



BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

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Application of SOUTHERN CALIFORNIA)
EDISON COMPANY (U 338-E) for Authority to,)
Among Other Things, Increase Its Authorized)
Revenues For Electric Service In 2012, And to) Application
Reflect That Increase In Rates.)
_____)

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APPLICATION

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APPLICATION

I.

INTRODUCTION

Southern California Edison Company (SCE or Company) files this application for a Test Year 2012 General Rate Case (GRC). In this application, SCE asks the California Public Utilities Commission (CPUC or Commission) to authorize a base revenue requirement (ABRR) of \$6.285 billion to become effective January 1, 2012, and to reflect the ABRR in distribution and generation rates. Including sales growth and other offsets, our request represents an \$866 million increase over currently authorized base revenues.

A. Summary OF Reasons For SCE’s Request

The reasons supporting the revenue levels SCE requests in this application, which are discussed in further detail in the prepared testimony and supporting workpapers accompanying this filing, are chiefly the following:

1. We need to connect new customers to the system and respond to customer requests, such as undergrounding projects.¹
2. We need to reinforce the system to accommodate load growth.²

¹ See Exhibit SCE-03, Volume 4, Part 1.

² See Exhibit SCE-03, Volume 3, Part 2.

3. We need to make substantial capital investments to replace aging distribution infrastructure and business systems.³
4. We are facing significantly increased expenses to meet regulatory requirements in generation and electricity procurement.⁴
5. We must make a substantial contribution to our defined benefit pension fund to compensate for the poor performance of the financial markets over the past few years.⁵
6. We need to increase depreciation rates to account for increases in cost of removal and other depreciation parameters, which the Commission held constant in our 2009 GRC.⁶

Table 1 summarizes SCE's requested ABRR and CPUC-jurisdictional base-rate revenue changes for Test Year 2012 and the two post-Test Years, 2013 and 2014.

³ See Exhibit SCE-03, Volume 3, Part 3.

⁴ See Exhibit SCE-08.

⁵ See Exhibit SCE-06, Volume 2.

⁶ See Exhibit SCE-10, Volume 3.

TABLE 1
Summary of Earnings
At Present and Proposed Rates

Line No.	Item	Recorded 2009	Estimated			FERC 2012	CPUC-GRC 2012	CPUC-GRC 2013	CPUC-GRC 2014
			2010	2011	2012				
At Present Rates									
1.	Authorized Base Revenue Requirement	5,205,788	5,536,819	5,814,174	5,918,979	571,442	5,347,537	5,598,840	5,598,840
2.	Expenses:								
3.	Operation & Maintenance	2,278,991	2,488,864	2,645,057	2,917,282	167,879	2,749,403	2,801,761	2,884,285
4.	Depreciation	1,061,115	1,182,833	1,317,698	1,577,129	143,236	1,433,893	1,679,873	1,939,819
5.	Taxes	739,500	708,832	693,004	495,023	63,907	431,117	356,398	240,006
6.	Revenue Credits	(186,028)	(192,289)	(197,549)	(187,091)	(33,849)	(153,242)	(161,604)	(164,599)
7.	Total Expense	<u>3,893,579</u>	<u>4,188,239</u>	<u>4,458,211</u>	<u>4,802,343</u>	<u>341,173</u>	<u>4,461,171</u>	<u>4,676,428</u>	<u>4,899,511</u>
8.	NET OPERATING REVENUE	1,312,209	1,348,580	1,355,963	1,116,636	230,270	886,366	922,412	699,329
9.	RATE BASE	13,743,911	15,294,251	16,952,870	19,392,507	2,890,791	16,501,716	18,901,148	20,519,135
10.	RATE OF RETURN	9.55%	8.82%	8.00%	5.76%	7.97%	5.37%	4.88%	3.41%
At Proposed Rates									
11.	Authorized Base Revenue Requirement						5,347,537	6,285,299	6,883,781
12.	Edison SmartConnect Deployment PRR							251,303	
13.	Estimated Present Rate Revenue						5,347,537	6,536,602	6,883,781
14.	Proposed Change						937,762	347,179	612,126
15.	Total Proposed Revenue Requirement						<u>6,285,299</u>	<u>6,883,781</u>	<u>7,495,907</u>
16.	Expenses:								
17.	Operation & Maintenance						2,760,048	2,816,348	2,905,820
18.	Depreciation						1,433,893	1,679,873	1,939,819
19.	Taxes						800,699	895,314	1,019,441
20.	Revenue Credits						(153,242)	(161,604)	(164,599)
21.	Total Expense						<u>4,841,398</u>	<u>5,229,930</u>	<u>5,700,482</u>
22.	NET OPERATING REVENUE						1,443,900	1,653,851	1,795,425
23.	RATE BASE						16,501,716	18,901,148	20,519,135
24.	RATE OF RETURN						8.75%	8.75%	8.75%
Revenue Change									
25.	GRC Revenue Growth						71,873	100,960	85,270
26.	GRC Revenue Change						865,890	246,220	526,856

B. Commission Jurisdictional Revenue Requirement

The expenses and capital expenditures presented in the prepared testimony accompanying this application include some that are subject to the ratemaking authority of the Federal Energy Regulatory Commission (FERC). To determine 2012-2014 Commission-jurisdictional revenue requirements, SCE must split those costs that are to be recovered through rates authorized by the Commission from those authorized by FERC. In D.04-07-022 (SCE's 2003 GRC), the Commission adopted SCE's proposed method for doing so. The Commission followed this same method in SCE's GRCs for GRC (D.06-05-016) and 2009 (D.09-03-025). This 2012 GRC also follows that same method.

C. Total Compensation Study

Total Compensation Studies have been an element of utility GRCs for over 20 years. In our 1992 GRC, the Commission directed the company and Commission staff to “continue their joint studies on compensation.”⁷ In our 1995 GRC, the Commission ordered that in our next GRC we were to “present a [total compensation] study in which independent experts have undertaken all analysis with regard to benchmarks, job matching, and the selection of comparable firms.”⁸ SCE’s next GRC was for Text Year 2003. In its decision on that 2003 GRC, the Commission found that the Total Compensation Study presented in that proceeding complied with that directive:

In accordance with Commission direction in prior GRCs (D.87-12-066, D.91 12 076, and D.96-01-011), SCE and ORA jointly selected an independent expert, Hewitt Associates, to perform a total compensation study. SCE and ORA jointly managed the study.

...

The submission of the total compensation study comports with prior Commission directives. We appreciate SCE’s and ORA’s cooperative efforts in this respect.⁹

SCE’s 2006 and 2009 GRCs also included Total Compensation Studies performed by an independent expert jointly managed by SCE and the Commission’s Division of Ratepayer Advocates. For this 2012 GRC, SCE and DRA once again jointly selected an independent expert, Hewitt Associates, to perform a total compensation study. The study compares SCE’s total compensation – salaries, benefits, and long- and short-term incentives – to compensation at other firms in the relevant labor markets. The results of that study, which are discussed in Exhibit SCE-06, Volume 2, are that SCE’s total compensation is 3.8 percent below market.¹⁰

⁷ *Re Southern California Edison Co.*, D.91-12-076, 42 CPUC2d 645, 1991 Cal. PUC LEXIS 911.

⁸ *Re Southern California Edison Co.*, D.96-01-011, 64 CPUC2d 241, 1996 Cal. PUC LEXIS 23.

⁹ *Re Southern California Edison Co.*, D.04-07-022, 235 P.U.R 4th 1, 2004 Cal. PUC LEXIS 325.

¹⁰ The results of the Total Compensation Study included in the testimony supporting this Notice of Intent are preliminary. The consultant’s report is still being drafted and will be included with SCE’s application.

D. Previously Litigated Issues On Which The Commission Has Taken A Position

The cost estimates and requests included in SCE’s Test Year 2012 GRC are consistent with applicable laws and Commission precedent. The Rate Case Plan also allows NOIs to include previously litigated issues on which the Commission has taken a position:

The NOI may contain material such as previously litigated issues on which the Commission has taken a position. This material must be clearly identified and contain a complete justification for any policy change.¹¹

SCE’s requests include the following on which the Commission has previously taken a position and that SCE asks the Commission to reconsider in this proceeding:

1. Customer Deposits

When a new customer applies for utility service, SCE may, based on the customer’s credit history, require that customer to deposit funds as a safeguard against failure to pay for service. This practice, which is widely followed by other utilities, protects other customers in the event the new customer defaults. In SCE’s 2003 GRC the Commission decided to credit SCE’s customer deposits balance against rate base, which has the effect of lowering the rate base on which SCE investors earn a rate of return. This ratemaking policy, which has so far only been applied to SCE and not the other California energy utilities, was reiterated in the Commission’s decisions on SCE’s 2006 and 2009 GRCs. In this 2012 GRC, SCE asks the Commission to reverse this policy and return to the ratemaking practice followed for SCE prior to our 2003 GRC and still applied to the other California utilities. These ratemaking policy issues are discussed further in Exhibit SCE-10, Volume 2.

2. Long-Term Incentives, Executive Short-Term Incentives, And Executive Benefits

As mentioned above, in its 2009 GRC, SCE submitted the results of a total compensation study performed by an independent expert under the joint management of SCE and the Commission staff. That study showed that SCE’s total compensation – salaries, benefits, and

¹¹ *Order Instituting Rulemaking To Revise The Time Schedule For The Rate Case Plan*, D.89-01-040, Appendix B, p. B-9; D.07-07-004, Appendix A, p. A-19.

short- and long-term incentives – were essentially at market levels. Despite that result, the Commission’s decision in that 2009 GRC rejected SCE’s request to recover the costs of long-term incentive pay, and allowed only partial recovery of executive short-term incentives and benefits. In this 2012 GRC SCE asks the Commission to reconsider this categorical rejection of long-term incentives and its partial rejection of short-term incentives and benefits as this result is fundamentally incompatible with cost-of-service ratemaking principles. These ratemaking policy issues are discussed in Exhibit SCE-06, Volume 2.

