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**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE
STATE OF CALIFORNIA**

Application of SOUTHERN CALIFORNIA EDISON ^{A1510001})
COMPANY (U 338-E) to issue, sell, and deliver one or)
more series of Debt Securities and guarantee the)
obligations of others in respect of the issuance of Debt)
Securities, the total aggregate principal amount of such)
indebtedness and guarantees not to exceed)
\$3,375,000,000; to execute and deliver one or more)
indentures; to sell, lease, assign, mortgage, or otherwise)
dispose of or encumber utility property; to issue, sell and)
deliver in one or more series, an aggregate amount not to)
exceed \$1,450,000,000 par or stated value of Cumulative)
Preferred Stock -- \$25 Par Value, \$100 Cumulative)
Preferred Stock -- \$100 Par Value, Preference Stock or)
any combination thereof, and guarantee the obligations of)
others in respect of the issuance of that Preferred or)
Preference Stock.)

**SOUTHERN CALIFORNIA EDISON COMPANY (U 338-E)
APPLICATION FOR DEBT AND STOCK AUTHORIZATION**

MICHAEL A. HENRY

Attorney for
SOUTHERN CALIFORNIA EDISON COMPANY

2244 Walnut Grove Avenue
Post Office Box 800
Rosemead, California 91770
Telephone: (626) 302-4328
Facsimile: (626) 302-4106

Dated: October 2, 2015

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I.

SUMMARY OF AUTHORIZATION SOUGHT

SOUTHERN CALIFORNIA EDISON COMPANY (“SCE”) seeks authorization from the California Public Utilities Commission (“Commission”) to issue, sell and deliver from time to time, one or more series of (1) debt securities, including but not limited to first and refunding mortgage bonds, debt securities secured by a pledge of its accounts receivable, debentures, notes, subordinated debt securities including hybrid securities, overseas indebtedness, foreign currency denominated securities, medium term notes, preferred securities, commercial paper, other floating or variable rate debt, credit or loan agreements, and other evidences of indebtedness (collectively, “Debt Securities”), in an aggregate principal amount not to exceed \$3,375,000,000 with all such issuances to take place at any time from the date of authorization thereof until the aggregate principal amount authorized has been fully utilized, and (2) Cumulative Preferred Stock--\$25 Par Value, \$100 Cumulative Preferred Stock--\$100 Par Value, and Preference Stock, or any

combination thereof, as authorized in SCE's articles of incorporation (generally referred to herein as "Preferred Equity"), in an aggregate amount not to exceed \$1,450,000,000 par or stated value, in either case upon substantially the terms and conditions set forth in this Application.

SCE also seeks authorization, in connection with the issuance of Debt Securities, to (1) guarantee the securities or other obligations of regulated direct or indirect subsidiaries or affiliates of SCE (such subsidiaries and affiliates generally referred to herein as "affiliates") or of governmental entities that issue securities on behalf of SCE, (2) execute and deliver one or more indentures or supplemental indentures, and (3) sell, lease, assign, mortgage, or otherwise dispose of or encumber utility property, including but not limited to its accounts receivable. SCE also seeks authorization in connection with the issuance of Preferred Equity to guarantee the securities or obligations of affiliates (as defined above).

In order to take advantage of continued historically low financing costs, as well as to enable SCE to meet its financing needs for anticipated capital expenditures, SCE requests that the Commission give this Application prompt consideration. For more information regarding SCE's planned capital expenditures, see "Use of Proceeds" in Section VIII below.

II.

BACKGROUND

The authorizations requested in the Application are substantially similar to those requested in SCE's most recent Application of this kind, A.13-09-005, filed on September 5, 2013, and decided by the Commission in Decision 14-03-005. At the time SCE filed A.13-09-005, SCE expected such authorization to be sufficient to meet its financing needs through 2016. Due to higher financing needs through 2016 than what was forecasted in SCE's 2013 application, SCE now projects that such authorization will not last through 2016, and SCE is therefore filing this Application sooner than anticipated.

SCE has estimated its requirements for issuance of Debt Securities and Preferred Equity based largely on financing needs driven by capital expenditure forecasts through 2017. The estimated requirements include uses of funds such as capital expenditures, maturing debt

obligations and potential refinancing opportunities, as well as sources of funds such as cash flow from operations. Exhibit A is a forecast of SCE's capital expenditures and sources and uses of funds for the 2015-2017 period. The financing request assumes capital expenditures primarily for maintaining reliability and expanding the capability of SCE's transmission and distribution system, upgrading and constructing new transmission lines and substations for system reliability and increased access to renewable energy, and maintaining performance of SCE's natural gas and hydro-electric generating plants.

SCE's long-term financing requirements could increase if these and other investments in utility plant and equipment are greater than expected or if other unforeseen events occur which necessitate the issuance of additional long-term Debt Securities and Preferred Equity. For the remainder of 2015 through 2017, it is estimated that approximately \$6.1 billion in Debt Securities and Preferred Equity will be needed. This need is largely driven by planned funding for capital expenditures (Exhibit B) as well as maturing debt obligations and potential refinancings of outstanding Debt Securities and Preferred Equity over the forecast period. An additional \$775 million of the proposed financing authority will be reserved for contingency purposes, which could include financing construction expenditures and/or acquisition of property. SCE currently has \$2.05 billion of remaining CPUC authority to issue long-term Debt Securities and Preferred Equity (see Exhibit C), but will largely use this remaining authority over the remainder of 2015 and the early part of 2016. SCE expects that the requested financing authorization of \$4.825 billion will enable it to meet its financial and service obligations through 2017.

III.

DESCRIPTION OF DEBT SECURITIES

The principal amount, maturity, form, and terms and conditions of each series of Debt Securities will be determined by SCE's board of directors or management according to market conditions at the time of sale or issuance. The Debt Securities may bear a fixed, floating or variable rate of interest and may be issued at par or with an original issue discount or premium. In general, the Debt Securities will be issued with maturities of up to 100 years. Commercial paper

and other forms of short-term debt may be issued with maturities of 364 days or less, but may be rolled over for periods exceeding 12 months. SCE may issue Debt Securities directly or may issue them through an affiliate that will in turn lend or otherwise transfer the proceeds to or for the benefit of SCE.

The types of Debt Securities that may be issued are described below. The optional features designed to enhance the terms and conditions of the Debt Securities are described in Section IV of this Application.

A. Secured Debt Securities

SCE may issue secured Debt Securities, which generally would be first and refunding mortgage bonds under SCE's first mortgage trust indenture dated as of October 1, 1923, as amended and supplemented ("Trust Indenture") (See Exhibit D, p. A3). The supplemental indenture delivered in connection with each series of first and refunding mortgage bonds will be in a form consistent with the supplemental indentures under which SCE's currently outstanding bonds have been issued (See Exhibit D, p. A3).

The bonds may be sold to underwriters who in turn will offer the bonds to investors, or may be sold directly to investors either with or without the assistance of a private placement agent. Bonds may also be delivered in connection with a pollution control financing as described below. SCE also may issue and pledge or deliver bonds as a means of securing other authorized indebtedness, such as borrowing under a loan or credit agreement. Bonds may be registered with the Securities and Exchange Commission ("SEC"), depending on the method of offering and sale, and may be listed on a stock exchange. Secured debt securities may be issued under another indenture, and senior notes and debentures may be issued, as part of a "fall-away" mortgage bond structure where mortgage bonds are initially issued and later converted to unsecured notes and debentures.¹

¹ See, D.12-03-005, in A.11-10-016 filed by San Diego Gas & Electric Company.

Because each new series of bonds would be an additional encumbrance on SCE's utility properties under SCE's Trust Indenture, SCE requests authorization under Public Utilities Code Section 851 to mortgage and encumber utility property.

B. Accounts Receivable Financing

SCE may issue Debt Securities secured by a pledge, sale or assignment of its accounts receivable. SCE anticipates that the transactions would be structured to be a true sale for bankruptcy purposes, a sale for financial reporting, and debt for tax purposes, although other structures may be developed using accounts receivable as security or collateral.

Because of the additional security provided by the accounts receivable, it may be possible to obtain financing through accounts receivable financings at interest rates lower than SCE's short-term borrowing costs.

Because an accounts receivable financing would be an encumbrance on SCE's utility properties to the extent that accounts receivable are considered to be utility property, SCE requests authorization under Public Utilities Code Section 851 to mortgage and encumber utility property.

C. Unsecured Senior Debt Securities

SCE may issue unsecured senior Debt Securities as debentures, notes, preferred securities, or other evidences of indebtedness. Unsecured senior Debt Securities (consistent with financial marketplace terminology, collectively referred to herein as "senior notes and debentures") would not be secured by specific properties of SCE, but may be issued under trust indentures, including but not limited to, a senior indenture dated January 15, 1993. Senior notes and debentures may be sold to underwriters who in turn will offer the Debt Securities to investors, or may be sold directly to investors, either with or without the assistance of a placement agent. SCE may also issue senior notes and debentures or other unsecured senior Debt Securities as part of an issuance of trust preferred securities. In such an issuance, SCE would create a subsidiary, generally in the form of a trust, which would issue preferred securities to the public. The preferred securities would represent an interest in the senior notes and debentures issued by SCE to the trust, and would also be guaranteed by SCE.

Senior notes and debentures may be registered with the SEC and may be listed on a stock exchange.

