

Decision No. 31389

BEFORE THE RAILROAD COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of  
SOUTHERN OREGON GAS CORPORATION,  
CALIFORNIA UTILITIES COMPANY,  
NEEDLES GAS AND ELECTRIC COMPANY  
AND  
WEAVERVILLE ELECTRIC COMPANY,  
for an order (a) authorizing California  
Utilities Company, Needles Gas and  
Electric Company and Weaverville Elec-  
tric Company to merge with and into  
Southern Oregon Gas Corporation under  
and pursuant to the proposed Agreement  
of Merger hereinafter referred to; (b)  
authorizing Southern Oregon Gas Corpora-  
tion (under its proposed new name of  
"California-Pacific Utilities Company")  
to issue shares of its capital stock as  
provided in said proposed Agreement of  
Merger and to assume the obligations  
of said California Utilities Company,  
Needles Gas and Electric Company and  
Weaverville Electric Company pursuant  
to said Agreement of Merger; (c) auth-  
orizing Southern Oregon Gas Corporation  
(under its proposed new name of "Cali-  
fornia-Pacific Utilities Company") to  
issue \$475,000. principal amount of its  
First and Refunding Mortgage Bonds,  
Series A, due 1958, and to make, execute  
and deliver its Trust Indenture dated as  
of January 1, 1938, to Bank of America  
National Trust and Savings Association  
and W.J. Kieferdorf, as Trustees; and  
(d) approving, pursuant to Section 52 of  
the Public Utilities Act, the fairness  
of the terms and conditions of the issuance  
and exchange of such securities.

ORIGINAL

Application No. 22230

BY THE COMMISSION:

FIRST SUPPLEMENTAL ORDER

The Commission hereby declares that Southern Oregon Gas Corporation on October 19, 1938 filed with it the stipulation referred to in paragraph eight (8) of the order in Decision No. 31363 dated October 17, 1938; said stipulation reading-

"Southern Oregon Gas Corporation, one of the parties to the above entitled proceeding, pursuant to due authorization by its board of directors, hereby stipulates and agrees as follows:

That in the event Niagara Share Corporation of Maryland

transfers all or <sup>any</sup> part of the First Preferred or Second Preferred Shares to be issued by Southern Oregon Gas Corporation (under its proposed new name, "California-Pacific Utilities Company") pursuant to the authorization of the Railroad Commission of the State of California given by its Decision No. 31363 dated October 17, 1938, under Application No. 22230, and made and entered in the above entitled proceeding, it will forthwith cause appropriate proceedings to be taken to amend its articles of incorporation so as to provide that the voting rights conferred upon the owners of said preferred shares may be exercised forthwith and immediately upon the happening of default in the payment of dividends on said preferred shares and without the necessity of calling or holding any special meeting of the holders of said preferred shares and the favorable vote at such meeting of such holders to exercise such rights; and further, to amend its articles of incorporation so as to provide that if a default occurs in the payment of dividends on both or either class of said preferred shares after the same has been transferred in any manner whatsoever in whole or in part by Niagara Share Corporation of Maryland, the owners of said preferred shares shall have five votes for each preferred share owned."

DATED at San Francisco, California, this 24<sup>th</sup> day of  
October, 1938.

Robert A. ...  
Frank ...  
Ray & ...

Commissioners