

June 8, 2001

ADVICE 2321-G/2123-E

(Pacific Gas and Electric Company ID U 39 M)

Public Utilities Commission of the State of California

Subject: Notification of the Creation of Three New Affiliates

Purpose

In accordance with Decision 97-12-088, Appendix A, Rule VI. B-New Affiliate Compliance Plans, Pacific Gas and Electric Company hereby notifies the Commission of the formation of a new affiliate, as defined by the Affiliate Transaction Rules.

Rule VI. B. Specifically requires that:

Upon creation of a new affiliate, which is addressed by these Rules, the utility shall immediately notify the Commission of the creation of the new affiliate, as well as posting notice on its electronic bulletin board. No later than 60 days after the creation of this affiliate, the utility shall file an advice letter with the Energy Division of the Commission, served on parties to this proceeding. The advice letter shall demonstrate how the utility will implement these Rules with respect to the new affiliate.

PG&E reserves all legal rights to challenge the decisions or statutes under which it has been required to make this advice filing, and nothing in this advice filing constitutes a waiver of such rights. Also, PG&E reserves any additional legal rights to challenge the requirement to make this advice filing by reason of its status as a debtor under Chapter 11 of the Bankruptcy Code, and nothing in this advice filing constitutes a waiver of such rights.

Spencer Station Power Corporation

Spencer Station Power Corporation was formed on April 11, 2001, to hold limited partner interest in Spencer Station Generating Company, L.P. The mailing address for Spencer Station Power Corporation is: 7500 Old Georgetown Road, 13th Floor, Bethesda, MD 20814. Following are the directors and officers:

Thomas B. King
Sanford L. Hartman

Director and President
Director and Secretary

John R. Cooper	Senior Vice President
Francis X. DeRosa	Vice President
F. Joseph Feyder	Vice President
William F. Quinn	Vice President
David N. Bassett	Vice President, Controller, and Treasurer
Peter E. Meier	Assistant Secretary
Suzanne Rich	Assistant Secretary
Nancy A. Manning	Assistant Secretary
J. Tracy Mey	Assistant Treasurer
Dena Chapin Nolte	Assistant Treasurer

Spencer Station Generating Company, L.P.

Spencer Station Generating Company, L.P. was formed on April 11, 2001, to acquire generating assets in Denton, Texas. The mailing address for Spencer Station Generating Company, L.P. is: 7500 Old Georgetown Road, 13th Floor, Bethesda, MD 20814-6161. Following are the Board and Control and Officers:

John R. Cooper	Board of Control and Senior Vice President
Sanford L. Hartman	Board of Control and Secretary
Thomas B. King	President
Mark V. Carney	Vice President
Francis X. DeRosa	Vice President
F. Joseph Feyder	Vice President
J. W. Maitland Horner	Vice President
William F. Quinn	Vice President
David N. Bassett	Vice President, Controller, and Treasurer
Peter E. Meier	Assistant Secretary
Suzanne Rich	Assistant Secretary
Nancy A. Manning	Assistant Secretary
J. Tracy Mey	Assistant Treasurer
Dena Chapin Nolte	Assistant Treasurer

Plains End, LLC

Plains End, LLC was formed on April 10, 2001, for the financing of the Dispersed Gen Colorado peaker project. The mailing address for Plains End, LLC is: 7500 Old Georgetown Road, 13th Floor, Bethesda, MD 20814-6161. Following are the Board and Control and Officers:

Thomas B. King	Board of Control, President, and Chief Operating Officer
John R. Cooper	Board of Control and Senior Vice President
Kent L. Fickett	Senior Vice President
Mark V. Carney	Vice President

David N. Bassett
Sanford L. Hartman
J. Tracy Mey
Nancy A. Manning
Harry M. Rubin

Vice President, Controller, and Treasurer
Secretary
Assistant Treasurer
Assistant Secretary
Authorized Representative

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

Pacific Gas and Electric Company has previously posted notice of the formation of these affiliates on its affiliate transaction World Wide Web site and notified Commission staff.

Spencer Station Power Corporation will not provide an energy related good or service; therefore the affiliate rules will not apply to this affiliate. Pacific Gas and Electric Company will not apply all the provisions of its Affiliate Rules Compliance Plan to transactions with this Non-Rule II.B. affiliate in the same manner as it does to PG&E Corporation and other Non-Rule II.B. affiliates.

The formation of Spencer Station Generating Company, L.P. and Plains End, LLC create no unusual or unique circumstances that would require affiliate transaction rule implementation measures beyond those identified for other Rule II. B. Affiliates as listed in Attachment D to Pacific Gas and Electric Company's most recently filed Affiliate Rules Compliance Plan (Advice 2287-G/2067-E). The affiliate rules will apply to these affiliates. Therefore, Pacific Gas and Electric Company will apply all the provisions of its Affiliate Rules Compliance Plan to all transactions with these new affiliates.

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

Protests

Anyone wishing to protest this filing may do so by sending a letter within 20 days of the date of this filing. The protest must state the grounds upon which it is based, including such items as financial and service impact, and should be submitted expeditiously. Protests should be sent by U.S. mail and via facsimile to:

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

Copies should also be mailed to the attention of the Director, Energy Division, Room 4005 and Jerry Royer, at the address shown above. It is also requested that a copy of the protest be sent via postal mail and facsimile to Pacific Gas and Electric Company on the same date it is mailed or delivered to the Commission (at the address shown below).

Pacific Gas and Electric Company
Attn: Les Guliasi
Director, Regulatory Relations
77 Beale Street, Mailcode B10C
P.O. Box 770000
San Francisco, CA 94177
Facsimile: (415) 973-7226

Effective Date

Pacific Gas and Electric Company requests that this filing become effective on **June 8, 2001**, which is the date of filing.

Notice

In accordance with Section III, Paragraph G of General Order 96-A, the Company is electronically and postal mailing copies of this advice filing to the utilities and interested parties shown on the attached list, and 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

Attachment

cc: Service List – OIR 97-04-011/OII 97-04-012