

1 Donald K. Dankner (No. 0186536)  
2 Thomas F. Blakemore (No. 03121566)  
3 Stacy Justic (No. 6277752)  
4 WINSTON & STRAWN LLP  
5 35 West Wacker, Suite 4200  
6 Chicago, IL 60601  
7 312-558-5600 (Phone)  
8 312-558-5700 (Facsimile)  
9 Counsel to Debtors and Debtors in Possession

50-215  
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7 UNITED STATES BANKRUPTCY COURT  
8 NORTHERN DISTRICT OF CALIFORNIA  
9 SAN FRANCISCO DIVISION

10 In re	Case No. 01-30923 DM
11 PACIFIC GAS AND ELECTRIC	Chapter 11 Case
12 COMPANY, a California corporation,	[No Hearing Scheduled]
13 Debtor.	
14 <u>Federal I.D. No. 94-0742640</u>	

15 **NOTICE OF FILING AND SERVICE**

16 To: Parties Listed on Attached Certificate of Service

17  
18 PLEASE TAKE NOTICE that Winston & Strawn LLP has, as of the date below, served  
19 the attached **Cover Sheet Application For Allowance And Payment Of Interim**  
20 **Compensation And Reimbursement Of Expenses For The Period June 1, 2003 through**  
21 **June 30, 2003** on the attached **Special Notice List** and filed this Notice with the United States  
22 Bankruptcy Court for the Northern District of California, San Francisco Division, 235 Pine  
23 Street, 19th Floor, San Francisco, California 94104.

24  
25 Dated: July 28, 2003  
26 Chicago, Illinois

WINSTON & STRAWN LLP

26 By: Stacy D. Justic  
27 One of Its Attorneys  
28 377(c) Counsel to the Debtors and  
Debtors in Possession

BKRAP

1 Donald K. Dankner (No. 0186536)  
2 Thomas F. Blakemore (No. 03121566)  
3 Stacy D. Justic (No. 6277752)  
4 WINSTON & STRAWN LLP  
5 35 West Wacker Dr.  
6 Chicago, IL 60601  
7 Phone: 312-558-5600  
8 Facsimile: 312-558-5700  
9 Counsel to Debtor and Debtor in Possession

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

13 In re

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

16 Debtor.

17 Federal I.D. No. 94-0742640

Case No. 01-30923 DM

Chapter 11 Case

[No Hearing Scheduled]

18 WINSTON & STRAWN LLP'S COVER SHEET APPLICATION FOR  
19 ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
20 AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
21 JUNE 1, 2003 THROUGH JUNE 30, 2003

22 Winston & Strawn LLP (the "Firm") submits its Cover Sheet Application (the  
23 "Application") for Allowance and Payment of Interim Compensation and Reimbursement of  
24 Expenses for the Period of June 1, 2003 through June 30, 2003 (the "Application Period"). In  
25 support of the 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, 11 U.S.C. § 101 et seq. (the "Code").

2. Pursuant to the Order Establishing 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.

3. The Firm billed a total of \$30,545.81 in fees and expenses during the Application Period. The total fees represent 106.62 hours expended during the Application Period. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
June 1 - June 30, 2003	\$28,647.70	\$1,898.11	\$30,545.81

4. Accordingly, the Firm seeks allowance of interim compensation in the total amount of \$26,248.66 at this time. This total is comprised as follows: \$24,350.55 (85% of the fees for services rendered)<sup>1</sup> plus \$1,898.11 (100% of the expenses incurred).

5. 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 Counsel (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.

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

<sup>1</sup>Payment of this amount would result in a "holdback" of \$4,297.15.

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

7. To date, the Firm has been paid \$117,494.31 for the June 1, 2001 through June 30, 2001 period and \$ 169,197.43 for the July 1, 2001 through July 31, 2001 period.

8. 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.

9. The following chart reflects: (a) the Cover Sheet Applications submitted to date by W&S, including this Cover Sheet Application; (b) the First, Second, Third and Fourth Interim Applications submitted to date by W&S; (c) for the fees and expenses incurred by the Firm after July 31, 2001, the amounts incurred and the amounts paid to W&S by the Debtor to date; (d) W&S's voluntary and Court ordered reductions in compensation sought from the Debtor as part of the First Interim Application; and (e) the total amount owed by the Debtor to the Firm to date.

*[rest of page left intentionally blank]*

Application Period	85% Fees	Expenses	15% Fee Holdback	Amount Paid	Total Amount Owed <sup>2</sup>
August 1 - November 30, 2001 Interim Application Period	\$881,496.65	\$71,206.39	\$155,558.23	\$1,108,261.28	\$0.00
December 1, 2001 - March 31, 2002 Interim Application Period	\$598,974.22	\$61,140.86	\$105,701.34	\$765,816.41	\$0.00
April 1, 2002 - July 31, 2002 Interim Application Period	\$400,790.65	\$25,688.92	\$70,724.75	\$497,204.33	\$0.00
August 1, 2002 - November 30, 2002 Interim Application Period	\$421,593.39	\$35,004.03	\$74,398.87	\$530,996.29	\$0.00
December 1, 2002 - March 31, 2003 Interim Application Period	\$412,591.79	\$31,681.44	\$72,810.31	\$444,273.22	\$72,810.32
April 1, 2003 - April 30, 2003	\$91,993.16	\$4,834.31	\$16,234.09	\$96,827.48	\$16,234.08
May 1, 2003-May 31, 2003	\$71,104.12	\$10,403.03	\$12,547.78	\$0.00	\$94,054.93
June 1, 2003-June 30, 2003	\$24,350.55	\$1,898.11	\$4,297.15	\$0.00	\$30,545.81
Total	\$2,902,894.53	\$241,857.09	\$512,272.52	\$3,443,379.01	\$213,645.14

10. With regard to the copies of this Application served on counsel for the Official Committee of Unsecured Creditors (the "Committee"), reorganization 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.

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

1           12. Pursuant to this Court's Fee Order, the Debtor is authorized to make the  
2 payment requested herein without a further hearing or order of this Court unless an objection to  
3 this Application is filed with the Court by the Debtor, the Committee or the United States  
4 Trustee and served by the fifteenth day of the month following the service of this Application. If  
5 such an objection is filed, Debtor is authorized to pay the amounts, if any, not subject to the  
6 objection. The Firm is informed and believes that this Cover Sheet Application was mailed by  
7 first class mail, postage prepaid, on or about July 28, 2003.  
8


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

15           14. The Firm represents and warrants that its billing practices comply with all  
16 Northern District of California Bankruptcy Local Rules and Compensation Guidelines and the  
17 Guidelines of the Office of the United States Trustee. Neither the Firm nor any members of the  
18 Firm has any agreement or understanding of any kind or nature to divide, pay over or share any  
19 portion of the fees or expenses to be awarded to the Firm with any other person or attorney  
20 except as among the members and associates of the Firm.  
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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: July 28, 2003  
6

WINSTON & STRAWN LLP

7 By:   
8 One of Its Attorneys  
9 327(e) Counsel to Debtors and  
10 Debtors in Possession  
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12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

## SERVICE LIST

Aron M. Oliner  
Buchalter, Nemer, Fields & Younger  
333 Market Street  
San Francisco, California 94105

Adam A. Lewis  
Morrison & Foerster  
425 Market Street, 33rd Floor  
San Francisco, California 94105

Adolfo M. Corona  
Dowling, Aaron & Keeler  
6051 North Fresno Street, Suite 200  
Fresno, California 93710

Adrienne Vadell Sturges  
Sodexo Marriott Services, Inc.  
9801 Washingtonian Boulevard, 12th Floor  
Gaithersburg, MD 20878

Alan Kolod  
Moses & Singer LLP  
1301 Avenue of the Americas  
40th Floor  
New York, NY 10019

Alan Z. Yudowsky  
Anne E. Wells  
Stroock & Stroock & Lavan LLP  
2029 Century Park East, Suite 1800  
Los Angeles, California 90067

Alex Makler  
Calpine Greenleaf, Inc.  
P.O. Box 11749  
Pleasanton, California 94588

Alexis S. Coll  
Simpson Thacher & Bartlett  
3330 Hillview Avenue  
Palo Alto, California 94117