D. Unsecured Subordinated Debt Securities

SCE may issue unsecured subordinated Debt Securities as debentures, notes, preferred securities, or other evidences of indebtedness. Unsecured subordinated Debt Securities (consistent with financial marketplace terminology, collectively referred to herein as “subordinated notes and debentures”) would not be secured by specific properties of SCE, but may be issued under trust indentures. Subordinated notes and debentures would be junior to secured Debt Securities and unsecured senior Debt Securities in liquidation and right of payment. Subordinated notes and debentures may be sold to underwriters who in turn will offer the Debt Securities to investors, or may be sold directly to investors, either with or without the assistance of a placement agent. SCE may also issue notes and debentures or other unsecured subordinated Debt Securities as part of an issuance of trust preferred securities. In such an issuance, SCE would create a subsidiary, generally in the form of a trust, which would issue preferred securities to the public. The preferred securities would represent an interest in the notes and debentures issued by SCE to the trust, and would also be guaranteed by SCE. Unsecured subordinated Debt Securities may or may not be issued as part of a hybrid security structure, as outlined in the immediately following section.

Subordinated notes and debentures may be registered with the SEC and may be listed on a stock exchange.

E. Hybrid Securities

“Hybrid Securities” may be issued as subordinated debt directly to the public or structured as a trust preferred security, with SCE issuing subordinated debt to a subsidiary, generally in the form of a trust, and the trust issuing preferred securities to the public. The hybrid securities would have a term of up to 100 years and would have other features which improve the equity content of the securities, as determined by applicable rating agencies. The terms of hybrid securities may include, but will not be limited to: (i) restrictive redemption provisions, including but not limited to capital replacement provisions, (ii) interest rates which may be fixed, floating, adjustable, or

deferrable, (iii) mandatory sinking funds, and (iv) such other provisions as SCE may deem appropriate in connection with its issuance and sale of hybrid securities.

SCE may issue hybrid securities as a lower cost alternative to Preferred Equity. Hybrid securities have characteristics of both debt and equity, and therefore are given partial equity treatment by the rating agencies. Accordingly, SCE would treat hybrid securities similar to preferred equity in its cost of capital proceedings and in determining compliance with its authorized capital structure. Such treatment is consistent with the Commission's past practice with respect to other Preferred Equity alternatives, such as the Quarterly Income Preferred Securities (QUIPS) and Monthly Income Preferred Securities (MIPS) issued by Pacific Gas & Electric Company.²

Hybrid securities may be registered with the SEC and may be listed on a stock exchange.

F. Overseas Indebtedness

SCE and/or an affiliate may issue Debt Securities in the form of debentures, notes or other evidences of indebtedness that would be issued and sold ultimately to foreign investors and would likely be denominated in U.S. dollars. Such overseas indebtedness may be sold to underwriters who in turn may offer the Debt Securities to investors, or may be sold directly to investors, either with or without the assistance of a placement agent. This type of financing can be advantageous when foreign demand for dollar-denominated securities is high. Overseas indebtedness would be issued and sold only when such issuances result in an overall cost of money to SCE and/or an affiliate lower than issuances of comparable domestic debt securities in the U.S. market.

G. Foreign Currency Denominated Securities

SCE and/or an affiliate may issue debentures, notes or other Debt Securities with the payment of interest or principal, or both, denominated in a foreign currency. Such foreign currency securities may be sold to foreign or domestic investors and may be denominated in any major

² See, D.95-09-023, in A.95-06-060, and D.04-12-047, in A.04-05-023, n.19 "QUIPS are debt instruments with some characteristics of preferred stock, and in the past have been included in the embedded cost of preferred stock net of the tax savings."

foreign currency, including, but not limited to, British pounds; Australian, New Zealand, Hong Kong, Singapore or Canadian dollars; Norwegian, Swedish or Danish krona; Japanese yen; Swiss francs; or European euros. Foreign currency denominated securities will be issued only when such issuances result in an overall cost of money to SCE, including all transaction and foreign exchange contract costs, lower than issuances of comparable U.S. dollar denominated securities.

In conjunction with the issuance of foreign currency securities, SCE and/or an affiliate may enter into one or a series of forward contracts by which a counterparty would be obligated to pay the foreign currency necessary to make principal, premium, if any, and interest payments on the foreign currency security. In exchange, SCE and/or an affiliate would pay a counterparty U.S. dollars based on a predetermined formula. The forward contract would be with a major financial intermediary, such as a commercial or investment bank, or directly with a principal in need of U.S. dollars. The cost of the forward contracts will be included for determining the overall cost of foreign currency securities.

H. Medium-Term Notes (“MTNs”)

MTNs may be offered as part of a program on a continuous or periodic basis. MTNs may be sold privately or publicly in the domestic or foreign capital markets. If sold in foreign capital markets, MTNs may be denominated in U.S. dollars or in a foreign currency as described above.

MTNs may require registration under the federal securities laws. SCE and/or an affiliate may sell MTNs through a private placement agent who markets notes on a reasonable efforts basis. SCE and/or an affiliate also may sell MTNs to underwriters who in turn offer them to investors, or SCE and/or an affiliate may sell MTNs directly to investors. MTNs may be listed on a stock exchange.

If MTNs are sold through a placement agent, SCE and/or an affiliate would determine the interest rates at which they would be willing to issue MTNs of various maturities. The placement agent would be notified of those interest rates. The rates can be continuously updated to reflect changing market conditions and SCE’s need for funds.

I. Direct Loans

SCE anticipates that from time to time it may be advantageous to borrow directly from banks, insurance companies, or other financial institutions. SCE generally would enter into such loans only when the loans were designed to result in an overall cost of money lower than that available through the issuance of other forms of Debt Securities or when necessary as an interim arrangement or for other reasons. To obtain such loans, SCE may enter into loan or credit agreements, including agreements on a revolving basis. SCE may secure direct loans by issuing first and refunding mortgage bonds to the lenders or their agent. The first mortgage bonds would mirror the terms of the loans and would be drawn upon only if a payment on the loans were not made when due.

J. Commercial Paper

SCE may issue Debt Securities as commercial paper or refund or roll over previously issued commercial paper. The commercial paper may be sold privately or publicly in the domestic or foreign capital markets. The commercial paper may be sold through placement agents who market commercial paper on a reasonable efforts basis, or may be sold directly to investors. Although it may issue commercial paper without separate liquidity support if possible and cost-effective to do so, SCE anticipates it or an affiliate (acting at SCE's direction) will arrange a credit agreement with banks or other financial institutions to provide liquidity support for the commercial paper indebtedness. SCE or its affiliate may from time to time make modifications to the credit agreement to improve the terms and conditions. In addition, one or more new financial institutions may be added to or substituted for institutions initially participating in the credit agreement, and one or more of these institutions may be removed or have their respective percentage participation adjusted. At the expiration of the credit agreement, SCE or its affiliate may renew or replace it.

The cost of commercial paper will include the effective yield plus any expenses associated with issuing commercial paper. These expenses include, but are not limited to, dealer commissions, issuing and paying agent fees, rating fees, and credit facility fees.

K. Other Floating or Variable Rate Debt

Opportunities may arise from time to time for SCE and/or an affiliate to issue other forms of floating or variable rate debt which may lower the overall cost of money. The types of other floating or variable rate debt include, but are not limited to, debt instruments bearing interest based on various short-term interest rate indices, bankers' acceptances, and other floating or variable rate instruments which may become available in the capital markets at attractive rates. The interest rates on floating or variable rate debt also may vary based on changes in SCE's credit ratings or other factors.

IV.

FEATURES TO ENHANCE DEBT SECURITIES

SCE hereby requests authorization to include at its discretion one or a combination of the following additional features in SCE or affiliate Debt Securities. Such features will be used as appropriate to improve the terms and conditions of the Debt Securities.

A. Credit Enhancements

SCE may obtain credit enhancements for Debt Securities, such as letters of credit, standby bond purchase agreements, surety bonds or insurance policies, or other credit support arrangements. Such credit enhancements may be included to reduce interest costs or improve other credit terms, and the cost of such credit enhancements would be included in the cost of the Debt Securities.

B. Redemption Provisions/Call Options

Each issue of Debt Securities may contain a provision allowing it to be redeemed or repaid prior to maturity. An early redemption provision may allow the Debt Securities to be redeemed or repaid at any time, or it may allow the Debt Securities to be redeemed or repaid only after a certain restrictive period. In either case, the Debt Securities would be redeemable at a premium over par or at a stated price such as par.

C. Put Options

SCE anticipates that from time to time the cost of Debt Securities may be reduced by the inclusion of a put option. This would allow the holders of Debt Securities to require SCE or an affiliate to repurchase all or a portion of each holder's securities. Debt holders may be willing to accept a lower interest rate in exchange for the protection that a put option offers them.

D. Sinking Funds

SCE anticipates that from time to time the cost of Debt Securities may be reduced by the use of a sinking fund. A sinking fund may require SCE periodically to redeem, repurchase or retire a specified principal amount of Debt Securities.

E. Tax-Exemption

SCE anticipates that from time to time the cost of Debt Securities may be reduced by issuing them through a governmental body, political subdivision or other conduit issuer, thereby obtaining tax-exempt status for the securities. SCE anticipates using the tax-exempt option whenever its facilities qualify for tax-exempt financing under federal and/or state law. In order to obtain the benefits of tax-exempt financing, SCE proposes to engage in one or more financings structured substantially as follows:

1. A governmental body would issue and sell one or more series of its bonds, notes, debentures or other securities to a group of underwriters who would ultimately market such bonds to investors.
2. Concurrent with the sale and delivery of such securities and in consideration for the proceeds of the securities, SCE would enter into a loan agreement, installment sale agreement or other security agreement with the issuer. Pollution control or other facilities may be conveyed to the issuer and then subsequently be reconveyed to SCE in consideration for SCE Debt Securities. The operation and control of the facilities would remain with SCE or the project operator at all times.

The obligations of SCE would be substantially consistent with the terms and conditions of the governmental issuer's securities, and SCE would unconditionally guarantee or otherwise secure

the issuer's obligations to its debt holders. As a means of securing the issuer's obligations, SCE may issue and pledge or deliver bonds in an equal principal amount to the issuer or a trustee.