E. Additional And Related Requests

In addition to the requests summarized above, SCE is also making several other requests, which are summarized below and explained in detail in the exhibits accompanying this application or in concurrently filed motions.

1. SCE Proposes A Post-Test Year Ratemaking Mechanism For Years Between Test Year 2012 And SCE’s Next GRC

In addition to addressing SCE’s revenue requirement for Test Year 2012, this application also presents SCE’s proposal for a Post-Test Year ratemaking mechanism, which would operate between 2012 and SCE’s next GRC for Test Year 2015. The specifics of SCE’s proposed Post-Test Year Ratemaking mechanism are addressed in Exhibit SCE-10, Volume 1. In that testimony, SCE asks the Commission to approve a mechanism that, coupled with the base rate increase proposed herein for test year 2012, would result in increases of \$246 million in 2013 and \$527 million in 2014.¹² As discussed in Exhibit SCE-10, SCE proposes to consolidate the rate changes adopted by the Commission in this proceeding with those adopted in the Energy Resource Recovery Account proceeding at the beginning of each year.

¹² Net of sales growth.

2. For Our Solar Photovoltaic Program, SCE Requests That The Commission Approve Its Forecast Of 2012 O&M Expenses And Find Reasonable Its Recorded Capital Expenditures For 2008-2009

In D.09-06-049, the Commission approved a solar photovoltaic program to install 500 MW of solar photovoltaic on existing commercial rooftops in SCE's service territory. As part of this program, SCE will own, install, operate and maintain 250 MW of solar generating panels on rooftop space in our service territory. The plan also calls for Independent Power Producers to install an additional 250Mw. During 2008 and 2009, SCE constructed and operated two rooftop solar PV projects. At the completion of the program, SCE will operate and maintain as many as 120 solar project sites.

Conclusion of Law 11 in D.09-06-049 authorized SCE to establish a balancing account to record the difference between the program's actual and recorded expenses and revenues. The Commission also stated that it saw no reason why review of the solar photovoltaic program costs should be different than other utility-owned resources, and therefore indicated that reasonableness of capital expenditures, Operations and Maintenance expenses, and other costs should be reviewed in the general rate case proceeding.¹³ With respect to SCE's capital costs, the Commission approved a reasonableness threshold, and costs above this overall threshold are subject to reasonableness review.¹⁴

SCE's testimony on its solar photovoltaic program is found in Exhibit SCE-2, Volume 10. In this GRC, similar to other utility-owned resources, SCE is seeking the Commission's approval of our labor and non-labor expense forecasts for 2012. In addition, with respect to its recorded capital costs, SCE is requesting that its 2008-2009 expenses be deemed reasonable because they were within the reasonableness threshold approved by the Commission in D.09-06-049.¹⁵ Because the Commission has required review of the solar photovoltaic program costs like

¹³ D.09-06-049, mimeo, p. 48 and mimeo, p. 57, Conclusion of Law 9.

¹⁴ D.09-06-049, mimeo, p. 57 (Conclusion of law 10).

¹⁵ SCE is providing testimony on the forecast costs through 2015, which includes the entire life of the program, for informational purposes. The capital expenditures beyond 2012 will be subject to the reasonableness threshold review in subsequent GRCs.

other utility-owned generation costs in the GRC, SCE is requesting to include recovery of the associated solar photovoltaic program revenue requirement in the total GRC revenue requirement, consistent with how SCE recovers other utility-owned generation revenue requirements.

3. For Our Fuel Cell Program Costs, SCE Requests That The Commission Approve The Termination Of the Current Balancing Account Treatment And To Transfer Recovery Of These Costs To Base Rates

In Exhibit SCE-2, Volume 10, SCE provides testimony on our fuel cell program, which involves the installation, ownership, and operation of three fuel cell units at California State University Long Beach, California State University San Bernardino, and the University of California, Santa Barbara. Exhibit SCE-10, Volume 1, discusses in detail SCE's proposed ratemaking treatment of these costs. Our fuel cell program costs were approved in D.10-04-028, where the Commission authorized SCE to establish the Fuel Cell Program Memorandum Account to record the actual capital revenue requirement and O&M expenses. Similar to SCE's solar photovoltaic program and other utility-owned generation, we are asking the Commission to terminate the current balancing account treatment and transfer recovery of these costs to base rates. By doing so, the Commission will be able to review the fuel cell program costs in the general rate case proceeding.

4. Recovery Of Four Corners Revenue Requirement

As discussed in Exhibit SCE-02, Volume 6, substantial uncertainty currently surrounds SCE's future ownership share of the Four Corners Generating Station (FCGS). SCE owns 48 percent of FCGS. We have informed the other co-owners of the plant that we do not plan to extend participation in FCGS beyond the expiration of the current agreement, 2016. As discussed in Exhibit SCE-02, Volume 5, SCE's decision to not participate in the FCGS beyond 2016 is due to California's Greenhouse Gas Emissions Performance Standard, promulgated by the Commission on January 29, 2007 in D.07-01-039. Four Corners' Green House Gas emissions exceed the amount allowed under the Emissions Performance Standard. In this GRC SCE has modeled two possible scenarios on Four Corners:

- SCE Share Sold Case ("Sale")
- Plant Decommissioned 2014-2016 Case ("Decommission")

At this time, SCE believes that the most likely scenario is the "SCE Share Sold Case," and has assumed that scenario in the 2012, 2013, and 2014 CPUC-jurisdictional base-related

revenue requirement requested in this proceeding. This scenario assumes that the plant will continue to be operated and maintained consistent with historic practice until the sale is completed. In other words, this scenario assumes that the Buyer of SCE's Share would continue to operate the plant for many more years. This case also assumes SCE will continue to fund its share of plant costs and continue to receive its share of the plant electrical output until the sale is completed. As discussed in Exhibit SCE-02, Volume 6, SCE will endeavor to update the Commission on any material developments relating to SCE's exit plan in its rebuttal and update testimony or other Commission filings. In Exhibit SCE-2, Volume 6, the O&M expense forecast for 2012 Test Year under the first scenario (i.e. Sale case) is \$44.3 million and the capital expenditure estimate for the 2012-2014 period is \$104.1 million.

SCE's forecast for the other scenario (that the plant is decommissioned), assumes that maintenance and capital spending can be reduced as the plant shut-down date approaches, particularly work currently planned for the 2014 major overhaul of Unit 5. The O&M forecast for 2012 for this scenario is \$41.5 million, and the capital expenditure forecast for the 2012-2014 period is \$71.4 million. The decommissioning scenario results in a \$4.3 million lower revenue requirement in 2012, and is lower by \$3.6 million and \$43.1 million in 2013 and 2014, respectively.

5. SCE Asks The Commission To Terminate The Project Development Division Memorandum Account And Transfer The Recovery Of That Division's Cost Into Base Rates

SCE's Project Development Division's (PDD) primary functions are to: (1) analyze generation technologies and costs; (2) locate appropriate sites for potential generation development; (3) monitor and participate in generation-related regulatory and legislative activity; and, (4) develop and maintain the "Best Option Outside Negotiation" for relevant generation technologies. SCE's testimony on PDD is found in Exhibit SCE-02, Volume 5. The PDD was previously addressed in SCE's 2006 and 2009 GRCs, D.06-05-016 and D.09-03-025.

SCE's proposal to terminate the Project Development Division Memorandum Account (PDDMA) is found in Exhibit SCE-10, Volume 1. As indicated in that testimony, the Commission established the PDDMA to track PDD's costs, which are reviewed and subject to recovery in SCE's Energy Resource Recovery Account (ERRA) proceeding. SCE is asking that the Division's O&M expense and capital costs be authorized in this GRC, similar to the expense and capital costs of other SCE business units. Although the Commission has rejected this request in the

past, SCE submits that PDD performs a legitimate utility function for a significant number of years. By granting SCE's request, the Commission will be able to review PDD's cost in the general rate case proceeding instead of the ERRA proceeding.

6. Recovery of Edison SmartConnect Revenue Requirement

The SmartConnect program was authorized by the Commission in D.08-09-039, which adopted a Settlement between SCE and the Commission's Division of Ratepayer Advocates and various stipulations with the Utility Reform Network. The Settlement provided for a total recovery limit of \$1.6 billion over a five-year deployment period and for a balancing account to record the revenue requirement during the deployment period. It also provided a credit to SCE's customers of \$1.4246 per installed meter per month through the end of deployment.

In SCE's 2009 GRC, the Commission adopted SCE's proposal to set 2009-2011 revenue requirements assuming "business-as-usual" (i.e., without the SmartConnect™ program costs or benefits). SCE anticipates full deployment will be achieved by December 31, 2012. To preserve the terms of the Settlement Agreement, both the deployment-related revenue requirement and the expense-related benefits should continue to be recovered through the Edison SmartConnect Balancing Account, separate from the GRC revenue requirement. Therefore, SCE proposes in this application to maintain this cost recovery "separation" through the end of deployment, or December 31, 2012.¹⁶ Beginning in 2013, SCE proposes to include the operational and benefits, and continue to include the capital-related benefits in GRC revenue requirements. This proposal is discussed further in Exhibit SCE-04 and Exhibit SCE-10, Volume 1.

7. Recovery Of Market Redesign And Technology Upgrade (MRTU) Revenue Requirement

The Commission issued Resolution E-4087 on May 24, 2007, which authorized SCE to establish the MRTU Memorandum Account to record the incremental revenue requirement associated with the California Independent System Operator's MRTU initiative. Resolution E-4087

¹⁶ SCE has included a forecast of Edison SmartConnect capital benefits in its Test year 2012 GRC revenue requirement.

requires that the costs of the MRTU implementation be found reasonable in SCE's ERRA Compliance proceeding.

