BEFORE THE PUBLIC UTILITIES COMMISSION OF THE

STATE OF CALIFORNIA

FILED
06/16/23
02:32 PM
A2306012

Application of Southern California Edison 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 $8,000,000,000 and 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 $350,000,000 par or stated value of Preference Stock, and guarantee the obligations of others in respect of the issuance of that Preference Stock

Application No. 23-06-XXX

SOUTHERN CALIFORNIA EDISON COMPANY (U 338-E) APPLICATION FOR DEBT AND PREFERRED EQUITY AUTHORIZATION

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Dated: **June 16, 2023**

SOUTHERN CALIFORNIA EDISON COMPANY (U 338-E) APPLICATION FOR DEBT AND PREFERRED EQUITY AUTHORIZATION

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SOUTHERN CALIFORNIA EDISON COMPANY (U 338-E) APPLICATION FOR DEBT AND PREFERRED EQUITY AUTHORIZATION

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, (1) 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 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 $8,000,000,000 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) Preference Stock, as authorized in SCE's articles of incorporation (generally referred to herein as "Preferred Equity"), in an aggregate amount not to exceed $350,000,000 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 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.

<u>BACKGROUND</u>

The authorizations requested in the Application are substantially similar to those requested in SCE's most recent Application of this kind, A.21-09-017, filed on September 28, 2021, and decided by the Commission in Decision 22-03-019 (2021 Request). SCE has estimated its requirements for issuance of Debt Securities and Preferred Equity based largely on financing needs driven by capital expenditure forecasts for the period 2024 – 2026. The forecast for 2024 – 2026 in this application is based on the capital expenditures submitted as part of SCE's 2025 General Rate Case ("GRC") in Application No. A.23-05-010 on May 12, 2023, and non-GRC spending subject to future regulatory requests. The requested authority would cover the financing of capital expenditures primarily to support a safe and reliable transmission and distribution network, to implement wildfire mitigation and safety improvements, to modernize the electric grid to enable increased penetration of distributed energy resources, and the financing of third-party wildfire claims. The request would also allow SCE to finance maturing debt obligations and potential refinancing opportunities. SCE is filing this current request in part due to the increased magnitude of third-party claims related to the 2017/2018 wildfires, which have been and are being paid pending the filing and conclusion of cost-recovery proceedings and the refinancing requirements for prior financings of such claims and related expenses.

This application, in keeping with past practice covers a three-year time period. This request is for an incremental amount to be financed over a period that partially overlaps the period covered in the 2021 Request because SCE used its long-term debt authority granted by D. 22-03-019 more quickly than it had forecasted due to higher than forecasted payments for third-party claims related to the 2017/2018 wildfires and higher than expected refinancing needs for prior financing of wildfire claims. SCE currently expects to use its remaining long-term debt authority by the end of 2023. SCE also respectfully notes that prompt action is to the benefit of ratepayers as it will enable SCE to opportunistically issue debt at lower interest rates.

Exhibits A and B provide more specific information about SCE's sources and uses of funds and forecasted capital expenditures for the 2023 – 2026 period. Exhibit C shows that SCE has $55 million and $900 million of remaining CPUC authority to issue new long-term Debt Securities and Preferred Equity, respectively.

SCE expects that the requested financing authorization of $8,350 million, together with SCE's existing authority, will enable it to finance its capital expenditures and meet its financial obligations through 2026.

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, a duly authorized Committee thereof, 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. 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. Debt Securities may be sold to domestic or foreign investors.

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, including but not limited to first and refunding mortgage bonds under SCE's first mortgage trust indenture dated as of October 1, 1923, as amended and supplemented (See Exhibit D, p. D3). 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. D3).

