter-hour increments, resulting in a reduction of \$1,116.25 in total fees sought during  
23 the Application Period.<sup>2</sup> In addition, the chart below shows that W&S incurred \$74,466.41 in  
24 expenses on behalf of the Debtor during the Application Period. Due to certain charges that  
25 would likely be disallowed under the Court Guidelines, W&S will take a voluntary reduction of  
26  
27

28 <sup>2</sup> W&S arrived at this amount by 1) multiplying .25 by the respective billing rate of the W&S professional or  
paraprofessional billing in quarter-hour increments for certain time entries (each, a "Voluntary Reduction"), and 2)  
adding together the Voluntary Reductions for the entire Application Period.

\$3,260.02 in expenses sought for the Application Period. Thus, by this Interim Application, W&S seeks a net interim allowance of \$1,048,717.39 in fees and \$71,206.39 expenses incurred on behalf of the Debtor during the Application Period, for a total of \$1,119,923.78. Of the \$1,119,923.78 sought by W&S, \$462,181.21 remains unpaid.

15. The following chart reflects a) the Cover Sheet Applications submitted by W&S during the Application Period; b) the fees and expenses incurred by W&S during the Application Period; c) the amounts paid to W&S by the Debtor to date for fees and expenses incurred during the Application Period; d) W&S's voluntary reductions; and e) the total amount owed by the Debtor to W&S for the Application Period.

Application Period	85% Fees	Expenses	15% Fee Holdback	Amount Paid	Total Amount Owed <sup>3</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>4</sup>	\$203,781.84	\$34,495.55
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Voluntary Reductions for Application Period	(\$948.81)	(\$3,260.02)	(\$167.44)	n/a	(\$4,376.27)
<b>Net Amounts for Application Period</b>	<b>\$891,409.78</b>	<b>\$71,206.39</b>	<b>\$157,307.61</b>	<b>\$657,742.57</b>	<b>\$462,181.21</b>

16. All services for which compensation is requested by W&S were performed for or on behalf of the Debtors, not on behalf of any other entity.

<sup>3</sup> Total Amount Owed includes the 15% holdback.

<sup>4</sup> On November 5, 2001, W&S 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           17.     The interim compensation and reimbursement of expenses sought in this  
2 Interim Application is on account and is not final. Upon the conclusion of this case, W&S will  
3 seek fees and reimbursement of the expenses incurred for the totality of the services rendered in  
4 the case. Any interim fees or reimbursement of expenses approved by this Court and received by  
5 W&S will be credited against such final fees and expenses as may be allowed by this Court.  
6

7           18.     ~~Concurrent with this Interim Application, W&S has filed and served on~~  
8 the Trustee, counsel for the Debtor and counsel for the Committee a Time Records Exhibit which  
9 contains a detailed statement of fees and expenses incurred during the Application Period.  
10

## 11                           II.     STATUS OF THE CASE

12           19.     W&S relies on the description of the status of the bankruptcy case  
13 provided by Debtor's reorganization counsel.

## 14                           III.    SERVICES RENDERED DURING THE APPLICATION PERIOD

15           20.     The attorneys of W&S who have rendered professional services in this  
16 case during the Application Period are Donald K. Danker, Frederick J. Killion, Gerald P. Farano,  
17 David A. Repka, William A. Horin, Thomas F. Blakemore, John A. Whittaker, William Madden,  
18 David A. Agay, Seannon M. Fallon, Jeanne M. Dennis, Mark J. Wetterhahn, Raymond B.  
19 Wuslich, Joseph Knotts, Patricia L. Campbell, Sunshine Hernandez, Brooke D. Poole, John J.  
20 Dempsey, Anne W. Cottingham, Carey W. Fleming and Michael L. Rafky. Multiple attorneys  
21 performed services for the Debtor because of the large amount of work involved, the nature of  
22 the work product, the complex issues arising out of the Debtor's Plan and because of the discrete,  
23 specialized, areas of law within the purview of those attorneys' expertise. In addition, certain  
24 W&S professionals assisted in retention and fee application matters.  
25

26           21.     Paraprofessional services were provided by Carlos L Sisco, Jean Liaw,  
27 John L. Criner, Paige Denton Stepan and Nicole Genova-Scaravelle. During the Application  
28 Period, Ms. Stepan and Ms. Scaravelle assisted in transitioning and formulating internal billing

