

PG&E CORP
Form U-3A-2/A
March 28, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM U-3A-2/A

Statement by Holding Company Claiming Exemption Under Rule U-3A-2/A from the Provisions of the Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

PG&E CORPORATION

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, Amendment No. 1 to its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

Exhibit A A consolidating statement of income and surplus of PG&E Corporation and its subsidiaries for the year ended December 31, 2002, together with a consolidating balance sheet as of the close of such calendar year.

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator ("EWG") or foreign utility company in which claimant directly or indirectly holds an interest.

1. 1. PG&E Corporation ("Claimant")
California Corporation

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

A national energy services holding company based in San Francisco that, through its subsidiaries, provides energy services throughout North America.

1. 2. Subsidiaries

1. 2. 1. Elm Power Corporation
Delaware Corporation

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

A subsidiary of PG&E Corporation holding shares of PG&E Corporation common stock.

1. 2. 2. Pacific Gas and Electric Company
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of PG&E Corporation engaged in electric and gas distribution services to more than 13 million people in Northern and Central California.

1. 2. 2. 1. Newco Energy Corporation
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company formed to facilitate implementation of Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 1. ETrans LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Newco Energy Corporation formed to facilitate implementation of Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 2. GTrans LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Newco Energy Corporation formed to facilitate implementation of Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. Electric Generation LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

Edgar Filing: PG&E CORP - Form U-3A-2/A

A subsidiary of Newco Energy Corporation formed to facilitate implementation of Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 1. Balch 1 and 2 Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain Federal Energy Regulatory Commission (FERC) licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 2. Battle Creek Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 3. Bucks Creek Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 4. Chili Bar Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

Edgar Filing: PG&E CORP - Form U-3A-2/A

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 5. Crane Valley Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 6. DeSabra-Centerville Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 7. Diablo Canyon LLC
California Limited Liability Company.

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 8. Drum-Spaulding Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 9. Haas-Kings River Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 10. Hamilton Branch Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 11. Hat Creek 1 and 2 Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 12. Helms Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 13. Kerckhoff 1 and 2 Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 14. Kern Canyon Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 15. Kilarc-Cow Creek Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 16. McCloud-Pit Project LLC

California Limited Liability Company

77 Beale Street

San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 17. Merced Falls Project LLC
California Limited Liability Company

77 Beale Street

San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 18. Miocene Project LLC
California Limited Liability Company

77 Beale Street

San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 19. Mokelumne River Project LLC
California Limited Liability Company

77 Beale Street

San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 20. Narrows Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 21. Phoenix Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 22. Pit 1 Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 23. Pit 3, 4 and 5 Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of

reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 24. Poe Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 25. Potter Valley Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 26. Rock Creek-Cresta Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 27. Spring-Gap Stanislaus Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

Edgar Filing: PG&E CORP - Form U-3A-2/A

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 28. Tule River Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 1. 3. 29. Upper NF Feather River Project LLC
California Limited Liability Company

77 Beale Street
San Francisco, CA 94105

A subsidiary of Electric Generation LLC formed for the purpose of holding certain FERC licenses to be transferred from Pacific Gas and Electric Company in connection with Pacific Gas and Electric Company's proposed plan of reorganization. The entity will be inactive until the final plan or reorganization is implemented.

1. 2. 2. 2. Natural Gas Corporation of California
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company that holds certain abandoned gas exploration development assets.

1. 2. 2. 2. 1. Alaska Gas Exploration Associates
California General Partnership

77 Beale Street
San Francisco, CA 94105

Edgar Filing: PG&E CORP - Form U-3A-2/A

Alaska Gas Exploration Associates is 50% owned by Natural Gas Corporation of California.

1. 2. 2. 2. 2. NGC Production Company
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of Natural Gas Corporation of California formed to facilitate project financing of its capital requirements.

1. 2. 2. 3. Pacific Conservation Services Company
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company formed to facilitate the borrowing and lending operations required to fund Pacific Gas and Electric Company's conservation loan programs. No loans have been issued since 1986.

1. 2. 2. 4. Calaska Energy Company
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company which acted as Pacific Gas and Electric Company's representative in the Alaska Highway Pipeline Project, which was formed to bring Prudhoe Bay natural gas to the lower 48 states.

1. 2. 2. 5. Eureka Energy Company
California Corporation

77 Beale Street
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company which holds the Marre Ranch property in San Luis Obispo County.

1. 2. 2. 6. Standard Pacific Gas Line Incorporated
California Corporation

77 Beale Street

San Francisco, CA 94105

An 85.71% owned subsidiary of Pacific Gas and Electric Company engaged in the transportation of natural gas in California.

1. 2. 2. 7. Pacific California Gas System, Inc.
California Corporation

77 Beale Street

San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company, which holds the intrastate (PG&E) segment of the PGT-PG&E Pipeline Expansion project.

1. 2. 2. 8. Pacific Energy Fuels Company
California Corporation

77 Beale Street

San Francisco, CA 94105

A PG&E subsidiary created to own and finance nuclear fuel inventory previously owned by Pacific energy Trust. Currently inactive.

1. 2. 2. 9. Pacific Gas Properties Company
California Corporation

77 Beale Street

San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company, which holds Alaska and California properties, previously intended for Liquefied Natural Gas (LNG) purposes, for sale or development.

