

June 19, 2000

ADVICE 2138-G-A/1853-E-A

Public Utilities Commission of the State of California

Pacific Gas and Electric Company hereby supplements Advice 2138-G/1853-E, in accordance with Energy Division direction. This supplement provides additional information regarding the new affiliates that are the subject of Advice 2138-G/1853-E.

PG&E Strategic Capital, Inc.

This affiliate was formed on February 1, 1999, as a wholly-owned subsidiary of PG&E Corporation for general business purposes, including possibly serving as a vehicle for investments and holding ownership of shares. The mailing address for PG&E Strategic Capital, Inc. is: One Market, Spear Tower Suite 2400, San Francisco, CA 94105. Following are the directors and officers:

Peter A. Darbee	Director, President, and Treasurer
Bruce R. Worthington	Director and Vice President
Christopher P. Johns	Controller
Leslie H. Everett	Secretary
Gabriel B. Togneri	Assistant Treasurer
Linda Y.H. Cheng	Assistant Secretary
Wondy S. Lee	Assistant Secretary
Eric Montizambert	Assistant Secretary

Mantua Creek Urban Renewal, LP

This limited partnership was formed on October 9, 1998, as a wholly-owned subsidiary of PG&E Corporation to finance and perform other transactions related to the energy industry. The mailing address for Mantua Creek Urban Renewal, LP is: One Market, Spear Tower Suite 2400, San Francisco, CA 94105. Following are the Board of Control and officers:

Peter A. Darbee	Board of Control, Chief Executive Officer, President, and Treasurer
Bruce R. Worthington	Board of Control and Senior Vice President
Christopher P. Johns	Controller
Leslie H. Everett	Secretary
Gabriel B. Togneri	Assistant Treasurer

Linda Y.H. Cheng	Assistant Secretary
Wondy S. Lee	Assistant Secretary
Eric Montizambert	Assistant Secretary

Covert Power Corporation

This company was originally formed in November 1998, under the name of Port Cities Generating Corporation. Covert Power Corporation was formed on February 12, 1999, to own a membership interest in Covert Generating Company, LLC. The mailing address for Covert Power Corporation is: 7500 Old Georgetown Road, 13th Floor, Bethesda, MD 20814. Following are the directors and officers:

Sanford L. Hartman	Director
P. Chrisman Iribe	Director and President
John R. Cooper	Senior Vice President and Chief Financial Officer
David N. Bassett	Vice President, Controller, and Treasurer
Alan W. Slepian	Secretary
Nancy A. Manning	Assistant Secretary

Covert Generating Company, LLC

Covert Generating Company, LLC was originally formed in November 1998 under the name Port Cities Generating Company, LLC. Covert Generating Company, LLC was formed February 19, 1999, to develop, own, manage and operate an electric generating facility to be located in Covert Township, Michigan. The mailing address for Covert Generating Company, LLC is: 7500 Old Georgetown Road, 13th Floor, Bethesda, MD 20814. Following are the Board of Control and officers:

John R. Cooper	Board of Control and Senior Vice President
Sanford L. Hartman	Board of Control
Stephen A. Herman	Board of Control
P. Chrisman Iribe	Board of Control and President
David N. Bassett	Vice President, Controller, and Treasurer
Mark V. Carney	Vice President
F. Joseph Feyder	Vice President
William F. Quinn	Vice President
Alan W. Slepian	Secretary
Nancy A. Manning	Assistant Secretary

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Questions regarding these affiliates should be addressed to Elsia Galawish, Pacific Gas and Electric Company's Director of Affiliate Rule and Regulatory Compliance at (415) 973-4741.

This filing will not increase any other rate or charge, cause the withdrawal of service, or conflict with any rate schedule or rule.

PG&E requests that this filing become effective on **March 4, 1999**, which is the original requested effective date.

Anyone wishing to protest this filing may do so by sending a letter within 20 days of this filing. Protests should be mailed to:

IMC Branch Chief
Energy Division
California Public Utilities Commission
505 Van Ness Avenue, Room 4002
San Francisco, California 94102
Facsimile: (415) 703-2200

Copies should also be mailed to the attention of the Director, Energy Division (address above), and Les Guliasi, Regulatory Relations Manager, 77 Beale Street, Mail Code B10C, P.O. Box 770000, San Francisco, California 94177, Facsimile (415) 973-7451. The protest shall set forth the grounds upon which it is based and shall be submitted expeditiously. There are no restrictions on who may file a protest.

In accordance with Section III, Paragraph G of General Order 96-A, PG&E is mailing copies of this advice letter to the utilities and interested parties shown on the attached list and interested parties shown on the attached list and as set forth in D. 97-12-088, Ordering Paragraph 2, and all interested parties in OIR 97-04-011/OII 97-04-012. Address change requests should be directed to Nelia Avendano at (415) 973-3529.

Vice President – Regulatory Relations

Attachments

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