Secured Debt Securities may be sold to underwriters who in turn will offer the secured Debt Securities to investors, or may be sold directly to investors either with or without the assistance of a private placement agent. Secured Debt Securities may also be delivered in connection with a pollution control financing as described below. SCE also may issue and pledge or deliver secured Debt Securities as a means of securing other authorized indebtedness, such as borrowing under a loan or credit agreement. Secured Debt Securities 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[1] where mortgage bonds are initially issued and later converted to unsecured notes and debentures or other structure meant to facilitate the replacement of an existing secured indenture.

Because each new series of secured Debt Securities would be an additional encumbrance on SCE's utility properties under the relevant SCE 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.

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

C. Unsecured Senior Debt Securities

SCE may issue unsecured senior Debt Securities as debentures, notes, 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 Subordinate Debt Securities

SCE may issue unsecured subordinated Debt Securities as debentures, notes, 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, or a combination of these, (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").[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 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.

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[2] "QUIPS" and "MIPS" 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.

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. <u>Medium-Term Notes ("MTNs")</u>

MTNs are debt instruments commonly offered as part of a program on a continuous or periodic basis, similar to commercial paper programs, but with maturities generally ranging from one to 10 years. 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 secured Debt Securities to the lenders or their agent. The secured Debt Securities 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. SCE is requesting the same type of additional features as requested in A.15-01-001 and approved by the Commission in D.16-02-018. 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. These features could enable SCE, if market rates fall, to replace outstanding debt with lower-cost debt. 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 Exempt Financings

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 may use 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 securities 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. <u>Warrants</u>

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 may be 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 customers. Even if the warrants are exercised, customers 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 Debt Securities, which may have a fixed or floating interest rate. In normal market conditions, floating interest rate securities (including, for purposes of this section, all Debt Securities with floating or variable interest 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, swaptions, caps and collars used to hedge future fixed rate debt issuances. Such authority will not be considered as separate debt or equity for purposes of calculating its remaining financing authorization hereunder. SCE is requesting authority for the same type of contracts as requested in A.17-12-008 and approved by the Commission in D.18-06-008.

In order to reduce customers' 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 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., Secured Overnight Finance Rate, or SOFR) 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 issuances can take various forms, including Treasury locks, swaptions, 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. Swaptions, or swap options, give the issuer the right to enter into an interest rate swap at a future date. 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 swaps or hedging contracts only in connection with actual, pending or planned issuances or refinancings of authorized Debt Securities.

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 or Standard & Poor's Corporation.
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, or a duly authorized committee thereof, 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 a combination thereof, 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 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 trust preference securities or depositary shares would allow SCE to utilize fewer of its authorized shares in an issuance, thereby avoiding the costly process of amending SCE's 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 improvement or maintenance of SCE's service; (4) for the discharge of SCE's obligations; (5) 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 (6) 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 $ 4,195 million and $350 million of the requested Debt Securities and Preferred Equity authority, respectively, for construction expenditures, acquisition of property and repayment of SCE's obligations, 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 $4,545 million of the authorization granted (see calculation below). The remaining $3,805 million of authorization requested for Debt Securities is expected to 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. If SCE intends to use any of the remaining authority it currently expects to use for the retirement or refunding of securities instead for construction expenditures and acquisition of property, SCE will notify the Commission and pay the corresponding fee before making such use.[3]

CPUC Fee Calculation		
$8,000,000,000 increase in long-term debt authorization:		
Less $3,805,000,000 refunding (no fees)		
$4,195,000,000 new debt (fee calculation below)		
$350,000,000 increase in preferred equity authorization:		
Less $0 refunding (no fees)		
$350,000,000 new preferred equity (fee calculation below)		
$4,195,000,000 + $350,000,000 = $4,545,000,000		
Formula:	Cost per $1,000	Total Cost
First $1 Million	$2.00	$2,000
$1 Million to $10 Million	$1.00	$9,000
Over $10 Million	$0.50	$2,267,500
Total Fees:		$2,278,500

[3] See D.16-02-018.

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 Kathleen L. Brennan de Jesus, Senior Attorney, at the above address; her telephone number is (626) 302-3476.