F. Warrants

SCE anticipates that from time to time the cost of Debt Securities may be reduced by attaching warrants to such securities. Each warrant would entitle the holder to purchase an additional bond, note or debenture or a share of capital stock. The Debt Security to be issued upon exercise of a debt warrant would bear interest at a pre-established rate and would mature at a pre-established time. No additional underwriting fees would be incurred upon exercise of the warrants. Debt warrants would most likely be exercised if interest rates decline below the pre-established rate and would most likely expire unexercised if rates remain above the pre-established rate. Stock warrants would most likely be exercised if the stock price rose above a pre-established price and would most likely expire unexercised if the stock price remained below the pre-established price. SCE believes there are intervals when investors overvalue warrants to the advantage of the issuer. The higher the value placed on the warrants, the greater the potential savings to ratepayers. Even if the warrants are exercised, ratepayers could still realize savings because of the premium received from the sale of the warrants.

V.

INTEREST RATE CAPS, COLLARS, SWAPS AND HEDGES

SCE seeks authority to reduce the risks associated with interest and dividend rate volatility through various financial instruments. Such risks can be present in both Debt Securities which may have a fixed or floating interest rate, or Preferred Equity, which are typically priced based on interest rates and may have a fixed or floating dividend rate. In normal market conditions, floating interest rate securities (including, for purposes of this section, all Debt Securities with floating or variable interest rates and all Preferred Equity with floating or variable dividend rates) initially carries a lower rate than comparable fixed rate securities. However, there is the possibility that the floating rate could increase so that the average floating rate over the life of the security is higher than the fixed rate. Therefore, SCE requests authority to enter into one or more contracts for the

purpose of managing interest rate risk. Such contracts could take a number of forms including interest rate cap agreements, interest rate floor agreements, interest rate collar agreements and interest rate swap agreements. SCE also requests authority to enter into contracts to reduce the risk of increased interest and dividend rates associated with planned financings. Such contracts could include forward starting swaps, Treasury locks, caps and collars used to hedge future fixed rate debt or preferred equity issuances. Such authority will not be considered as separate debt or equity for purposes of calculating its remaining financing authorization hereunder.

In order to reduce ratepayers' exposure to interest rate risk, SCE may negotiate a maximum rate, usually called a cap. In that case, even if floating rates increase above the cap or ceiling rate, SCE would pay only the ceiling rate. In addition to the ceiling rate, sometimes the counterparty to the contract desires to have a floor rate. In the event that the floating rate falls below the floor rate, SCE would pay the floor rate. Such floor and ceiling rates are called interest rate collars because the interest rate fluctuates within a band which is negotiated between SCE and the counterparty.

From time to time, SCE may be able to reduce its borrowing costs by issuing fixed or floating rate debt or preferred equity and entering into one or a series of interest rate swap contracts to convert fixed rate payments into favorable floating rate payments or vice versa, or to convert floating rate payments tied to one index (e.g., London Interbank Offer Rate, or LIBOR) into floating rate payments tied to another index (e.g., the Federal Reserve Composite Rate for Commercial Paper). SCE could reduce financing costs if the resulting rate is lower than SCE could have obtained by issuing a comparable security directly.

Swaps may be denominated in U.S. dollars or in a foreign currency. If SCE enters into a swap denominated in a foreign currency, any exchange risk will be hedged through one or more forward contracts or through a currency swap. Swaps would be negotiated with a major financial intermediary (like a commercial bank) or directly with a principal seeking the other side of the swap transaction. The swap contract may specify that the exchange of interest payments will commence either immediately or at a future date.

Contracts for hedging future fixed rate debt and preferred equity issuances can take various forms, including Treasury locks, caps, and collars. Treasury locks are used to “lock in” the forward rate of a specified Treasury or other security on which a fixed rate financing will be priced at some date in the future. Treasury caps are used to “lock in” the maximum forward rate of a specified Treasury or other security on which a fixed rate issuance will be priced at some date in the future. Treasury collars are used to “lock in” a range of forward rates of a specified Treasury or other security on which a fixed rate issuance will be priced at some date in the future. In addition to these contracts which hedge the underlying Treasury rate or other index upon which issuances are priced, there are also contracts which hedge the overall cost of an issuance, not just the underlying index rate. These hedges are accomplished through the use of forward starting swaps, whereby an issuer contracts to pay a predetermined rate at some date in the future.

SCE will enter into these swap or hedging contracts only in connection with actual, pending or planned issues of authorized Debt Securities or Preferred Equity.

SCE’s swap and hedging transactions entered into pursuant to this Application will comply with the following requirements:

1. SCE will separately report all interest income and expense arising from all swap and hedging transactions in its report to the Commission pursuant to General Order 24-C.
2. Swap and hedging transactions will not exceed at any time 20% of SCE’s total long-term debt outstanding.
3. All costs associated with hedging transactions are subject to review in SCE’s next cost of capital proceeding.
4. Hedging transactions carrying potential counterparty risk must have counterparties with at least an investment grade rating from Moody’s Investors Service (“Moody’s”) or Standard & Poor’s Corporation (“S&P”).
5. If SCE elects to terminate a swap or hedging transaction before the original maturity or the swap or hedging partner terminates the agreement, all costs

associated with the termination will be subject to review in SCE's next cost of capital proceeding.

6. SCE will provide the following to the Commission Staff within 30 days of receiving any written request: (i) all terms, conditions, and other details of swap and hedge transactions, (ii) rationale(s) for the swap and hedge transactions, (iii) estimated costs for the "alternative" or unhedged transactions, and (iv) a copy of the swap and hedge agreements and associated documentation.

The terms and conditions of swaps and hedges will be determined by SCE according to market conditions at the time such transactions are negotiated. Caps, collars, swaps or hedges entered into by an affiliate may be guaranteed by SCE.

VI.

DESCRIPTION OF PREFERRED EQUITY

SCE proposes that each offering of Preferred Equity will bear such terms and conditions as may be approved by SCE's board of directors at or immediately prior to the date of issuance or sale in light of market conditions that may exist at that time. The rights, preferences and privileges applicable to each series of Preferred Equity will be fixed by resolution of SCE's board of directors or a committee thereof, and a certificate of determination of preferences which includes the content of such resolution will be filed with the California Secretary of State.

SCE seeks authority to offer, issue and sell the Preferred Equity in one or more offerings with the method of sale, price, dividend rate, voting rights, liquidation preferences and other rights, preferences, privileges and restrictions to be determined prior to each offering in consideration of then prevailing market conditions. SCE anticipates that the terms of the Preferred Equity may include, but will not be limited to: (i) restrictive redemption provisions; (ii) dividend rates which may be fixed, floating, adjustable or which may be set by a market auction procedure; and (iii) mandatory sinking funds.

SCE may issue Preferred Equity as part of an issuance of trust preferred securities. In such an issuance, SCE would create an affiliate in the form of a trust or other entity that would issue

preferred securities to the public. The preferred securities would represent an interest in the Preferred Equity issued by SCE to the trust, and would also be guaranteed by SCE.

SCE also may issue Preferred Equity in the form of depositary shares. In such an issuance, SCE would issue depositary shares to investors, each of which represents a fractional interest in a share of SCE preferred stock or preference stock. The depositary shares would have identical terms as the underlying Preferred Equity that is held by a custodian, typically a large bank. Issuing depositary shares would allow SCE to utilize fewer of its authorized shares in an issuance, thereby avoiding the costly process of amending its Articles of Incorporation to increase the number of authorized shares.

VII.

REPORTING REQUIREMENTS

SCE acknowledges that certain transactions entered into pursuant to this Application will be subject to the Commission's Financing Rule promulgated in D.12-06-015. Those requirements are not repeated in this Application. Also as required by D.12-06-015, SCE will provide the periodic reports pursuant to General Order 24-C to the Commission staff.

VIII.

USE OF PROCEEDS

SCE proposes to use the proceeds from the issuance and sale of the Debt Securities and Preferred Equity authorized pursuant to this Application, other than for payment of accrued interest, if any, and after payment or discharge of obligations incurred for expenses incident to their issue and sale: (1) for the acquisition of property; (2) for the construction, completion, extension or improvement of SCE's facilities; (3) for the retirement or the refunding of securities previously issued and upon which SCE paid the fees prescribed by California Public Utilities Code Sections 1904(b) and 1904.1; and/or (4) to reimburse SCE for money it has actually expended from income, or from any other money in its treasury not secured by or obtained from the issue of stocks or stock certificates or other evidences of interest or ownership, or bonds, notes, or other evidences of

SCE's indebtedness, for any of the aforesaid purposes except maintenance of service and replacements. The amounts so reimbursed will become a part of SCE's general treasury funds.

SCE expects to use \$1.55 billion of the requested Debt Securities authority and \$450 million of the requested Preferred Equity authority for construction expenditures and acquisition of property, or to reimburse SCE for money it has expended for those purposes. Therefore, under Public Utilities Code Sections 1904(b) and 1904.1, SCE expects that the Commission will charge a fee on \$2.0 billion of the authorization granted (see calculation below). The remaining \$2.825 billion of authorization requested for Debt Securities and Preferred Equity will be used for the retirement or refunding of securities previously issued and upon which SCE previously paid a fee, and therefore will not be subject to a fee.

\$3,375,000,000 increase in long-term debt authorization:		
\$1,825,000,000 refunding (no fees)		
\$1,550,000,000 new (fee calculation below)		
\$1,450,000,000 increase in preferred equity authorization:		
\$1,000,000,000 refunding (no fees)		
\$450,000,000 new (fee calculation below)		
\$1,550,000,000+\$450,000,000=\$2,000,000,000		
Formula:	Cost per \$1,000	Total Cost
First \$1 Million	\$2.00	\$2,000.00
\$1 Million to \$10 Million	\$1.00	\$9,000.00
Over \$10 Million	\$0.50	\$995,000.00
Total Fees:		\$1,006,000.00

IX.

