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Jun 01, 1999 8:00 am  
Secretary of State

06-01-1999 90029 050 \*\*\*150.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F97000000518

1. Corporation Name  
PG&E ENERGY TRADING - POWER HOLDINGS CORPORATION

Principal Place of Business  
7500 OLD GEORGETOWN ROAD  
SUITE 1300  
BETHESDA MD 20814-6161

Mailing Address  
1020 NE LOOP 410  
ONE OAK PARK BLDG. S#700.MAIL STATION 7BB  
SAN ANTONIO TX 78209-1230



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 PO Box 400		01/30/1997	
22 City & State		27 MS 3A		4. FEI Number	
23 Zip		28 San Antonio TX		94-3147463	
24 Country		29 78292		30 USA	
25		30		Applied For	
				Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. *See Attached OFFICERS AND DIRECTORS		13. *See Attached ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MADDOX, LYNELLE E	1.2 NAME	
STREET ADDRESS	1100 LOUISIANA, STE 1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	1.4 CITY-ST-ZIP	
TITLE	* Senior Vice President <input type="checkbox"/> DELETE	2.1 TITLE	Senior Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARPOULIS, SARAH M	2.2 NAME	
STREET ADDRESS	7500 OLD GEORGETOWN RD, STE 1300	2.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20814	2.4 CITY-ST-ZIP	
TITLE	VTCF <input checked="" type="checkbox"/> DELETE	3.1 TITLE	Executive Vice President & Chief Operating Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	YORK, PAUL W	3.2 NAME	Michael E. Flinn
STREET ADDRESS	1020 NE LOOP 410, STE 700	3.3 STREET ADDRESS	1100 Louisiana Ste 1000
CITY-ST-ZIP	SAN ANTONIO TX 78209	3.4 CITY-ST-ZIP	Houston TX 77002
TITLE	VCT <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Vice President, Chief Financial Officer and Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FAKUI, KEITH O	4.2 NAME	William H. Moore, Jr.
STREET ADDRESS	7330 SAN PEDRO, STE 200	4.3 STREET ADDRESS	1100 Louisiana Ste 1000
CITY-ST-ZIP	SAN ANTONIO TX 78216	4.4 CITY-ST-ZIP	Houston TX 77002
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EVERETT, LESLIE H	5.2 NAME	
STREET ADDRESS	1 MARKET ST, STE 2330	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	5.4 CITY-ST-ZIP	
TITLE	AS <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Assistant Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARTMAN, SANFORD L	6.2 NAME	Kyle B. Sharrington
STREET ADDRESS	7500 OLD GEORGETOWN RD, STE 1300	6.3 STREET ADDRESS	7330 San Pedro Ste 200
CITY-ST-ZIP	BETHESDA MD 20814	6.4 CITY-ST-ZIP	San Antonio TX 78216

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/20/99

Date

210-528-2701

Daytime Phone #

CR2E034 (1/1/98)

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Doc#FA-000000518

**PG&E ENERGY TRADING-POWER HOLDINGS CORPORATION**

Federal Employer I.D. No.: 94-3147463

**DIRECTORS:**

\*\* Lyndell E. Maddox  
\* Michael E. Rescoe  
\* Bruce R. Worthington

**OFFICERS:**

\*\* Lyndell E. Maddox ..... President  
\*\* Michael E. Flinn ..... Executive Vice President and Chief Operating Officer  
\*\*\*\*\* Sarah M. Barpoulis ..... Senior Vice President  
\*\* Anthony C. Chovanec ..... Vice President Marketing - Origination  
\*\* Mark C. Cowan ..... Vice President and General Counsel  
\*\* Soleyman Forouzan ..... Vice President Trading Control  
\*\*\*\*\* Bryan K. Frey ..... Vice President Trading Eastern Region  
\*\* Robert G. Gilbert ..... Vice President, Credit  
\*\* William H. Moore, Jr. .... Vice President, Chief Financial Officer and Treasurer  
\*\*\*\*\* James M. Richter ..... Vice President Human Resources  
\*\* Stanley A. Ross ..... Vice President Finance & Accounting and Assistant Treasurer  
\*\* Daniel A. Valenti ..... Vice President and Chief Information Officer  
\*\*\*\*\* Fong Wan ..... Vice President, Structuring  
\*\* Deborah F. Witmer ..... Vice President, Communications  
\* Leslie H. Everett ..... Secretary  
\* Linda Y. H. Cheng ..... Assistant Secretary  
\*\*\* J. Stephen Gilbert ..... Assistant Secretary  
\* Eric A. Montizambert ..... Assistant Secretary  
\*\*\*\*\* Kyle B. Sherrington ..... Assistant Secretary  
\*\*\*\*\* Jennifer A. White ..... Assistant Secretary  
\*\*\*\*\* Shannon Bell ..... Assistant Treasurer  
\*\*\*\*\* Anthony G. Haramis ..... Assistant Treasurer  
\* Gabriel B. Togneri ..... Assistant Treasurer

**ADDRESSES:**

\* One Market, San Francisco, CA 94105  
\*\* 1100 Louisiana, Suite 1000, Houston, Texas 77002  
\*\*\* One Oak Park Building, 1020 N.E. Loop 410, Suite 700, San Antonio, Texas 78209-1230  
\*\*\*\* San Pedro Plaza Building, 7330 San Pedro Avenue, Suite 200, San Antonio, Texas 78216  
\*\*\*\*\* 7500 Old Georgetown Rd., Suite 1300, Bethesda, Maryland 20814-6161