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 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 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 was filed with the Commission on October 2, 2015, in connection with Application No. 15-10-001, and is by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series K Preference Stock filed with the California Secretary of State on March 2, 2016, and presently in effect, certified by the California Secretary of State, was filed with the Commission on April 1, 2016, in connection with Application No. 16-04-001, and is incorporated herein by this reference.

A copy of SCE's Certificate of Determination of Preferences of the Series L Preference Stock filed with the California Secretary of State on June 20, 2017, and presently in effect, certified by the California Secretary of State, was filed with the Commission on June 30, 2017, in connection with Application No. 17-06-030, and is incorporated herein by this reference.

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 17, 2023, 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 March 31, 2023, 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. Exhibit D shows among other things, the amount and classes of SCE's stock, debentures, bonds (by series) and notes issued and outstanding as of December 31, 2022.

XI.

STATUTORY AUTHORITY

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

XII.

COMPLIANCE WITH RULE 2.1

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 and that 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 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:

June 16, 2023	Application deemed filed
July 16, 2023	Approximate deadline for filing protests based on a notice of application in daily calendar
November 14, 2023	Draft ALJ Opinion
Within 60 days of Proposed Decision	Final Commission decision is sued

SCE's debt financing authorization application will not result in any adverse safety impacts on the facilities or operations of SCE.[4]

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 secured 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

[4] In D.16-01-017, the Commission amended Rule 2.1 to require all applications to include any relevant safety considerations.

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 to domestic or foreign investors;
7. Authorizing SCE to issue, sell and deliver one or more series of Preference Stock, as authorized in SCE's articles of incorporation ("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 $8,000,000,000 and in an aggregate amount of Preferred Equity of up to $350,000,000 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;
12. Providing that if SCE intends to use any portion of the authority described in Section VIII hereof that it currently expects to use for the retirement or refunding of securities previously issued instead for construction expenditures and

acquisition of property, it shall notify the Commission and pay the corresponding fee before making such use; and

13. 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/ Natalia Woodward
By: NATALIA WOODWARD
Treasurer

KATHLEEN BRENNAN DE JESUS
Attorney for Applicant

/s/ Kathleen Brennan de Jesus
By: KATHLEEN BRENNAN DE JESUS

2244 Walnut Grove Avenue
Post Office Box 800
Rosemead, Ca 91770
Telephone: (626) 302-3476

Dated: June 16, 2023

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 June 16, 2023, at Rosemead, California.

/s/ Natalia L. Woodward
Natalia L. Woodward
Treasurer
SOUTHERN CALIFORNIA EDISON COMPANY

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

Exhibit A

Sources & Uses of Funds

SOUTHERN CALIFORNIA EDISON
Exhibit A - Sources & Uses of Funds
($ in billions)

Operational Sources & Uses	2023	2024	2025	2026	Total[3]
Uses of Cash					
Capital Expenditures	6.0	6.2	7.5	8.0	27.7
Potential Wildfire-Related Claims[1]	1.1	-	-	-	1.1
Maturities/Refinancing of Long-Term Debt	2.1	2.2	1.2	0.8	6.2
Refinancing of Preferred Equity[2]	0.4	0.3	0.3	0.3	1.3
Total[3]	**9.5**	**8.6**	**9.1**	**9.0**	**36.2**
Sources of Cash					
Cash From Operations[4]	6.3	4.6	6.1	5.9	22.8
Long-Term Debt:					
New Issuances	0.3	1.3	1.1	2.1	4.7
Refinancings[5]	2.1	2.2	1.2	0.8	6.2
Preferred Equity:					
New Issuances	0.6	0.4	0.4	-	1.3
Refinancings[2]	0.4	0.3	0.3	0.3	1.3
Total[3]	**9.5**	**8.6**	**9.1**	**9.0**	**36.2**

Authorization Request ($ in millions)