CORPORATE INFORMATION

SCE is a corporation organized and existing under the laws of the State of California, and is primarily engaged in the business of generating, purchasing, transmitting, distributing and selling electric energy for light, heat and power in portions of central and southern California as a public utility subject to the jurisdiction of the Commission. SCE's properties, substantially all of which

are located within the State of California, primarily consist of hydroelectric and thermal electric generating plants, together with transmission and distribution lines and other property necessary in connection with its business.

SCE's principal place of business is 2244 Walnut Grove Avenue, Rosemead, California, and its post office address and telephone number are:

Southern California Edison Company
Post Office Box 800
Rosemead, California 91770
Telephone: (626) 302-1212

Communications in regard to this Application are to be addressed to the attention of Michael A. Henry, Senior Attorney, at the above address; his telephone number is (626) 302-4328.

A copy of SCE's Certificate of Restated Articles of Incorporation, effective on March 2, 2006, and presently in effect, certified by the California Secretary of State, was filed with the Commission on March 14, 2006, in connection with Application No. 06-03-020, and is incorporated herein by this reference pursuant to Rule 2.2 of the Commission's Rules of Practice and Procedure.

A copy of SCE's Certificate of Determination of Preferences of the Series D Preference Stock filed with the California Secretary of State on March 7, 2011, and presently in effect, certified by the California Secretary of State, was filed with the Commission on April 1, 2011, in connection with Application No. 11-04-001, and is by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series E Preference Stock filed with the California Secretary of State on January 12, 2012, and a copy of SCE's Certificate of Increase in Authorized Shares of the Series E Preference Stock filed with the California Secretary of State on January 31, 2012, and presently in effect, certified by the California Secretary of State, were filed with the Commission on March 5, 2012, in connection with Application No. 12-03-004, and are by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series F Preference Stock filed with the California Secretary of State on May 5, 2012, and presently in effect, certified

by the California Secretary of State, was filed with the Commission on June 29, 2012, in connection with Application No. 12-06-017, and is by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series G Preference Stock filed with the California Secretary of State on January 24, 2013, and presently in effect, certified by the California Secretary of State, was filed with the Commission on January 31, 2013, in connection with Application No. 13-01-016, and is by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series H Preference Stock filed with the California Secretary of State on February 28, 2014, and presently in effect, certified by the California Secretary of State, was filed with the Commission on March 24, 2014, in connection with Application No. 14-03-013, and is by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series J Preference Stock filed with the California Secretary of State on August 19, 2015, and presently in effect, certified by the California Secretary of State, is filed herewith as Exhibit E, and is by reference made a part hereof.

Certain classes and series of SCE's capital stock are listed on a "national securities exchange" as defined in the Securities Exchange Act of 1934 and copies of SCE's latest Annual Report to Shareholders and its latest proxy statement sent to its stockholders has been filed with the Commission with a letter of transmittal dated March 13, 2015, pursuant to General Order Nos. 65-A and 104-A of the Commission.

X.

FINANCIAL INFORMATION

SCE's financial statements as defined by Rule 2.3 of the Commission's Rules of Practice and Procedure, which include a balance sheet as of June 30, 2015, with a statement reflecting the original cost and cost to SCE of its property and equipment by class, together with the depreciation and amortization reserves applicable to each such class of property and equipment, are attached hereto, marked Exhibit D and by reference made a part hereof. The balance sheet shows among

other things, the amount and classes of SCE’s stock, debentures, bonds (by series) and notes issued and outstanding as of June 30, 2015.

XI.

STATUTORY AUTHORITY

This Application is made pursuant to Sections 816, 817, 818, 821, 830, and 851 of the California Public Utilities Code.

XII.

RULE 6(a) STATEMENT

Pursuant to Rule 2.1 of the Commission’s Rules of Practice and Procedure, SCE proposes that this matter be categorized as a “rate setting” proceeding. A hearing will be required only to the extent any aspects of the Application are contested. Furthermore, applications for financing authority have historically been treated on an ex-parte basis. SCE believes, therefore, that neither a hearing nor a prehearing conference will be necessary.

The issue to be considered by this Application is summarized in Section I of the Application: whether SCE should be granted the authority to issue Debt Securities and Preferred Equity in the amounts and according to the terms set forth in the Application.

While, as indicated above, SCE does not anticipate protests on this Application, SCE submits the following proposed schedule for this matter which takes into account a protest and response period. If no protests are filed within 30 days of the notice of the Application appearing in the Daily Calendar, SCE requests that the response period be eliminated:

October 2, 2015	Application deemed filed
November 2, 2015	Approximate deadline for filing protests based on a notice of Application in daily calendar
November 17, 2015	Draft ALJ Opinion
Within 60 days of Proposed Decision	Final Commission decision issued

XIII.
PRAYER

WHEREFORE, SCE hereby requests that the Commission issue its Order:

1. Authorizing SCE to issue, sell, and deliver one or more series of debt securities, including but not limited to first and refunding mortgage bonds, debt securities secured by a pledge of its accounts receivable, debentures, notes, subordinated debt securities, hybrid securities, overseas indebtedness, foreign currency denominated securities, medium term notes, preferred securities, commercial paper, other floating or variable rate debt, credit or loan agreements, and other evidences of indebtedness (collectively, "Debt Securities"), to guarantee the Debt Securities or other securities of a regulated subsidiary or affiliate of SCE, the proceeds of which may be loaned or otherwise transferred to SCE or to another regulated subsidiary or affiliate of SCE, and/or to guarantee or otherwise secure the obligations of one or more governmental entities in respect of their issuance of debt securities for pollution control and sanitary and solid waste disposal, or other eligible facilities; all such issuances, sales, and guarantees of such Debt Securities and obligations to take place upon terms and conditions substantially consistent with those set forth in or contemplated by this Application and documents, exhibits, or information submitted to the Commission in connection with these proceedings;
2. Authorizing SCE to renew and/or refund commercial paper and other floating or variable rate Debt Securities, so that the combined term of the obligations may exceed twelve months without the need for further authorization from the Commission;
3. Authorizing SCE to arrange credit agreements or other credit facilities as may be necessary for the purpose of issuing the Debt Securities as set forth in or contemplated by this Application or such other documents filed or to be filed with the Commission in connection with these proceedings, and to modify such credit

facilities in the manner set forth in this Application without further authorization from the Commission;

4. Authorizing SCE to execute and deliver an indenture or supplemental indenture in connection with any issue of Debt Securities hereunder and to sell, lease, assign, mortgage, or otherwise dispose of or encumber utility property in connection with the issuance and sale of Debt Securities hereunder;
5. Authorizing SCE to pledge or otherwise dispose of or encumber its accounts receivable in connection with the issuance and sale of Debt Securities hereunder;
6. Authorizing SCE to issue, sell, and deliver Debt Securities by public offering or private placement;
7. Authorizing SCE to issue, sell and deliver one or more series of Cumulative Preferred Stock--\$25 Par Value, \$100 Cumulative Preferred Stock--\$100 Par Value, and Preference Stock, or any combination thereof, as authorized in SCE's articles of incorporation (collectively, "Preferred Equity") and depositary shares in respect of such Preferred Equity, upon terms and conditions substantially consistent with those set forth in or contemplated by this Application and documents, exhibits, or information submitted to the Commission in connection with these proceedings, including to guarantee the securities of a regulated subsidiary or affiliate of SCE, the proceeds of which may be used to purchase Preferred Equity from SCE;
8. Stating that the Debt Securities and Preferred Equity authorized hereunder may be issued, sold and delivered at any time or times and from time to time, in an aggregate principal amount of Debt Securities of up to \$3,375,000,000 and in an aggregate amount of Preferred Equity of up to \$1,450,000,000 par or stated value; that the proceeds therefrom shall be applied for the purposes referred to in this Application;

9. Providing that SCE may utilize at its discretion the features described in Section IV of this Application, and may enter into caps, collars, swaps and hedges as described in Section V;
10. Specifically finding, as required by Section 818 of the Public Utilities Code, that in the opinion of the Commission, the money, property or labor to be procured or paid for by such issues is reasonably required for the purposes so specified, and that, except as otherwise permitted in the order in the case of bonds, notes, or other evidences of indebtedness, such purposes are not, in whole or in part, reasonably chargeable to operating expenses or to income.
11. Providing that the authority granted in such Order shall be effective when SCE has paid the fees, if any, prescribed by Sections 1904(b) and 1904.1 of the California Public Utilities Code; and
12. Granting such additional authorizations or further relief to SCE with respect to the authorizations sought herein as the Commission may deem appropriate.

SOUTHERN CALIFORNIA EDISON COMPANY
Applicant

/s/ George T. Tabata

By: GEORGE T. TABATA
Assistant Treasurer

MICHAEL A. HENRY
Attorney for Applicant

/s/ Michael A. Henry

By: MICHAEL A. HENRY

2244 Walnut Grove Avenue
Post Office Box 800
Rosemead, California 91770
Telephone: (626) 302-4328
Facsimile: (626) 302-4106

Dated: October 2, 2015

VERIFICATION

I am an officer of the applicant corporation herein, and am authorized to make this verification on its behalf. I am informed and believe that the matters stated in the foregoing are true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed October 2, 2015, at Rosemead, California.