Allan H. Ickowitz  
Donna M. Balbin  
Nossama, Guthner, Knox & Elliott  
445 South Figueroa Street, 31st Floor  
Los Angeles, California 90071

American State Bank and Trust Company  
P.O. Box 1446  
Williston, North Dakota 58802  
Attn: Patrick O. Sogard



**SERVICE LIST**

**AMROC Investments, LLC  
Attn: Sheri Levine  
535 Madison Avenue, 15th Floor  
New York, NY 10022**

**Andrew N. Chau  
1177 West Loop South, Suite 900  
Houston, Texas 77027**

**Angela M. Alioto  
Law Offices of Joseph L. Alioto  
and Angela Alioto  
700 Montgomery Street  
San Francisco, California 94111**

**Arlen Orchard  
Sacramento Municipal Utility District  
6201 S. Street, Mail Stop B408  
Sacramento, California 95817**

**Arnold Wallenstein  
ThermoEcotek Corporation  
P.O. Box 9046  
Waltham, MA 02454-9046**

**Craig Barbarosh  
Mark D. Houle  
Pillsbury Winthrop LLP  
650 Town Center Drive, 7th Floor  
Costa Mesa, California 92626**

**B.C. Barmann, Sr.  
County Counsel  
Attn: Jerri S. Bradley, Deputy  
1115 Truxtun Avenue, Fourth Floor  
Bakersfield, California 93301**

**Bank of America National Trust and Savings  
Association  
Attn: Peggie Sanders  
1850 Gateway Boulevard  
Concord, CA 94520**

**Bank of America  
Attn: Clara Strand  
555 South Flower Street  
Mail Code CA9-706-11-21  
Los Angeles, CA 90071**

## SERVICE LIST

Bank One  
Corporate Trust Administration  
Attn: Janice Ott Rotunno  
Mail Code IL 1-0126  
1 Bank One Plaza  
Chicago, IL 60670-0126

Bank One, NA  
Attn: Robert G. Bussa, Jane Bek  
Energy & Utilities  
Mail Code IL 1-0363  
Bank One Plaza  
Chicago, IL 60670

Bankers Trust Co. of California, NA  
Structured Finance Group  
Attn: Peter Becker  
4 Albany St., 10th Floor  
New York, NY 10006

Bankers Trust Company  
Corporate Trust Services  
Attn: Safet Kalabovic  
4 Albany Street, 4th Floor  
New York, NY 10006

Ben Whitwell  
Whitwell & Emhoff LLP  
202 N. Canon Drive  
Beverly Hills, California 90210

Bennett G. Young  
LeBoeuf, Lamb, Greene & MacRae, LLP  
One Embarcadero Center, Suite 400  
San Francisco, California 94111

Beth Smayda, Director  
MBIA Insurance Corporation  
113 King Street  
Armonk, New York 10504

Bill Wong  
AMROC Investments, LLC  
535 Madison Avenue, 15th Floor  
New York, NY 10022

BMO Nesbitt Burns  
Attn: John Harche  
700 Louisiana, Suite 4400  
Houston, TX 77002

BNP Paribas  
Attn: Mark Ranaud  
787 7th Avenue, 31st Floor  
New York, NY 10019

## SERVICE LIST

BNY Western Trust Company  
Attn: Rose Ruelos, Corp. Trust Administration  
550 Kearny St., Suite 600  
San Francisco, CA 94108-2527

Derinda L. Messenger  
Lombardo & Gilles, PLC  
P. O. Box 2119  
Salinas, California 93902

BNY Western Trust  
Attn: Mr. Todd Duncan  
700 South Flower, 5th Floor  
Los Angeles, CA 90017

BP Energy Co  
Attn: Louis Anderson  
501 Westlake Park Blvd  
Houston, TX 77079

BP Energy Company  
501 Westlake Park Boulevard  
Houston, Texas 77079  
Attn: Ken McClanahan

Brian L. Holman  
White & Case LLP  
633 West Fifth Street, 19th Floor  
Los Angeles, California 90071

Bruce Bennett, Esq.  
Bennett J. Murphy, Esq.  
Hennigan Bennett & Dorman  
601 South Figueroa St., Suite 3300  
Los Angeles, CA 90017

Bruce R. Worthington  
Senior Vice President and General Counsel  
PG&E Corp.  
One Market, Spear Tower, Room 2426  
San Francisco, California 94105

Bruce W. Leaverton  
Mary Jo Heston  
Lane Powell Spears Lubersky LLP  
1420 Fifth Avenue, Suite 4100  
Seattle, WA 98101

Bryan Krakauer, Esq.  
Sidley & Austin  
One First National Plaza  
Chicago, IL 60603

## SERVICE LIST

Bryant Danner  
Southern California Edison  
2244 Walnut Grove Ave.  
Rosemead, CA 91770

California Farm Bureau Federation  
2300 River Plaza Drive  
Sacramento, California 95833

Darcy M. Pertcheck  
Nixon Peabody LLP  
Two Embarcadero Center, 27th Floor  
San Francisco, California 94111

California Independent System Operator  
Attn: Margaret A. Rostker  
151 Blue Ravine Rd.  
Folsom, CA 95630

Iain Macdonald  
Macdonald & Associates  
Two Embarcadero Center, Suite 1670  
San Francisco, California 94111

California Public Utilities Commission  
Alan Kornberg, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison  
1285 Avenue of the Americas  
New York, NY 10019-6064

California Public Utilities Commission  
Attn: General Counsel  
505 Van Ness Avenue  
San Francisco, CA 94102

California State Board of Equalization  
PO Box 942879  
Sacramento, CA 94279-8063

## SERVICE LIST

California State Lands Commission  
Attn: James Frey  
100 Howe Avenue, Suite 100 South  
Sacramento, California 95825

Calpine Gilroy Cogeneration LP  
Robert Brown  
1400 Pecheco Pass Highway, Gate 1  
Gilroy, California 95020

Calpine Gilroy Cogeneration LP  
Robert Brown  
Pennzoil Building  
700 Milam Street, Suite 800  
Houston, TX 77002

Calpine Greenleaf Inc.  
P.O. Box 3330  
Yuba City, California 95992

Calpine Pittsburg Power Plant  
Zahir Ahmadi  
50 W. San Fernando St.  
San Jose, CA 95113

Carl A. Eklund  
LeBoeuf, Lamb, Greene & MacRae, LLP  
125 West 55th Street  
New York, NY 10019

Carla Batchler  
Trust Department  
Bank of Cherry Creek  
3033 East 1st Avenue  
Denver, Colorado 80206

Catherine S. Krug  
National City Bank of Indiana  
101 West Washington Street  
Suite 655-South  
Indianapolis, Indiana 46255

Chaim J. Fortgang, Esq.  
Richard G. Mason, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, NY 10019

## SERVICE LIST

Herbert Katz  
Kelly Lytton & Vann LLP  
1900 Avenue of the Stars, Suite 1450  
Los Angeles, California 90067

Christine C. Yokan  
General Electric Capital Business Asset  
Funding Corp.  
10900 N.E. 4th Street, Suite 500  
Bellevue, Washington 98004

Christopher R. Belmonte  
Satterlee Stephens Burke & Burke LLP  
230 Park Avenue  
New York, NY 10169

City of St. Francis  
Attn: Steve Bjork  
P.O. Box 730  
St. Francis, MN 55070

Coast Energy Group, A Division of  
Cornerstone Propane, L.P.  
1600 Highway 6, Suite 400  
Sugarland, TX 77478  
Attn: Ruben Alonso

Cook Inlet Energy Supply  
10100 Santa Monica Blvd., 25th Floor  
Los Angeles, CA 90067  
Attn: Hans O. Saeby

Craig H. Millet  
Gibson Dunn & Crutcher LLP  
Jamboree Center  
4 Park Plaza, Suite 1400  
Irvine, California 92614

## SERVICE LIST

David E. Kahn  
Ann Miller Ravel  
Deputy Counsel  
County Government Center, East Wing  
70 West Hedding Street, Ninth Floor  
San Jose, California 95110

D. Cameron Baker  
City Attorney  
L. Joanne Sakai  
Theresa Mueller  
City Hall, Room 234  
One Dr. Carlton B. Goodlett Place  
San Francisco, California 94102

DACA V, LLC  
Attn: Julie Bubnack  
2120 W. Washington Street  
San Diego, California 92110

