

PG&E CORP  
Form U-3A-2  
February 27, 2004

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

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PG&E CORPORATION

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, 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, 2003, 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

An energy-based holding company that conducts its business principally through Pacific Gas and Electric Company, public utility operating in northern and central California.

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 approximately 4.9 million electricity distribution customers and approximately 3.9 million natural gas distribution customers 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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

1. 2. 2. 1. 3.

Electric Generation 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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

1. 2. 2. 1.3.4. Chili Bar 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 original proposed plan of reorganization.

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

original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

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 original proposed plan of reorganization.

1. 2. 2. 1. 4. TES 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 original proposed plan of reorganization. Its purpose is to provide technological and ecological consulting services.

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

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, whose original purpose was to hold the Marre Ranch property in San Luis Obispo County. Currently inactive.

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 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 Pacific Gas and Electric Company subsidiary created to own and finance nuclear fuel inventory previously owned by Pacific Energy Trust. Currently inactive.

1. 2. 2. 8.1. Fuelco LLC

Delaware Corporation

One Ameren Plaza

St. Louis, MO 63103

Joint Venture limited liability company formed between AmerenUE, TXU Generation Company LP and Pacific Gas and Electric Company for the purpose of sharing costs and reducing fuel acquisition costs.

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 Alaskan and Californian 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 Alaskan and Californian 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 to retain 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 40.8% 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 33% 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 40.2% 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 Regional Housing Partnership Associates, L.P. was created to construct and own low-income housing.

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 11.6% 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 2.4% 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 99.9% 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, 32<sup>nd</sup> 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. 2.21. Morro Bay Mutual Water Company

California Corporation

1290 Embarcadero

Morro Bay, CA 93442

A non-profit mutual benefit corporation, 50% owned by Pacific Gas and Electric Company. Formed to sell, distribute, supply and deliver water to its members for domestic irrigation and fire protection uses.

1. 2. 2.22. Moss Landing Mutual Water Company

California Corporation

Dolan Road and California State Highway 1

Moss Landing, CA 95039

A non-profit mutual benefit corporation, 33.33% owned by Pacific Gas and Electric Company. Formed to sell, distribute, supply and deliver water to its members for domestic irrigation and fire protection uses.

1. 2. 3. PG&E National Energy Group, LLC

Delaware Limited Liability Company

One Market, Spear Tower

San Francisco, CA 94105

A subsidiary of PG&E Corporation formed for the purpose of holding stock of National Energy Gas Transmission,

1. 2. 3. 1. National Energy & Gas Transmission, Inc.

(formerly PG&E National Energy Group, Inc.)

Delaware Corporation

7600 Wisconsin Avenue

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. NEGT Enterprises, Inc.

(formerly PG&E Enterprises, Inc.)

Delaware Corporation

7600 Wisconsin Avenue

Bethesda, MD 20814

Holding company for National Energy & Gas Transmission, Inc. subsidiaries.

1. 2. 3. 1.1. 1. National Energy Holdings Corporation

(formerly PG&E National Energy Group Holdings Corporation)

Delaware Corporation

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7600 Wisconsin Avenue  
Bethesda, MD 20814

Holding company for National Energy & Gas Transmission, Inc. generating and energy trading subsidiaries

1. 2. 3. 1.1. 1. 1. Properties Holdings, LLC  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
Bethesda, MD 20814

Holding company for PG&E Properties entities.

1. 2. 3. 1.1. 1. 1.1. Gilia Enterprises  
California Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Real estate investment company.

1. 2. 3. 1.1. 1. 1.3. The Conaway Ranch Company  
California Corporation

7600 Wisconsin Avenue  
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

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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

7600 Wisconsin Avenue

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

7600 Wisconsin Avenue

Bethesda, MD 20814

Real estate investment company.

1. 2. 3. 1.1. 1. 2.

NEGT Energy Company, LLC  
(formerly PG&E Generating Company, LLC)  
Delaware Limited Liability Company

7600 Wisconsin Avenue

Bethesda, MD 20814

Holding company for independent power producers and merchant energy activities.

1. 2. 3. 1.1. 1. 2. 1.

National Energy Generating Company, LLC  
(formerly PG&E Generating Energy Group, LLC)



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Delaware Limited Liability Company

7600 Wisconsin Avenue  
Bethesda, MD 20814

Holding company for NEGТ merchant projects and USGen New England, Inc.