SCE's 2009 GRC requested authority to include recovery of the MRTU revenue requirement in its 2009 GRC revenue requirement based on an estimate of the capital expenditures and expenses for MRTU Releases 1, 1A, and 2. The Commission denied that request, finding that the estimate of the costs of Releases 1, 1A, and 2 were unknown at that time and the scope of the MRTU phases were changing and evolving. This is no longer the case. The capital expenditures incurred through December 31, 2009 are known and are currently being reviewed in SCE's 2009 ERRA Compliance proceeding. To the extent any amount of the recorded MRTU capital costs are found to be unreasonable in the ERRA Compliance proceeding, SCE will make the appropriate adjustment to reduce the 2012, 2013, and 2014 GRC revenue requirement included in this proceeding.¹⁷ This proposal is discussed further in Exhibit SCE-05 and Exhibit SCE-10, Volume 1.

8. Continuation Of Reliability Investment Incentive Mechanism (RIIM)

In SCE's 2006 GRC, SCE, the Coalition of California Utility Employees (CUE), and The Utility Reform Network entered into a stipulation asking for Commission approval to establish a Reliability Investment Incentive Mechanism. The RIIM focused on reliability-related capital expenditures and workforce increases and provided that to the extent SCE did not spend as much as authorized, or increase certain workforce categories consistent with RIIM targets, funds were be returned to customers at the end of the rate case cycle.

In SCE's 2009 GRC, SCE and CUE recommended continuing the RIIM, with some modifications. In D.09-03-025, the Commission adopted a new RIIM mechanism, as proposed by SCE and CUE in a settlement. Resolution E-4313 implemented the RIIM. As discussed by Mr. Kelly in Exhibit SCE-03, Volume 1, SCE is proposing to continue the RIIM, with some modifications, during the 2012-2014 GRC cycle.

¹⁷ Such an adjustment would be necessary because capital expenditures are recovered over a period of years through depreciation and amortization expense.

9. Ongoing Efforts Stemming From 2009 GRC Settlement With Disability Rights Advocates

In SCE's 2009 GRC the Commission approved a settlement between SCE and the Disability Rights Advocates regarding issues of access by the disabled. Since entering into that settlement, SCE and the Disability Rights Advocates have continued a dialogue to follow-up on those issues. In this 2012 GRC, SCE has identified further efforts to address those issues, which can be found in Exhibit SCE-03, Volume 4, Exhibit SCE-04, Volumes 2 and 3, Exhibit SCE-07, Volume 3, and Exhibit SCE-09, Volume 2.

10. SCE Will Make Available Its Public Testimony On Its Website; Confidential Testimony Will Be Accessible Pursuant To A Non-Disclosure Agreement

SCE's Application is supported by thousands of pages of testimony, which SCE is posting on its external website. A small subset of SCE's testimony contains confidential information and has been provided to DRA subject to Public Utilities Code §583 and General Order 66(c). SCE's confidential testimony includes the following:

- SCE-2, Volume 8: As indicated in Section III of SCE-2, Volume 8, the Mountainview Generating Station incorporates General Electric ("GE") supplied major power equipment, including the combustion turbine generators, steam turbine generators, and controls. SCE has a Contractual Service Agreement ("CSA") with GE, whereby GE provides maintenance and other services related to the GE equipment. Under the terms of the purchase order with GE, the pricing terms associated with the CSA are confidential.
- SCE-2, Volume 10: Regarding SCE's solar photovoltaic program, SCE's recorded and projected rooftop lease costs and rents are confidential because SCE is in negotiation with prospective rooftop owners for leases. SCE and its ratepayers could be harmed if prospective owners negotiated higher leases based on the rents SCE paid. In addition, the total O&M expenses recorded in the Solar Photovoltaic Program Balancing Account is also confidential because the confidential lease payments can be determined by backing out the other components of the Account, which are public.
- SCE-7, Vol. 2: SCE's recorded cost for FERC Account 925 (Claims Reserves) is provided in Figure III-12 and is not confidential. However, Figure III-14 (which

presents the recorded cost and forecast for Account 925 (Claims Reserves)) and the accompanying testimony are confidential. This material includes a back-cast describing how SCE's recently purchased insurance coverage, which now includes separate coverage for wildfires, would have affected SCE's historical claims costs associated with wildfire fires. Because wildfire litigation is ongoing, SCE and its ratepayers could be harmed if SCE's reserves for wildfires and its estimates of the potential damages were made public.

- SCE-7, Vol. 3: The cost of the supplemental wildfire insurance, which is discussed in Section IV.D.1, is confidential and proprietary. This testimony discloses the value of the insurance premium in relationship to the amount of coverage SCE is forecasting. Release of this information could harm SCE and its ratepayers because it may impact future negotiations with other insurance companies if these companies have access to the wildfire premium-to-coverage ratio.
- SCE-09, Vol. 3: SCE's testimony to extend its right-of-ways on land owned by the Morongo Band of Mission Indians, which is discussed in Section X.F.4, is confidential because the extensions are still the subject of negotiations.
- SCE-10, Vol. 2: Table IV-25 is SCE's Lead-Lag Summary for Test Year 2012. The portion relating to the purchase power section of the study contains power purchase forecasts that are confidential pursuant to Section II.B of the IOU Matrix (Appendix I) of D.06-06-066 in R.05-06-040.

To provide a procedure by which other parties to this proceeding can review confidential documents, such as testimony, workpapers, and data requests, while still maintaining their confidentiality, SCE will enter into a nondisclosure agreement with permissible parties to govern access to the confidential materials. The nondisclosure agreement is attached to this Application as Attachment C, and is modeled after the Protective Order that the Commission has approved in SCE's last three general rate cases.

F. Interaction With Other Proceedings

1. 2007 Wind and Firestorm Catastrophic Events Memorandum Account Cost Recovery Proceeding

The Commission authorized SCE to activate its Wind and Firestorm Catastrophic Event Memorandum Account effective October 21, 2007. The purpose of that account is to record the incremental expenses and the revenue requirement on incremental capital additions associated with repairing facilities damaged by the fires that raged through Los Angeles, Orange, Riverside, San Bernardino, Santa Barbara, and Ventura Counties, and wind damage that was incurred in Riverside County. On April 22, 2010, SCE filed A.10-04-026 to seek recovery of approximately \$10.5 million of those costs that had been recorded in the memorandum account.

The expenses recorded in the memorandum account have been removed from the recorded base used to forecast expenses in this GRC. The reasonableness of SCE's incremental capital additions will be determined in A.10-04-026. Because capital additions are recovered over many years through depreciation expense, the revenue requirements estimated in this proceeding include the effect of the capital additions being reviewed in A.10-04-026. If the Commission's final decision in A.10-04-026 denies recovery of any of those capital expenditures, SCE will remove the associated revenue requirement from its estimates in this proceeding.

2. Fire Hazard Prevention Memorandum Account (FHPMA)

D.09-08-029 found it reasonable for SCE to recover costs prudently incurred to comply with the vegetation management maintenance changes adopted in that decision and authorized SCE to establish a memorandum account to track those costs. Further review is contemplated in Phase 2 of that proceeding. As of the date SCE is submitting its Notice of Intent for a 2012 GRC, the outcome of that Phase 2 is not known. Therefore, in Exhibit SCE-03, Volume 4, SCE has forecast the fire hazard prevention costs discussed in the Phase 1 decision, D.09-08-029. If recovery of the Phase 1 costs in this GRC is adopted, SCE will discontinue recording the Phase 1 fire hazard prevention costs in the memorandum account but continue it for recording the costs mandated in Phase 2 until those costs can be included in a future GRC revenue requirement.

G. Exhibits Supporting SCE's Request

SCE's application is accompanied by the following separately numbered exhibits. SCE is ready to proceed with its showing on these exhibits according to the schedule shown in Section II.C, below.¹⁸

¹⁸ In accordance with the RCP, as modified by D.93-07-030 and D.07-07-004, pricing exhibits and presently effective and proposed tariffs will be addressed in the pricing phase of this case.

SEPARATE EXHIBITS
SCE-01 - POLICY
SCE-02 - GENERATION
Volume 1 - Nuclear Policy & SONGS 2&3 Operation & Maintenance Expenses
Volume 2 - SONGS 2 & 3 Capital Expenditures
Volume 3 - Palo Verde Operation & Maintenance Expenses
Volume 4 - Palo Verde Capital Expenditures
Volume 5 - Power Production Generation Policy
Volume 6 - Coal Operation & Maintenance Expenses, Part 1
Volume 6 - Coal Capital Expenditures, Part 2
Volume 6 - Coal Capital Update Pursuant to D.10-10-016, Part 3
Volume 7 - Hydro Operation & Maintenance Expenses, Part 1
Volume 7 - Hydro Capital Expenditures, Part 2
Volume 8 - Generation (Gas) - Mountainview*
Volume 9 - Generation (Gas) - Peakers
Volume 10 - Generation - Project Development Division/Fuel Cell Technology/Solar PV (shared PDD & GP&S)*
Volume 11 - Generation - Catalina
SCE-03 - TRANSMISSION & DISTRIBUTION
Volume 1 - TDBU Policy Overview
Volume 2 - Advanced Technology
Volume 3 - Electric System Planning, Part 1 & Load Growth Programs, Part 2
Volume 3 - Infrastructure Replacement Programs, Part 3
Volume 3 - Transmission & Interconnection Planning, Part 4 & Engineering Design & Project Management, Part 5
Volume 4 - Customer Driven Programs, Part 1 & Inspection & Maintenance, Part 2
Volume 4 - Distribution Planning & Field Accounting, Part 3 & Resource Planning & Performance Management, Part 4
Volume 4 - Grid Operations, Part 5 & Distribution Construction & Maintenance, Part 6
Volume 4 - Substation Construction & Maintenance, Part 7 & Transmission, Part 8
Volume 5 - Business Process & Technology Integration, Part 1
Volume 5 - Technical Services, Part 2
Volume 5 - Business, Regulatory & Financial Planning, Part 3 & TDBU Other Costs & OOR, Part 4
SCE-04 - CUSTOMER SERVICE
Volume 1 - Policy
Volume 2 - Operations
Volume 3 - Customer Service & Information Delivery
Volume 4 - Capital, Capitalized Software, and Other Operating Revenues
SCE-05 - INFORMATION TECHNOLOGY
Volume 1 - Policy
Volume 2 - Operation & Maintenance Expenses and Capital Expenditures
Volume 3 - Capitalized Software
SCE-06 - HUMAN RESOURCES
Volume 1 - Human Resources Department
Volume 2 - Benefits & Other Compensation
Volume 2, Appendix B - Total Compensation Study Report, Prepared By Hewitt Associates LLC
SCE-07 - ADMINISTRATIVE AND GENERAL
Volume 1 - Summary & Financial Organizations and Risk Control
Volume 2 - Legal and Ethics & Compliance*
Volume 3 - Regulatory Policy & Affairs, Corporate Membership Dues & Fees, Corporate Communication, and Property & Liability Insurance & Expense*
SCE-08 POWER PROCUREMENT
SCE-09 OPERATIONS SUPPORT
Volume 1 - Policy
Volume 2 - Operation & Maintenance Expenses
Volume 3 - Capital Expenditures*
SCE-10 RESULTS OF OPERATIONS
Volume 1 - Requested Revenue Requirements, Ratemaking, Sales Forecast, OOR, Cost Escalation, Post-Test Year Ratemaking
Volume 2 - Plant, Taxes, Depreciation Expense and Reserve, & Rate Base*
Volume 3 - Depreciation
SCE-11 PRODUCTIVITY
SCE-12 COMPLIANCE
SCE-13 DIFFERENCES BETWEEN NOI & APPLICATION
* Confidential & Public versions are available for this exhibit