1 guidelines to comply with the Amendment, the Stipulation and the Fee Order. They also assisted  
2 in compiling, drafting and serving on the Special Notice List the Cover Sheet Applications and  
3 this Interim Fee Application. During the Application Period, Mr. Sisco and Ms. Liaw performed  
4 research on various regulatory issues. Mr. Criner performed extensive research and assisted in  
5 assembling and filing various regulatory materials.  
6

7 22. The paraprofessional services for which compensation is sought would  
8 have been performed by professionals if not done by the paraprofessionals. Such services are  
9 compensable under the Code and the Court Guidelines. The W&S paraprofessionals performing  
10 services for the Debtor during the Application period are not primarily secretarial or clerical  
11 workers.  
12

13 23. During the Application Period, W&S has provided legal services to the  
14 Debtor on a number of FERC and NRC regulatory matters. The bulk of W&S's services  
15 involved assessing and implementing regulatory aspects of Debtor's Plan. W&S has provided  
16 the Debtor with advice, counseling and representation relating to FERC and NRC compliance.  
17 In that regard, Debtor's Plan has necessitated a massive undertaking. W&S achieved significant  
18 results during the Application Period by advising the Debtor on compliance issues and assisting  
19 the Debtor in compiling, drafting and filing the necessary applications. A description of the  
20 categories of work performed by W&S follows.  
21

#### 22 IV. SUMMARY OF SERVICES BY PROJECT

23 24. The services rendered by W&S during the Application Period are grouped  
24 in the categories set forth below. W&S services to the Debtor are categorized according to the  
25 regulatory matters involved. Many of the matters involve work performed in the ordinary course  
26 of W&S's relationship with the Debtor. W&S has also established separate matters to  
27 accommodate the bankruptcy process.  
28

1           25.     The professionals and paraprofessionals rendering services relating to each  
2 category are identified (along with the number of hours billed, their rate and total compensation  
3 sought for each category) in the attachments hereto.

4                   A.     Diablo Canyon (as member of Equipment  
5                           Qualification Group), 101117-945

6                           (Fees - \$3,651.20; Total Hours - n/a)

7                   The Equipment Qualification Group (the "Group") is comprised of many nuclear  
8 licensees for which W&S performs work. The Group addresses NRC rulemaking and  
9 compliance matters relating to the required capabilities, testing and documentation for certain  
10 electrical equipment used in nuclear applications. Fees charged to members of the Group are  
11 based on a formula among the members intended to defray the cost among the members of the  
12 Group. This category captures and the invoices reflect the Debtor's share of fees for work  
13 performed for the Group. Due to Debtor's membership in the Group and the method of billing  
14 the Group, it is not possible for W&S to generate a separate invoice for the Debtor that sets forth  
15 the hourly time entries of W&S attorneys for this category.  
16

17                   During the Application Period, W&S developed positions and prepared  
18 memoranda for the Group. W&S monitored and reported NRC enforcement and inspection  
19 activities, communications relating to compliance and other rulemaking activities. Due to an  
20 internal accounting error, W&S has not and will not submit Cover Sheet Applications for August  
21 2001 for this category and will not seek reimbursement for these months.  
22

23                   B.     FERC and NRC Regulatory Issues 101239-46

24                           (Fees - \$969,673; Total Hours - 3,355.5)

25                   This category involves FERC and NRC regulatory issues arising out of the  
26 Debtor's Plan. Debtor's Plan is complex and involves numerous FERC and NRC compliance  
27 issues. Debtor has additionally requested W&S's representation in implementing regulatory  
28 aspects of the Debtor's Plan. In general, W&S has advised the Debtor on electric, hydro, nuclear



1 and gas issues arising out of Debtor's Plan. W&S's work during the Application Period has  
2 involved extensive research, assessing the regulatory aspects of Debtor's Plan, preparing  
3 memoranda relating thereto and numerous conferences and teleconferences with the Debtor. In  
4 addition, W&S advised and represented the Debtor in complying with FERC and NRC licensing  
5 and tariff requirements. With regard to FERC and NRC licensing requirements, W&S has  
6 prepared and assisted in preparing Debtor's gas, nuclear, transmission line, hydro and transfer  
7 applications. The gas application alone is 3000 pages. The total volume of regulatory  
8 applications filed by the Debtor in which W&S participated amounts to approximately 20,000  
9 pages. Finally, prior to October 2001, this category includes time spent on retention and fee  
10 application issues and travel time.<sup>5</sup> This category also includes time spent on drafting W&S's  
11 supplemental declaration for the Amendment.  
12

13  
14 Solely with regard to this category, and at the Debtor's explicit instruction, W&S  
15 has edited certain time entries and has not provided in-depth descriptions of certain work  
16 performed to preserve confidentiality and discovery privileges. Such information includes, but is  
17 not limited to, regulatory issues and theories relating to the Plan which are subject to attorney-  
18 client and work product privileges.