	CPUC Authorization as of 1/1/2023	2023-2026 Projected Financings	Current Request
	A	B	C = B - A
New Long-Term Debt[6]	$ 505	$ 4,700	$ 4,195
Refinancing of Long-Term Debt[6]	$ 2,345	$ 6,150	$ 3,805
Total Long-Term Debt	**$ 2,850**	**$ 10,850**	**$ 8,000**
New Preferred Equity	$ 900	$ 1,250	$ 350
Refinancing of Preferred Equity	$ 1,320	$ 1,250	$ -
Total Preferred Equity	**$ 2,220**	**$ 2,500**	**$ 350**

Notes:

[1] Remaining payments for potential third party claims related to the 2017/2018 wildfires net of insurance and FERC recoveries and realized tax benefits; assumes all remaining liabilities are incurred in 2023.

[2] Includes contingent refinancing of preferred equity due to conversion to floating dividend rate.

[3] Totals may not foot due to rounding.

[4] Operating revenues less operating expenses and other costs, some of which cannot be financed.

[5] Includes $4.4 billion of issuances to refinance debt that previously funded payment of third party claims related to the 2017/2018 wildfire events.

[6] In February 2023, SCE converted $200 million of refinancing authority into new financing authority per D.22-03-019.

Exhibit B

Capital Expenditures Forecast

SOUTHERN CALIFORNIA EDISON
Exhibit B - Capital Expenditures Forecast
($ in billions)

	2023	2024	2025	2026	Total*
Distribution	5.4	5.4	6.6	7.1	24.5
Generation	0.2	0.2	0.2	0.2	0.8
Transmission	0.4	0.6	0.8	0.7	2.4
Total*	**6.0**	**6.2**	**7.5**	**8.0**	**27.7**

* Totals may not foot due to rounding.

Exhibit C

Existing Authorities

SOUTHERN CALIFORNIA EDISON

Exhibit C – Existing Long-Term Debt and Preferred Equity Authorities

The table below reflects SCE's remaining authority for Debt Securities and Preferred Equity as of the date of this filing.[1]

			Authorized Uses ($ in millions)	
Decision No.	**Type**	**Remaining Authority**	**New Expenditures**	**Refinance Securities**
D.22-03-019[2]	Long-Term Debt	$550	$55	$495
Subtotal-Long-Term Debt		**$550**	**$55**	**$495**
D.14-03-005[3]	Preferred Equity	$80	$80	$0
D.16-02-018	Preferred Equity	$975	$455	$520
D.18-06-008	Preferred Equity	$365	$365	$0
D.22-03-019	Preferred Equity	$800	$0	$800
Subtotal-Preferred Equity		**$2,220**	**$900**	**$1,320**
Total (Long-Term Debt and Preferred Equity)		**$2,770**	**$955**	**$1,815**

1. As of January 1, 2023, SCE had $2,850 million in remaining authority, composed of $305 million of new debt authority and $2,545 million of refinancing debt authority. The amount of preferred equity authority as of January 1, 2023 was the same as shown above.
2. In February 2023, SCE converted $200 million of refinancing authority into new financing authority per Decision 22-03-019, ordering paragraph 1(k), resulting in $505 million on new debt authority and $2,345 million of refinancing debt authority.
3. There is $80,000 of remaining authority under D.14-03-005 for the refinancing of preferred equity.

Additionally, SCE has separate authorities for financing fuel inventories under D.14-02-021, power procurement collateral and regulatory balancing accounts under D.08-10-014, as well as for the issuance of short-term debt (indebtedness with a term of less than one year) under D.21-02-015. These authorities are not included in the table above because the other decisions' authorities are limited to specific uses that should not be considered by the Commission in deciding whether to grant the authority sought in this application.

