

PG&E CORP  
Form 305B2  
March 09, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM T-1**

**STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION  
DESIGNATED TO ACT AS TRUSTEE  
CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO  
SECTION 305(b)(2)**

**DEUTSCHE BANK TRUST COMPANY AMERICAS  
(formerly BANKERS TRUST COMPANY)  
(Exact name of trustee as specified in its charter)**

**NEW YORK**  
(Jurisdiction of Incorporation or  
organization if not a U.S. national bank)

**13-4941247**  
(I.R.S. Employer  
Identification no.)

**60 WALL STREET  
NEW YORK, NEW YORK**  
(Address of principal  
executive offices)

**10005**  
(Zip Code)

**Deutsche Bank Trust Company Americas  
Attention: Lynne Malina  
Legal Department  
60 Wall Street, 37th Floor  
New York, New York 10005  
(212) 250 0677**  
(Name, address and telephone number of agent for service)

**PG&E Corporation**  
(Exact name of obligor as specified in its charter)

**One Market Street  
Suite 2400  
San Francisco, CA 94105  
(415) 973-7000**

**California**  
(State or other jurisdiction  
of incorporation or organization)

**94-3234914**  
(IRS Employer Identification No.)

**4931**  
(Primary Standard Industrial  
Classification Number)

**Copies To:**

**Hyun Park  
Senior Vice President and General Counsel**

**Brett Cooper, Esq.  
Orrick, Herrington & Sutcliffe LLP**

**PG&E Corporation**  
**One Market, Spear Tower, Suite 2400**  
**San Francisco, CA 94105**  
**(415) 267-7000**

**The Orrick Building**  
**405 Howard Street**  
**San Francisco, CA 94105**  
**(415) 773-5700**

**Debt Securities**

(Title of the Indenture securities)

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**TABLE OF CONTENTS**

Item 1. General Information

Item 2. Affiliations with Obligor

Item 3. -15. Not Applicable

Item 16. List of Exhibits

**SIGNATURE**

Exhibit 1

Exhibit 4

Exhibit 7

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**Table of Contents**

**Item 1. General Information.**

Furnish the following information as to the trustee.

(a) Name and address of each examining or supervising authority to which it is subject.

<b>Name</b>	<b>Address</b>
Federal Reserve Bank (2nd District)	New York, NY
Federal Deposit Insurance Corporation	Washington, D.C.
New York State Banking Department	Albany, NY

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the Trustee, describe each such affiliation.

None.

**Item 3. -15. Not Applicable.**

**Item 16. List of Exhibits.**

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 6, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 16, 1998, and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated February 27, 2002, copies attached.
- Exhibit 2 -** Certificate of Authority to commence business - Incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 33-21047.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers Incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 33-21047.
- Exhibit 4 -** Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on April 15, 2002. Copy attached.
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**Table of Contents**

- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act. Incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 22-18864.
- Exhibit 7 -** The latest report of condition of Deutsche Bank Trust Company Americas dated as of December 31, 2008. Copy attached.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.
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**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 9<sup>th</sup> day of March, 2009.

DEUTSCHE BANK TRUST COMPANY  
AMERICAS

/s/ Wanda Camacho

By: Wanda Camacho  
Vice President