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so redeemed shall be redeemed at the
ified in Subdivision (B) of Section 1.01
t anything contained in said Subdivision
ding, in case of the redemption of Bonds
ns of said Subdivision (IV) with money
ll, or a substantial part of the public
any subject to the lien of the Mortgage
pursuant to Section 6.02 of the Original
e sale thereof to any governmental body
ver of eminent domain or sold upon the
ody or agency of any right which it may
a purchaser of, or order the sale of, such
the sale as a result of the threat or immi-
Bonds of Series O so redeemed shall be
ount thereof, together in any case with
ion date.

Series O Bonds. The coupon Bonds of
tached thereto and the registered Bonds
and the authentication certificate to be
be substantially in the following forms,

COUPON BOND OF SERIES O

$1,000.00

ACIFIC UTILITIES COMPANY

THE LAWS OF THE STATE OF CALIFORNIA)

ST MORTGAGE BOND

7½%, Due March 1, 1999

TILITIES COMPANY (hereinafter called the
hall include any successor corporation as
hereinafter mentioned), a corporation of
r value received, hereby promises to pay
be registered as to principal, to the regis-
he first day of March 1999, the sum of
n lawful money of the United States of
nterest thereon from the first day of

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March 1969, at the rate of seven and one-half per cent (7½%) per annum, in like money, semi-annually on the first days of September and March of each year until the payment of said principal sum.

Both the principal of, and interest on, this Bond will be paid at the main office of the Bank of America National Trust and Savings Association in San Francisco, California, or of its successor Trustee, or, at the option of the holders of the respective coupons attached hereto, said interest will be paid at such other paying agency as may be maintained for the purpose pursuant to the provisions of the Sixteenth Supplemental Indenture dated as of March 1, 1969, hereinafter referred to. The interest accrued up to the date of maturity shall be paid only upon presentation and surrender of the interest coupons hereto annexed as they severally mature.

This Bond is one of an authorized issue of Bonds of the Company, generally known as its First Mortgage Bonds (unlimited in aggregate principal amount except as otherwise provided in the Mortgage) of the series and designation indicated on the face hereof, which issue of Bonds consists, or may consist, of one or more series of varying denominations, dates, maturities, interest rates and other provisions (as in the Mortgage provided), all issued under and all equally and ratably secured (except in so far as a sinking fund established in accordance with the provisions of the Mortgage may afford additional security for the Bonds of any specified series) by an Indenture dated as of July 1, 1944, duly executed and delivered by the Company to Bank of America National Trust and Savings Association and William W. Bertram, as Trustees (herein called the "Indenture"), as supplemented by sixteen Supplemental Indentures dated, respectively, June 15, 1946, August 1, 1946, July 1, 1948, May 1, 1950, July 1, 1950, March 1, 1954, April 1, 1956, May 1, 1958, May 1, 1958, May 1, 1961, September 1, 1962, April 1, 1964, March 1, 1966, March 1, 1967, November 1, 1967 and March 1, 1969 (the Indenture as so supplemented being herein called the "Mortgage"), to which Mortgage reference is hereby made for a description of the property mortgaged, transferred in trust and pledged and in which a security interest has been granted; the nature and extent of the security; the rights and limitations upon such rights of the bearers or registered owners of said Bonds and coupons, and of the Trustees and of the Company in respect to such security; the terms and conditions upon which said Bonds and the coupons appurtenant thereto are issued and secured, and the terms and conditions upon which