1. 2. 2. 9. 1. Pacific Properties
California General Partnership

77 Beale Street

San Francisco, CA 94105

Pacific Properties is 50% owned by Pacific Gas Properties Company. Formerly held Alaska and California properties, intended for LNG purposes.

1. 2. 2. 10. PG&E Funding, LLC
Delaware Limited Liability Company

245 Market Street, Rm 424
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company; formed for the ownership of transition property and the issuance of securities.

1. 2. 2. 11. Chico Commons, a California Limited Partnership
California Limited Partnership

77 Beale Street
San Francisco, CA 94105

Chico Commons, L.P. is 41% owned by Pacific Gas and Electric Company as a limited partner. Chico Commons, L.P. was created to construct and own low-income housing.

1. 2. 2. 12. 201 Turk Street, L.P.
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

201 Turk Street, L.P. is 32.4% owned by Pacific Gas and Electric Company as a limited partner. 201 Turk Street, L.P. was created to construct and own a low-income housing project.

1. 2. 2. 13. 1989 Oakland Housing Partnership Associates, L.P.
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

1989 Oakland Housing Partnership Associates, L.P. is 40% owned by Pacific Gas and Electric Company as a limited partner. 1989 Oakland Housing Partnership Associates, L.P. was created to construct and own low-income housing.

1. 2. 2. 14. 1992 Oakland Regional Housing Partnership Associates, a California Limited Partnership
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

1992 Oakland Regional Housing Partnership Associates, L.P. is 17% owned by Pacific Gas and Electric Company as a limited partner. 1992 Oakland Housing Partnership Associates, L.P. was created to construct and own low-income housing.

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 2. 15. 1994 Oakland Regional Housing Partnership Associates, a California Limited Partnership
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

1994 Oakland Regional Housing Partnership Associates, L.P. is 12% owned by Pacific Gas and Electric Company as a limited partner. 1994 Oakland Regional Housing Partnership Associates, L.P. was created to construct and own low-income housing.

1. 2. 2. 16. Pacific Gas and Electric Housing Fund Partnership, L.P.
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Pacific Gas and Electric Housing Fund Partnership, L.P. is 99.9% owned by Pacific Gas and Electric Company as a limited partner. Pacific Gas and Electric Housing Fund Partnership, L.P., invests in projects that construct and own low-income housing.

1. 2. 2. 17. Merritt Community Capital Fund V, L.P.
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Merritt Community Capital Fund V, L.P. is 2.2% owned by Pacific Gas and Electric Company as a limited partner. Merritt Community Capital Fund V, L.P., was created to construct and own low-income housing.

1. 2. 2. 18. Schoolhouse Lane Apartments L.P.
California Limited Partnership

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Schoolhouse Lane Apartments, L.P. is 99% owned by Pacific Gas and Electric Company as a limited partner. Schoolhouse Lane Apartments, L.P., was created to construct and own low-income housing.

1. 2. 2. 19. PG&E Holdings, LLC
Delaware Limited Liability Company

77 Beale Street, 32nd Floor
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company which holds common shares of Pacific Gas and Electric Company.

1. 2. 2. 20. PG&E CalHydro, LLC
California Limited Liability Company

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

A subsidiary of Pacific Gas and Electric Company formed for the purpose of owning and operating a system of hydroelectric facilities and related watershed.

1. 2. 3. PG&E National Energy Group, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

A subsidiary of PG&E Corporation formed for the purpose of holding stock of PG&E National Energy Group, Inc.

1. 2. 3. 1. PG&E National Energy Group, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

A subsidiary of PG&E National Energy Group, LLC formed for the purpose of owning, both directly and indirectly, PG&E Corporation's unregulated subsidiaries.

1. 2. 3. 1. 1. PG&E Enterprises, Inc.
Delaware Corporation

PG&E Enterprises (a CA Corporation), was merged with and into Enterprises Sub, Inc. (a DE Corporation), on August 15, 2002, under the name of PG&E Enterprises, Inc.

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for PG&E National Energy Group subsidiaries.

1. 2. 3. 1. 1. 1. PG&E National Energy Group Holdings Corporation
Delaware Corporation

Edgar Filing: PG&E CORP - Form U-3A-2/A

PG&E National Energy Group Holdings Corporation was merged with and into NEG Sub, Inc., on August 15, 2002, under the name of PG&E National Energy Group Holdings Corporation.

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

Holding company for PG&E National Energy Group generating and energy trading subsidiaries.

1. 2. 3. 1. 1. 1. 1. Properties Holdings, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

Holding company for PG&E Properties entities.

1. 2. 3. 1. 1. 1. 1. 1. Gilia Enterprises
California Corporation

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

Real estate investment company; general partner in Marengo Ranch Joint Venture and Oat Creek Associates Joint Venture.

1. 2. 3. 1. 1. 1. 1. 1. 1. Oat Creek Associates Joint Venture
California Partnership

4615 Cowell Blvd.

Davis, CA 95616

Land development company in Yolo County, California.

1. 2. 3. 1. 1. 1. 1. 2. DPR, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

Real estate investment company.