1. 2. 3. 1.1. 1. 2. 1. 1. National Energy Generating Holdings, Inc.  
(formerly PG&E Generating Energy Holdings, Inc.)  
Delaware Corporation  
  
7600 Wisconsin Avenue  
Bethesda, MD 20814  
  
Formed to be the holding company for the 1% membership interests in some of the limited liability companies under National Energy Generating Company, LLC.
1. 2. 3. 1.1. 1. 2. 1. 2. Spencer Station Power Corporation  
Delaware Corporation  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
Bethesda, MD 20814  
  
Inactive.

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1. 2. 3. 1.1. 1. 2. 1. 5.

Black Hawk III Power Corporation  
California Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 6.

Harlan Power Corporation  
California Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 7.

Morrow Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 8.

Peach IV Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 9.

Juniper Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

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Special purpose partnership formed for the Mantua Creek Project.

1. 2. 3. 1.1. 1. 2. 1. 12.

First Arizona Land Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
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.

NEGT Generating New England, Inc.  
(formerly PG&E Generating New England, Inc.)  
Delaware Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

Formed to own a 100% membership interest in NEGT Generating New England, LLC.

1. 2. 3. 1.1. 1. 2. 1. 14. 1.

NEGT Generating New England, LLC  
(formerly PG&E Generating New England, LLC)  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 15.

Attala Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

Owns 100% membership interest in Attala Generating Company, LLC.

1. 2. 3. 1.1. 1. 2. 1. 16.

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Kentucky Hydro Holdings, LLC  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 17.

San Gorgonio Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

Holding company for wind projects.

1. 2. 3. 1.1. 1. 2. 1. 18.

GenHoldings I, LLC  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

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

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1. 2. 3. 1.1. 1. 2. 1. 18. 3. Peach I Power Corporation  
Delaware Corporation  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
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  
  
7600 Wisconsin Avenue  
Bethesda, MD 20814  
  
Inactive.
1. 2. 3. 1.1. 1. 2. 1. 20. La Paloma Power Corporation  
Delaware Corporation  
  
7600 Wisconsin Avenue  
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

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Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Special purpose limited liability company formed for the Liberty project.

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

Otay Mesa Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

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

Bluebonnet Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

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

Meadow Valley Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
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

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7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 25.

Madison Wind Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive; originally formed to own a membership interest in Madison Windpower, LLC.

1. 2. 3. 1.1. 1. 2. 1. 26.

Okeechobee Power Corporation  
Delaware Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

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

1. 2. 3. 1.1. 1. 2. 1. 27.

Dispersed Power Corporation  
(formerly PG&E Dispersed Power Corporation)  
Delaware Corporation

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

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

1. 2. 3. 1.1. 1. 2. 1. 27.

2. Peak Power Generating Company, Inc.  
California Corporation

7600 Wisconsin Avenue  
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



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7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 29. Attala Energy Company, LLC  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
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

7600 Wisconsin Avenue  
Bethesda, MD 20814

Inactive.

1. 2. 3. 1.1. 1. 2. 1. 31. USG Services Company, LLC  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
Bethesda, MD 20814

Formed to perform payroll services on behalf of US Gen New England, Inc.

1. 2. 3. 1.1. 1. 2. 2. National Energy Power Company, LLC  
(formerly PG&E Generating Power Group, LLC)  
Delaware Limited Liability Company

7600 Wisconsin Avenue  
Bethesda, MD 20814

Holding company for NEGT operating projects.

1. 2. 3. 1.1. 1. 2. 2. 1. Aplomado Power Corporation

California Corporation

7600 Wisconsin Avenue

Bethesda, MD 20814

Investment company for the Panther Creek Project.

1. 2. 3. 1.1. 1. 2. 2. 2.

Beale Generating Company

Delaware Corporation

7600 Wisconsin Avenue

Bethesda, MD 20814

Holding company.

1. 2. 3. 1.1. 1. 2. 2. 2. 1.

Indian Orchard Generating Company, Inc.

Delaware Corporation

7600 Wisconsin Avenue

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, L.L.C.

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.

Colorado Corporation

7600 Wisconsin Avenue

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

7600 Wisconsin Avenue

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

7600 Wisconsin Avenue  
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 a  
El Paso Energy facilities.

1. 2. 3. 1.1. 1. 2. 2. 2. 2. 3.

Pittsfield Partners, Inc.  
Colorado Corporation

7600 Wisconsin Avenue  
Bethesda, MD 20814

Limited Partner - Pittsfield Generating Company, L.P.

1. 2. 3. 1.1. 1. 2. 2. 2. 3.

JMC Iroquois, Inc.  
Delaware Corporation

7600 Wisconsin Avenue  
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 Engl

1. 2. 3. 1.1. 1. 2. 2. 2. 4.

JMC Selkirk Holdings, Inc.

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Delaware Corporation

7600 Wisconsin Avenue

Bethesda, MD 20814