Dale W. Mahon  
9951 Grant Line Road  
Elk Grove, California 95624

Dana Gordon  
Quanta Services, Inc.  
1360 Post Oaks Boulevard, Suite 2100  
Houston, Texas 77056

Daniel A. DeMarco  
David T. Graham  
Hahn Loeser & Parks LLP  
21 East State Street, Suite 1050  
Columbus, Ohio 43215

Daniel H. Slate  
Deborah Fried-Rubin  
Hughes Hubbard & Reed LLP  
One Battery Park Plaza  
New York, NY 10004

Daniel H. Slate  
Noah Graff  
Hughes Hubbard & Reed LLP  
350 South Grand Avenue, 36th Floor  
Los Angeles, California 90071

Daniel M. Pelliccioni  
Julia W. Brand  
Katten Muchin Zavis  
1999 Avenue of the Stars, Suite 1400  
Los Angeles, California 90067

Daniel P. Ginsberg  
Howard S. Beltzer  
White & Case LLP  
1155 Avenue of the Americas  
New York, NY 10036

## SERVICE LIST

Daniel R. Murray  
Vincent E. Lazar  
Jenner & Block, LLC  
One IBM Plaza  
Chicago, IL 60611

David A. Burns  
Baker Botts LLP  
One Shell Plaza  
910 Louisiana  
Houston, TX 77002

David A. Gill  
Richard K. Diamond  
Danning, Gill, Diamond & Kollitz LLP  
2029 Century Park East, Third Floor  
Los Angeles, California 90067

David Boies  
Christopher A. Boies  
Philip C. Korologos  
Boies, Schiller & Flexner LLP  
80 Business Park Drive, Suite 110  
Armonk, New York 10504

Gerard T. Bukowski  
General Counsel  
Burns & McDonnell Engineering  
9400 Ward Parkway  
Kansas City, Missouri 64114

David Gould  
McDermott, Will & Emery  
2049 Century Park East, 34th Floor  
Los Angeles, California 90067

David H. Ford  
David Kovner  
OZ Management LLC  
9 West 57th Street, 39th Floor  
New York, NY 10019

David L. Ronn  
Mayer, Brown & Platt  
700 Louisiana, Suite 3600  
Houston, Texas 77002



## SERVICE LIST

David Neale  
Levene, Neale, Bender, Rankin & Brill LLP  
1801 Avenue of the Stars, Suite 1120  
Los Angeles, California 90067

David R. Frank  
Office of the City Attorney  
411 Main street  
P.O. Box 3420  
Chico, California 95927

David S. MacCuish  
Andrew M. Gilford  
Weston, Benshoof, Rochefort  
333 S. Hope St.  
Los Angeles, CA 90071

David T. Biderman  
Perkins Coie LLP  
1620 26th Street, Sixth Floor  
Santa Monica, CA 90404-4013

Department of Justice  
U.S. Attorney's Office  
450 Golden Gate Avenue  
Box 36055  
San Francisco, CA 94102

Deutsche Bank AG  
New York Branch  
Attn: E.S. Medla  
31 West 52nd Street  
New York, NY 10019

Deutsche Bank AG  
New York Branch  
Attn: John Quinn  
31 West 52nd Street  
New York, NY 10019

Deutsche Bank  
New York Branch  
Attn: Will Christoph  
130 Liberty Street, 31st Floor  
New York, NY 10006

Diane C. McKenzie  
Office of the Treasurer and Tax Collector  
County of San Bernardino  
172 W. Third Street, 1st Floor  
San Bernardino, California 92415

DK Acquisition Partners, L.P.  
c/o M.H. Davidson & Co.  
885 Third Avenue, Suite 3300  
New York, NY 10022  
Attn: Tony Yoseloff

## SERVICE LIST

Don Gaffney  
Snell & Wilmer LLP  
One Arizona Center  
400 East Van Buren  
Phoenix, AZ 85004

Douglas M. Butz  
Butz, Dunn, DeSantis & Bingham  
101 West Broadway, Suite 1700  
San Diego, California 92101

Douglas M. Foley  
McGuirewoods LLP  
9000 West Main Street  
Norfolk, Virginia 23510

Douglas P. Bartner  
Andrew Tenzer  
Shearman & Sterling  
599 Lexington Avenue  
New York, NY 10022

Duane H. Nelsen  
GWF Power Systems Company, Inc.  
4300 Railroad Ave.  
Pittsburgh, CA 94565-6006

Dulcie D. Brand  
Ricky L. Shackelford  
James L. Poth  
Jones Day Reavis & Pogue  
555 West Fifth Street, Suite 4600  
Los Angeles, California 90013

Eugene K. Yamamoto  
Robert F. Kidd  
Yamamoto Kidd, LLP  
160 Franklin Street, Suite 206  
Oakland, CA 94607

Dynergy Canada Marketing & Trade  
350 - 7th Avenue S.W.  
Calgary, Alberta  
Canada, T2P 3N9  
Attn: Steve Barron

Dynergy Marketing & Trade  
1000 Louisiana Street, Suite 5800  
Houston, Texas 77002  
Attn: Steve Barron

E. Katherine Wells, Esq.  
Staff Counsel  
South Carolina Department of Health and  
Environmental Control  
2600 Bull Street  
Columbia, South Carolina 29201-1708

## SERVICE LIST

EDAW, Inc.  
Brodie Stephens, Esq.  
Corporate Counsel  
753 Davis Street  
San Francisco, California 94111

Edward Curren  
The Babcock & Wilcox Company  
20 S. Van Buren Avenue  
P.O. Box 351  
Barberton, Ohio 44203

Edward J. Tiedemann  
Kronick, Moskowitz, Tiedemann & Girard  
400 Capitol Mall, 27nd Floor  
Sacramento, California 95814

Edwin Berlin  
Richard Wyron  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W.  
Washington, DC 20007

El Paso Merchant Energy Gas LP  
Darrel Rogers  
1001 Louisiana Street  
Houston, TX 77002

El Paso Merchant Energy, L.P.  
1010 Travis Street  
Houston, Texas 77002  
Attn: John Harrison

Elaine M. Seid  
McPharlin, Sprinkles & Thomas LLP  
10 Almaden Boulevard, Suite 1460  
San Jose, California 95113

Ellen K. Wolf  
Michael S. Abrams  
Gilchrist & Rutter  
Wilshire Palisades Building  
1299 Ocean Avenue, Suite 900  
Santa Monica, California 90401

Enron Canada Corporation  
3500 Canterra Tower  
400 3rd Ave. S.W.  
Calgary, AB T2P 4H2  
Canada

Estela O. Pino  
Cynthia E. Chisum  
Pino & Associates  
1260 Fulton Avenue  
Sacramento, California 95825

## SERVICE LIST

Evan Hollander  
White & Case  
1155 Avenue of the Americas  
New York, NY 10036

Evelyn H. Biery  
Corestaff Services (California), Inc.  
Fulbright & Jaworski LLP  
1301 McKinney, Suite 5100  
Houston, Texas 77010

Fernando De Leon  
Attorney at Law  
California Energy Commission  
1516 9th Street, MS-14  
Sacramento, California 95814

Franchise Tax Board  
PO Box 942857  
Sacramento, CA 94257-2021

G. Larry Engel  
Roberto J. Kampfner  
Brobeck, Phleger & Harrison LLP  
One Market  
Spear Street Tower  
San Francisco, California 94105

Gary P. Blitz  
Piper Marbury Rudnick & Wolfe LLP  
1200 19th Street, N.W.  
Washington, D.C. 20036

Geoffrey T. Holtz  
Randy Michelson  
McCutchen, Doyle, Brown & Enersen, LLP  
Three Embarcadero Center  
San Francisco, California 94111

George O'Brien  
Vice President and Treasurer  
Intecom, Inc.  
5057 Keller Springs Road  
Addison, Texas 75001

Geysers Power Company LLC  
Joe McClendon  
P.O. Box 11749  
Pleasanton, CA 94588

Glenn M. Reisman  
Two Corporate Drive  
P.O. Box 861  
Shelton, CT 06484

## SERVICE LIST

Gordon P. Erspamer  
Morrison & Foerster LLP  
101 Ygnacio Valley Road, Suite 450  
P.O. Box 8130  
Walnut Creek, California 94596