/s/ George T. Tabata
George T. Tabata
Assistant Treasurer
SOUTHERN CALIFORNIA EDISON COMPANY

2244 Walnut Grove Avenue
Post Office Box 800
Rosemead, California 91770

SOUTHERN CALIFORNIA EDISON
Exhibit A - Sources & Uses of Funds
(\$ Millions)

	2015	2016	2017	Total
Uses of Cash				
Capital Expenditures	\$4,099	\$4,566	\$4,398	\$13,063
Maturities/Refinancing of Long-Term Debt	339	1,779	479	\$2,597
Refinancing of Preferred Equity	325	1,120	-	\$1,445
Total	\$4,763	\$7,465	\$4,877	\$17,105
Sources of Cash				
Cash From Operations ¹	\$2,638	\$3,020	\$3,727	\$9,385
Long-Term Debt:				
New Issuances	375	1,425	625	\$2,425
Refinancings	-	1,700	400	\$2,100
Preferred Equity:				\$0
New Issuances	125	200	125	\$450
Refinancings	-	1,120	-	\$1,120
New Issuances and Refinancings Already Completed in 2015 ² :	1,625	-	-	\$1,625
Total	\$4,763	\$7,465	\$4,877	\$17,105

Authorization Request (\$ millions)	2015-2017 Funding				2015 Request
	Current CPUC Authorization	Authorization Need	Shortfall	Contingency	
New Long-Term Debt	\$1,395	2,425	(\$1,030)	\$520	\$1,550
Refinancing of Long-Term Debt	275	2,100	(\$1,825)	-	1,825
Total Long-Term Debt	1,670	4,525	(2,855)	520	\$3,375
New Preferred Equity	255	450	(\$195)	255	450
Refinancing of Preferred Equity	125	1,120	(\$995)	-	1,000
Total Preferred Equity	380	1,570	(1,190)	255	\$1,450
Total Request	2,050	6,095	(4,045)	775	\$4,825

Notes:

¹ Operating revenues less operating expenses and other costs which cannot be financed.

² Includes \$875 million in new debt issuances, \$425 million debt refinancing, and \$325 million preferred equity refinancing already completed.

SOUTHERN CALIFORNIA EDISON**Exhibit B - Capital Expenditures Forecast**

	2015	2016	2017	Total '15-'17
Distribution	3,122	3,262	3,125	9,509
Transmission	771	1,088	1,080	2,940
Generation	205	217	193	615
Total	4,099	4,566	4,398	13,063
<i>\$ in Billions</i>	4.1	4.6	4.4	13.1

SOUTHERN CALIFORNIA EDISON
Exhibit C – Existing Authorities

The table below is correct as of the date of this filing. Note that the short-term debt authority is available for indebtedness with a term of less than one year, and thus cannot be used to finance capital expenditures or to refund debt or preferred equity on a long-term basis, and should not be considered by the Commission in deciding whether to grant the authority sought in the Application.

SCE may use all of its available authority to refinance debt and/or preferred equity. It is limited, however, in the amount it may use to finance capital expenditures, as shown below.

Decision No.	Type	Remaining Authority	Authorized Uses	
			Capital Expenditures	Refund Debt and/or Preferred Equity
D.08-10-015	Short-term Debt	\$2,000,000,000	\$2,000,000,000	\$2,000,000,000
D.10-08-002	Preferred Equity	\$90,920,000	\$90,920,000	\$90,920,000
D.14-03-005	Long-Term Debt	\$1,670,100,000	\$1,395,415,000	\$1,670,100,000
D.14-03-005	Preferred Equity	\$289,080,000	\$164,000,000	\$289,080,000
Total		\$4,050,100,000	\$3,650,335,000	\$4,050,100,000

Note: SCE has \$1.583 billion of remaining authority under D.08-10-015, which can be used for general working capital purposes, including to finance capital expenditures, refund debt and/or preferred equity, or some combination thereof, not to exceed \$2.0 billion. However, the authority is limited to indebtedness with a term of less than one year.

SOUTHERN CALIFORNIA EDISON
Exhibit D
Financial Statements required by Rule 2.3

SOUTHERN CALIFORNIA EDISON COMPANY
"FINANCIAL STATEMENT" AS DEFINED BY RULE 2.3, OF THE
RULES OF PROCEDURE GOVERNING FORMAL PROCEEDINGS BEFORE THE
PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

June 30, 2015

(a) Amount and kinds of stock authorized by articles of incorporation and amount outstanding.

	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Amount and kinds of stock authorized:		
\$25 Cumulative preferred	24,000,000	\$25
\$100 Cumulative preferred	12,000,000	\$100
Preference	50,000,000	None
Common	560,000,000	None
	<u>Number of Shares</u>	<u>Amount Outstanding (in millions)</u>
Amounts and kinds of stock issued and outstanding:		
\$25 Cumulative preferred:		
4.08% Series	650,000	\$ 16
4.24% Series	1,200,000	30
4.32% Series	1,653,429	41
4.78% Series	1,296,769	33
\$100 liquidation value, cumulative preference:		
Series A	3,250,000	325
\$100 liquidation value, cumulative preference:		
Series D	1,250,000	125
\$1,000 liquidation value, cumulative preference:		
Series E	350,000	350
\$2,500 liquidation value, cumulative preference:		
Series F*	190,004	475
\$2,500 liquidation value, cumulative preference:		
Series G*	160,004	400
\$2,500 liquidation value, cumulative preference:		
Series H*	110,004	275
\$2,500 liquidation value, cumulative preference:		
Series J* ¹	130,004	325
Common Stock, no par value	434,888,104	2,168
Total		<u>\$ 4,563</u>

* Issued to an SCE Trust in guarantee of an issue of Trust Preference Securities.

¹ Issued in August, 2015.

SOUTHERN CALIFORNIA EDISON COMPANY

(b) Terms of preference and preferred stock, whether cumulative or participating, or on dividends or assets, or otherwise.

Each share of Common Stock is entitled to one vote. Each share of Cumulative Preferred Stock, 4.08% Series, 4.24% Series, 4.32% Series and 4.78% Series, is entitled to six votes. Shares of Preference Stock are not entitled to vote. For terms of preference, etc., see Applicant's Restated Articles of Incorporation dated March 2, 2006 ("Articles"), filed March 14, 2006, with Application 06-03-020. The terms of the Cumulative Preferred Stock is set forth in the Articles. Terms of additional series of Preference Stock are set forth in Certificates of Determination of Preferences as follows: Series D Preference Stock, filed April 1, 2011, with Application 11-04-001; Series E Preference Stock and Increase in Authorized Shares of Series E Preference Stock, filed March 5, 2012, with Application 12-03-004; Series F Preference Stock, filed June 29, 2012, with Application 12-06-017; Series G Preference Stock, filed January 13, 2013, with Application 13-01-016; Series H Preference Stock, filed February 28, 2014, with Application 14-03-013; and Series J Preference Stock, filed August 19, 2015, is filed herewith as Exhibit E, and is by reference made a part herof. All shares of Series B Preference Stock and Series C Preference Stock have been redeemed and are no longer outstanding.

SOUTHERN CALIFORNIA EDISON COMPANY

(c) Brief description of each security agreement, mortgage and deed of trust upon applicant's property, showing date of execution, debtor and secured party, mortgagor and mortgagee, and trustor and beneficiary, amount of indebtedness authorized to be secured thereby, and amount of indebtedness actually secured, together with any sinking fund provisions.

Trustor, Southern California Edison Company; Trustee, The Bank of New York Mellon Trust Company, N.A., successor in 2005 to The Bank of New York, successor in 2000 to Harris Trust and Savings Bank, and Trustee, D.G. Donovan, successor in 1993 to R. G. Mason, successor in 1983 to Wells Fargo Bank, National Association, successor in 1970 to Security Pacific National Bank, successor by consolidation and merger in 1935 to Pacific-Southwest Trust and Savings Bank; bonds authorized and outstanding are as follows:

Series	Date of Issue	Due Date	Interest Rate	Principal Balance (in millions)
Tax-Exempt Indebtedness^{1,2}				
Palo Verde Pollution Control Bonds:				
Maricopa County, AZ 2000 Series A and B	7/19/2000	6/1/2035	5.00%	\$ 144.000
Four Corners Pollution Control Bonds:				
City of Farmington, NM 2005 Series A and B	3/23/2005	4/1/2029	1.875%	\$ 203.460
City of Farmington, NM 2011 Series	5/19/2011	4/1/2029	1.875%	\$ 56.000
Mohave Pollution Control Bonds:				
Clark County, NV 2010 Series	12/16/2010	6/1/2031	1.875%	\$ 75.000
SONGS Pollution Control:				
CPCFA 2011 Series	9/1/2011	9/1/2031	Variable	\$ 30.000
CSCDA 2010 Series A	9/21/2010	9/1/2029	4.50%	\$ 100.000
CSCDA 2006 Series A	4/12/2006	4/1/2028	1.375%	\$ 157.500
CSCDA 2006 Series B	4/12/2006	4/1/2028	1.90%	\$ 38.500
CSCDA 2006 Series C-D	4/12/2006	11/1/2033	4.25%	\$ 135.000
Taxable Indebtedness²:				
Series 2004B	1/14/2004	1/15/2034	6.00%	525
Series 2004G	3/26/2004	4/1/2035	5.75%	350
Series 2005B	1/19/2005	1/15/2036	5.55%	250
Series 2005E	6/27/2005	7/15/2035	5.35%	350
Series 2006A	1/31/2006	2/1/2036	5.625%	350
Series 2006E	12/11/2006	1/15/2037	5.55%	400
Series 2008A	1/22/2008	2/1/2038	5.95%	600
Series 2008B	8/18/2008	8/15/2018	5.50%	400
Series 2009A	3/20/2009	3/15/2039	6.05%	500
Series 2010A	3/11/2010	3/15/2040	5.50%	500
Series 2010B	8/30/2010	9/1/2040	4.50%	500
Series 2011A	5/17/2011	6/1/2021	3.875%	500
Series 2011E	11/22/2011	12/1/2041	3.90%	250
Series 2012A	3/13/2012	3/15/2042	4.05%	400
Series 2013A	3/7/2013	3/15/2043	3.90%	400
Series 2013C	10/2/2013	10/1/2013	3.50%	600
Series 2013D	10/2/2013	10/1/2043	4.65%	800
Series 2014B	5/9/2014	5/1/2017	1.125%	400
Series 2014C	11/7/2014	11/1/2017	1.25%	100
Series 2015A	1/16/2015	2/1/2022	1.845%	550
Series 2015B	1/16/2015	2/1/2022	2.40%	325
Series 2015C	1/16/2015	2/1/2045	3.60%	425
				10,414

SOUTHERN CALIFORNIA EDISON COMPANY

(d) Amounts of bonds authorized and issued, giving name of the public utility which issued same, describing each class separately, and giving date of issue, par value, rate of interest, date of maturity and how secured, together with amount of interest paid thereon during the last fiscal year.