Exhibit D

Financial Statements Required by Rule 2.3

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

March 31, 2023

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

	Number of Shares	Par Value Per Share
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

	Number of Shares	Amount Outstanding (in millions)
Amounts and kinds of stock issued and outstanding:		
$1,000 liquidation value, cumulative preference: Series E	350,000	350
$2,500 liquidation value, cumulative preference: Series G*	88,004	220
$2,500 liquidation value, cumulative preference: Series H*	110,004	275
$2,500 liquidation value, cumulative preference: Series J*	130,004	325
$2,500 liquidation value, cumulative preference: Series K*	120,004	300
$2,500 liquidation value, cumulative preference: Series L*	190,004	475
Common Stock, no par value	434,888,104	2,168
Total		$ 4,113

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

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. 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. Terms of additional series of Preference Stock are set forth in Certificates of Determination of Preferences as follows: Series E Preference Stock and Increase in Authorized shares of Series E Preference Stock, filed March 5, 2012, with Application 12-03- 004; Series G Preference Stock, filed January 31, 2013, with Application 13-01-016; Series H Preference Stock, filed March 24, 2014, with Application 14-03-013; Series J Preference Stock, filed October 2, 2015, with Application 15-10-001; Series K Preference Stock, filed April 1, 2016, with Application 16-04-001; and Series L Preference Stock, filed June 30, 2017, with Application 17-06-030. All shares of Series A Preference Stock, Series B Preference Stock, Series C Preference Stock, Series D Preference Stock, and Series F Preference Stock have been redeemed and are no longer outstanding.

(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 2008 to The Bank of New York 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%	$ 144.40
Four Corners Pollution Control Bonds:				
City of Farmington, NM 2005 Series A and B	3/23/2005	4/1/2029	1.875%	$ 203.46
City of Farmington, NM 2011 Series	5/19/2011	4/1/2029	1.875%	$ 55.54
Mohave Pollution Control Bonds:				
Clark County, NV 2010 Series	12/16/2010	6/1/2031	1.875%	$ 75.00
SONGS Pollution Control:				
CSCDA 2010 Series A	9/21/2010	9/1/2029	1.375%	$ 100.00
CSCDA 2006 Series B	4/12/2006	4/1/2028	1.900%	$ 38.50
CSCDA 2006 Series C-D	4/12/2006	11/1/2033	Variable	$ 135.00
Taxable Indebtedness [1]:				
Series 2004B	1/14/2004	1/15/2034	6.00%	$ 525.000
Series 2004G	3/26/2004	4/1/2035	5.75%	$ 350.000
Series 2005B	1/19/2005	1/15/2036	5.55%	$ 250.000
Series 2005E	6/27/2005	7/15/2035	5.35%	$ 350.000
Series 2006A	1/31/2006	2/1/2036	5.625%	$ 350.000
Series 2006E	12/11/2006	1/15/2037	5.55%	$ 400.000
Series 2008A	1/22/2008	2/1/2038	5.95%	$ 600.000
Series 2009A	3/20/2009	3/15/2039	6.05%	$ 500.000
Series 2010A	3/11/2010	3/15/2040	5.50%	$ 500.000
Series 2010B	8/30/2010	9/1/2040	4.50%	$ 500.000
Series 2011E	11/22/2011	12/1/2041	3.90%	$ 250.000
Series 2012A	3/13/2012	3/15/2042	4.05%	$ 400.000
Series 2013A	3/7/2013	3/15/2043	3.90%	$ 400.000
Series 2013C	10/2/2013	10/1/2023	3.50%	$ 600.000
Series 2013D	10/2/2013	10/1/2043	4.65%	$ 800.000
Series 2015C	1/16/2015	2/1/2045	3.60%	$ 425.000
Series 2017A	3/24/2017	4/1/2047	4.00%	$ 1,800.000
Series 2018B	3/5/2018	3/1/2028	3.650%	$ 400.000
Series 2018C	3/5/2018	3/1/2048	4.125%	$ 1,300.000
Series 2018D	6/4/2018	6/1/2023	3.400%	$ 300.000
Series 2018E	8/2/2018	8/1/2025	3.700%	$ 900.000
Series 2019A	3/15/2019	3/1/2029	4.200%	$ 500.000
Series 2019B	3/15/2019	3/1/2049	4.875%	$ 600.000