Grant Kolling  
City of Palo Alto  
P.O. Box 10250  
Palo Alto, California 94303

Gregory Clore  
Gnazzothill, A.P.C.  
625 Market Street, Suite 1100  
San Francisco, California 94105

Gregory W. Jones  
El Paso Merchant Energy  
1001 Louisiana, Suite 2754B  
Houston, Texas 77002

GWF Power Systems LP  
4300 Railroad Ave.  
Pittsburg, CA 94565

H. Slayton Dabney  
McGuirewoods LLP  
One James Center  
901 East Cary Street  
Richmond, Virginia 23219

Harold L. Kaplan  
Jeffrey M. Schwartz  
Mark F. Hebbeln  
Gardner, Carton & Douglas  
321 North Clark Street, 34th Floor  
Chicago, IL 60610

Heather Brown  
Williams Energy Marketing and Trading Co.  
One Williams Center, Suite 4100  
Tulsa, OK 74172

Heinz Binder  
Robert G. Harris  
Binder & Matter  
2775 Park Avenue  
Santa Clara, California 95050

Hodgson Russ LLP  
Attn: Stephen L. Yonaty, Esq.  
One M&T Plaza, Suite 2000  
Buffalo, New York 14203

## SERVICE LIST

Howard Susman  
Duckor Spralding & Metzger  
401 West A Street, Suite 2400  
San Diego, California 92101

Hydee R. Feldstein  
Cynthia M. Cohen  
Katherine A. Traxler  
Kelly Aran  
Paul, Hastings, Janofsky & Walker LLP  
Twenty Third Floor  
555 South Flower Street  
Los Angeles, California 90071

I. Richard Levy  
Gerard, Singer & Levick, P.C.  
16200 Addison Road, Suite 140  
Addison, Texas 75001

Iathan T. Annand  
Pacific Gas and Electric Company  
77 Beale Street  
San Francisco, California 94105

ICC Energy Corporation  
302 N. Market Street, Suite 500  
Dallas, TX 75202-1846  
Attn: Karl Butler

Internal Revenue Service  
Fresno, CA 93888

Internal Revenue Service  
Spec Proc / Bankruptcy  
1301 Clay Street, Suite 1400  
Oakland, CA 94612

Irving Sulmeyer  
Victor A. Sahn  
Frank V. Zerunyan  
Sulmeyer, Kupetz, Baumann & Rothman  
300 South Grand Avenue, 14th Floor  
Los Angeles, California 90071

Isabelle M. Salgado  
General Attorney  
Pacific Telesis Group  
2600 Camino Ramon, Room 4CS100  
San Ramon, California 94583

## SERVICE LIST

J. Christopher Kennedy  
Irell & Manella LLP  
1800 Avenue of the Stars, Suite 900  
Los Angeles, California 90067

K. Bailey  
Bankruptcy Specialist  
General Motors Acceptance Corporation  
P. O. Box 173928  
Denver, CO 80217

J. Christopher Kohn  
Tracy J. Whitaker  
Brendan Collins  
Department of Justice  
1100 L Street, N.W. Room 10004  
Washington, D.C. 20005

Internal Revenue Service  
Compliance Services, Insolvency Group 3  
1301 Clay Street, 1400-S  
Oakland, California 94612

J. Christopher Shore  
White & Case LLP  
1155 Avenue of the Americas  
New York, NY 10036

J. Matthew Derstine  
Roshka Heyman & DeWulf PLC  
One Arizona Center  
400 East Van Buren Street, Suite 800  
Phoenix, AZ 85004

James A. Reuben  
David Silverman  
Reuben & Alter LLP  
235 Pine Street, Suite 1600  
San Francisco, California 94104

James E. Spiotto  
Ann Acker  
Chapman & Cutler  
111 W. Monroe Street  
Chicago, IL 60603

James Mori  
Mori & Associates  
317 Noe Street  
San Francisco, California 94111

## SERVICE LIST

James R. Thompson  
Idaho Power Company  
1221 W. Idaho Street  
Boise, Idaho 83702

James S. Monroe  
Nixon Peabody LLP  
Two Embarcadero Center, Suite 2700  
San Francisco, California 94111

Jane Castle  
Lehman Commercial Paper, Inc.  
3 World Financial Center  
New York, NY 10285

Janine D. Bloch  
Preston Gates & Ellis LLP  
55 2nd St.  
San Francisco, CA 94105

Jeanne Miller  
Regency Centers, L.P.  
Legal Department  
121 West Forsyth Street, Suite 200  
Jacksonville, Florida 32202

Jeff St. Onge  
c/o Greg Baumann  
Bloomberg News  
345 California Street  
San Francisco, California 94104

Jeffrey D. Chansler  
Empire Blue Cross Blue Shield  
One World Trade Center, 28th Floor  
New York, NY 10048

Jeffrey M. Wilson  
Saybrook Capital LLC  
303 Twin Dolphin Drive, Suite 600  
Redwood City, California 94065

Laurie R. Binder  
Kirkpatrick & Lockhart  
1251 Avenue of the Americas, 45th Floor  
New York, NY 10020

Jeffrey A. Davis  
Gray Cary Ware & Freidenrich LLP  
401 B Street, Suite 1700  
San Diego, California 92101



## SERVICE LIST

Jennifer A. Merlo  
Bradley E. Pearce  
Moore & Van Allen, PLLC  
Bank of America Corporation Center  
100 North Tryon Street, Floor 47  
Charlotte, North Carolina 28202

Jeremiah F. Hallisey  
Hallisey & Johnson  
300 Montgomery Street, Suite 538  
San Francisco, California 94104

Joann Noble-Choder  
Viacom, Inc.  
11 Stanwix Street  
Pittsburgh, PA 15222

Jody A. Meisel  
2632 Larkin Street, Suite 0  
San Francisco, California 94109

John A. Vos, Attorney  
1430 Lincoln Avenue  
San Rafael, CA 94901

John F. Shellabarger  
Carriage Homes, Inc.  
Law Offices of John F. Shellabarger  
928 Garden Street, Suite 3  
Santa Barbara, California 93101

John G. Klagberg  
LeBoeuf, Lamb, Greene & MacRae, LLP  
125 West 55th Street  
New York, NY 10019

John P. Dillman  
Linerbarger Heard Goggan Blair  
Graham Pena & Sampson, LLP  
P.O. Box 3064  
Houston, TX 77253

## SERVICE LIST

John P. Hurt  
The Babcock & Wilcox Company  
20 S. Van Buren Avenue  
P.O. Box 351  
Barberton, Ohio 44203

Joseph W. Carcione, Jr.  
Law Offices of Joseph W. Carcione, Jr.  
601 Bewster Avenue  
P. O. Box 3389  
Redwood City, California 94604

John Robert Weiss  
Katten Muchin Zavis  
525 West Monroe Street, Suite 1600  
Chicago, IL 60661

John T. Hansen  
Deborah H. Beck  
Nossaman, Guthner, Knox & Elliott  
50 California Street, 34th Floor  
San Francisco, California 94111

Jonathan Rosenthal  
Jon P. Schotz  
Jonathan Y. Thomas  
Saybrook Capital LLC  
401 Wilshire Boulevard, Suite 850  
Santa Monica, California 90401

Jonathan S. Storper  
Hanson, Bridgett, Marcus, Vlahos & Rudy LLP  
333 Market Street, Suite 2300  
San Francisco, California 94105

Lawrence M. Jacobson  
Glickfeld, Fields & Jacobson LLP  
9460 Wilshire Boulevard, Fifty Floor  
Beverly Hills, California 90212

Joseph A. Eisenberg, P.C.  
Victoria S. Kaufman  
Jeffer, Mangels, Butler & Marmaro LLP  
2121 Avenue of the Stars, Tenth Floor  
Los Angeles, CA 90067

Joseph J. Smolinski  
Chadbourn & Parke LLP  
30 Rockefeller Plaza  
New York, NY 10112

Juan C. Basombrio  
Kent J. Schmidt  
Dorsey & Whitney LLP  
650 Town Center Drive, Suite 1850  
Costa Mesa, California 92626

## SERVICE LIST

Julia Hill, County Counsel  
County of Santa Cruz  
Office of the Treasurer - Tax Collector  
701 Ocean Street, Room 505  
Santa Cruz, California 95060