19 C. Dry Cask Storage 101239-42

20 (Fees - \$13,001.25; Total Hours - 51.15)

21  
22 This category encompasses NRC licensing of the proposed Diablo Canyon  
23 Independent Spent Fuel Storage Installation (the "Installation"). Although the Installation will  
24 be located at the current Diablo Canyon facility, it requires a separate NRC license. The  
25 Installation uses "dry cask storage techniques." To date, W&S has counseled the Debtor in  
26 preparing the NRC license application for the Installation. To support W&S's representation of  
27

28  

---

<sup>5</sup> Commencing with October 2001, to comply with the Fee Order, W&S established separate matter numbers for time spent on travel and bankruptcy fee application issues.

1 the Debtor in relation to the Installation, W&S has conducted research, reviewed environmental  
2 and other reports, met with the Debtor and prepared memoranda. Because certain time entries  
3 for the month of September 2001 for this category are billed in quarter hours, W&S will reduce  
4 the amount of fees requested for this category by \$141.25.

5 D. Diablo Canyon, Nuclear 101239-37

6 (Fees - \$460.70; Total Hours - 2.33)

7  
8 This category encompasses time spent counseling on general NRC regulatory  
9 issues relating to the Diablo Canyon nuclear power plant. The category includes ongoing  
10 matters of regulatory compliance and NRC licensing. Also included in this category is the  
11 Debtor's minimal share of fees for work performed by W&S in updating NRC reporting  
12 requirements from time to time for W&S's nuclear clients (*i.e.*, line-item "102074.00031"). Due  
13 to an internal accounting error, W&S has not and will not submit Cover Sheet Applications for  
14 August and September 2001 for this category and will not seek reimbursement for these months.

15 E. Hydro Compliance and Administration 101297-0

16 (Fees - \$31,242.00; Total Hours - 116.06)

17  
18 This category involves counseling the Debtor on the FERC hydro re-licensing  
19 process and compliance with the terms of current licenses. During the Application Period, W&S  
20 work included researching and reviewing materials and advising the client on issues relating to  
21 the Chili Bar, Potter Valley and North Fork Feather River sites and on proposed legislation.  
22 Because certain time entries for the months of August, September and November 2001 for this  
23 category are billed in quarter hours (see Paragraph 14 above), W&S will reduce the amount of  
24 fees requested for this category by \$975.00.  
25  
26  
27  
28

1 F. Bankruptcy Fee Application 101239-48

2 (Fees - \$9,655.50; Total Hours - 67.40)

3 W&S established this category as of October 2001 to comply with the Stipulation  
4 and Fee Order. This category includes extensive time spent on drafting, compiling, filing and  
5 serving W&S's Cover Sheet Applications and this Interim Fee Application and review of  
6 monthly pre-bills. In addition, this category includes time spent on retention issues, including,  
7 but not limited to, the Amendment and Stipulation.<sup>6</sup> Substantial time allocable to drafting,  
8 compiling, filing and serving the Covering Sheet Applications and this Interim Application was  
9 billed by Ms. Scaravelle, a paraprofessional, whose billing rate is approximately one-half or  
10 more of the hourly rate charged by the attorneys who also billed time to this task.  
11

12 G. Travel 101239-47

13 (Fees - \$22,150; Total Hours - 67.00)

14 W&S established this category as of October 2001 to comply with the Stipulation  
15 and Fee Order. At the Debtor's request, however, as of the November 2001 Cover Sheet  
16 Application, W&S consolidated this category with the "FERC and NRC Regulatory Issues"  
17 category. Upon request, W&S can again issue separate invoices for this category.  
18

19 This category reflects time expended traveling to assist the Debtor in assessing  
20 and complying with regulatory issues arising from the Debtor's Plan. As indicated in the time  
21 entries submitted with the Time Records Exhibit, substantial time spent traveling also includes  
22 time spent preparing for meetings with the Debtor and working on applications. W&S has  
23 charged the Debtor for time spent on travel according the W&S's pre-petition contract with the  
24 Debtor.  
25  
26  
27

28 <sup>6</sup> The bulk of the charges for retention issues were billed in August and September 2001, when such charges were included in the "FERC and NRC Regulatory Issues" category.