1. 2. 3. 1. 1. 1. 1. 3. The Conaway Ranch Company
California Corporation

Edgar Filing: PG&E CORP - Form U-3A-2/A

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Partner in the Conaway Conservancy Group.

1. 2. 3. 1. 1. 1. 1. 3. 1. Conaway Conservancy Group Joint Venture
California Partnership

4615 Cowell Blvd.
Davis, CA 95616

Owns property in Yolo County, California.

1. 2. 3. 1. 1. 1. 1. 4. BPS I, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited partner in Alhambra Pacific Joint Venture.

1. 2. 3. 1. 1. 1. 1. 5. Marengo Ranch Joint Venture
California Partnership

4615 Cowell Blvd.
Davis, CA 95616

Land development in Sacramento County, California.

1. 2. 3. 1. 1. 1. 1. 6. Alhambra Pacific Joint Venture
California Partnership

4615 Cowell Blvd.
Davis, CA 95616

Owns property in Yolo County, California.

1. 2. 3. 1. 1. 1. 1. 7. Valley Real Estate, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814-6161

Real estate investment company.

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 3. 1. 1. 1. 2.

PG&E Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for PG&E National Energy Group Company activities.

1. 2. 3. 1. 1. 1. 2. 1.

PG&E Generating Energy Group, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for PG&E National Energy Group merchant projects
and USGen New England, Inc.

1. 2. 3. 1. 1. 1. 2. 1. 1.

PG&E Generating Energy Holdings, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to be the holding company for the 1% membership interests
in some of the limited liability companies under PG&E Generating
Energy Group, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 2.

Spencer Station Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited partner in Spencer Station Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 3.

Badger Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Badger Generating
Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 4.

MidColumbia Power Corporation
Delaware Corporation

Edgar Filing: PG&E CORP - Form U-3A-2/A

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in MidColumbia Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 4. 1. MidColumbia Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 5. Black Hawk III Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Lake Road Generating Company, L.P.;
holds membership interest in Lake Road Power I, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 5. 1. Lake Road Power I, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 6. Harlan Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Umatilla Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 6. 1. Umatilla Generating Company, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 7.

Morrow Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Morrow Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 7. 1.

Morrow Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 8.

Peach IV Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Lake Road Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 8. 1.

Lake Road Power II, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 9.

Juniper Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Umatilla Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 10.

Plover Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Mantua Creek Generating Company, L.P. and Mantua Creek Urban Renewal, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 11.

Beech Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Mantua Creek Generating Company, L.P. and Mantua Creek Urban Renewal, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 11. 1.

Mantua Creek Urban Renewal, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Special purpose tax partnership formed for the Mantua Creek Project.

1. 2. 3. 1. 1. 1. 2. 1. 12.

First Arizona Land Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to enter into real estate options in the State of Arizona for the Harquahala Project.

1. 2. 3. 1. 1. 1. 2. 1. 13.

First California Land Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to enter into real estate options and/or leases in the State of California.

1. 2. 3. 1. 1. 1. 2. 1. 14.

PG&E Generating New England, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a 100% membership interest in PG&E Generating New England, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 14. 1. PG&E Generating New England, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.
1. 2. 3. 1. 1. 1. 2. 1. 15. Attala Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Owns 100% membership interest in Attala Generating Company, LLC.
1. 2. 3. 1. 1. 1. 2. 1. 16. Kentucky Hydro Holdings, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company formed to acquire an equity interest in two (2) hydro generating projects in Kentucky.
1. 2. 3. 1. 1. 1. 2. 1. 16. 1. Smithland Hydroelectric Partners. Ltd.
Kentucky Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Hydroelectric generation project located at Smithland Locks and Dam, Smithland, Kentucky.
1. 2. 3. 1. 1. 1. 2. 1. 16. 2. Cannelton Hydroelectric Project, L.P.
Tennessee Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Edgar Filing: PG&E CORP - Form U-3A-2/A

Hydroelectric generation project located at Cannelton Locks and Dam, Hawesville, Kentucky.

1. 2. 3. 1. 1. 1. 2. 1. 17.

San Gorgonio Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for wind projects.

1. 2. 3. 1. 1. 1. 2. 1. 18.

GenHoldings I, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to serve as borrower for construction financing for Athens, Covert and Harquahala (Millennium is included as equity) projects.

1. 2. 3. 1. 1. 1. 2. 1. 18. 1.

Osprey Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Millennium Power Partners, L.P.;
owns Magnolia Power Corporation.

1. 2. 3. 1. 1. 1. 2. 1. 18. 1. 1.

Magnolia Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Millennium Power Partners, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 18. 2.

Black Hawk Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Athens Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 18. 3.

Peach I Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Athens Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 1. 18. 4.

Harquahala Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Harquahala Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 18. 5.

Covert Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Covert Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 19.

Long Creek Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Long Creek Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 19. 1.

Long Creek Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 20.

La Paloma Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in La Paloma Generating Company, LLC.

1. 2. 3. 1. 1 1 2. 1. 21.

Liberty Generating Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Liberty Generating Company, LLC.

1. 2. 3. 1. 1 1 2. 1. 21. 1.

Liberty Urban Renewal, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Special purpose entity formed for the Liberty Project.