Kaaran E. Thomas  
Beckley Singleton Chtd.  
530 Las Vegas Boulevard South  
Las Vegas, NV 89101

Karen Keating Jahr, County Counsel  
Michael A. Ralston, Assistant County Counsel  
1815 Yuba Street, Suite 3  
Redding, California 96001

Kathryn A. Coleman  
Desmond A. Coleman  
Gibson, Dunn & Crutcher LLP  
One Montgomery Street, Telesis Tower  
San Francisco, California 94104

KBC Bank  
Attn: Daniel To  
515 So. Figueroa St., Suite 1920  
Los Angeles, CA 90071

Kelly Greene McConnell  
Givens Pursley LLP  
277 North 6th Street, Suite 200  
Boise, ID 83702

Kenneth A. Brunetti  
Miller & Van Eaton, LLP  
400 Montgomery Street, Suite 501  
San Francisco, California

Kenneth M. Greene  
Carruthers & Roth PA  
Post Office Box 540  
Greensboro, North Carolina 27402

Kenneth N. Klee  
David M. Stern  
Michael L. Tuchin  
Michelle C. Campbell  
Klee, Tuchin, Bogdanoff & Stern LLP  
1880 Century Park East, Suite 200  
Los Angeles, California 90067

Kenneth N. Russak  
Pillsbury Winthrop LLP  
725 South Figueroa Street, Suite 2800  
Los Angeles, California 90017

## SERVICE LIST

Kenneth R. Reynolds, Esq.  
Kenneth R. Reynolds, Inc.  
2020 Hurley Way, Suite 210  
Sacramento, CA 95825

Kevin K. Haah  
Ervin, Cohen & Jessup LLP  
9401 Wishire Boulevard, 9th Floor  
Beverly Hills, California 90212

Kimberly S. Winick  
Mayer, Brown & Platt  
350 South Grand Avenue, 25th Floor  
Los Angeles, California 90071

Kjehl T. Johansen  
Legal Division  
Office of City Attorney  
Department of Water and Power  
P.O. Box 51111, Suite 340  
Los Angeles, California 90051

Larren M. Nashelsky  
Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104

Laurence M. Frazen  
Stephen S. Sparks  
Bryan Cave  
1200 Main Street, Suite 3500  
Kansas City, Missouri 64105

Lawrence P. Ebiner  
H. Mark Mersel  
Morrison & Foerster  
19900 MacArthur Boulevard  
Irving, California 92612

Lillian G. Stenfeldt  
Fred Hjelmeset  
Gray Cary Ware & Freidenrich LLP  
1755 Embarcadero  
Palo Alto, California 94303

Linda Boyle  
Time Warner Telecom Inc.  
10475 Park Meadows Drive, Suite 400  
Littleton, CO 80124

## SERVICE LIST

Lori J. Scott  
Shasta County Treasurer - Tax Collector  
P.O. Box 991830  
Redding, California 96099

Lynne Richardson  
Air Products and Chemicals Inc.  
Business Services A6328  
7201 Hamilton Boulevard  
Allentown, PA 18195

M. David Minnick  
Pillsbury Winthrop LLP  
50 Fremont Street  
San Francisco, California 94105

M.O. Sigal Jr  
Simpson Thatcher & Bartlett  
425 Lexington Avenue  
New York, NY 10017

Madison S. Spach, Jr.  
Spach & Associates, P.C.  
4675 MacArthur Court, Suite 550  
Newport Beach, California 92660

Mairi V. Luce  
Duane Morris & Heckscher LLP  
4200 One Liberty Place  
Philadelphia PA 19103

Marc Barreca  
John R. Knall, Jr.  
Preston Gates & Ellis LLP  
701 Fifth Avenue, Suite 5000  
Seattle, WA 98104

Marc Hirschfield  
Benjamin Hoch  
Dewey Ballantine LLP  
1301 Avenue of the Americas  
New York, New York 10019-6092

Marc S. Cohen  
Ashleigh A. Danker  
Kaye Scholer LLP  
1999 Avenue of the Stars, Suite 1700  
Los Angeles, California 90067

## SERVICE LIST

California Independent System Op.  
Margaret A. Rostker  
P.O. Box 639014  
Folsom, CA 95630-9017

Marimargaret Webdell  
Sacramento County Department of Finance  
700 H Street, Room 1710  
Sacramento, California 95814

Mark A. Speiser  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038

Mark C. Ellenberg  
Cadwalader, Wickersham & Taft  
1201 F Street N.W., Suite 1100  
Washington, D.C. 20004

Mark Finnemore  
Internal Revenue Service  
Small Business/Self-Employed Division  
Counsel  
160 Spear Street, 9th Floor  
San Francisco, California 94105

Mark Gorton  
Mary E. Olden  
Todd M. Bailey  
McDonough, Holland & Allen  
555 Capitol Mall, Ninth Floor  
Sacramento, California 95814

Martha E. Romero  
Law Offices of Martha E. Romero  
7743 South Painter Avenue, Suite A  
Whittier, California 90602

Martin A. Martino  
Castle Companies  
12885 Alcosta Boulevard, Suite A  
San Ramon, California 94583

Martin G. Bunin  
Craig E. Freeman  
Thelen, Reid & Priest LLP  
40 W. 57th Street, 26th Floor  
New York, NY 10019

Martin L. Fineman  
David Wright Tremaine LLP  
One Embarcadero Center, Suite 600  
San Francisco, California 94111

## SERVICE LIST

Martin L. Nelson  
Kawana Springs, Inc.  
2880 Cleveland Avenue, Suite 8  
Santa Rosa, California 95403

Martin Marz  
BP Amoco  
P.O. Box 3092  
Houston, Texas 77079

Mary Ann Kilgore  
General Attorney  
Union Pacific Railroad Company  
1416 Dodge Street, Room 830  
Omaha, Nebraska 68179

Mary B. Holland  
Financial Consultant  
Salomon Smith Barney  
1111 Superior Ave. Suite 1800  
Cleveland, Ohio 44114-2507

Matt Holley  
Lodestar Corporation  
Two Corporation Way  
Peabody, MA 01960

MBIA Insurance Corporation  
Attn: IPM-PCF  
113 King Street  
Armonk, NY 10504

Melanie Fannin  
General Counsel  
Senior Vice President & Secretary  
2600 Camino Ramon, Room 4CS100  
San Ramon, California 94583

Mellon Bank, N.A.  
Attn: L. Scott Sommers  
400 So. Hope Street, 5th Floor  
Los Angeles, CA 90071-2806

Merle C. Meyers  
Katherine D. Ray  
Goldberg, Stinnett, Meyers & Davis  
44 Montgomery Street, Suite 2900  
San Francisco, California 94104

Merrill Lynch  
Attn: Ahi Aharon  
World Financial Ctr., North Tower  
250 Vesey Street, 10th Floor  
New York, NY 10281-1310

## SERVICE LIST

Michael A. Berman  
Securities and Exchange Commission  
450 Fifth Street, N.W. (Mail Stop 0606)  
Washington, D.C. 20549

Michael A. Rosenthal  
Keith D. Ross  
Gibson Dunn & Crutcher LLP  
2100 McKinney Avenue, Suite 1100  
Dallas, TX 75201

Michael B. Lubic  
McCutchen Doyle Brown & Enersen LLP  
355 South Grand Avenue, Suite 4400  
Los Angeles, California 90071

Michael F. O'Friel  
Wheelabrator Technologies, Inc.  
4 Liberty Lane West  
Hampton, NH 03842

Michael Friedman  
Richard Spears Kibbe & Orbe  
One Chase Manhattan Plaza  
New York, NY 10005

Michael H. Ahrens  
Terrence V. Ponsford  
Kimberly S. Fineman  
Ori Katz  
Sheppar, Mullin, Richter & Hampton  
Four Embarcadero Center, 17th Floor  
San Francisco, California 94111

Michael Hamilton  
PricewaterhouseCoopers LLP  
1301 Avenue of the Americas  
New York, NY 10019

Michael J. Blumenfeld  
Michael J. Blumenfeld  
One Kaiser Plaza, Suite 1675  
The Ordway Building  
Oakland, California 94612