Series 2019C	8/6/2019	8/1/2029	2.850%	$ 500.000
Series 2020A	1/9/2020	2/1/2050	3.650%	$ 1,200.000
Series 2020B	3/9/2020	6/1/2030	2.250%	$ 550.000
Series 2020C	10/1/2020	2/1/2026	1.200%	$ 350.000
Series 2021A	1/8/2021	2/1/2051	2.950%	$ 750.000
Series 2021B[3]	4/1/2021	4/3/2023	Variable	$ 400.000
Series 2021C[4]	4/1/2021	4/1/2024	Variable	$ 400.000
Series 2021D	4/1/2021	4/3/2023	0.700%	$ 350.000
Series 2021E	4/1/2021	4/1/2024	1.100%	$ 700.000
Series 2021G	6/14/2021	6/1/2031	2.500%	$ 450.000
Series 2021H	6/14/2021	6/1/2051	3.650%	$ 450.000
Series 2022B	1/13/2022	2/1/2052	3.450%	$ 700.000
Series 2022C	5/23/2022	6/1/2025	4.200%	$ 300.000
Series 2022D	5/23/2022	6/1/2027	4.700%	$ 600.000
Series 2022E	5/23/2022	6/1/2052	5.450%	$ 350.000
Series 2022F	11/8/2022	11/1/2027	5.850%	$ 750.000
Series 2023G	11/8/2022	11/1/2032	5.950%	$ 750.000
Series 2023A	3/2/2023	3/1/2028	5.300%	$ 750.000
Series 2023B	3/2/2023	3/1/2053	5.700%	$ 450.000
				$ 24,501.900

[1] None of SCE's debt obligations have sinking fund provisions.
[2] Secured by first and refunding mortgage bonds.
[3] Floating rate note based on Compounded SOFR plus 0.64%
[4] Floating rate note based on Compounded SOFR plus 0.83%

(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, 2022, interest in the amount of $ 815 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, 2022, 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) Other Long-Term Debt	Date of Issue	Due Date	Interest Rate	Principal Balance (in millions)
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%	$ 6
				$ 306

SOUTHERN CALIFORNIA EDISON COMPANY

(2) Current Liabilities:	(in millions)	
Short-term debt	$ 626	
Current portion of long-term debt	2,214	
Accounts payable	1,790	
Wildfire-related claims	75	
Customer deposits	172	
Regulatory liabilities	425	
Current portion of operating lease liabilities	419	
Other current liabilities	1,592	$ 7,313
(3) Deferred Credits:		
Deferred income taxes and credits	7,693	
Pensions and benefits	103	
Asset retirement obligations	2,733	
Regulatory liabilities	8,555	
Operating lease liabilities	918	
Wildfire-related claims	1,600	
Other deferred credits and other long-term liabilities	2,916	$ 24,518
Total		$ 31,831

(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, 2018

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
Cum. Pfd. 4.08%	650,000	$663,000	4.08%
Cum. Pfd. 4.24%	1,200,000	$1,272,000	4.24%
Cum. Pfd. 4.32%	1,653,429	$2,232,129	4.32%
Cum. Pfd. 4.78%	1,296,769	$1,549,639	4.78%
$1,000 Preference Stock Series E	350,000	$21,875,000	6.250%
$2,500 Preference Stock Series G	160,004	$20,400,510	5.100%
$2,500 Preference Stock Series H	110,004	$15,813,075	5.750%
$2,500 Preference Stock Series J	130,004	$17,469,288	5.375%
$2,500 Preference Stock Series K	120,004	$16,350,545	5.450%
$2,500 Preference Stock Series L	190,004	$23,750,500	5.000%