1. 2. 3. 1. 1 1 2. 1. 22.

Otay Mesa Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1 1 2. 1. 23.

Bluebonnet Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Bluebonnet Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 23. 1.

Bluebonnet Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 24.

Edgar Filing: PG&E CORP - Form U-3A-2/A

Meadow Valley Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Meadow Valley Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 24. 1. Meadow Valley Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 25. Madison Wind Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 26. Okeechobee Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Okeechobee Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 27. PG&E Dispersed Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for dispersed generating projects.

1. 2. 3. 1. 1. 1. 2. 1. 27. 1. Dispersed Gen Properties, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Edgar Filing: PG&E CORP - Form U-3A-2/A

Formed to own real estate previously owned by PG&E Dispersed Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 27. 2. Peak Power Generating Company, Inc.
(Formerly RAMCO, Inc.)
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Acquired for dispersed generation development efforts in California.

1. 2. 3. 1. 1. 1. 2. 1. 28. Goose Lake Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own a membership interest in Goose Lake Generating Company, LLC.

1. 2. 3. 1. 1. 1. 2. 1. 28. 1. Goose Lake Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 1. 29. Attala Energy Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Special purpose entity formed for the tolling portion of the Attala Project.

1. 2. 3. 1. 1. 1. 2. 1. 30. White Pine Generating Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 2. PG&E Generating Power Group, LLC

Edgar Filing: PG&E CORP - Form U-3A-2/A

Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for PG&E National Energy Group operating projects.

1. 2. 3. 1. 1. 1. 2. 2. 1.

Aplomado Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Investment company for the Panther Creek Project.

1. 2. 3. 1. 1. 1. 2. 2. 2.

Beale Generating Company
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company.

1. 2. 3. 1. 1. 1. 2. 2. 2. 1.

Indian Orchard Generating Company, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to hold a 49% membership interest in MASSPOWER, LLC.

1. 2. 3. 1. 1. 1. 2. 2. 2. 1. 1.

MASSPOWER, LLC
(Formerly MASSPOWER, Inc.)
Delaware Limited Liability Company

1001 Louisiana Street
Room 2904A
Houston, Texas 77002

Formed to hold a 30% General partnership interest in MASSPOWER.

1. 2. 3. 1. 1. 1. 2. 2. 2. 2.

JMC Altresco, Inc.

Edgar Filing: PG&E CORP - Form U-3A-2/A

Colorado Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for subsidiaries/projects acquired through acquisition of Altresco Financial, Inc.

1. 2. 3. 1. 1. 1. 2. 2. 2. 2. 1.

Altresco, Inc.

Colorado Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General Partner - Pittsfield Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 2. 2. 2. 2.

Berkshire Pittsfield, Inc.

Colorado Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General Partner - Berkshire Feedline Acquisition Limited Partnership.

1. 2. 3. 1. 1. 1. 2. 2. 2. 2. 2.

1. Berkshire Feedline Acquisition Limited Partnership
Massachusetts Limited Partnership

235 Merrill Road
Pittsfield, MA
01201

Owner of pipeline connecting Pittsfield Generating Company, L.P. facility and El Paso Energy facilities.

1. 2. 3. 1. 1. 1. 2. 2. 2. 2. 3.

Pittsfield Partners, Inc.

Colorado Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited Partner - Pittsfield Generating Company, L.P.

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 3. 1. 1. 1. 2. 2. 2. 3. JMC Iroquois, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

4.57% General Partner and .36% Limited Partner in Iroquois Gas Transmission System, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 2. 3. 1. Iroquois Gas Transmission System,
L.P.
Delaware Limited Partnership

One Corporate Drive, Suite 600
Shelton, Connecticut 06484

Owner of a 375-mile natural gas pipeline extending through New York State and Connecticut providing services to markets in New York, New Jersey and New England.
1. 2. 3. 1. 1. 1. 2. 2. 2. 4. JMC Selkirk Holdings, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

100% ownership of JMC Selkirk, Inc. and JMCS I Holdings, Inc.
1. 2. 3. 1. 1. 1. 2. 2. 2. 4. 1. JMC Selkirk, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Managing General Partner and Limited Partner of Selkirk Cogen Partners, L.P. Limited Partner interest (46.57%) in PentaGen Investors, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 2. 4. 1. 1. PentaGen
Investors, L.P.
Delaware Limited
Partnership

7500 Old Georgetown Road, 13th
Floor

Bethesda, MD 20814

Limited partner (5.2502% preferred percentage interest) in Selkirk Cogen Partners, L.P.

1. 2. 3. 1. 1. 1. 2. 2. 2. 4. 2.

JMCS I Holdings, Inc.

Delaware Corporation

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

General Partner (.50%) and Limited Partner (2.93%) interests in PentaGen Investors, L.P.

1. 2. 3. 1. 1. 1. 2. 2. 2. 5.

Orchard Gas Corporation

Delaware Corporation

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

Administration and monitoring of gas supply for MASSPOWER project.

1. 2. 3. 1. 1. 1. 2. 2. 3.

Mason Generating Company

Delaware Corporation

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

Holding Company.

1. 2. 3. 1. 1. 1. 2. 2. 3. 1.