For the 12 months ended December 31, 2014, interest in the amount of \$455 million was paid on all bonds issued and outstanding. For other data required by this subparagraph (d), see response to subparagraph (c).

(e) Each note outstanding, giving date of issue, amount, date of maturity, rate of interest, in whose favor, together with amount of interest paid thereon during the last fiscal year.

For the 12 months ended December 31, 2014, interest in the amount of \$20 million was paid on all notes issued and outstanding. For other data required by this subparagraph (e), see response to subparagraph (f).

SOUTHERN CALIFORNIA EDISON COMPANY

(f) Other indebtedness, giving same by classes and describing security, if any, with a brief statement of the devolution or assumption of any portion of such indebtedness upon or by any person or corporation if the original liability has been transferred, together with amount of interest paid thereon during the last fiscal year.

(1) <u>Other Long-Term Debt</u>	<u>Date of Issue</u>	<u>Due Date</u>	<u>Interest Rate</u>	<u>Principal Balance (in millions)</u>
Taxable Indebtedness (unsecured):				
1999 6.65% Notes	4/6/1999	4/1/2029	6.65%	\$ 300
5.06% Fort Irwin Acquisition Debt	8/1/2003	8/1/2053	5.06%	7
				<u>307</u>

SOUTHERN CALIFORNIA EDISON COMPANY

(2) Current Liabilities:	(in millions)	
Short-term debt	\$ 851	
Current portion of long-term debt	-	
Accounts payable	1,286	
Accrued taxes	25	
Customer deposits	234	
Derivative liabilities	162	
Regulatory liabilities	454	
Deferred income taxes	253	
Other current liabilities	<u>1,031</u>	<u>\$ 4,296</u>
 (3) Deferred Credits:		
Deferred income taxes and credits	8,673	
Derivative liabilities	1,155	
Pensions and benefits	1,677	
Asset retirement obligations	2,824	
Regulatory liabilities	5,813	
Other deferred credits and other long-term liabilities	<u>1,933</u>	<u>22,075</u>
Total		<u>\$ 26,371</u>

No security was given to cover above debts in items (2) and (3).
Interest, if any, will be paid when paying principal.

SOUTHERN CALIFORNIA EDISON COMPANY

(g) Rate and amount of dividends paid during the five previous fiscal years, and the amount of capital stock on which dividends were paid each year.

Year Ending December 31, 2010

Class of Stock	Number of Shares	Dividends Paid	Dividend Rate Per
	Outstanding*		Annum
Cum. Pfd. 4.08%	650,000	\$663,000.50	4.08%
Cum. Pfd. 4.24%	1,200,000	\$1,272,000.56	4.24%
Cum. Pfd. 4.32%	1,653,429	\$1,785,703.32	4.32%
Cum. Pfd. 4.78%	1,296,769	\$1,549,642.02	4.78%
Preference Stock. Series A	4,000,000	\$22,278,000.00	Variable Rate
Preference Stock. Series B	2,000,000	\$12,250,000.00	6.125%
Preference Stock. Series C	2,000,000	\$12,000,000.00	6.000%

Year Ending December 31, 2011

Class of Stock	Number of Shares	Dividends Paid	Dividend Rate Per
	Outstanding*		Annum
Cum. Pfd. 4.08%	650,000	\$663,000.49	4.08%
Cum. Pfd. 4.24%	1,200,000	\$1,272,000.54	4.24%
Cum. Pfd. 4.32%	1,653,429	\$1,785,703.32	4.32%
Cum. Pfd. 4.78%	1,296,769	\$1,549,641.93	4.78%
Preference Stock. Series A	4,000,000	\$23,100,000.00	Variable Rate
Preference Stock. Series B	2,000,000	\$12,250,000.00	6.125%
Preference Stock. Series C	2,000,000	\$12,000,000.00	6.000%
Preference Stock. Series D	1,250,000	\$5,890,625.00	6.500%

* Denotes maximum number of shares that were outstanding during the year.

SOUTHERN CALIFORNIA EDISON COMPANY

Year Ending December 31, 2012

Class of Stock	Number of Shares	Dividends Paid	Dividend Rate Per
	Outstanding*		Annum
Cum. Pfd. 4.08%	650,000	\$663,000.00	4.08%
Cum. Pfd. 4.24%	1,200,000	\$1,272,000.00	4.24%
Cum. Pfd. 4.32%	1,653,429	\$1,785,704.00	4.32%
Cum. Pfd. 4.78%	1,296,769	\$1,549,640.00	4.78%
Preference Stock. Series A	3,250,000	\$16,895,150.00	Variable Rate
Preference Stock. Series B	2,000,000	\$12,250,000.00	6.125%
Preference Stock. Series C	2,000,000	\$12,000,000.00	6.000%
Preference Stock. Series D	1,250,000	\$8,125,000.00	6.500%
\$1,000 Preference Stock. Series E	350,000	\$11,788,194.00	6.250%
\$2,500 Preference Stock. Series F	190,004	\$15,512,045.00	5.625%

Year Ending December 31, 2013

Class of Stock	Number of Shares	Dividends Paid	Dividend Rate Per
	Outstanding*		Annum
Cum. Pfd. 4.08%	650,000	\$663,000.44	4.08%
Cum. Pfd. 4.24%	1,200,000	\$1,272,000.51	4.24%
Cum. Pfd. 4.32%	1,653,429	\$1,785,703.32	4.32%
Cum. Pfd. 4.78%	1,296,769	\$1,549,641.60	4.78%
Preference Stock. Series A	3,250,000	\$14,933,750.00	Variable Rate
Preference Stock. Series B**	2,000,000	\$2,007,600.00	6.130%
Preference Stock. Series C**	2,000,000	\$3,933,400.00	6.000%
Preference Stock. Series D	1,250,000	\$8,125,000.00	6.500%
\$1,000 Preference Stock. Series E	350,000	\$21,875,000.00	6.250%
\$2,500 Preference Stock. Series F	190,004	\$26,719,312.52	5.630%
\$2,500 Preference Stock. Series G	160,004	\$17,907,114.39	5.100%

Year Ending December 31, 2014

Class of Stock	Number of Shares	Dividends Paid	Dividend Rate Per
	Outstanding*		Annum
Cum. Pfd. 4.08%	650,000	\$663,000.44	4.08%
Cum. Pfd. 4.24%	1,200,000	\$1,272,000.46	4.24%
Cum. Pfd. 4.32%	1,653,429	\$1,785,703.32	4.32%
Cum. Pfd. 4.78%	1,296,769	\$1,549,641.46	4.78%
Preference Stock. Series A	3,250,000	\$16,030,625.00	Variable Rate
Preference Stock. Series D	1,250,000	\$8,125,000.00	6.500%
\$1,000 Preference Stock. Series E	350,000	\$21,875,000.00	6.250%
\$2,500 Preference Stock. Series F	190,004	\$26,719,312.52	5.630%
\$2,500 Preference Stock. Series G	160,004	\$20,400,510.00	5.100%
\$2,500 Preference Stock. Series H	110,004	\$12,255,133.13	5.750%

* Denotes maximum number of shares that were outstanding during the year.

** Preference Stock Series B & C were redeemed by SCE on 02/28/2013.

SOUTHERN CALIFORNIA EDISON COMPANY

(h) A balance sheet as of the latest available date, together with an income statement covering the period from close of last year for which an annual report has been filed with the Commission to the date of the balance sheet attached to the application.

STATEMENT OF INCOME
SIX MONTHS ENDED JUNE 30, 2015

(In millions)

OPERATING REVENUE	<u>\$ 5,409</u>
OPERATING EXPENSES:	
Purchase power and fuel	1,864
Other operation and maintenance	1,346
Depreciation, decommissioning and amortization	943
Property and other taxes	170
Impairment and other charges	-
OPERATING INCOME	1,086
Interest and other income	64
Interest expense	(266)
Other expenses	(24)
INCOME BEFORE INCOME TAX	<u>860</u>
INCOME TAX (BENEFIT)	<u>115</u>
NET INCOME	745
Less: Preferred and preference stock dividend requirements	<u>56</u>
NET INCOME AVAILABLE FOR COMMON STOCK	<u><u>\$ 689</u></u>

SOUTHERN CALIFORNIA EDISON COMPANY

BALANCE SHEET
JUNE 30, 2015
ASSETS
(in millions)

UTILITY PLANT:

Utility plant, at original cost *	\$ 38,680
Less- accumulated provision for depreciation	8,141
	<u>30,539</u>
Construction work in progress	2,921
Nuclear fuel, at amortized cost	134
	<u>33,594</u>

OTHER PROPERTY AND INVESTMENTS:

Nonutility property - less accumulated depreciation of \$76	70
Nuclear decommissioning trusts	4,836
Other investments	167
	<u>5,073</u>

CURRENT ASSETS:

Cash and equivalents	53
Receivables, less allowances of \$68 for uncollectible accounts	745
Accrued unbilled revenue	853
Inventory	261
Prepaid taxes	0
Derivative assets	79
Regulatory assets	1,066
	<u>3,514</u>

DEFERRED CHARGES:

Regulatory assets	8,009
Derivative assets	194
Other long-term assets	309
	<u>8,512</u>
	<u>\$ 50,693</u>

* Detailed by class on following pages.

