

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

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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

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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

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

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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.

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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

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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

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.

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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

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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

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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.

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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

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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

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.

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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