II.
STATUTORY AND REGULATORY REQUIREMENTS

A. Statutory And Other Authority – Rule 2.1

Rule 2.1 requires that all applications: (1) clearly and concisely state authority or relief sought; (2) cite the statutory or other authority under which that relief is sought; and, (3) be verified by the applicant. Rules 2.1(a), 2.1(b), and 2.1(c) set forth further requirements that are addressed separately below. The relief being sought is summarized in Sections I (Summary of the Reasons for SCE’s Request) and IV (Conclusion), and is further described in the testimony accompanying this application. The statutory and other authority under which this relief is being sought include California Public Utilities Code Sections 314.5, 377, 451, 454, 463, 463.5, 491, 701, 728, 728.1, 729, 740.1, 740.3, 740.4, 795, *et al.*, the Commission's Rules of Practice and Procedure, and prior decisions, orders, and resolutions of this Commission. This application has been verified by an SCE officer as provided in Rules 1.11 and 2.1.

B. Legal Name And Correspondence – Rules 2.1(a) And 2.1(b)

Pursuant to Rules 2.1(a) and 2.1(b),¹⁹ SCE is a public utility organized and existing under the laws of the State of California. The location of SCE's principal place of business is: 2244 Walnut Grove Avenue, Rosemead, California.

Correspondence or communications regarding this application should be addressed to:

¹⁹ Rule 2.1(a) requires the application to state the exact legal name of the applicant and location of its principal place of business, and, if a corporation, the state under the laws of which the applicant was organized. Rule 2.1(b) requires the application to state the name, title, address, telephone number, facsimile transmission number, and e-mail address of the person to whom correspondence or communications in regard to the application are to be addressed.

Christina A. Sanchez, Case Administrator
Southern California Edison Company
Post Office Box 800
2244 Walnut Grove Avenue
Rosemead, California 91770
Telephone: (626) 302-3719
Facsimile: (626) 302-3119
e-mail: scegrc@sce.com

C. Proposed Categorization, Need For Hearings, Issues To Be Considered, Proposed Schedule – Rule 2.1(c)

Commission Rule 2.1(c) requires that all applications shall state “the proposed category for the proceeding, the need for hearing, the issues to be considered, and a proposed schedule.”²⁰ SCE proposes this application be designated a “ratesetting” proceeding, as defined in California Public Utilities Code §1701.1(c)(3) and Rule 1.3(e).²¹ The need for hearings and the issues to be considered in such hearings will depend in large part on the degree to which other parties contest SCE’s request.

SCE’s proposed procedural schedule is based on that adopted in the Rate Case Plan, D.89-01-040, as modified in D.07-07-004, which assumes that evidentiary hearings will be held. To the Rate Case Plan schedule, SCE has added proposed dates for responses or protests to this application (Rule 2.6) and oral argument (Rule 13.13), procedures which were adopted subsequent to D.89-01-040 and not addressed in the modifications adopted in D.07-07-004. In addition, while the Rate Case Plan’s schedule assumes evidentiary hearings and briefing, SCE hopes that at least some of the issues addressed in this application can be resolved through alternative dispute resolution, so SCE’s proposed schedule provides for a settlement conference pursuant to Rule 12.1.²²

²⁰ TITLE 20 CAL. CODE REGS. Div. 1, Art. 2, §2.1.

²¹ “Ratesetting cases, for purposes of this article, are cases in which rates are established for a specific company, including, but not limited to, general rate cases, performance-based ratemaking, and other ratesetting mechanisms.” CAL. PUB. UTIL. CODE §1701.1(c)(3). “‘Ratesetting’ proceedings are proceedings in which the Commission sets or investigates rates for a specifically named utility (or utilities), or establishes a mechanism that in turn sets the rates for a specifically named utility (or utilities).” TITLE 20 CAL. CODE REGS §1.3(e).

²² SCE’s proposed schedule provides for a settlement conference following direct and rebuttal hearings and the submission of the comparison exhibit. However, whether and precisely when such might take place cannot be determined at this time.

Finally, while the Rate Case Plan provides for public participation hearings in the applicant utility's service territory, a portion of the 2008 GRCs of the Sempra utilities (A.06-12-009, et al.) and two days of SCE's 2009 GRC (A.07-11-011) were also held in southern California. The witnesses that sponsor SCE's proposals in this application reside in southern California. Travel to and from the Commission's San Francisco offices for those witnesses, plus SCE's attorneys and other support staff, is costly, both in terms of direct costs and time away from other duties, and those costs are ultimately passed on to SCE's ratepayers. SCE therefore requests that the Commission schedule at least a portion of the evidentiary hearings for this 2012 GRC application in southern California. For the same reasons, SCE also requests that the evidentiary hearings in this case be webcast, as they were in SCE's 2009 GRC.

***SCE 2012 General Rate Case
Proposed Schedule***

Event	Day	Date
1. NOI Tendered to DRA	-127	Monday, July 19, 2010
2. NOI Accepted and Served	-60	Friday, September 24, 2010
3. GRC Application Filed	0	Tuesday, November 23, 2010
4. Application Appears on CPUC Calendar	0	Tuesday, November 23, 2010
5. Protests to Application Due	30	Thursday, December 23, 2010
6. Prehearing Conference Held	41	Monday, January 03, 2011
7. DRA Serves Testimony	77	Tuesday, February 08, 2011
8. Public Participation Hearings Begin	91	Tuesday, February 22, 2011
9. Intervenors Submit Testimony	107	Thursday, March 10, 2011
10. All Parties Serve Rebuttal Testimony	139	Monday, April 11, 2011
11. Combined Evidentiary Hearings Begin	153	Monday, April 25, 2011
12. Combined Evidentiary Hearings End	178	Friday, May 20, 2011
13. Comparison Exhibit Served	192	Friday, June 03, 2011
14. Settlement Conference	199	Friday, June 10, 2011
15. Opening Briefs Filed	209	Monday, June 20, 2011
16. Reply Briefs Filed	223	Monday, July 04, 2011
17. Update Material Served	280	Tuesday, August 30, 2011
18. Update Hearings Begin	293	Monday, September 12, 2011
19. Update Hearings End	297	Friday, September 16, 2011
20. ALJ Proposed Decision	344	Wednesday, November 02, 2011
21. Initial Comments on ALJ Proposed Decision Filed	364	Tuesday, November 22, 2011
22. Reply Comments on ALJ Proposed Decision Filed	371	Tuesday, November 29, 2011
23. Oral Argument on ALJ Proposed Decision	378	Tuesday, December 06, 2011
24. Final Decision	384	Monday, December 12, 2011

D. Organization And Qualification To Transact Business – Rule 2.2

In compliance with Rule 2.2,²³ 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. 06-03-020,²⁴ and is by reference made a part hereof.

E. Balance Sheet And Income Statement – Rules 2.3 and 3.2(a)(1)

Appendix A to this application contains copies of SCE's balance sheet as of September 30, 2010, and income statement for the period ended September 30, 2010, the most recent period available.

F. Present And Proposed Rates – Rule 3.2(a)(2) And Rule 3.2(a)(3)

The presently effective rates proposed to be changed, and the changes proposed to be made thereto are addressed in Exhibit SCE-10. Proposed tariff sheets reflecting our revenue allocation and rate design proposals will be addressed in Phase 2 of this proceeding, as discussed in Section II.A.1, above, consistent with the Rate Case Plan modifications adopted in D.93-07-030.

If the Commission were to allocate the increase in 2009 revenues shown in Table 1 to SCE's customer groups on a System Average Percentage Change (SAPC) basis, the impact on each customer group would be as shown in Table 2.

²³ Rule 2.2 requires the applicant to submit a copy of its organizing documents and evidence of its qualification to transact business in California, or to refer to that documentation if previously filed with the Commission.

²⁴ Application 06-03-020, *For Approval of Early Transfer of Anaheim's Share of SONGS 2&3 to SCE*.