Michael L. Tuchin  
David M. Stern  
Michelle C. Campbell  
Klee, Tuchin, Bogdanoff & Stern LLP  
1880 Century Park East, Suite 200  
Los Angeles, California 90067

Michael Morris  
Hennigan, Bennet & Dorman  
601 South Figueroa Street, Suite 3300  
Los Angeles, California 90017



## SERVICE LIST

Michael P. Shuster, Esq.  
Lawrence E. Oscar, Esq.  
Hahn Loeser & Parks LLP  
3300 BP Tower, 200 Public Square  
Cleveland, OH 44114-2301

Michael R. Enright  
Robinson & Cole LLP  
280 Trumbull Street  
Hartford, CT 06103

Michael Rochman  
School Project for Utility Rate Reduction  
1430 Willow Pass Road, Suite 240  
Concord, California 94520

Michael V. McIntire  
McIntire Law Corporation  
Post Office Box 1647  
41191 Big Bear Boulevard  
Big Bear Lake, California 92315

Mike R. Jaske  
California Energy Commission  
1516 Ninth Street, MS-22  
Sacramento, California 95814

Mitchell A. Hardwood  
David Fitton  
P. Schoenfeld Asset Management, LLC  
1330 Avenue of the Americas, 34th Floor  
New York, NY 10019

Mitchell I. Sonkin  
Lawrence A. Larose  
King & Spalding  
1185 Avenue of the Americas  
New York, NY 10036

Mitchell Seider  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, NY 10022

## SERVICE LIST

Mr. David Boergers, Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.E., Room 1-A  
Washington, DC 20246

Jack L. Taylor  
1289 Lincoln Road  
P.O. Box 1850  
Yuba City, California 95992

Nancy Hotchkiss  
Trainor Robertson  
701 University Avenue, Suite 200  
Sacramento, California 95825

AMROC Investments, LLC  
Attn: Sheri Levine  
535 Madison Avenue, 15th Floor  
New York, NY 10022

Nancy Newman  
Steinhart & Falconer LLP  
333 Market Street, 32nd Floor  
San Francisco, California 94105

Nanette D. Sanders  
Sarah E. Petty  
Snell & Wilmer LLP  
1920 Main Street, Suite 1200  
Irvine, California 92614

Neil J. Rubenstein  
Holly R. Shilliday  
Arter & Hadden LLP  
Two Embarcadero Center, 5th Floor  
San Francisco, California 94111

Neil W. Rust  
White & Case LLP  
633 West Fifth Street, Suite 1900  
Los Angeles, California 90071

Oscar R. Cantu  
Weil, Gotshal & Manges LLP  
701 Brickell Avenue, Suite 2100  
Miami, Florida 33131

Office of the Treasurer and Tax Collector  
County of Merced  
2222 M Street  
Merced, CA 95340

## SERVICE LIST

Pancanadian Energy Services Inc.  
1200 Smith Street, Suite 900  
Houston, TX 77002  
Attn: Brian Redd

Patricia S. Mar, Esq.  
Morrison & Foerster LLP  
425 Market Street, 33rd Floor  
San Francisco, California 94105-2482

Office of the U.S. Trustee  
Attn: Stephen Johnson  
250 Montgomery Street, Suite 1000  
San Francisco, CA 94104-3401

Paul C. Lacourciere  
Thelen, Reid & Priest LLP  
101 Second Street, Suite 1800  
San Francisco, California 94105

Paul J. Pantano, Jr.  
McDermott, Will & Emery  
600 13th Street, N.W.  
Washington, D.C. 20005

Paul M. Bartkiewicz  
Joshua M. Horowitz  
Bartkiewicz, Kronick & Shanahan  
1011 Twenty Second Street  
Sacramento, California 95816

Peter J. Benvenutti  
Heller Ehrman White & McAuliffe LLP  
333 Bush Street  
San Francisco, California 94104

Peter J. Gurfein  
Jeffrey C. Krause  
Gregory K. Jones  
Akin, Gump, Strauss, Hauer & Feld  
2029 Century Park East, Suite 2600  
Los Angeles, California 90067

Peter S. Clark II  
Derek J. Baker  
Reed Smith, LLP  
2500 Liberty Place  
1650 Market Street  
Philadelphia, PA 19103-7301

## SERVICE LIST

Peter S. Munoz  
Gregg M. Ficks  
Crosby, Heafy, Roach & May  
Two Embarcadero Center  
San Francisco, California 94111

Yolanda Cisneros  
909 Meyer Street, No. 24  
Arvin, California 93203

Phillip E. Tatoian  
Asplundh Tree Expert Co.  
708 Blair Mill Road  
Willow Grove, Pennsylvania 19090

Philip S. Warden  
Andrea S. Wirum  
Pillsbury, Winthrop LLP  
50 Fremont Street  
San Francisco, California 94105

R. Dale Ginter  
Downey, Brand, Seymour & Rohwer LLP  
555 Capitol Mall, 10th Floor  
Sacramento, California 95814

R. Paul Yetter  
Yetter & Warden LLP  
600 Travis, Suite 3800  
Houston, Texas 77002

Rabobank International  
Attn: Gladys Montes  
Four Embarcadero Center  
Suite 3200  
San Francisco, CA 94111

Rabobank Nederland  
New York Branch  
Attn: Brett Delfino  
245 Park Avenue  
New York, NY 10167-0062

Walter J. Lack  
Engstrom, Lipscomp & Lack  
10100 Avenue of the Stars, Suite 1450  
Los Angeles, California 90067

Randolph L. Wu  
TURN  
711 Van Ness Avenue, Suite 350  
San Francisco, CA 94102

## SERVICE LIST

Ray Foianini  
Foianini Law Offices  
109 Division Avenue West  
Post Office Box 98823  
Ephrata, WA 98823

Region IV  
U.S. Nuclear Regulatory Commission  
Ellis W. Mershoff  
Regional Administrator  
611 Ryan Plaza Drive, Suite 400  
Arlington, TX 76011-8064

Richard A. Lapping  
Louis J. Cisz, III  
Thelen Reid & Priest LLP  
101 Second Street, Suite 1800  
San Francisco, CA 94105-3601

Richard Blackstone Webber II  
320 Maitland Avenue  
Altamonte Springs, FL 32701

Richard C. Josephson  
Stoel Rives LLP  
900 SW Fifth Avenue, Suite 2600  
Portland, OR 97204

Richard Hopp  
14416 Victory Boulevard, Suite 108  
Van Nuys, California 91401

Richard Purcell  
Attn: Energy Supply  
Conectiv  
800 Kings Street  
P.O. Box 231  
Wilmington, DE 19899

Richard Stevens  
Avista Corp.  
P.O. Box 3727  
Spokane, WA 99220

Richard T. Peters  
Sidley Austin Brown & Wood  
555 West Fifth Street, Suite 4000  
Los Angeles, California 90013

Richard W. Esterkin  
Morgan, Lewis & Bockius LLP  
300 South Grand Avenue  
Los Angeles, California 90071

## SERVICE LIST

Richard Wyron  
Swidler Berlin Shereff Friedman LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007

Robert A. Greenfield, Esq.  
Stutman, Treister & Glatt  
3699 Wilshire Blvd., #900  
Los Angeles, CA 90010-2766

Robert Blodgett, Jr.  
c/o H. Ann Liroff, Esq.  
Hannig Law Firm LLP  
2991 El Camino Real  
Readwood City, California 94061

Robert C. Stokes  
5851 San Felipe, Suite 950  
Houston, Texas 77057

Robert D. Albergotti  
Stacey Jernigan  
Scott W. Everett  
Haynes and Boone LLP  
901 Main Street, Suite 3100  
Dallas, Texas 75202

Robert Darby  
Corestaff Services (California), Inc.  
Fulbright & Jaworski LLP  
865 South Figueroa, 29th Floor  
Los Angeles, California 90017

Robert E. Izmirian  
Aaron M. Oliner  
Buchalter, Nemer, Fields & Younger  
333 Market Street  
San Francisco, California 94105

Richard Levy, Jr.  
Ann P. Bienstock  
Pryor Cashman Sherman & Flynn LLP  
410 Park Avenue  
New York, New York 10022

Robert G. Harris  
Corestaff Services (California), Inc.  
Binder & Malter  
2775 Park Avenue  
Santa Clara, California 95050