1                                   V.     ACTUAL AND NECESSARY EXPENSES

2                   26.     W&S has incurred actual and necessary out-of-pocket disbursements  
3 during the Application Period in the amount of \$74,466.41. The expenses for which  
4 reimbursement is sought is of the kind, and at the least expensive rate, that W&S customarily  
5 charges non-bankruptcy clients. The disbursement sum is broken down into categories of  
6 charges including, among other things, travel and related expenses, meals, photocopying,  
7 telephone and telecopier toll, air courier charges, document retrieval and computerized legal  
8 research charges. During the Application Period, W&S charged the Debtor's estate for expenses  
9 at following rates: a) in-house photocopying, at the rate of \$.10 per page; b) copying done by  
10 outside services, at cost; c) computerized research, at cost; d) postage, at cost; e) overnight  
11 delivery and messenger service, at cost; f) long distance telephone, at cost; and g) facsimiles, at  
12 \$.35 per page.  
13

14  
15                   27.     The travel expenses include coach airfare from Washington, D.C. to the  
16 Bay Area, lodging and transportation within the Bay Area and related expenses for meetings  
17 with the Debtor. Except for meals in connection with travel, much of the expense for meals  
18 during the Application Period was incurred as part of meetings and conference calls with the  
19 Debtor. In addition, substantial photocopying and air courier charges were incurred in  
20 complying with the fee application process.  
21

22                   28.     In general, W&S has not charged the Debtor for overhead expenses or  
23 amenities. During the Application Period, however, W&S charged for secretarial overtime  
24 (\$399.38), overtime travel (\$8.00), and local travel (\$1,084.40). In addition, during the  
25 Application Period, W&S has charged for expert consultation fees (\$1,755.26) and auto rental  
26 (\$12.98). Based on the foregoing charges, W&S proposes to take a voluntary reduction of  
27 \$3,260.02 in expenses sought for Application Period.  
28

29. A complete review by category of the expenses for the Application Period is attached hereto. W&S maintains records of all actual and necessary expenses incurred in the ordinary course of its practice.

## VI. CONCLUSION

30. W&S has served a copy of this Interim Application (without the Time Records Exhibit) on the Special Notice List in this case. W&S is informed and believes that this Interim Application was mailed to parties on the Special Notice List by first class mail, postage prepaid, on or about January 14, 2002.

31. This Interim Application and the Time Records Exhibit was sent to the Court for filing and to the Trustee, reorganization counsel for the Debtor and counsel for the Committee by Federal Express overnight delivery on or about January 11, 2002.

32. Except as otherwise stated herein, W&S believes that its billing practices comply with the Court Guidelines and the UST Guidelines. Neither W&S nor any members of W&S 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 W&S with any other person or attorney except as among the members and associates of W&S.

33. In accordance with the factors enumerated in section 330 of the Code, the amount requested is fair and reasonable given (a) the complexity of the Debtor's case, (b) the time expended, (c) the nature, extent, necessity and benefit to the Debtor of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

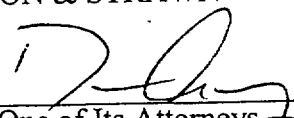
34. It is W&S's understanding that in accordance with the Fee Order, Debtor's reorganization counsel has set a hearing date for this Interim Application for February 26, 2002, at 9:30 a.m.

1           35.    This Interim Application and the Time Records Exhibit has been sent to  
2 the Debtor with the cover letter attached as Exhibit "B" hereto (as of the date captioned on the  
3 cover letter) in compliance with the Court Guidelines.