TABLE 2

Estimated Impact Of This Request On Customer Rates

Customer/Rate Group	2010 Present Rate Revenue at 2012 Forecast Sales (\$000)	2010 Base Rate Revenues at 2012 Forecast Sales (\$000)	2012 GRC Total Revenue Change (\$000)	Total 2012 Revenues (\$000)	% Increase over Total Revenues	% Increase over Base Rate Revenues
Domestic	4,452,554	1,987,166	393,146	4,845,700	8.83%	19.78%
Light-Small & Medium Pwr	4,276,459	1,908,575	308,663	4,585,122	7.22%	16.17%
Large Power	2,195,789	979,976	131,941	2,327,730	6.01%	13.46%
Agricultural & Pumping	398,103	177,673	28,785	426,887	7.23%	16.20%
Street and Area Lighting	141,727	63,252	3,356	145,083	2.37%	5.31%
Total	<u>11,464,632</u>	<u>5,116,643</u>	<u>865,890</u>	<u>12,330,522</u>	<u>7.55%</u>	<u>16.92%</u>

The increases shown in Table 2 are illustrative only. As discussed in Section II.A.1 of this application, revenue allocation and rate design issues associated with this filing will be addressed in a separate phase.

G. Description Of SCE’s Property And Equipment, Original Cost Thereof, And Depreciation Reserve – Rule 3.2(a)(4)

SCE’s service territory is located throughout Central and Southern California, and includes approximately 200 incorporated communities as well as outlying rural territories. A list of the counties and municipalities served by SCE is attached hereto as Appendix B.

SCE is engaged in the business of generating, transmitting, and distributing electric energy in portions of central and southern California. In addition to its properties in California, SCE owns, in some cases jointly with others, facilities located in Nevada, Arizona, and New Mexico, its share of which produces electric energy for the use of its customers in California.

SCE owns and operates a diesel electric generating plant, solar rooftop facilities, 36 hydroelectric plants, and an undivided 78.2 percent interest in San Onofre Nuclear Generating Station (SONGS) Unit Nos. 2 and 3, all located in central and southern California. SCE also owns a 15.8 percent interest in Palo Verde Nuclear Generating Station Units 1, 2, and 3, located in Maricopa, Arizona. In addition, SCE owns a 48 percent interest in Units 4 and 5 of a coal-fired steam electric generating plant in New Mexico (Four Corners Project), operated by another utility. SCE also owns a 56 percent undivided interest in two coal-fired electric generating units in Clark County, Nevada (Mohave Project). The Mohave units are presently shut down, and SCE is in the process of decommissioning them. Finally, SCE also owns and operates two gas-fired

Combined Cycle Gas Turbine generating units in San Bernardino County, California (Mountainview Project).

Pursuant to Commission Order in Decision No. 49665, dated February 16, 1954, SCE has, since 1954, used straight-line remaining life depreciation for computing book depreciation expense for accounting and ratemaking purposes. The original cost and depreciation reserve applicable to SCE's property and equipment are shown in the Balance Sheet attached as Appendix A of this application, and in the schedules included as Exhibit SCE-11 (Depreciation Study) of the testimony supporting this application.

H. Summary Of Earnings – Rule 3.2(a)(5)

A summary of earnings is shown in Table 1, above.

I. Tax Depreciation – Rule 3.2(a)(7)

Pursuant to Commission Decision No. 59926, dated April 12, 1960, SCE uses accelerated depreciation for income tax purposes and “flows through” reductions in income tax to ratepayers within the Commission's jurisdiction for property placed in service prior to 1981. Pursuant to Decision No. 93848 in Order Instituting Investigation (OII) No. 24, SCE uses the Accelerated Cost Recovery System (ACRS) in determining depreciation for federal income tax purposes and “normalizes” the depreciation timing differences to ratepayers for property placed in service after 1980 in compliance with the Economic Recovery Tax Act of 1981. Pursuant to Decision No. 86-01-061 in OII No. 86-11-019, Phase II, SCE uses the Modified Accelerated Cost Recovery System (MACRS) in determining depreciation for federal income tax purposes and, in compliance with the Tax Reform Act of 1986, continues to “normalize” depreciation timing differences to ratepayers for property placed in service after 1986.

J. Proxy Statement – Rule 3.2(a)(8)

Certain classes and series of SCE's and Edison International's (SCE's parent company) capital stock are listed on a “National Securities Exchange” as defined in the Securities Exchange Act of 1934.

Three copies of the joint proxy statement of SCE and Edison International sent to their shareholders were filed with the Commission pursuant to General Order Nos. 65-A and 104-A,

and in compliance with Ordering Paragraph No. 1 of Decision No. 88-01-063, Condition No. 5d, by a letter of transmittal dated March 15, 2010.

K. Statement Pursuant To Rule 3.2(a)(10)

Rule 3.2(a)(10)²⁵ requires that the “application of electrical ... corporations shall separately state whether or not the increase reflects and passes through to customers only increased costs to the corporation for the services or commodities furnished by it.” SCE’s application includes a request for authorization to add various capital expenditures to rate base. These requested rate base additions would earn a return on, as well as a return of capital. In that sense, SCE’s request in this proceeding is not limited to passing through to customers “only increased costs to the corporation for the services or commodities furnished by it.”

L. Service Of Notice – Rules 3.2(b), 3.2(c), 3.2(d)

As required by Rule 3.2(b), a notice stating in general terms the proposed increases in rates will be mailed to the designated officials of the state and the counties and cities listed in Appendix B. As required by Rule 3.2(c), notice will be published in a newspaper of general circulation in each county in SCE’s service territory within which the rate changes would be effective. A list of the cities and counties affected by the increases proposed in this application is attached as Appendix B. Finally, pursuant to Rule 3.2(d), notice shall be furnished to customers affected by the proposed increase by including such notice with the regular bills mailed to those customers.

M. Compliance With Specific Commission Orders

The Commission’s Rate Case Plan’s “Standard Requirement List of Documentation Supporting an NOI” requires GRC applicants to submit “all studies and information required to be submitted in the rate case by the Commission in prior rate case decisions and subsequent

²⁵ Rule 3.2(a)(9) applies only to telephone utilities, so is not addressed in this application.

policy statements or decisions.”²⁶ As part of this application, SCE is submitting Exhibit SCE-12, entitled “Compliance,” which lists the various information requirements from prior Commission decisions and how SCE has complied with them.

N. This Application Does Not Address Rate Design, Demand Side Management Cost-Effectiveness, Or Resource Plan Issues

In its present form, the Rate Case Plan (RCP) requires electric utility applicants to include testimony on various rate design issues, the cost-effectiveness of demand side management (DSM) programs, and the utility’s resource plan.²⁷ As discussed below, these three requirements are vestiges of previous regulatory approaches and are no longer applicable in the context in which this application is being filed.

1. SCE Rate Design Issues Are To Be Addressed In Phase 2 Of This Proceeding

This application does not address various rate design issues specified in the RCP, such as unit marginal costs, marginal cost revenue responsibility, revenue allocation, and other related rate design issues. On March 5, 1993, SCE filed a petition to modify the RCP, requesting that certain items scheduled to be addressed in Phase 1 of the GRC (unit marginal costs, marginal cost revenue responsibility, and revenue allocation) instead be addressed in the pricing phase (Phase 2) of our GRC. The Commission granted that request.²⁸ The Commission recently reiterated this procedure for Phase 2 of SCE’s GRCs in D.07-07-004. Under the Rate Case Plan schedule, SCE expects to file its Phase 2 application within 90 days of filing this Test Year 2012 GRC Application.

²⁶ *Order Instituting Rulemaking To Revise The Time Schedule For The Rate Case Plan*, D.89-01-040, Appendix B; D.07-07-004, Appendix A.

²⁷ These requirements are set forth in the “Standard Requirements List of Documentation Supporting an NOI,” Appendix B of D.89-01-040 or Appendix A of the recently modified Rate Case Plan, D.07-07-004.

²⁸ *Order Instituting Rulemaking To Revise The Time Schedule For The Rate Case Plan*, D.93-07-030, p. 2, Conclusion of Law No. 1, p. 6, and Appendix to D.93-07-030. See also, D.07-07-004.

2. DSM Issues Being Addressed In Another Proceeding Outside The GRC

This application does not include a showing on DSM cost-effectiveness, another of the items in the RCP's standard requirements list, because the GRC is no longer the docket in which the Commission reviews these issues. Before 1998, the funding and design of demand-side management programs (including cost-effectiveness) were addressed in the electric utilities' GRCs. Since 1998, however, energy efficiency program-related issues, including specific funding levels and program cost-effectiveness, have been addressed in separate annual filings (*i.e.*, outside the utilities' GRCs.) This change was triggered by AB 1890. Concurrent with this change, the CPUC required utilities to request program and budget authorization in triennial filings outside the GRC process.²⁹

For 2002 and beyond, spending levels for the energy efficiency programs funded by SCE's public goods charge are set in AB 995, which was passed into law on September 30, 2000. In D.04-07-022 (SCE's 2003 GRC Decision), the Commission ruled that DSM cost-effectiveness would not be addressed in the GRC. In accordance with that ruling, SCE's 2006 GRC application (A.04-12-014, which resulted in D.06-05-016) did not address energy efficiency program costs or program cost-effectiveness issues. Instead, consistent with Commission direction in D.05-09-043 and D.05-11-011, all issues related to energy efficiency policies, administration, and programs are examined on a triennial basis through a separate application process. SCE's most recent application to review energy efficiency programs, program costs, and cost-effectiveness was initially filed in July 2008 for program years 2009-2011.³⁰ After some changes in energy efficiency program direction, SCE withdrew its July 2008 application and subsequently filed an amended application in July 2009 addressing the years 2010-2012.

Similarly, in D.06-03-024, the Commission directed SCE to review its demand response programs and policies in an application to be filed by June 1, 2008 for program years

²⁹ See, D.97-09-117, Ordering Paragraph No. 5, (*mimeo*), p. 78. See also, ASSIGNED COMMISSIONER'S RULING, dated August 1, 1997, in R.94-04-031, I.94-04-032.

2009-2011. In addition, issues surrounding cost-effectiveness measurement and evaluation are currently being examined in R.07-01-041.

