

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Greenbelt Division)**

In re: *

PG&E NATIONAL ENERGY * Case No.: 03- through
GROUP, INC., et al. * Case No.: 03-
* Chapter 11
Debtors. (Jointly Administered under
* Case No.: 03-)

* * * * *

**NOTICE OF OWNERSHIP OF AN AMOUNT
EQUAL TO OR EXCEEDING \$183 MILLION OF NEG CLAIMS**

PLEASE TAKE NOTICE that [Name of Claimholder] Owns [an amount equal to or exceeding \$183 million of NEG Claims]. As of [date], the [Name of Claimholder] Owns the following NEG Claims:

| <u>Debtor</u> | <u>Description of Claim</u> | <u>Amount of Claim</u> | <u>Date Claim Acquired</u> |
|----------------------|------------------------------------|-------------------------------|-----------------------------------|
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PLEASE TAKE FURTHER NOTICE that this Notice is being filed with the Bankruptcy Court and served upon (i) PG&E National Energy Group, Inc., 7600 Wisconsin Avenue, Bethesda, Maryland 20814, Attn. Sanford Hartman (ii) Willkie Farr & Gallagher, 787 Seventh Avenue, New York, New York 10019, Facsimile No. 212-728-8111, Attn: Matthew A. Feldman, Esq., pursuant to that certain Order Pursuant to Sections 362 and 105(a) of the Bankruptcy Code Establishing Notification and Hearing Procedures and Enjoining the Claiming of Worthless Stock Deductions and the Deconsolidation of NEG and its Subsidiaries from the PG&E Corporation Tax Group (the "Order").

For purposes of this Notice, (i) "Ownership" of a claim against, or stock of, the Debtors shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code and, thus, as provided in such rules, but without expanding the meaning of "Ownership" beyond its meaning under such rules, shall include, but not be limited to, direct and indirect ownership (e.g., a holding company would be considered to beneficially own an allocable share of the shares owned or acquired by its subsidiaries), ownership by members of such person's family and certain persons acting in concert, and in certain cases, the creation or issuance of an option (in any form), and (ii) any variation of the term "Ownership" (e.g., Own) shall have the same meaning.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001 (e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name of Claimholder]
[Address of Claimholder]
[Telephone of Claimholder]
[Facsimile of Claimholder]
Dated: [city, state]
_____, 2003