SOUTHERN CALIFORNIA EDISON COMPANY

BALANCE SHEET
JUNE 30, 2015
CAPITALIZATION AND LIABILITIES
(in millions)

CAPITALIZATION:

Common stock	\$ 2,168
Additional paid-in capital	630
Accumulated other comprehensive loss	(26)
Retained earnings	<u>8,826</u>
Common shareholder's equity	11,598
Preferred and preference stock	2,070
Long-term debt	<u>10,654</u>
Total capitalization	<u>24,322</u>

CURRENT LIABILITIES:

Current portion of long-term debt	-
Accounts payable	1,286
Accrued taxes	25
Customer deposits	234
Derivative liabilities	162
Regulatory liabilities	454
Other current liabilities	<u>1,031</u>
	<u>4,296</u>

DEFERRED CREDITS:

Deferred income taxes and credits	8,673
Deferred investment tax credits	0
Customer advances	0
Derivative liabilities	1,155
Pensions and benefits	1,677
Asset retirement obligations	2,824
Regulatory liabilities	5,813
Other deferred credits and other long-term liabilities	<u>1,933</u>
	<u>22,075</u>
	<u>\$ 50,693</u>

SOUTHERN CALIFORNIA EDISON COMPANY

DETAIL OF UTILITY PLANT AND ACCUMULATED PROVISION
FOR DEPRECIATION BY CLASS
June 30, 2015

UTILITY PLANT
(in millions)

CLASS

Production	\$	3,029
Transmission		11,172
Distribution		20,156
General		2,694
Intangible		1,595
Other utility plant		33
Total utility plant, at original cost less contributions	\$	<u>38,680</u>

ACCUMULATED PROVISION FOR DEPRECIATION
(in millions)

CLASS

Production	\$	897
Transmission		1,574
Distribution		4,526
General		916
Intangibles		817
Other utility plant		22
Retirement work in progress		(612)
Total accumulated provision for depreciation	\$	<u>8,141</u>

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FILED
Secretary of State
State of California

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**CERTIFICATE OF DETERMINATION OF PREFERENCES OF THE
SERIES J PREFERENCE STOCK**

SOUTHERN CALIFORNIA EDISON COMPANY

We, the undersigned, being the Vice President and the Assistant Treasurer, respectively, of Southern California Edison Company (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the laws of the State of California, DO HEREBY CERTIFY:

FIRST: The Restated Articles of Incorporation, as amended (the "Articles"), authorize the issuance of 50,000,000 shares of Preference Stock which may be issued from time to time in one or more series, and authorize the Board of Directors of the Corporation to (i) fix the number of shares of any series of Preference Stock and to determine the designation of any such series, (ii) to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preference Stock, including but not limited to rights, preferences, privileges and restrictions regarding dividends (including provisions specifying dividends at a floating or variable rate or dividends to be determined by reference to an index, formula, auction, bid or other objectively ascertainable criterion), liquidation, conversion, redemption and voting (including provisions specifying no general voting rights or voting rights of more than one vote per share), and, (iii) within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

SECOND: Acting pursuant to the authority delegated by the Board of Directors of the Corporation, the Pricing Committee of the Board of Directors did duly adopt on August 17, 2015, the following resolutions authorizing and providing for the creation of a series of said shares of Preference Stock to be known as Series J Preference Stock, consisting of 130,004 shares, none of the shares of such series having been issued:

"NOW, THEREFORE, BE IT RESOLVED, that 130,004 shares of the presently authorized but unissued Preference Stock, no par value, be and hereby determined to be and shall be of a series of said Preference Stock hereby designated as the "Series J Preference Stock" (the "Series J Shares"); and

BE IT FURTHER RESOLVED, that the rights, preferences, privileges and restrictions of Series J Shares of such series be and the same are hereby fixed, respectively, as follows:

1. Dividends

(a) The holders of record of the Series J Shares (each individually a "Holder," or collectively the "Holders") will be entitled to receive, when, as and if declared by the Board of Directors of the Corporation or duly authorized committee thereof (the "Board"), in its sole discretion out of funds legally available therefor, cumulative quarterly cash dividends at an annual rate equal to (1) 5.375% of the Liquidation Preference for each Dividend Period (as defined below) from, and including, the issue date of the Series J Shares to, but excluding, September 15, 2025 (the "Fixed Rate Period"), and (2) the three-month LIBOR rate plus 3.132% of the Liquidation Preference, for each Dividend Period from, and including, September 15, 2025 through, but excluding, the redemption date of the Series J Shares, if any (the "Floating Rate Period"). When, as and if declared by the Board, we will pay dividends on the Series J Shares quarterly, in arrears, on March 15, June 15, September 15 and December 15 of each year (each, a "Dividend Payment Date"), commencing December 15, 2015. Such dividends shall be cumulative from the date of issue whether or not earned or declared, and no interest, dividends or sum in lieu thereof shall be payable in respect of the amount of any dividend on the Series J Shares not paid on a Dividend Payment Date and accrued. If a Dividend Payment Date during the Fixed Rate Period is not a Business Day (as defined below), the related dividend (if declared) will be paid on the next succeeding Business Day with the same force and effect as though paid on the Dividend Payment Date, without any increase to account for the period from such Dividend Payment Date through the date of actual payment. If any Dividend Payment Date during the Floating Rate Period is not a Business Day, the related dividend (if declared) will be payable on the next succeeding Business Day unless that day falls in the next calendar month, in which case the Dividend Payment Date will be the immediately preceding Business Day, and the related dividend will be calculated as set forth below using the actual number of days elapsed in the period. Dividends payable on the Series J Shares for any period from but including a Dividend Payment Date to but excluding the next succeeding Dividend Payment Date (a "Dividend Period") during the Fixed Rate Period will be computed on the basis of a 360-day year consisting of twelve 30-day months; *provided however* that Dividends payable on the Series J Shares for the initial Dividend Period and any period shorter than a full Dividend Period will be computed on the basis of a 360-day year consisting of twelve 30-day months and the actual number of days elapsed in the period using 30-day months. Dividends payable on the Series J Shares for any Dividend Period during the Floating Rate Period will be computed based on the actual number of days in a Dividend Period and a 360-day year. "Liquidation Preference" means \$2,500.00 per share of the Series J Shares. "Business Day" means any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York or Los Angeles, California are closed.

(i) The dividend rate for each Dividend Period in the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London Business Day (as defined below) prior to the beginning of the applicable Dividend Period, which date is the "Dividend Determination Date" for the

Dividend Period. The Calculation Agent then will add 3.132% to three-month LIBOR as determined on the Dividend Determination Date. Absent manifest error, the Calculation Agent's determination of the dividend rate for a Dividend Period in the Floating Rate Period for the Series J Shares will be binding and conclusive.

(ii) The term "three-month LIBOR" means (a) the offered quotation to leading banks in the London interbank market for three-month dollar deposits as defined by the British Bankers' Association (or its successor in such capacity, such as NYSE Euronext Rate Administration Ltd.) and calculated by their appointed calculation agent and published, as such rate appears: (i) on the Reuters Monitor Money Rates Service Page LIBOR01 (or a successor page on such service) or (ii) if such rate is not available, on such other information system that provides such information, in each case as of 11:00 a.m. (London time) on the Dividend Determination Date, (b) if no such rate is so published, then the rate for the Dividend Determination Date shall be the arithmetic mean (rounded to five decimal places, with 0.000005 being rounded upwards) of the rates for three-month dollar deposits quoted to the Calculation Agent as of 11:00 a.m. (London time) on the Dividend Determination Date; it being understood that at least two such quotes must have been so provided to the Calculation Agent, or (c) if LIBOR cannot be determined on the Dividend Determination Date using the foregoing methods, then the LIBOR for the relevant dividend period shall be the LIBOR as determined using the foregoing methods for the first day before the Dividend Determination Date on which LIBOR can be so determined. "Reuters Monitor Money Rates Service Page LIBOR01" means the display designated on page "LIBOR01" on Reuters (or such other page as may replace the LIBOR01 page on that service or any successor service for the purpose of displaying London interbank offered rates for U.S. dollar deposits of major banks). "London Business Day" means any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "Calculation Agent" means Wells Fargo Bank, N.A., or another firm appointed by the Corporation, acting as Calculation Agent

(iii) All percentages resulting from any of the above calculations will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with five one-millionths of a percentage point rounded upwards (e.g., 9.876545% (or .09876545) being rounded to 9.87655% (or .0987655)) and all dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one-half cent being rounded upwards).

(b) Dividends will be payable to Holders as of the applicable record date, which record date shall be fixed by the Board and shall be a date not exceeding 60 days before the applicable payment date. Dividends not declared with respect to a specific

Dividend Payment Date shall be payable to the Holders as of the record date fixed with respect to such dividends when so declared.

(c) So long as any Series J Shares shall be outstanding, no dividend (other than dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the common stock of the Corporation (the "Common Stock") or any other stock of the Corporation ranking, as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the Corporation, junior to the Series J Shares), whether in cash or property, may be paid or declared or set apart, nor may any distribution be made on the Common Stock or such other stock, nor may any shares of Common Stock or such other stock be purchased, redeemed or otherwise acquired for value by the Corporation, unless all dividends on the Series J Shares for the then-current quarterly Dividend Period and all past quarterly Dividend Periods shall have been declared and paid or set apart.

(d) The Board may, in its discretion, choose to pay dividends on the Series J Shares without the payment of any dividends on the Common Stock (or any other stock of the Corporation ranking, as to the payment of dividends, junior to the Series J Shares).