Consequently, as a result of the changes in Commission policy discussed above, SCE's 2012 GRC application does not address energy efficiency and demand response programs, program costs, program administration, or cost-effectiveness.

3. There Is No Longer Any Need To Address Resource Plan Issues In The GRC

This application does not include a resource plan, another of the items in the RCP's standard requirement list. The traditional type of resource plan, as mentioned in the RCP, identifies the need for the utility to add generation. In past GRCs, the resource plan was used to evaluate DSM cost-effectiveness and to determine generation marginal costs:

The primary purpose of adopting a resource plan in a GRC is to calculate the utility's energy reliability index (ERI), which is then used in evaluation of cost-effectiveness of DSM programs and in revenue allocation and rate design.

The ERI is a measure of the value of generation capacity in calculations of marginal costs. When a utility needs capacity to increase reliability of service, its ERI is 1.0, and marginal costs include all marginal generation costs. As capacity is added and reserve margin increases, the value of incremental capacity declines, and the ERI drops below 1.0. Marginal generation costs are then discounted by the reduced values of the ERI.³¹

In October 2001, the Commission commenced its Order Instituting Rulemaking to Establish Policies and Cost Recovery Mechanisms for Generation Procurement and Renewable Resource Development, R.01-10-024. Following this, AB 57 (codified as §454.5 of the California Public Utilities Code) required investor-owned utilities to file procurement plans. The Commission has since instituted four more procurement planning proceedings, R.04-04-003, R.06-02-013, R.08-02-007 and R.10-05-006. Policies regarding the future role of the utility in building new generation are addressed in the present Rulemaking, R.10-05-006. In this proceeding, the Commission is considering "issues related to the overall long-term need for new

Continued from the previous page

³⁰ ASSIGNED COMMISSIONER'S SCOPING MEMO AND RULING ON ISSUES RELATING TO FUTURE SAVINGS, GOALS, AND PROGRAM PLANNING FOR 2009-2011 AND BEYOND, p. 9, dated April 13, 2007.

³¹ *Re Southern California Edison Co.*, D.91-11-076, [mimeo], p. 131, and footnote 72.

system and local reliability resources, including adoption of ‘system’ resource plans for each of these three utilities’ service area that will inform the next available cycle of bundled procurement plans,” which “will allow the Commission to comprehensively consider the impacts of state energy policies on the need for new resources.”³² Thus there is no longer any need to address resource plan issues in energy utility GRCs.

III. CONCLUSION

SCE respectfully asks the Commission to authorize the revenue adjustments and other requests included herein to become effective January 1, 2012, and to issue its decision:

1. Finding reasonable the requested ABRR and ordering that ABRR to be made effective January 1, 2012;
2. Ordering the concurrent withdrawal and cancellation of existing rates, charges, and classifications to be superseded by rates and other tariff changes that reflect the revenues requested herein;
3. Rendering Findings of Fact and Conclusions of Law, and issuing Orders consistent with the materials accompanying this filing; and,

³² *Order Instituting Rulemaking to Integrate and Refine Procurement Policies and Consider Long-Term Procurement Plans* (R,10-05-006), May 6, 2010 at 2-3.

4. Granting such other relief as the Commission finds to be just and reasonable.

Respectfully submitted,

SOUTHERN CALIFORNIA EDISON COMPANY

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DATE: November 23, 2010

Appendix A

Income Statement And Balance Sheet

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
NINE MONTHS ENDED SEPTEMBER 30, 2010

(In millions)

OPERATING REVENUE	<u>\$ 7,504</u>
OPERATING EXPENSES:	
Fuel	275
Purchased power	2,337
Other operation and maintenance	2,272
Depreciation, decommissioning and amortization	945
Property and other taxes	195
Gain on Sale of assets	<u>(1)</u>
Total operating expenses	<u>6,023</u>
OPERATING INCOME	1,481
Interest income	5
Other income	103
Interest expense - net of amounts capitalized	(315)
Other expenses	<u>(39)</u>
INCOME BEFORE INCOME TAX	1,235
INCOME TAX EXPENSE	<u>338</u>
NET INCOME	897
Less: Dividends on preferred and preference stock not subject to mandatory redemption	<u>39</u>
NET INCOME AVAILABLE FOR COMMON STOCK	<u><u>\$ 858</u></u>

SOUTHERN CALIFORNIA EDISON COMPANY

BALANCE SHEET
SEPTEMBER 30, 2010
ASSETS
(in millions)

UTILITY PLANT:

Utility plant, at original cost *	\$ 26,478
Less- accumulated provision for depreciation and decommissioning *	<u>6,097</u>
	20,381
Construction work in progress	3,020
Nuclear fuel, at amortized cost	<u>340</u>
	<u>23,741</u>

OTHER PROPERTY AND INVESTMENTS:

Nonutility property - less accumulated depreciation of \$98	69
Nuclear decommissioning trusts	3,347
Other investments	<u>84</u>
	<u>3,500</u>

CURRENT ASSETS:

Cash and equivalents	857
Short-term investments	4
Receivables, less allowances of \$59 for uncollectible accounts	887
Accrued unbilled revenue	612
Inventory	326
Derivative assets	69
Regulatory assets	404
Other current assets	<u>69</u>
	<u>3,228</u>

DEFERRED CHARGES:

Regulatory assets	5,227
Derivative assets	192
Other long-term assets	<u>339</u>
	<u>5,758</u>
	<u>\$ 36,227</u>

* Detailed by class on following pages.

SOUTHERN CALIFORNIA EDISON COMPANY

BALANCE SHEET
SEPTEMBER 30, 2010
CAPITALIZATION AND LIABILITIES
(in millions)

CAPITALIZATION:

Common stock	\$	2,168
Additional paid-in capital		566
Accumulated other comprehensive loss		(17)
Retained earnings		5,496
Common shareholder's equity		<u>8,213</u>
Preferred and preference stock not subject to mandatory redemption requirements		920
Long-term debt		<u>7,626</u>
Total capitalization		<u>16,759</u>

CURRENT LIABILITIES:

Accounts payable		1,146
Accrued taxes		150
Accrued interest		98
Customer deposits		224
Derivative liabilities		225
Regulatory liabilities		804
Other current liabilities		513
		<u>3,160</u>

DEFERRED CREDITS:

Deferred income taxes		4,173
Deferred investment tax credits		98
Customer advances		114
Derivative liabilities		1,298
Pensions and benefits		1,757
Asset retirement obligations		3,326
Regulatory liabilities		3,663
Other deferred credits and other long-term liabilities		1,879
		<u>16,308</u>
	\$	<u>36,227</u>

SOUTHERN CALIFORNIA EDISON COMPANY

DETAIL OF UTILITY PLANT AND ACCUMULATED PROVISION
FOR DEPRECIATION BY CLASS
SEPTEMBER 30, 2010

UTILITY PLANT
(in millions)

CLASS

Production	\$	2,731
Transmission		5,452
Distribution		15,331
General		1,651
Intangible		1,283
Other utility plant		30
Total utility plant, at original cost less contributions	\$	<u>26,478</u>

ACCUMULATED PROVISION FOR DEPRECIATION
(in millions)

CLASS

Production	\$	1,056
Transmission		965
Distribution		3,293
General		708
Intangibles		362
Other utility plant		9
Retirement work in progress		(296)
Total accumulated provision for depreciation	\$	<u>6,097</u>

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

September 30, 2010

(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:		
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:		
Cumulative preferred, at \$25 par value:		
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 preference, at stated value:		
5.53% Series A	4,000,000	400
6.125% Series B	2,000,000	200
6.00% Series C	2,000,000	200
Common Stock, no par value	434,888,104	2,168
Total		<u>\$ 3,088</u>

SOUTHERN CALIFORNIA EDISON COMPANY

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

Subsequent to the two-for-one Common Stock spit effective June 1, 1993, each share of the 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. For terms of preference, etc., see Applicant's Restated Articles of Incorporation dated March 2, 2006, filed March 14, 2006 with Application 06-03-020. The various Certificates of Determination of Preferences of Applicant's stock are as follows: Cumulative Preferred Stock, 4.32% Series, filed in May 1947 with Application 28263; Cumulative Preferred Stock, 4.08% Series, filed May 1959 with Application 31326; Cumulative Preferred Stock, 4.24% Series, filed in January 1956 with Application 37676; Cumulative Preferred Stock, 4.78% Series, filed in January 1958 with Application 39759; Series A Preference Stock, filed June 2, 2005, with Application 05-06-003; Series B Preference Stock, filed September 30, 2005, with Application 04-12-008, and Series C Preference Stock, filed March 14, 2006, with Application 06-03-020.

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)
Palo Verde Pollution Control Bonds:				
Maricopa County, AZ 2000 Series A and B	3/2/2009	6/1/2035	5.00%	\$ 144
Four Corners Pollution Control Bonds:				
City of Farmington, NM 2005 Series A and B	3/24/2005	4/1/2029	2.875%	204
SONGS Pollution Control Indebtedness:				
CSCDA 2010 Series A	9/21/2010	9/1/2029	4.50%	100
SONGS Pollution Control Bonds:				
CSCDA 2005 Series A-C	3/13/2008	8/1/2035	Variable	249
Less repurchase of CSCDA 2005 Series A-C				(249)
CSCDA 2006 Series A-B	4/12/2006	4/12/2028	4.10%	196
CSCDA 2006 Series C-D	4/12/2006	11/1/2033	4.25%	135
Taxable Indebtedness:				
Series 2004A	1/14/2004	1/15/2014	5.00%	300
Series 2004B	1/14/2004	1/15/2034	6.00%	525
Series 2004F	3/23/2004	4/01/2015	4.65%	300
Series 2004G	3/23/2004	4/01/2035	5.75%	350
Series 2005A	1/19/2005	1/15/2016	5.00%	400
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	2/01/2038	5.95%	600
Series 2008B	8/18/2008	8/15/2018	5.50%	400
Series 2008C	10/15/2008	3/15/2014	5.75%	500
Series 2009A	3/20/2009	3/15/2039	6.05%	500
Series 2009B	3/20/2009	9/15/2014	4.15%	250
Series 2010A	3/11/2010	3/15/2040	5.50%	500
Series 2010A	8/30/2010	9/1/2040	4.50%	500
				7,254
Unamortized Premium or (Discount)-Net				(26)
Total				\$ 7,229

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, 2009, interest in the amount of \$316 million was paid on all bonds issued and outstanding. For other data required by this subparagraph (d), see 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.