Terence J. Keeley  
1289 Lincoln Road  
P. O. Box 1850  
Yuba City, California 95992

## SERVICE LIST

Robert M. Blum  
Thelen Reid & Priest LLP  
101 Second Street, Suite 1800  
San Francisco, California 94105

Robert S. Mueller  
United States Attorney  
Jocelyn Burton  
Assistant United States Attorney  
Douglas K. Chang  
450 Golden Gate Avenue, 10th Floor  
San Francisco, California 94102

Robert S. Mueller, III  
United States Attorney  
Jay R. Weill  
Assistant United States Attorney  
Thomas MacKinson  
160 Spear Street, Ninth Floor  
San Francisco, California 94105

Rock S. Koebbe  
5356 North Cattail Way  
Boise, ID 83703

Roger L. Efremsky  
Austin P. Nagel  
Law Offices of Efremsky & Nagel  
5776 Stoneridge Mall Road, Suite 360  
Pleasanton, California 94588

Roi Chandy  
Teachers Insurance and Annuity Assoc. of  
America  
730 Third Avenue  
New York, NY 10017

Roland Pfeifer  
Office of the City Attorney  
1500 Warburton Avenue  
Santa Clara, California 95050

Ronald L. Miller  
Rogers and Miller  
720 Southpoint Boulevard, Suite 205  
Petaluma, California 94954

Rosanne Thomas Matzat  
Hahn & Hessen LLP  
350 Fifth Avenue, Suite 3700  
New York, NY 10118

S. Jack Cheflen  
Law Offices of S. Jack Cheflen  
5902 Deerland Court  
San Jose, California 95124

## SERVICE LIST

Sandra W. Lavigna  
Sarah D. Moyed  
Securities Exchange Commission  
5670 Wilshire Blvd., 11th Fl.  
Los Angeles, CA 90036

Scott C. Clarkson  
Eve A. Marsella  
Clarkson, Gore & Marsella  
3424 Carson Street, Suite 350  
Torrance, California 90503

Scott O. Smith  
Buchalter, Nemer, Fields & Younger  
601 South Figueroa Street, Suite 2400  
Los Angeles, California 90017

Secretary of Treasury  
15th & Pennsylvania Avenue  
Washington, D.C. 20549

Sempra Energy Trading Corp.  
Tony Ferrajina  
58 Commerce Drive  
Stamford, CT 06902

Sertling Koch  
TransAlta Energy Marketing (U.S.) Inc.  
Box 1900 Station "M"  
110-12th Avenue, SW  
Calgary, Alberta T2P 2M1

Seth A. Ribner  
Simpson Thatcher & Bartlett  
10 Universal City Plaza, Suite 1850  
Universal City, California 91608

Sharyn B. Zuch  
Wiggin & Dana  
One CityPlace, 34th Floor  
185 Asylum Street  
Hartford, CT 06103

Sheryl Gussett  
Reliant Energy, Inc.  
1111 Louisiana, 43rd Floor  
Houston, TX 77002



## SERVICE LIST

Southern California Gas Company  
555 W. Fifth St.,  
GT24EI  
Los Angeles, CA 90013-1000  
Attn: Jim Nakata

Stan T. Yamamoto  
Eileen M. Teichert  
City of Riverside  
City Attorney's Office  
City Hall, 3900 Main Street  
Riverside, California 92522

Stanley E. Pond  
Winchell & Pond  
1700 South El Camino Real, Suite 506  
San Mateo, California 94402

State of California EDD  
PO Box 826880  
Sacramento, CA 94280

State of California  
Dept. of Water Resources  
c/o Chief- Energy Division  
Attn: Dan Herdocia  
1416 9th Street, Room 1640  
Sacramento, CA 95814

Sean P. O'Brien  
Madeleine C. Wanselee  
Gust Rosenfeld, PLC  
201 N. Central Avenue, Suite 3300  
Phoenix, AZ 95073-3300

State of California  
Office of the Attorney General  
PO Box 94255  
Sacramento, CA 94244-2550

Stephanie Nolan Deviney  
Brown & Connery LLP  
360 Haddon Avenue  
P.O. Box 539  
Westmont, NJ 08108

Stephen C. Becker  
Becker Law Office  
P.O. Box 192991  
San Francisco, California 94119

Stephen Shane Stark, County Counsel  
Enrique R. Sanchez, Sr.  
County of Santa Barbara  
105 E. Anapamu Street, Suite 201  
Santa Barbara, California 93101

## SERVICE LIST

Steve G. F. Polard  
Perkins Coie LLP  
1620-26th Street, Sixth Floor  
Santa Monica, California 90404

Steve J. Reisman  
Curtis, Mallet-Prevost, Colt & Mosle LLP  
101 Park Avenue  
New York, NY 10178

Steven H. Felderstein, Esq.  
Felderstein, Willoughby & Pascuzzi  
400 Capital Mall, Suite 1450  
Sacramento, CA 95814-4434

Steven J. Stanwyck, Esq.  
The Stanwyck Firm, APC  
1158 26th St. #551  
Santa Monica, CA 90403-4698

Steven M. Abramowitz  
Vinson & Elkins LLP  
666 Fifth Avenue, 26th Floor  
New York, NY 10103

Steven M. Basha  
County Counsel  
Attn: Stephen B. Nocita, Senior Deputy  
625 Court Street, Room 201  
Woodland, California 95695

Steven M. Bunkin  
J. Aron & Company  
85 Broad Street  
New York, NY 10004

Steven M. Olson  
Geary, Shea, O'Donnell & Grattan, P.C.  
37 Old Courthouse Square, 4th Floor  
Santa Rosa, California 95404

STS Hydropower Ltd (Kanaka)  
Mr. Mike Grahn  
300 West Washington Street, Suite 801  
Chicago, IL 60606

Terrance L. Stinnett  
Miriam Khatiblou  
Goldberg, Stinnett, Meyers & Davis  
44 Montgomery Street, Suite 2900  
San Francisco, California 94104

## SERVICE LIST

Texaco Natural Gas Inc.  
1111 Bagby Street  
Houston, Texas 77002  
Attn: Bill Collier

The Bank of New York  
Michael Pitflick, Corporate Trust Ad  
101 Barclay Street-21W  
New York, NY 10286

The Sumitomo Bank Ltd.  
Attn: A1 Galluzzo  
277 Park Avenue - Sixth Floor  
New York, New York 10172

The Toronto Dominion Bank  
Attn: F.B. Hawley  
909 Fannin, Suite 1700  
Houston, TX 77010

Theodor C. Albert, Esq.  
Michael J. Weiland, Esq.  
Albert, Weiland & Golden, LLP  
650 Town Center Drive, Suite 950  
Costa Mesa, CA 92626

Thomas B. Walper, Esq.  
Munger, Tolles & Olson LLP  
355 South Grand Ave., Suite 3500  
Los Angeles, CA 90071-1560

Thomas C. Walsh  
BTM Capital Corporation  
125 Summer Street  
Boston, MA 02110

Thomas E. Lauria  
Jerry R. Bloom  
Brian L. Holman  
White & Case LLP  
633 West Fifth Street, 19th Floor  
Los Angeles, California 90071

## SERVICE LIST

Richard J. Reynolds  
Turner, Cooper & Reynolds  
16485 Laguna Canyon Road #250  
Irvine, California 92618

Thomas E. Lauria  
White & Case LLP  
First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

Thomas E. Lumsden  
Rocky Ho  
PricewaterhouseCoopers LLP  
199 Fremont Street  
San Francisco, California 94105

Thomas M. Berliner  
Duane Morris & Heckscher LLP  
100 Spear Street, Suite 1500  
San Francisco, California 94105

Thomas MacKinson  
Internal Revenue Service  
Small Business/Self-Employed Division  
1301 Clay Street, Room 1400-S  
Oakland, California 94105

Timothy F. Hodgdon  
Teachers Insurance and Annuity Assoc. of  
America  
730 Third Avenue  
New York, NY 10017

W. Kelsea Eckert  
Eckert, Benson & Associates  
4711 Highway 17 South, Suite 3  
Orange Park, Florida 32073

Tony O. Hemming  
Texaco Legal Department  
1111 Bagby Street  
Houston, TX 77002

