

Decision No. 32240

BEFORE THE RAILROAD COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of SOUTHERN CALIFORNIA EDISON COMPANY LTD., for authority to make, execute and deliver a certain First Supplemental Indenture under Mortgage of Pacific Light and Power Company to Union Trust Company of San Francisco dated September 1, 1902; a Conveyance to Harris Trust and Savings Bank and Security-First National Bank of Los Angeles; and a Conveyance to The City of Los Angeles.

ORIGINAL

Application No. 22918

BY THE COMMISSION:

O P I N I O N

In this proceeding the Commission is asked to authorize Southern California Edison Company Ltd. to execute three documents, to-wit:

1. A first supplemental indenture to Wells Fargo Bank & Union Trust Co., Trustee, (copy filed as Exhibit A);
2. A conveyance to Harris Trust and Savings Bank and Security-First National Bank of Los Angeles, Trustees, (copy filed as Exhibit B); and
3. A conveyance to The City of Los Angeles (copy filed as Exhibit C).

The execution and delivery of the documents is essential to consummate that certain contract with the Department of Water and Power to The City of Los Angeles, authorized by Decision No. 32057, dated June 6, 1939 in Application No. 22772, and to withdraw from Wells Fargo Bank & Union Trust Co., Trustee, under the indenture securing the payment of bonds issued by Pacific Light and Power Company, the \$5,572,000 which applicant will obtain from the sale of properties to The City of Los Angeles.

Pacific Light and Power Company, a corporation, whose outstanding stock is all owned by applicant, and whose assets have been acquired by applicant, has outstanding \$4,273,000 of first mortgage 5% gold bonds due July 1, 1942. The payment of the bonds is secured by a trust deed dated September 1, 1902 and delivered to Union Trust Company of San Francisco, Trustee, the predecessor of Wells Fargo Bank & Union Trust Co.

Through the execution and delivery of the proposed supplemental indenture filed herein as Exhibit A, applicant will convey to Wells Fargo Bank & Union Trust Co. as trustee, certain properties to secure the payment of said \$4,273,000 of bonds. In addition, applicant acknowledges itself indebted to the trustee or the bearers or registered holders of said bonds in an amount equal to the principal of said bonds and the interest thereon. Furthermore, " The Company covenants and agrees with the Trustee that in the event the portion of the electric distributing system now or hereafter owned by the Company, which is subject to said Original Indenture and this Supplemental Indenture, is at any time hereafter separated and operated separately from the electric generating, transmitting and distributing system of the Company as the same now or may hereafter exist, the Company will supply electric energy for the operation of said electric transmission distributing system subject to the lien of said Original Indenture and of this Supplemental Indenture, as such system now or hereafter exists, upon such terms and conditions and at such rates as may be approved by the Railroad Commission of the State of California."

By the execution and delivery of the conveyance filed in this proceeding as Exhibit B to Harris Trust and Savings Bank and Security-First National Bank of Los Angeles, as trustees, under the indenture securing the payment of applicant's first and refunding mortgage gold bonds, the holders of said bonds will obtain a second lien on properties

securing the payment of the Pacific Light and Power Company bonds.

Said Exhibits A, B and C contain other terms and conditions which need not be mentioned herein.

ORDER

The Commission has considered applicant's requests and is of the opinion that this is not a matter on which a hearing is necessary and that this application should be granted, as herein provided, therefore,

IT IS HEREBY ORDERED, that Southern California Edison Company Ltd. be, and it is hereby, authorized to execute and deliver on or before November 1, 1939, a first supplemental indenture substantially in the same form as the supplemental indenture filed in this proceeding as Exhibit A, provided that the authority herein granted is for the purpose of this proceeding only and is granted only insofar as this Commission has jurisdiction under the terms of the Public Utilities Act to authorize applicant to execute and deliver said first supplemental indenture, and is not intended as an approval of said first supplemental indenture as to such other legal requirements to which said first supplemental indenture may be subject.

IT IS HEREBY FURTHER ORDERED, that Southern California Edison Company Ltd. be, and it is hereby, authorized to execute and deliver, on or before November 1, 1939, a conveyance substantially in the same form as the conveyance filed in this proceeding as Exhibit B, provided that the authority herein granted to execute and deliver said conveyance is for the purpose of this proceeding only and is granted only insofar as this Commission has jurisdiction under the terms of the Public Utilities Act to authorize applicant to execute

and deliver said conveyance and is not intended as an approval of said conveyance as to such other legal requirements to which said conveyance may be subject.

IT IS HEREBY FURTHER ORDERED, that Southern California Edison Company Ltd. be, and it is hereby, authorized to execute and deliver, on or before November 1, 1939, to The City of Los Angeles, a conveyance substantially in the same form as the conveyance filed in this proceeding as Exhibit C, provided that the authority herein granted to execute and deliver said conveyance is for the purpose of this proceeding only, and is granted only insofar as this Commission has jurisdiction under the terms of the Public Utilities Act to authorize applicant to execute and deliver said conveyance, and is not intended as an approval of said conveyance as to such other legal requirements to which said conveyance may be subject.

IT IS HEREBY FURTHER ORDERED, that within thirty(30) days after the execution and delivery of said first supplemental indenture and of said conveyances, Southern California Edison Company Ltd. shall file with the Railroad Commission two certified copies of said first supplemental indenture and two certified copies of each of said conveyances.

DATED at San Francisco, California, this 15th day of August, 1939.

Rashevskiy
Frank D. Smith
[Signature]
Justice J. Casner
Commissioners