Year Ending December 31, 2019

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
Cum. Pfd. 4.08%	650,000	$663,000	4.08%
Cum. Pfd. 4.24%	1,200,000	$1,272,000	4.24%
Cum. Pfd. 4.32%	1,653,429	$1,785,703	4.32%
Cum. Pfd. 4.78%	1,296,769	$1,549,639	4.78%
$1,000 Preference Stock Series E	350,000	$21,875,000	6.250%
$2,500 Preference Stock Series G	160,004	$20,400,510	5.100%
$2,500 Preference Stock Series H	110,004	$15,813,075	5.750%
$2,500 Preference Stock Series J	130,004	$17,469,288	5.375%
$2,500 Preference Stock Series K	120,004	$16,350,545	5.450%
$2,500 Preference Stock Series L	190,004	$23,750,500	5.000%

Year Ending December 31, 2020

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
Cum. Pfd. 4.08%[5]	650,000	$546,975	4.08%
Cum. Pfd. 4.24%[5]	1,200,000	$1,049,400	4.24%
Cum. Pfd. 4.32%[5]	1,653,429	$1,324,397	4.32%
Cum. Pfd. 4.78%[5]	1,296,769	$1,278,454	4.78%
$1,000 Preference Stock Series E	350,000	$21,875,000	6.250%
$2,500 Preference Stock Series G[6]	160,004	$18,105,510	5.100%
$2,500 Preference Stock Series H	110,004	$15,813,075	5.750%
$2,500 Preference Stock Series J	130,004	$17,469,288	5.375%
$2,500 Preference Stock Series K	120,004	$16,350,545	5.450%
$2,500 Preference Stock Series L	190,004	$23,750,500	5.000%

Year Ending December 31, 2021

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
$1,000 Preference Stock Series E	350,000	$21,875,000	Variable
$2,500 Preference Stock Series G[6]	88,044	$18,105,510	5.100%
$2,500 Preference Stock Series H	110,004	$15,813,075	5.750%
$2,500 Preference Stock Series J	130,004	$17,469,288	5.375%
$2,500 Preference Stock Series K	120,004	$16,350,545	5.450%
$2,500 Preference Stock Series L	190,004	$23,750,500	5.000%

Year Ending December 31, 2022

Class of Stock	Number of Shares Outstanding*	Dividends Paid	Dividend Rate Per Annum
$1,000 Preference Stock Series E	350,000	$21,875,000	Variable
$2,500 Preference Stock Series G[6]	88,044	$18,105,510	5.100%
$2,500 Preference Stock Series H	110,004	$15,813,075	5.750%
$2,500 Preference Stock Series J	130,004	$17,469,288	5.375%
$2,500 Preference Stock Series K	120,004	$16,350,545	5.450%
$2,500 Preference Stock Series L	190,004	$23,750,500	5.000%

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

[1] Preference Stock Series B & C were redeemed by SCE on 02/28/2013

[2] Preference Stock Series A was redeemed by SCE on 9/16/2015

[3] Preference Stock Series D was redeemed by SCE on 3/31/2016

[4] Preference Stock Series F was redeemed by SCE on 7/19/2017

[5] Cumulative Preferred Stock (4.08%, 4.24%, 4.32%, 4.78%) was redeemed by SCE on 9/27/2020

[6] Preference Stock Series G was partially redeemed for $180 million by SCE on 9/27/2020

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
THREE MONTHS ENDED MARCH 31, 2023

(In millions)

OPERATING REVENUE	$ 3,950
OPERATING EXPENSES:	
Purchase power and fuel	1,318
Operation and maintenance	1,081
Wildfire-related claims, net of insurance recoveries	96
Wildfire insurance fund expense	52
Depreciation and amortization	656
Property and other taxes	139
Total operating expenses	3,342
OPERATING INCOME	608
Interest expense	(300)
Other income	120
INCOME BEFORE TAXES	428
Income tax expense	29
NET INCOME	399
Less: Preference stock dividend requirements	29
NET INCOME AVAILABLE FOR COMMON STOCK	$ 370