(e) No full dividends shall be declared or paid or set apart for payment on any stock of the Corporation ranking, as to the payment of dividends, equally with the Series J Shares for any period unless full dividends have been declared and paid or set apart for payment on the Series J Shares for the then-current quarterly Dividend Period and all past quarterly Dividend Periods. When dividends are not paid in full upon the Series J Shares and all other classes or series of stock of the Corporation, if any, ranking, as to the payment of dividends, equally with the Series J Shares, all dividends declared upon the Series J Shares and all such other stock of the Corporation will be declared *pro rata* so that the amount of dividends declared for the Series J Shares and all such other stock will in all cases bear to each other the same ratio that accrued dividends for the Series J Shares and for all such other stock bear to each other (but without, in the case of non-cumulative shares of such other stock, accumulation of unpaid dividends for prior Dividend Periods).

(f) No dividends may be declared or paid or set apart for payment on any Series J Shares if at the same time any arrears exist or default exists in the payment of dividends on any outstanding class or series of stock of the Corporation ranking, as to the payment of dividends, senior to the Series J Shares.

(g) The Holders will not be entitled to any dividends, whether payable in cash or property, other than as herein provided and will not be entitled to interest or dividends, or any sum in lieu thereof, on or in respect of any dividend payment or other payment on the Series J Shares which may be in arrears.

2. Liquidation Rights

(a) Upon any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, after payment or provision for the liabilities of the Corporation and the expenses of such dissolution, liquidation or winding up, the Holders of outstanding Series J Shares will be entitled to receive out of the assets of the Corporation or proceeds thereof available for distribution to shareholders, before any payment or distribution of assets is made to holders of the Common Stock (or any other stock of the Corporation ranking, as to the distribution of assets upon dissolution, liquidation or winding up of the Corporation, junior to the Series J Shares), the Liquidation Preference per Share plus an amount equal to the accrued and unpaid dividend (whether or not declared) for the then-current quarterly Dividend Period accrued to but excluding the date of such liquidation payment, plus unpaid dividends on the Series J Shares for all past quarterly Dividend Periods, if any.

(b) If the assets of the Corporation available for distribution in such event are insufficient to pay in full the aggregate amount payable to Holders of Series J Shares and holders of all other classes or series of stock of the Corporation, if any, ranking, as to the distribution of assets upon dissolution, liquidation or winding up of the Corporation, equally with the Series J Shares, the assets will be distributed to the Holders of Series J Shares and holders of all such other stock *pro rata*, based on the full respective preferential amounts to which they are entitled (but without, in the case of any non-cumulative shares, accumulation of unpaid dividends for prior dividend periods).

(c) Notwithstanding the foregoing, Holders of Series J Shares will not be entitled to be paid any amount in respect of a dissolution, liquidation or winding up of the Corporation until holders of any classes or series of stock of the Corporation ranking, as to the distribution of assets upon dissolution, liquidation or winding up of the Corporation, senior to the Series J Shares have been paid all amounts to which such classes or series are entitled.

(d) Neither the sale, lease nor exchange (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, nor the merger, consolidation or combination of the Corporation into or with any other corporation or the merger, consolidation or combination of any other corporation or entity into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 2.

(e) After payment to the Holders of Series J Shares of the full amount of the distribution of assets upon dissolution, liquidation or winding up of the Corporation to which they are entitled pursuant to this Section 2, such Holders will not be entitled to any further participation in any distribution of assets by the Corporation.

3. Voting Rights

The Series J Shares shall have no voting rights except as set forth in this Section 3 or as otherwise provided by California law:

(a) So long as any Series J Shares are outstanding, the consent of the Holders of at least a majority of the Series J Shares at the time outstanding, voting as a single class, or voting as a single class together with the holders of any other series of Preference Stock (i) upon which like voting or consent rights have been conferred and (ii) which are similarly affected by the matter to be voted upon, given in person or by proxy, either in writing or by vote at any meeting called for the purpose, shall be necessary for effecting or validating any one or more of the following:

(i) any amendment of the Corporation's Restated Articles of Incorporation which would adversely affect the rights, preferences, privileges or restrictions of the Series J Shares; or

(ii) the authorization or creation, or the increase in the authorized amount, of any stock of any class or any security convertible into stock of any class, ranking senior to the Series J Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation.

provided, however, that no such consent of the Holders of Series J Shares shall be required if, at or prior to the time when such amendment is to take effect or when the authorization, creation or increase in the authorized amount of any such senior stock or convertible security is to be made, as the case may be, provision is to be made for the redemption of all Series J Shares at the time outstanding.

(b) On matters requiring their consent, the Holders will be entitled to one vote per Share.

4. Redemption

(a) The Series J Shares shall be redeemable (i) at the option of the Corporation at any time or from time to time on or after September 15, 2025 (an "Optional Redemption") and (ii) at the option of the Corporation exercisable prior to September 15, 2025, if the Holder of all the Series J Shares is SCE Trust IV or another Delaware statutory trust in which the Corporation owns all of the securities thereof designated as common securities, at any time within 90 days after an Investment Company Event or a Tax Event (each, a "Special Event Redemption"). Subject to the notice provisions set forth in Section 4(b) below and subject to any further limitations which may be imposed by law, the Corporation (y) may redeem the Series J Shares, in whole or in part, in the event of an Optional Redemption and (z) may redeem the Series J Shares in whole but not in part upon occurrence of a Special Event Redemption, in each

case out of funds legally available therefor, at a redemption price equal to the Liquidation Preference per Share plus an amount equal to the amount of the accrued and unpaid dividend (whether or not declared) for the then-current quarterly Dividend Period to but excluding the redemption date, plus unpaid dividends on the Series J Shares for all past quarterly Dividend Periods, if any. If less than all of the outstanding Series J Shares are to be redeemed in an Optional Redemption, the Corporation will select the Series J Shares to be redeemed from the outstanding Series J Shares not previously called for redemption by lot or *pro rata*.

(b) In the event the Corporation shall redeem any or all of the Series J Shares as aforesaid, the Corporation will give notice of any such redemption to Holders neither more than 60 nor less than 30 days prior to the date fixed by the Board for such redemption. Failure to give notice to any Holder shall not affect the validity of the proceedings for the redemption of Series J Shares of any other Holder being redeemed.

(c) Notice having been given as herein provided, from and after the redemption date, dividends on the Series J Shares called for redemption shall cease to accrue and such Series J Shares called for redemption will no longer be deemed outstanding, and all rights of the Holders thereof will cease.

(d) The Series J Shares will not be subject to any mandatory redemption, sinking fund or other similar provisions. In addition, Holders will have no right to require redemption of any Series J Shares.

(e) Any Series J Shares which are converted, redeemed or retired shall thereafter have the status of authorized but unissued shares of Preference Stock of the Corporation undesignated as to series, and may thereafter be reissued by the Board in the same manner as any other authorized and unissued shares of Preference Stock.

(f) If the Corporation shall deposit on or prior to any date fixed for redemption of the Series J Shares, with any bank or trust company having a capital, surplus and undivided profits aggregating at least five million dollars (\$5,000,000), as a trust fund, funds sufficient to redeem the Series J Shares called for redemption, with irrevocable instructions and authority to such bank or trust company to pay on and after the date fixed for redemption or such earlier date as the Board may determine, to the respective Holders of such Series J Shares, the redemption price thereof, then from and after the date of such deposit (although prior to the date fixed for redemption) such Series J Shares so called shall be deemed to be redeemed and dividends thereon shall cease to accrue from and after said date fixed for redemption and such deposit shall be deemed to constitute full payment of said Series J Shares to the Holders thereof and thereafter said Series J Shares shall no longer be deemed to be outstanding, and the Holders thereof shall cease to be shareholders with respect to such Series J Shares, and shall have no rights with respect thereto except only the right to receive from said bank or trust company payment of the redemption price of such Series J Shares without interest.

(g) Any moneys deposited by the Corporation pursuant to Section 4(f) which shall not be required for the redemption because of the exercise of any such right of conversion or exchange subsequent to the date of the deposit shall be repaid to the Corporation forthwith.

(h) For purposes of this Certificate of Determination of Preferences, "Investment Company Event" and "Tax Event" shall have the meanings ascribed to such terms in the Declaration of Trust of SCE Trust IV, a Delaware statutory trust (the "Trust"), to be dated as of August 24, 2015, by and among Southern California Edison Company, as Sponsor, the Trustees identified therein and the holders, from time to time, of undivided beneficial interests in the assets of the Trust, as may be amended from time to time, a copy of which is available without charge upon request by writing or calling the Corporate Governance Department at the Corporation's principal place of business.

5. Rank

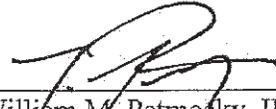
The Series J Shares shall rank, with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation:

(a) junior to the Cumulative Preferred Stock and the \$100 Cumulative Preferred Stock, and any other equity securities that the Corporation may later authorize or issue, the terms of which provide that such securities will rank senior to the Series J Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation;

(b) equally with any other shares of Preference Stock and any other equity securities that the Corporation may later authorize or issue, the terms of which provide that such shares or other securities will rank equally with the Series J Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation; and

(c) senior to the Common Stock, and any other equity securities that the Corporation may later authorize or issue, the terms of which provide that such securities will rank junior to the Series J Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate in Rosemead, California on August 18, 2015.



William M. Petmecky, III
Vice President

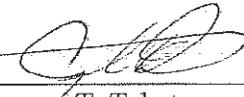


George T. Tabata
Assistant Treasurer

Each of the undersigned declares under penalty of perjury that the matters contained in the foregoing certificate are true of their own knowledge. Executed in Rosemead, California on August 18, 2015.



William M. Petmecky, III
Vice President



George T. Tabata
Assistant Treasurer

[Faint, illegible text and circular stamp]



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 19 2015

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State