TXU Energy Trading Canada Limited  
1717 Main Street  
Dallas, Texas 75201  
Attn: Jeff Shorter

TXU Energy Trading Company  
1717 Main Street  
Dallas, Texas 75201  
Attn: Jim Macredie

## SERVICE LIST

U.S. Bank  
Corporate Trust Services  
Attn: LaDonna Morrison  
180 East Fifth St., 3rd Floor  
St. Paul, MN 55101

U.S. Nuclear Regulatory Commission  
Attn: Document Control Desk  
Washington, DC 20555-0001

U.S. Trust Company, National Association  
One Embarcadero Center, Suite 2050  
San Francisco, CA 94111-3709  
Attn: Josephine Libunao

US Bank, Corporate Trust Services  
LaDonna Morrison  
P.O. Box 64111  
St. Paul, MN 55164-0111

Victor Waid  
Law Office of Victor Waid  
2625 Fair Oaks Boulevard, Suite 1  
Sacramento, California 95864

Victoria Lang  
AT&T Corp.  
795 Folsom Street, 2nd Floor  
San Francisco, California 94107

W. Austin Cooper  
James M. Gardener  
Cooper & Gardener  
2535 Capitol Oaks Drive, Suite 100  
Sacramento, California 95833

Walter F. McArdle, Esq.  
Spain & Gillon, LLC  
The Zinszer Building  
2117 Second Avenue North  
Birmingham, Alabama 35203

Wendy L. Hagenau  
Powell, Goldstein, Frazer & Murphy  
16th Floor  
191 Peachtree Street, N.E.  
Atlanta, GA 30303

Wheelabrator Shasta Energy Co. Inc.  
20811 Industry Rd.  
Anderson, CA 96007

## SERVICE LIST

Wendy K. Laubach  
Diamond, McCarthy, Taylor & Finley  
2 Houston Center  
909 Fannin, Suite 1500  
Houston, Texas 77010

White & Case, LLP  
Attn: Neil Millard/C. Randolph Fishburn  
633 West Fifth St., Suite 1900  
Los Angeles, CA 90071-2007

William Bates III  
McCutchen, Doyle, Brown & Enersen, LLP  
1900 University Avenue  
Palo Alto, California 94303

William C. Morison-Knox  
Michael D. Prough  
Robert M. Fomi, Jr.  
Morison-Knox Holden Melendez & Prough,  
LLP  
500 Ygnacio Valley Road, Suite 450  
Walnut Creek, California 94596

William H. Kiekhofer III  
Yale K. Kim  
Steven E. Rich  
Kelley Drye & Warren LLP  
777 South Figueroa Street, Suite 2700  
Los Angeles, CA 90017

William J. Flynn  
Neyhart, Anderson, Freitas, Flynn & Grosboll  
44 Montgomery Street, Suite 2080  
San Francisco, California 94104

William M. Goodman  
Ligi C. Yee  
Topel & Goodman  
832 Sansome Street, Fourth Floor  
San Francisco, California 94111

William M. Rossi-Hawkins  
Phillips, Lytle, Hitchcock, Blaine & Huber  
437 Madison Avenue, 34th Floor  
New York, NY 10022

William P. Weintraub  
Pachulski Stang Ziehl Young & Jones  
Three Embarcadero Center, Suite 1020  
San Francisco, California 94111

Williams Energy Marketing & Trading Co.  
(Canada)  
One Williams Center, 19th Floor  
Department 558  
P.O. Box 2848  
Tulsa, Oklahoma 74101  
Attn: Kelly Knowlton

## SERVICE LIST

Zack Starbird  
Mirant Corporation  
1155 Perimeter Center West  
Atlanta, GA 30338

Zuckerman-Mandeville, Inc.  
P.O. Box 487  
Stockton, California 95201

John R. Paliga  
Abdrea M. Wong  
Pension Benefit Guaranty Corporation  
Office of the General Counsel  
1200 K. Street, N.W.  
Washington, DC 20005

Joel K. Belway  
The Law Office of Joel K. Belway  
235 Montgomery Street, Suite 715  
San Francisco, California 94104

Matthew P. Lewis  
White & Case LLP  
633 West Fifth Street, Suite 1900  
Los Angeles, California 90017

Andrew P. Denatale  
White & Case LLP  
1155 Avenue of the Americas  
New York, New York 10036

Andrew Silverstein  
Seward & Kissel LLP  
One Battery Park Plaza  
New York, New York 10004

Robert F. Frier  
Peter Morse  
Bankers Trust Company  
Four Albany Street  
New York, New York 10006

Brian M. Kandel  
Book & Book LLP  
1414 Soquel Avenue, Suite 203  
Santa Cruz, California 95062

## SERVICE LIST

Eric Wilson  
Robert C. Shenfeld  
Sherri M. Schwartz  
Kelley Drye & Warren LLP  
777 South Figueroa Street, Suite 2700  
Los Angeles, California 90017

Avila Valley Advisory Council  
c/o Neil Tardiff  
Smith Tardiff & Crandall  
Post Office Box 1446  
San Luis Obispo, California 93406

Patric J. Kelly  
Andelson, Hess & Kelly  
577 Salmar Avenue, 2nd Floor  
Campbell, California 95008

Paul G. Kerkorian  
726 W. Barstow Avenue, Suite 108  
Fresno, California 93704

Margarita Padilla  
Office of the Attorney General  
P.O. Box 70550  
1515 Clay Street, 20th Floor  
Oakland, CA 94612

Kennedy Stroh  
Potter Valley Irrigation District  
Post Office Box 186  
Potter Valley, California 95496

Arocles Aguilar  
Gary Cohen  
Michael Edson  
California Public Utilities Commission  
Legal Division  
505 Van Ness Avenue  
San Francisco, CA 94102

William A. Bramley  
Anne-Marie E. Tubao  
Law Offices of William A. Bramley  
550 West C Street, 19th Floor  
San Diego, California 92101

Bear, Stearns & Co. Inc.  
383 Madison Avenue  
New York, NY 10179  
Attn: Thomas Boyce



## SERVICE LIST

Warren Martin Jr.  
Riker, Danzig, Scherer, Hyland & Perretti LLP  
Headquarters Plaza  
One Speedwell Avenue  
Morristown, NJ 07962-1981

The Diabetes Trust Fund, Inc.  
1222 14th Avenue South, Suite 204  
Birmingham, AL 35205

Oracle Corporation  
c/o Alan Horowitz  
Buchalter, Nemer, Fields, & Younger  
895 Dove Street, Suite 400  
Newport Beach, CA 92658-8129

1 **CERTIFICATE OF SERVICE**

2 I, Paige D. Stepan, certify that on or about July 28, 2003, I caused a copy of the  
3 attached Notice of Filing and Service to be served upon the United States Trustee, Pacific Gas  
4 and Electric Company ("PG&E"), the debtor and debtor in possession, reorganization counsel for  
5 PG&E, and counsel for the Official Committee of Unsecured Creditors in the PG&E bankruptcy  
6 case, at the following addresses, via overnight Federal Express or U.S. Mail delivery, as  
7 indicated:

8 **By Federal Express**

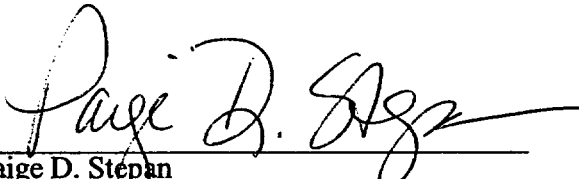
9 United States Trustee  
10 Attn.: Mr. Stephen Johnson  
11 United States Department of Justice  
12 250 Montgomery Street, Suite 1000  
13 San Francisco, CA 94101

14 James L. Lopes  
15 Howard, Rice, Nemerovski, Canady,  
16 Falk & Rabkin  
17 Three Embarcadero Center, 7th Floor  
18 San Francisco, CA 94111

19 Robert J. Moore  
20 Milbank, Tweed, Hadley & McCloy LLP  
21 601 South Figueroa Street  
22 Los Angeles, CA 900017

23 **By U.S. Mail**

24 Theresa Lett  
25 Pacific Gas & Electric  
26 P.O. Box 7442  
27 San Francisco, CA 94120

28  
  
Paige D. Stepan  
Senior Paralegal for Winston & Strawn LLP