J. Makowski Associates, Inc.

Massachusetts Corporation

50 Congress St., Suite 310

Boston, MA 02109

Serves as Administrator for PentaGen Investors, L.P.

1. 2. 3. 1. 1. 1. 2. 2. 4.

Eagle Power Corporation

California Corporation

7500 Old Georgetown Road, 13th Floor

Bethesda, MD 20814

General and limited partner in Logan Generating Company, L.P., Granite Generating Company, L.P., and Keystone Cogeneration Company, L.P.

1. 2. 3. 1. 1. 1. 2. 2. 4. 1. Granite Generating Company, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited partner in Keystone Urban Renewal Limited Partnership.
1. 2. 3. 1. 1. 1. 2. 2. 4. 1. 1. Granite Water Supply
Company, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th
Floor
Bethesda, MD 20814

Supplies water for the Logan Project.
1. 2. 3. 1. 1. 1. 2. 2. 4. 2. Keystone Cogeneration Company, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Keystone Urban Renewal Limited Partnership.
1. 2. 3. 1. 1. 1. 2. 2. 4. 2. 1. Keystone Urban Renewal Limited Partnership
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Special purpose partnership for the Logan Project.
1. 2. 3. 1. 1. 1. 2. 2. 5. Larkspur Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Edgar Filing: PG&E CORP - Form U-3A-2/A

General partner and limited partner in Hermiston Generating Company, L.P.

1. 2. 3. 1. 1. 1. 2. 2. 6.

Buckeye Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 2. 7.

Raptor Holdings Company
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for Cedar Bay project entities; owns PG&E Management Services Company.

1. 2. 3. 1. 1. 1. 2. 2. 7. 1.

Gray Hawk Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Investment company for Cedar Bay project.

1. 2. 3. 1. 1. 1. 2. 2. 7. 1. 1.

Cedar Bay Cogeneration,
Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th
Floor
Bethesda, MD 20814

General and limited partner in Cedar Bay Generating Company, Limited Partnership.

1. 2. 3. 1. 1. 1. 2. 2. 7. 2.

PG&E Management Services Company
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 2. 2. 8. Toyan Enterprises
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited partner in Indiantown Cogeneration, L.P.; general partner in
Indiantown Project Investment Partnership, L. P.
1. 2. 3. 1. 1. 1. 2. 2. 8. 1. Indiantown Project Investment Partnership,
L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Indiantown Cogeneration, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 9. Spruce Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Spruce Limited Partnership.
1. 2. 3. 1. 1. 1. 2. 2. 9. 1. Spruce Limited Partnership
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited partner in Colstrip Energy Limited Partnership.
1. 2. 3. 1. 1. 1. 2. 2. 9. 1. 1. Colstrip Energy Limited
Partnership
Montana Limited Partnership

Diamond Block Building #210
44 W 6
Helena, MT 59624

Edgar Filing: PG&E CORP - Form U-3A-2/A

Owns and operates an electric generating facility in Colstrip, Montana.

1. 2. 3. 1. 1. 1. 2. 2. 10. Merlin Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Fellows Generating Company, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 10. 1. Fellows Generating Company, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.
1. 2. 3. 1. 1. 1. 2. 2. 11. Pelican Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Okeelanta Power Limited Partnership.
1. 2. 3. 1. 1. 1. 2. 2. 11. 1. Okeelanta Power Limited Partnership
Florida Limited Partnership

316 Royal Poinciana Plaza
Palm Beach, FL 33480

Formed to develop, own and operate an electric generating facility in Okeelanta, Florida. Voluntarily filed a petition for relief under Chapter 11 on May 14, 1997.
1. 2. 3. 1. 1. 1. 2. 2. 12. Peregrine Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Chambers Cogeneration Limited Partnership.

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 3. 1. 1. 1. 2. 2. 12. 1. Chambers Cogeneration, Limited Partnership
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to lease, manage and operate an electric generating facility
in Carneys Point, New Jersey.
1. 2. 3. 1. 1. 1. 2. 2. 13. Heron Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Gator Generating Company, L.P.
(Osceola Project).
1. 2. 3. 1. 1. 1. 2. 2. 13. 1. Gator Generating Company, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to develop, own, operate and lease (as lessor) a
cogeneration facility (Osceola) in Palm Beach County, Florida.
Filed a voluntary petition for bankruptcy protection under Chapter
11 on May 14, 1997.
1. 2. 3. 1. 1. 1. 2. 2. 14. Jaeger Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Northampton Generating Company,
L.P.
1. 2. 3. 1. 1. 1. 2. 2. 15. Falcon Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General and limited partner in Scrubgrass Generating Company, L.P.;
owner of Scrubgrass Power Corp.

1. 2. 3. 1. 1. 1. 2. 2. 15. 1. Scrubgrass Power Corp.
Pennsylvania Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Scrubgrass Generating Company, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 16. Eucalyptus Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Citrus Generating, Company, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 16. 1. Citrus Generating Company, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.
1. 2. 3. 1. 1. 1. 2. 2. 17. Cooper's Hawk Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Citrus Generating Company, L.P.
1. 2. 3. 1. 1. 1. 2. 2. 18. Loon Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.
1. 2. 3. 1. 1. 1. 2. 2. 19. Iroquois Pipeline Investment, LLC
Delaware Limited Liability Company

Edgar Filing: PG&E CORP - Form U-3A-2/A

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Iroquois Gas Transmission System, L.P.