4           **WHEREFORE**, W&S respectfully requests that the Court enter an Order 1)  
5 approving this Interim Application in its entirety; 2) approving the interim award of  
6 compensation of \$1,048,717.39 in fees and \$71,206.39 in expenses incurred on behalf of the  
7 Debtor during the Application Period for a total of \$1,119,923.78; and 3) authorizing the Debtor  
8 to immediately pay W&S the allowed amounts less any amounts already paid pursuant to the Fee  
9 Order.  
10

11  
12       Dated: January 11, 2002

WINSTON & STRAWN

13  
14       By:   
15           One of Its Attorneys  
16           327(e) Counsel to Debtors and  
17           Debtors in Possession  
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1 UNITED STATES BANKRUPTCY COURT  
2 NORTHERN DISTRICT OF CALIFORNIA  
3 SAN FRANCISCO DIVISION

4 In re

5 PACIFIC GAS AND ELECTRIC  
6 COMPANY, a California corporation,

7 Debtor.

8 Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

9  
10 **ORDER APPROVING WINSTON & STRAWN'S FIRST INTERIM FEE**  
11 **APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM**  
12 **COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE**  
13 **PERIOD AUGUST 1, 2001 THROUGH NOVEMBER 31, 2001**

14 This matter having come before the Court on Winston & Strawn's First Interim  
15 Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of  
16 Expenses for the Period August 1, 2001 through November 30, 2001 (the "Application"); the  
17 Court having entered its July 26, 2001 Order Establishing Interim Fee Application and Expense  
18 Reimbursement Procedure (the "Fee Order"); notice having been adequate and sufficient and in  
19 accordance with the Fee Order; the Court having reviewed and considered the Application along  
20 with the Time Records Exhibit filed in connection therewith; no objection to the Application  
21 having been filed; and after due deliberation thereon; and good cause appearing therefor; it is  
22 hereby

23 ORDERED, that Winston & Strawn's Application is approved; and it is further

24 ORDERED, that Winston & Strawn shall be allowed interim compensation in the  
25 amount of \$1,048,717.39 and reimbursement of expenses in the amount of \$71,206.39 for a total  
26 of \$1,119,923.78 for the period of August 1, 2001 through November 30, 2001; and it is further  
27  
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ORDERED, that the Debtor is directed to immediately pay the allowed amount  
less any amounts already paid pursuant to the Fee Order.

Dated: \_\_\_\_\_, 2002

\_\_\_\_\_  
The Honorable Dennis Montali  
United States Bankruptcy Court Judge



**CERTIFICATION**

I, Donald K. Dankner, hereby declare as follows:

1. I am a member of Winston & Strawn and an attorney in good standing to practice in the District of Columbia.

2. I have personally performed many of the legal services rendered by W&S as counsel for the Debtor and am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals and paraprofessionals of the firm.

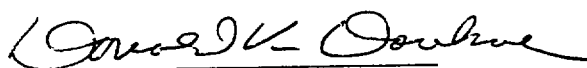
3. I have read the foregoing Interim Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

4. To the best of my knowledge, information and belief, formed after reasonably inquiry, the compensation and expense reimbursement is in conformity with the Court Guidelines, except as otherwise noted in the Interim Application.

5. The compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by W&S and generally accepted by the firm's clients.

I declare under penalty of perjury under the laws of the United States of American that the foregoing is true and correct.

Executed this 10 day of January, 2002.

  
Donald K. Dankner



# WINSTON & STRAWN

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January 11, 2002

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

Re: In re Pacific Gas and Electric Company, Case No. 01-30923

Dear Ms. Lett:

Enclosed please find Winston & Strawn's First Interim Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period of August 1, 2001 through November 30, 2001. Please be advised that the Court's Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees provide that a debtor in possession must exercise reasonable business judgment in monitoring the fees and expenses of the estate's professionals. Thank you.

Very truly yours,

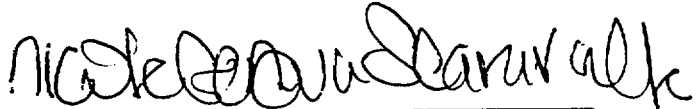
  
David A. Agay

:daa

**CERTIFICATE OF SERVICE**

I, Nicole Genova-Scaravalle, certify under penalty of perjury that I caused a copy of the foregoing **WINSTON & STRAWN'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD AUGUST 1, 2001 THROUGH NOVEMBER 30, 2001** (the "Interim Application") to be served upon the persons on the attached service list via Federal Express or U.S. Mail on or about January 14, 2002. I further certify that I caused a copy of the Interim Application to be served on the Trustee, counsel for the Committee and reorganization counsel for the Debtor by Federal Express Overnight delivery on January 11, 2002.

Dated: January 11, 2002

A handwritten signature in black ink, appearing to read "Nicole Genova-Scaravalle", written over a horizontal line.

Nicole Genova-Scaravalle  
Paralegal for Winston & Strawn

## SPECIAL NOTICE LIST

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Sacramento, CA 94279-8063

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