None

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, due 2029	4/1/1999	4/1/2029	6.65%	\$ 300
5.06% Fort Irwin Acquisition Debt				6
Mohave Pollution Control Bonds:				
Clark County, NV 2000 Series A	3/2/2009	6/1/2031	Variable	40
Less repurchase of Clark County, NV 2000 Series A				(40)
Clark County, NV 2000 Series B	3/2/2009	6/1/2031	Variable	15
Less repurchase of Clark County, NV 2000 Series B				(15)
Clark County, NV 2000 Series C	3/2/2009	6/1/2031	Variable	20
Less repurchase of Clark County, NV 2000 Series C				(20)
Four Corners Pollution Control Bonds:				
City of Farmington, NM 1999 Series A	4/1/1999	4/1/2029	5.125%	55
SONGS Pollution Control Indebtedness:				
CPCFA 1999 Series C	9/1/1999	9/1/2031	5.55%	30
Huntington Beach Pollution Control Bonds:				
CPCFA 1999 Series D	9/1/1999	9/1/2015	5.20%	8
				<u>399</u>
Unamortized Premium or (Discount) - Net				(3)
			Total	<u>\$ 397</u>

For the 12 months ended December 31, 2009, interest in the amount of \$50 million was paid.

SOUTHERN CALIFORNIA EDISON COMPANY

	(in millions)	
(2) Current Liabilities:		
Accounts payable	\$ 1,146	
Accrued taxes	150	
Accrued interest	98	
Customer deposits	224	
Derivative liabilities	225	
Regulatory liabilities	804	
Other current liabilities	<u>513</u>	<u>\$ 3,160</u>
(3) Deferred Credits:		
Deferred income taxes	4,173	
Deferred investment tax credits	98	
Customer advances	114	
Derivative liabilities	1,298	
Pensions and benefits	1,757	
Asset retirement obligations	3,326	
Regulatory liabilities	3,663	
Other deferred credits and other long-term liabilities	<u>1,879</u>	<u>16,308</u>
Total		<u><u>\$ 19,468</u></u>

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

(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, 2005

Class of Stock	Number of Shares		Dividend Rate Per	
	Outstanding*	Dividends Paid	Annum	
Cumulative Preferred, Series 4.08%	1,000,000	\$1,020,000.60	4.08%	
Cumulative Preferred, Series 4.24%	1,200,000	\$1,272,000.64	4.24%	
Cumulative Preferred, Series 4.32%	1,653,429	\$1,785,695.76	4.32%	
Cumulative Preferred, Series 4.78%	1,296,769	\$1,549,642.59	4.78%	
\$100 Cumulative Preferred, Series 6.05%	673,500	\$1,554,801.00	6.05%	
\$100 Cumulative Preferred, Series 7.23%	807,000	\$2,917,305.00	7.23%	
Preference Stock, Series A	4,000,000	\$10,935,800.00	5.349%	
Preference Stock, Series B	2,000,000	\$3,402,780.00	6.125%	

Year Ending December 31, 2006

Class of Stock	Number of Shares		Dividend Rate Per	
	Outstanding*	Dividends Paid	Annum	
Cumulative Preferred, Series 4.08%	1,000,000	\$1,020,000.56	4.08%	
Cumulative Preferred, Series 4.24%	1,200,000	\$1,272,000.64	4.24%	
Cumulative Preferred, Series 4.32%	1,653,429	\$1,785,703.32	4.32%	
Cumulative Preferred, Series 4.78%	1,296,769	\$1,549,642.44	4.78%	
Preference Stock, Series A	4,000,000	\$21,396,000.00	5.349%	
Preference Stock, Series B	2,000,000	\$12,250,000.00	6.125%	
Preference Stock, Series C	2,000,000	\$9,233,340.00	6.000%	

Year Ending December 31, 2007

Class of Stock	Number of Shares		Dividend Rate Per	
	Outstanding*	Dividends Paid	Annum	
Cum. Pfd. 4.08%	1,000,000	\$1,020,000.54	4.08%	
Cum. Pfd. 4.24%	1,200,000	\$1,272,000.63	4.24%	
Cum. Pfd. 4.32%	1,653,429	\$1,785,703.32	4.32%	
Cum. Pfd. 4.78%	1,296,769	\$1,549,642.33	4.78%	
Preference Stock. Series A	4,000,000	\$21,396,000.00	5.349%	
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%	

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

SOUTHERN CALIFORNIA EDISON COMPANY

Year Ending December 31, 2008

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
Cumulative Preferred, Series 4.08%	650,000	\$663,000.52	4.08%
Cumulative Preferred, Series 4.24%	1,200,000	\$1,272,000.60	4.24%
Cumulative Preferred, Series 4.32%	1,653,429	\$1,785,703.32	4.32%
Cumulative Preferred, Series 4.78%	1,296,769	\$1,549,642.14	4.78%
Preference Stock, Series A	4,000,000	\$21,396,000.00	5.349%
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, 2009

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
Cumulative Preferred, Series 4.08%	650,000	\$663,000.52	4.08%
Cumulative Preferred, Series 4.24%	1,200,000	\$1,272,000.59	4.24%
Cumulative Preferred, Series 4.32%	1,653,429	\$1,785,703.32	4.32%
Cumulative Preferred, Series 4.78%	1,296,769	\$1,549,642.02	4.78%
Preference Stock, Series A	4,000,000	\$21,396,000.00	5.349%
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%

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

Appendix B

List Of Cities And Counties

Citizens or some of the citizens of the following counties and municipal corporations will or may be affected by the changes in rates proposed herein.

COUNTIES

Fresno	Kings	Orange	Tuolumne*
Imperial	Los Angeles	Riverside	Tulare
Inyo	Madera	San Bernardino	Ventura
Kern	Mono	Santa Barbara	

MUNICIPAL CORPORATIONS

Adelanto	Cudahy	Irwindale	Newport Beach	Santa Barbara
Agoura Hills	Culver City	La Canada Flintridge	Norco	Santa Clarita
Alhambra	Cypress	La Habra	Norwalk	Santa Fe Springs
Aliso Viejo	Delano	La Habra Heights	Ojai	Santa Monica
Apple Valley	Desert Hot Springs	La Mirada	Ontario	Santa Paula
Arcadia	Diamond Bar	La Palma	Orange	Seal Beach
Artesia	Downey	La Puente	Oxnard	Sierra Madre
Avalon	Duarte	La Verne	Palm Desert	Signal Hill
Baldwin Park	Eastvale	Laguna Beach	Palm Springs	Simi Valley
Barstow	El Centro	Laguna Hills	Palmdale	South El Monte
Beaumont	El Monte	Laguna Niguel	Palos Verdes Estates	South Gate
Bell	El Segundo	Laguna Woods	Paramount	South Pasadena
Bell Gardens	Exeter	Lake Elsinore	Perris	Stanton
Bellflower	Farmersville	Lake Forest	Pico Rivera	Tehachapi
Beverly Hills	Fillmore	Lakewood	Placentia	Temecula
Bishop	Fontana	Lancaster	Pomona	Temple City
Blythe	Fountain Valley	Lawndale	Port Hueneme	Thousand Oaks
Bradbury	Fullerton	Lindsay	Porterville	Torrance
Brea	Garden Grove	Loma Linda	Rancho Cucamonga	Tulare
Buena Park	Gardena	Lomita	Rancho Mirage	Tustin
Calabasas	Glendora	Long Beach	Rancho Palos Verdes	Twentynine Palms
California City	Goleta	Los Alamitos	Rancho Santa Margarita	Upland
Calimesa	Grand Terrace	Lynwood	Redlands	Vernon
Camarillo	Hanford	Malibu	Redondo Beach	Victorville
Canyon Lake	Hawaiian Gardens	Mammoth Lakes	Rialto	Villa Park
Carpinteria	Hawthorne	Manhattan Beach	Ridgecrest	Visalia
Carson	Hemet	Maywood	Rolling Hills	Walnut
Cathedral City	Hermosa Beach	McFarland	Rolling Hills Estates	West Covina
Cerritos	Hesperia	Menifee	Rosemead	West Hollywood
Chino	Hidden Hills	Mission Viejo	San Bernardino	Westlake Village
Chino Hills	Highland	Monrovia	San Buenaventura	Westminster
Claremont	Huntington Beach	Montclair	San Dimas	Whittier
Commerce	Huntington Park	Montebello	San Fernando	Wildomar
Compton	Indian Wells	Monterey Park	San Gabriel	Woodlake
Corona	Industry	Moorpark	San Jacinto	Yorba Linda
Costa Mesa	Inglewood	Moreno Valley	San Marino	Yucaipa
Covina	Irvine	Murrieta	Santa Ana	Yucca Valley

*SCE provides electric service to a small number of customer accounts in Tuolumne County and is not subject to franchise requirements.

Appendix C

Proposed Non-Disclosure Agreement

**NONDISCLOSURE AGREEMENT FOR
SCE'S 2012 GENERAL RATE CASE APPLICATION NO. 10-11-___**

This Agreement is between Southern California Edison Company, a California Corporation ("SCE"), and _____ ("Intervenor"), collectively "Parties."

On or about November 17, 2010, SCE submitted to the California Public Utilities Commission's ("CPUC") its 2012 General Rate Case ("GRC") Application. SCE's Application included, but was not limited to, testimony and workpapers that contain Protected Material.