1. 2. 3. 1. 1. 1. 3. PG&E Generating Services, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for PG&E National Energy Group service entities.

1. 2. 3. 1. 1. 1. 3. 1. J. Makowski Pittsfield, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Administrative Agent - Pittsfield Generating Company, L. P.

1. 2. 3. 1. 1. 1. 3. 2. J. Makowski Services, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Administrative Agent for MASSPOWER.

1. 2. 3. 1. 1. 1. 3. 3. JMCS I Management, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Administrative Agent for Selkirk Cogen Partners, L.P.

1. 2. 3. 1. 1. 1. 3. 4. PG&E Construction Agency Services I, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 3. 1. 1. 1. 3. 5. PG&E Construction Agency Services II, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive; formed to act as construction agent under the Master Turbine Trust with Mitsubishi.
1. 2. 3. 1. 1. 1. 3. 6. PG&E National Energy Group Construction Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed for the purpose of procuring major power plant equipment.
1. 2. 3. 1. 1. 1. 3. 7. NEG Construction Finance Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed solely to administer a Master Agreement with The Shaw Group related to multi-project issues for the Covert Project.
1. 2. 3. 1. 1. 1. 3. 8. PTP Services, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to file federal trademark applications.
1. 2. 3. 1. 1. 1. 3. 9. PG&E Operating Services Holdings, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in PG&E National Energy Group Company and PG&E Operating Services Company; sole member of PG&E National Energy Group Acquisition Company, LLC.

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 3. 1. 1. 1. 3. 9. 1.

USOSC Holdings, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in PG&E Operating Services Company.

1. 2. 3. 1. 1. 1. 3. 9. 1. 1.

PG&E Operating Services Company
California General Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to enter into operations and maintenance activities.

1. 2. 3. 1. 1. 1. 3. 9. 2.

USGen Holdings, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in PG&E National Energy Group Company.

1. 2. 3. 1. 1. 1. 3. 9. 3.

PG&E National Energy Group Acquisition Company, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 3. 9. 4.

PG&E National Energy Group Company
California General Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Develops and manages electrical generation facilities.

1. 2. 3. 1. 1. 1. 3. 9. 4. 1.

First Oregon Land Corporation
Delaware Corporation

Edgar Filing: PG&E CORP - Form U-3A-2/A

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to enter into real estate options in the State of Oregon.

1. 2. 3. 1. 1. 1. 3. 9. 4. 2. Topaz Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Carneys Point Generating Company.

1. 2. 3. 1. 1. 1. 3. 9. 4. 2. 1. Carneys Point Generating Company
Delaware General Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to lease, manage, operate and maintain a cogeneration
facility in Carneys Point, New Jersey.

1. 2. 3. 1. 1. 1. 3. 9. 4. 3. Garnet Power Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

General partner in Carneys Point Generating Company.

1. 2. 3. 1. 1. 1. 4. PG&E Energy Trading Holdings, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed for the purpose of holding stock in PG&E Energy Trading Holdings
Corporation.

1. 2. 3. 1. 1. 1. 4. 1. PG&E Energy Trading Holdings Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Edgar Filing: PG&E CORP - Form U-3A-2/A

Holding company for energy trading and overseas entities.

1. 2. 3. 1. 1. 1. 4. 1. 1.

PG&E ET Investments Corporation
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Limited partner in PG&E Energy Trading - Power, L.P.

1. 2. 3. 1. 1. 1. 4. 1. 1. 1.

PG&E Energy Trading-Power, L.P.
Delaware Limited Partnership

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Engaged in electric power marketing and trading; owns a 100% membership interest in PG&ET Synfuel 166, LLC and PG&E ET Synfuel #2, LLC.

1. 2. 3. 1. 1. 1. 4. 1. 1. 1. 1.

PG&E ET Synfuel 166, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to acquire a synthetic fuel production facility located in South Carolina.

1. 2. 3. 1. 1. 1. 4. 1. 1. 1. 2.

PG&E ET Synfuel #2, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to acquire a synthetic fuel production facility located in Kentucky.

1. 2. 3. 1. 1. 1. 4. 1. 2.

PG&E International, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for overseas project companies.

1. 2. 3. 1. 1. 1. 4. 1. 2. 1. PG&E International Development Holdings, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed to own and sell an Australian pipeline development company (PG&E Gas Transmission Brisbane Pty, Ltd.).
1. 2. 3. 1. 1. 1. 4. 1. 2. 2. Gannet Power Corporation
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.
1. 2. 3. 1. 1. 1. 4. 1. 2. 3. PG&E Overseas Holdings I, Ltd.
Cayman Islands Corporation

P.O. Box 309, George Town
Grand Cayman, Cayman Islands, BWI

Holding company for PG&E Overseas Holdings II, Ltd.
1. 2. 3. 1. 1. 1. 4. 1. 2. 3. 1. PG&E Overseas Holdings II, Ltd.
Labuan, Malaysia Corporation

Unit Level 9 (A2), Main Office
Tower
Financial Park Labuan, Jalan
Merdeka
87000 W.P. Labuan
Malaysia

Holding company for PG&E Corporation Australian Holdings Pty Ltd.
1. 2. 3. 1. 1. 1. 4. 1. 2. 3. 1. 1. PG&E Corporation Australian Holdings Pty Ltd.
Australian Corporation

Level 33, Waterfront
Place

One Eagle
Street

Brisbane, Queensland
Australia

Holding company for PG&E Energy Trading Australia
Pty Ltd and PG&E Corporation Australia Pty Ltd.