SOUTHERN CALIFORNIA EDISON COMPANY

BALANCE SHEET
MARCH 31, 2023
ASSETS
(in millions)

UTILITY PLANT:	
Utility plant, at original cost	$ 61,535
Less- accumulated provision for depreciation and amortization	12,505
	49,030
Construction work in progress	4,801
Nuclear fuel, at amortized cost	124
	53,955
OTHER PROPERTY AND INVESTMENTS:	
Nonutility property - less accumulated depreciation of $95	209
Nuclear decommissioning trusts	4,093
Other investments	47
	4,349
CURRENT ASSETS:	
Cash and cash equivalents	690
Receivables, less allowances of $323 for uncollectible accounts	1,427
Accrued unbilled revenue	766
Inventory	500
Prepaid expenses	333
Regulatory assets	2,817
Wildfire insurance fund contributions	204
Other current assets	315
	7,052
DEFERRED CHARGES:	
Regulatory assets (Includes $827 related to VIEs)	8,151
Wildfire insurance fund contributions	2,104
Operating lease right-of-use assets	1,337
Long-term insurance receivables	133
Long-term insurance receivables due from affiliate	334
Other long-term assets	1,188
	13,247
	$ 78,603

SOUTHERN CALIFORNIA EDISON COMPANY

BALANCE SHEET
MARCH 31, 2023
CAPITALIZATION AND LIABILITIES
(in millions)

CAPITALIZATION:	
Common stock	2,168
Additional paid-in capital	8,438
Accumulated other comprehensive loss	(8)
Retained earnings	8,264
Common shareholder's equity	18,862
Long-term debt (Includes $809 related to VIEs)	25,965
Preferred stock	1,945
Total capitalization	46,772
CURRENT LIABILITIES:	
Short-term debt	626
Current portion of long-term debt	2,214
Accounts payable	1,790
Wildfire-related claims	75
Customer deposits	172
Regulatory liabilities	425
Current portion of operating lease liabilities	419
Other current liabilities	1,592
	7,313
DEFERRED CREDITS:	
Deferred income taxes and credits	7,693
Pensions and benefits	103
Asset retirement obligations	2,733
Regulatory liabilities	8,555
Operating lease liabilities	918
Wildfire-related claims	1,600
Other deferred credits and other long-term liabilities	2,916
	24,518
	$ 78,603

SOUTHERN CALIFORNIA EDISON COMPANY

DETAIL OF UTILITY PLANT AND ACCUMULATED PROVISION FOR DEPRECIATION BY CLASS
March 31, 2023

UTILITY PLANT

CLASS		
Production	$	3,905
Transmission	$	18,207
Distribution	$	33,273
General	$	3,706
Intangible	$	2,394
Other utility plant	$	50
Total utility plant, at original cost less contributions	$	61,535

ACCUMULATED PROVISION FOR DEPRECIATION
(in millions)

CLASS		
Production	$	1,701
Transmission	$	3,101
Distribution	$	6,572
General	$	1,502
Intangibles	$	897
Other utility plant	$	31
Retirement work in progress	$	(1,299)
Total accumulated provision for depreciation	$	12,505

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE

STATE OF CALIFORNIA

Application of Southern California Edison 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 $8,000,000,000 and 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 $350,000,000 par or stated value of Preference Stock, and guarantee the obligations of others in respect of the issuance of that Preference Stock	Application No. 23-06-XXX

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 (U 338-E) APPLICATION FOR DEBT AND PREFERRED EQUITY AUTHORIZATION.** Service was effected by transmitting the copies via e-mail and mail to **Chief ALJ Michelle Cooke.**

Executed this **June 16, 2023,** at Rosemead, California.

/s/ Edith Leon
Edith Leon
Legal Administrative Assistant
SOUTHERN CALIFORNIA EDISON COMPANY

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Post Office Box 800
Rosemead, California 91770