Intervenor is a party to SCE's 2012 GRC Application proceeding or intends to enter an appearance as a party. Intervenor has requested access to Protected Material relating to SCE's 2012 GRC Application. SCE has agreed to enter into this Nondisclosure Agreement with Intervenor to permit Intervenor access to the Protected Material.

The Parties agree as follows:

1. This Nondisclosure Agreement shall be available to and govern the use any Protected Materials provided by SCE to Intervenor relating to SCE's 2012 GRC Application.
2. SCE has designated as protected those materials which customarily are treated by SCE as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject SCE or its customers to risk of competitive disadvantage or other business injury. This information can include, but is not limited to, testimony, workpapers, data request responses, and SCE's Results of Operations Model.
3. Definitions - for purposes of this Agreement:
 - (a) The term "Nondisclosure Certificate" shall mean the certificate annexed hereto by which Intervenor has been granted access to Protected Materials, which certifies Intervenor's understanding that such access to Protected Materials is provided pursuant to the terms and restrictions of this Nondisclosure Agreement, and that such Intervenor's Reviewing Representative has read the Nondisclosure Agreement and agrees to be bound by it.
 - (b) The term "Reviewing Representative" shall mean a person who has signed a Nondisclosure Certificate and who is:
 - (1) an attorney representing Intervenor who has made an appearance or intends to make an appearance in SCE's 2012 GRC Application proceeding;
 - (2) an attorney, paralegal, and other employee associated for purposes of this case with an attorney described in (1); or

- (3) an expert or an employee of an expert retained by Intervenor for the purpose of advising, preparing for or testifying in this proceeding.
 - (4) employees or other representatives of Intervenor appearing in this proceeding with responsibility for this docket.
- (c) The term “Protected Material” refers to those materials described in Section 2 above.

Notwithstanding Section 3(b)(1-4) above, SCE has the right to refuse to provide a Reviewing Representative access to Protected Material if grounds exist such that the Reviewing Representative could use Protective Material for commercial or improper usage. If Intervenor disagrees with SCE’s refusal to provide Protected Material, Intervenor may seek resolution under the procedures set forth in Section 10(a).

4. Protected Materials shall be made available under the terms of this Nondisclosure Agreement only to Intervenor and only through its Reviewing Representatives.

5. (a) Protected Materials shall remain available to Intervenor until the later of the date that an order terminating SCE’s 2012 GRC Application becomes no longer subject to judicial review, or the date that any other CPUC proceeding relating to the Protected Material is concluded and no longer subject to judicial review.

(b) Within 15 calendar days of such date set forth in Section 5(a), Intervenor shall return to SCE the Protected Materials, including notes of Protected Material, copies of filings, official transcripts and exhibits in this proceeding that contain Protected Materials, or, upon agreement by SCE, shall destroy the materials in a manner determined by SCE. Within such time period, Intervenor shall also submit to SCE an affidavit stating that, to the best of its knowledge, all Protected Materials and documents containing Protected Materials have been return or have been destroyed.

6. All Protected Materials shall be maintained by Intervenor in a secure place. Access to Protected Materials shall be limited to those Reviewing Representatives specifically authorized pursuant to this Nondisclosure Agreement.

7. (a) Protected Materials shall be treated as confidential by Intervenor and by the Reviewing Representative in accordance with the Nondisclosure Certificate executed pursuant to Section 8. Protected Materials shall not be used except as necessary for the conduct of SCE’s 2012 GRC Application, nor shall they be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding.

(b) Reviewing Representatives may make notes of Protected Materials which shall be treated as notes of Protected Materials if they disclose the contents of Protected Materials. Reviewing Representatives may not make copies of Protected Materials unless agreed to by SCE. Any such copies become Protected Materials.

8. A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Protected Materials pursuant to this Nondisclosure Agreement unless Reviewing Representative has first executed a Nondisclosure Certificate. A copy of each Nondisclosure Certificate shall be provided to counsel for Intervenor and to SCE prior to disclosure of any Protected Material to that Reviewing Representative.

9. Any Reviewing Representative may disclose Protected Materials to (a) any other Reviewing Representative as long as the disclosing Reviewing Representative and receiving Reviewing Representative both have executed a Nondisclosure Certificate, or (b) a member of the CPUC's Division of Ratepayer Advocates (DRA) who is engaged in the conduct of this proceeding. DRA is subject to the rules and regulations that govern the treatment of Protected information such as Public Utilities Code Section 583 and General Order 66(c). In the event that any Reviewing Representative to whom Protected Materials are disclosed ceases to be engaged in these proceedings, or is employed or retained for a position whose occupant is not qualified to be a Reviewing Representative under Section 3(b), access to Protected Materials by the person shall be terminated. Even if no longer engaged in this proceeding, every person who has executed a Nondisclosure Certificate shall continue to be bound by the provisions of this Nondisclosure Agreement and the certificate.

10. (a) Subject to Section 15, the CPUC, Presiding Administrative Law Judge of the CPUC, or Law and Motion Administrative Law Judge of the CPUC, as appropriate, shall resolve any disputes arising under this Nondisclosure Agreement. Prior to presenting any dispute under this Nondisclosure Agreement to the Commission, Presiding Administrative Law Judge, or Law and Motion Administrative Law Judge under Resolution ALJ-164 or the CPUC's Rules of Practice and Procedure, the parties to the dispute shall meet and confer and use their best efforts to resolve the dispute.

(b) If Intervenor contests the designation of materials as protected, Intervenor shall notify SCE by specifying in writing the materials whose designation is contested. This Nondisclosure Agreement shall continue to apply to such materials after the notification is made. Intervenor may seek resolution of the dispute under the procedures set forth in Section 10(a). If the CPUC, Presiding Administrative Law Judge, or Law and Motion Administrative Law Judge of the CPUC finds that the materials at issue are not entitled to protection, the procedures of Section 15 shall apply.

11. All copies of all documents reflecting Protected Materials that are filed or submitted with the Commission, including the portion of the hearing testimony, exhibits, transcripts, briefs and other documents which refer to Protected Materials, shall bear the prominent markings indicating that the contents include Protected Materials subject to this Nondisclosure Agreement.

12. If Intervenor desires to include, utilize or refer to any Protected Materials, Intervenor shall first notify Counsel for SCE. If Intervenor desires to include, utilize, or refer to any protected Materials at the evidentiary hearing, Intervenor shall notify the the Presiding judge of such desire, identifying with particularity each of the Protected Materials. Thereafter, use of such Protected Material will be governed by procedures determined by the Commission or the Presiding Judge.

13. Nothing in this Nondisclosure Agreement shall be construed as precluding SCE from objecting to the use of Protected Materials on any legal grounds.

14. Nothing in this Nondisclosure Agreement shall preclude Intervenor from requesting the CPUC, or Presiding Judge or the Law and Motion Administrative Law Judge of the CPUC, or any other body having appropriate authority, to find that this Nondisclosure Agreement should not apply to all or any materials previously designated as Protected Materials pursuant to this Nondisclosure Agreement.

15. If the CPUC, Presiding Judge, or the Law and Motion Administrative Law Judge of the CPUC finds at any time in the course of SCE's 2012 GRC proceeding that all or part of the Protected Materials need not be protected, those materials shall, nevertheless, be subject to the protection afforded by this Nondisclosure Agreement for seven (7) business days from the date of the decision unless, within such period, a party files a rehearing request or an interlocutory appeal on that finding with the Commission, in which case the materials shall remain protected until seven (7) business days after the final order resolving the question of confidentiality. SCE and Intervenor do not waive their rights to seek additional administrative or judicial remedies after the Commission's or the Presiding Judge's or the Law and Motion Administrative Law Judge decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of an appeal or rehearing thereof.

16. SCE does not waive the right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Protected Materials.

17. Contents of Protected Materials or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with this Nondisclosure Agreement and shall be used only in connection with SCE's 2012 GRC proceeding.

18. This Nondisclosure Agreement may be executed in counterparts, all of which together shall constitute a single instrument, and it shall not be necessary that any counterpart be signed by all the Parties. The signatories hereto represent that they have been duly authorized to enter into this Nondisclosure Agreement on behalf of the Party for whom they sign.

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19. This Nondisclosure Agreement shall be effective upon the execution date of the last Party to sign this Nondisclosure Agreement.

SOUTHERN CALIFORNIA EDISON COMPANY

By: _____
Title: _____
Date: _____

INTERVENOR:

By: _____
Title: _____
Date: _____

NONDISCLOSURE CERTIFICATE
(to be executed by a Reviewing Representative for access to
Protected Materials)

I hereby certify my understanding:

- That access to Protected Materials is provided to me pursuant to the terms and restrictions of the Nondisclosure Agreement For SCE's 2012 General Rate Case Application No. 10-11- _____.
- That I have been given a copy of and have read the Nondisclosure Agreement, and
- That I agree to be bound by the terms and conditions of the Nondisclosure Agreement.

I understand that the contents of the Protected Materials, any notes or other memoranda, or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with that Nondisclosure Agreement.

By: _____
Title: _____
Representing: _____
Date: _____

VERIFICATION

I am an officer of the applicant corporation herein, and am authorized to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe them to be true.

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

Executed on 19th day of November, 2010 at Rosemead, California.

/s/ Linda G. Sullivan

Linda G. Sullivan
Senior Vice President, Chief Financial Officer

SOUTHERN CALIFORNIA EDISON COMPANY
8631 Rush Street
Post Office Box 800
Rosemead, California 91770

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the Commission's Rules of Practice and Procedure, I have this day served a true copy of **SOUTHERN CALIFORNIA EDISON COMPANY (U338-E) APPLICATION** on all parties identified on the attached service list(s). Service was effected by one or more means indicated below:

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Executed this **23rd day of November, 2010**, at Rosemead, California.

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**PROCEEDING: A0711011 - EDISON - TO INCREASE
FILER: SOUTHERN CALIFORNIA EDISON COMPANY (U338E)
LIST NAME: LIST
LAST CHANGED: OCTOBER 18, 2010**

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