1. 2. 3. 1. 1. 1. 4. 1. 2. 3. 1. 1. 1.

PG&E Energy Trading
Australia Pty Ltd.
Australian Corporation

Level 33, Waterfront
Place

One Eagle
Street

Brisbane,
Queensland
Australia

Inactive; in the process of liquidation.

1. 2. 3. 1. 1. 1. 4. 1. 2. 3. 1. 1. 2.

PG&E Corporation
Australia Pty Ltd.
Australian Corporation

Level 33, Waterfront
Place

One Eagle
Street

Brisbane,
Queensland 4000
Australia

Inactive; in the process of liquidation.

1. 2. 3. 1. 1. 1. 4. 1. 2. 4.

Rocksavage Services I, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 1. 4. 1. 3. PG&E Energy Trading - Gas Corporation
California Corporation
- 7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814
- Engaged in natural gas marketing and trading in the United States;
purchases and resells energy commodities and related financial
instruments.
1. 2. 3. 1. 1. 1. 4. 1. 3. 1. PG&E Energy Trading, Canada
Corporation
Alberta Corporation
- Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada
- Engaged in natural gas marketing and trading activities in Canada.
1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 1. CEG Energy Options Inc.
Saskatchewan Corporation
- 2366 Avenue C North, Suite 101
Saskatoon, Saskatchewan S7L 5X5
Canada
- Engaged in natural gas marketing in Saskatchewan.
1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 2. IQ2 Power PG&E Corporation.
Alberta Corporation
- Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada
- Offers customized power pricing and service packages to
commercial and industrial customers in Alberta, Canada.
1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 2. 1. 949675 Alberta Ltd
Limited Liability Company under Alberta Business

Corporations Act.

Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada

Formed to facilitate aggregation of power consumption data by business process; acts as nominees for IQ2 Power's purchases of energy and delivery services.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 2. 2.

955846 Alberta Ltd
Limited Liability Company under Alberta Business Corporations Act.

Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada

Formed to facilitate aggregation of power consumption data by business process; acts as nominees for IQ2 Power's purchases of energy and delivery services.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 2. 3.

982979 Alberta Ltd
Limited Liability Company under the Alberta Business Corporations Act

Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada

Formed to facilitate aggregation of power consumption data by business process; acts as nominees for IQ2 Power's purchases of energy and delivery services.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 2. 4.

994819 Alberta Ltd.
Limited Liability Company under the Alberta Business Corporations Act

Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada

Formed to facilitate aggregation of power consumption

data by business process; acts as nominees for IQ2
Power's purchases of energy and delivery services.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 3.

IQ2 Communications Corp.

Alberta Corporation

Royal Bank Tower
335-8th Avenue, S.W., Suite 1740
Calgary, Alberta T2P1C9
Canada

Established to provide software development, billing, marketing,
and administrative and management services required for
wireless location-sensitive technology.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 3. 1.

Times Three Calgary Ltd.

Limited Liability Company under Alberta business
Corporations Act.

Royal Bank Tower
335 - 8th Avenue SW, Suite 1740
Calgary, Alberta T2P 1C9
Canada

Formed to market location-tracking devices.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 3. 2.

Times Three Austin Ltd.

Limited Liability Company under Alberta business
Corporations Act.

Royal Bank Tower
335 - 8th Avenue SW, Suite 1740
Calgary, Alberta T2P 1C9
Canada

Formed to market location-tracking devices.

1. 2. 3. 1. 1. 1. 4. 1. 3. 1. 4.

Parkhill Energy Management, Ltd.

Alberta Corporation

Royal Bank Tower
335 - 8th Avenue SW, Suite 1740
Calgary, Alberta T2P 1C9
Canada

Inactive

Edgar Filing: PG&E CORP - Form U-3A-2/A

1. 2. 3. 1. 1. 1. 4. 1. 3. 2. True Quote LLC
Kentucky Limited Liability Company

9931 Corporate Campus Drive, Suite 2400
Louisville, KY 40223

Inactive.
1. 2. 3. 1. 1. 1. 4. 1. 3. 3. Virtual Credit Services, LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.
1. 2. 3. 1. 1. 2. PG&E Overseas, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

United States shareholder of PG&E Overseas, Ltd.
1. 2. 3. 1. 1. 2. 1. PG&E Overseas, Ltd.
Cayman Islands Corporation

Maples & Calder, Ugland House
P.O. Box 309
George Town, Grand Cayman
Cayman Islands, B.W.I.

Holding company for PG&E Pacific I, Ltd. and PG&E Pacific II, Ltd.; in the
process of liquidation.
1. 2. 3. 1. 1. 2. 1. 1. PG&E Pacific I, Ltd.
Cayman Islands Corporation

Maples & Calder, Ugland House
P.O. Box 309
George Town, Grand Cayman
Cayman Islands, B.W.I.

Inactive; in the process of liquidation.

1. 2. 3. 1. 1. 2. 1. 2. PG&E Pacific II, Ltd.
Cayman Islands Corporation

Maples & Calder, Ugland House
P.O. Box 309
George Town, Grand Cayman
Cayman Islands, B.W.I.

Inactive; in the process of liquidation.

1. 2. 3. 1. 1. 3. Quantum Ventures
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Holding company for PG&E Energy Services entities.

1. 2. 3. 1. 1. 3. 1. PG&E Energy Services Ventures, Inc.
Delaware Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Provides energy-related goods and services.

1. 2. 3. 1. 1. 3. 2. Barakat & Chamberlin, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 1. 3. 3. Creston Financial Group, Inc.
California Corporation

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Inactive.

1. 2. 3. 1. 2. PG&E Gas Transmission Corporation

Delaware Corporation

1400 SW Fifth Avenue, Suite 900
Portland, OR 97201

Holding company for gas transmission entities.

1. 2. 3. 1. 2. 1. PG&E Gas Transmission Holdings Corporation
California Corporation

1400 SW Fifth Avenue, Suite 900
Portland, OR 97201

PG&E Gas Transmission Holdings Corporation was created to pursue gas transmission business opportunities.

1. 2. 3. 1. 2. 2. GTN Holdings LLC
Delaware Limited Liability Company

7500 Old Georgetown Road, 13th Floor
Bethesda, MD 20814

Formed for the purpose of holding stock in PG&E Gas Transmission, Northwest Corporation.

1. 2. 3. 1. 2. 2. 1. PG&E Gas Transmission, Northwest Corporation
California Corporation

1400 SW Fifth Avenue, Suite 900
Portland, OR 97201

Owns gas transmission pipelines and associated facilities capable of transporting natural gas from the Canadian-U.S. border to the Oregon-California border.

1. 2. 3. 1. 2. 2. 1. 1. Pacific Gas Transmission International, Inc.
California Corporation

1400 SW Fifth Avenue, Suite 900
Portland, OR 97201

Previously owned 99% of the beneficial interest of PG&E Queensland Unit Trust (which interest was sold to PG&E Gas Transmission Unit Holdings Pty Ltd. in September 1997).

1. 2. 3. 1. 2. 2. 1. 2. Pacific Gas Transmission Company

Edgar Filing: PG&E CORP - Form U-3A-2/A

California Corporation

1400 SW Fifth Avenue, Suite 900

Portland, OR 97201

Formed to pursue business opportunities in the natural gas business in the United States.

1. 2. 3. 1. 2. 2. 1. 3.

Stanfield Hub Services, LLC

Washington Limited Liability Company

1400 SW Fifth Avenue, Suite 900

Portland, OR 97201

Formed to pursue opportunities for construction and operation of natural gas storage facilities.

1. 2. 3. 1. 2. 2. 1. 4.

PG&E Gas Transmission Service Company LLC

Delaware Limited Liability Company

1400 SW Fifth Avenue, Suite 900

Portland, OR 97201

Formed to provide interstate pipeline management services.

1. 2. 3. 1. 2. 2. 1. 5.

North Baja Pipeline, LLC

Delaware Limited Liability Company

1400 SW Fifth Avenue, Suite 900

Portland, OR 97201

Formed for the construction and operation of a natural gas pipeline capable of transporting natural gas from Arizona to the Mexico border.

1. 2. 4.

PG&E Strategic Capital, Inc.

Delaware Corporation

One Market, Spear Tower, Suite 2400

San Francisco, CA 94105

A subsidiary of PG&E Corporation; formed for general business purposes, including possibly holding ownership of shares and investments.

1. 2. 5.

PG&E Corporation Support Services, Inc.

Delaware Corporation

Edgar Filing: PG&E CORP - Form U-3A-2/A

2711 Centerville Road, Suite 400
Wilmington, DE 19808

A subsidiary of PG&E Corporation that provides general corporate support services to the PG&E Corporation family outside the State of California.

1. 2. 6. PG&E Ventures, LLC
Delaware Limited Liability Company

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Formed for the purpose of holding interest in other businesses, financing and other transactions.

1. 2. 6. 1. Pacific Venture Capital, LLC
Delaware Limited Liability Company

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Inactive.

1. 2. 6. 1. 1. PG&E Ventures ePro, LLC
Delaware Limited Liability Company

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Formed to make and hold an investment in an e-procurement exchange.

1. 2. 6. 2. PG&E Telecom, LLC
Delaware Limited Liability Company

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

Formed for the purpose of engaging in telecommunications and related business activities.

1. 2. 6. 2. 1. PG&E Capital, LLC
Delaware Limited Liability Company

One Market, Spear Tower, Suite 2400
San Francisco, CA 94105

An indirect subsidiary of PG&E Corporation; formed for financing and other transactions related to the energy industry.