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CALIFORNIA-PACIFIC UTILITIES COMPANY
to
BANK OF AMERICA
NATIONAL TRUST AND SAVINGS ASSOCIATION
and
M. J. BARRETT
Trustees

Twenty-Fourth Supplemental Indenture

Dated as of August 1, 1976

Supplementing and Modifying First Mortgage Indenture
Dated as of July 1, 1944

THIS IS A SECURITY AGREEMENT AND A CHATTEL MORTGAGE AS WELL AS
A MORTGAGE UPON REAL ESTATE AND OTHER PROPERTY.

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*THIS IS A SECURITY AGREEMENT AND A CHATTEL MORTGAGE AS WELL AS
A MORTGAGE UPON REAL ESTATE AND OTHER PROPERTY.*

THIS TWENTY-FOURTH SUPPLEMENTAL INDENTURE, dated for convenience as of August 1, 1976, although executed and delivered at a different date, between CALIFORNIA-PACIFIC UTILITIES COMPANY (formerly known as Southern Oregon Gas Corporation, successor by statutory merger to Needles Gas and Electric Company, a California corporation, Weaverville Electric Company, a California corporation, California Utilities Company, a California corporation, and Southern Utah Power Company, a Utah corporation), a corporation duly organized and existing under and by virtue of the laws of the State of California (hereinafter called the "Company"), party of the first part, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association duly organized and existing under and by virtue of the laws of the United States (hereinafter called the "Trustee" or the "Corporate Trustee"), and M. J. BARRETT, of Santa Clara County, California (hereinafter called "Co-Trustee" or "individual Trustee"—the Corporate Trustee and individual Trustee being hereinafter sometimes collectively called the "Trustees"), parties of the second part;

WHEREAS, the Company heretofore duly executed and delivered to Bank of America National Trust and Savings Association and William C. Koenig, as Trustees, its First Mortgage Indenture, dated as of July 1, 1944, covering all property then owned or thereafter acquired by the Company (other than certain property therein expressly excepted and excluded from the lien and operation thereof) for the purpose, among other things, of securing an authorized issue of bonds of the Company generally known as First Mortgage Bonds issuable thereunder in one or more series (said First Mortgage Indenture, dated as of July 1, 1944, being hereinafter called the "Original Indenture" and such bonds of the Company issued thereunder being hereinafter called the "Bonds");

WHEREAS, on May 1, 1970, William W. Bertram (successor to William C. Koenig as Co-Trustee under the Original Indenture), resigned, and the Company and Bank of America National Trust and Savings Association, Trustee, in accordance with the provisions of § 15.20 of the Original Indenture, accepted such resignation and appointed M. J. Barrett as successor Co-Trustee thereunder, and

M. J. Barrett is now the qualified and acting Co-Trustee thereunder; and

WHEREAS, pursuant to and in conformity with the terms and conditions of the Original Indenture and with the consent of the holders of more than seventy-five percent (75%) of the principal amount of the Bonds then outstanding under the Original Indenture given by instruments in writing in a form approved by the Trustee and signed by such holders and filed with the Trustee, the Company and the Trustees heretofore executed a First Supplemental Indenture, dated as of June 15, 1946, a Second Supplemental Indenture, dated as of August 1, 1946, a Fourth Supplemental Indenture, dated as of May 1, 1950, and a Twenty-Second Supplemental Indenture dated as of January 1, 1975, supplementing and modifying the Original Indenture; and pursuant to and in conformity with the terms and conditions of the Original Indenture, the Company and the Trustees heretofore executed a Third Supplemental Indenture, dated as of July 1, 1948, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series C, $3\frac{1}{2}\%$, due July 1, 1978", a Fifth Supplemental Indenture, dated as of July 1, 1950, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series D, $3\frac{1}{4}\%$, due July 1, 1980", a Sixth Supplemental Indenture dated as of March 1, 1954, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series E, 4% , due January 1, 1984", a Seventh Supplemental Indenture, dated as of April 1, 1956, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series F, $3\frac{5}{8}\%$, due April 1, 1986", an Eighth Supplemental Indenture, dated as of May 1, 1958, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series G, 4% , due May 1, 1986", a Ninth Supplemental Indenture, also dated as of May 1, 1958, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series H, $4\frac{3}{4}\%$, due May 1, 1986", a Tenth Supplemental Indenture, dated as of May 1, 1961, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds,

Series I, 5% , due May 1, 1991", an Eleventh Supplemental Indenture, dated as of September 1, 1962, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series J, $4\frac{7}{8}\%$, due September 1, 1991", a Twelfth Supplemental Indenture, dated as of April 1, 1964, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series K, $5\frac{1}{8}\%$, due April 1, 1994", a Thirteenth Supplemental Indenture, dated as of June 1, 1966, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series L, $5\frac{1}{2}\%$, due March 1, 1996", a Fourteenth Supplemental Indenture, dated as of March 1, 1967, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series M, $6\frac{1}{8}\%$, due March 1, 1997", a Fifteenth Supplemental Indenture, dated as of November 1, 1969, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series N, $6\frac{1}{2}\%$, due March 1, 1999", a Sixteenth Supplemental Indenture, dated as of June 1, 1970, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series O, $6\frac{3}{4}\%$, due June 1, 2000", an Eighteenth Supplemental Indenture, dated as of January 1, 1971, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series P, $7\frac{1}{8}\%$, due December 1, 2001", a Nineteenth Supplemental Indenture, dated as of September 1, 1972, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series Q, $7\frac{1}{2}\%$, due September 1, 1995", a Twentieth Supplemental Indenture, dated as of April 1, 1972, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series R, 8% , due April 1, 2002", a Twenty-First Supplemental Indenture, dated as of April 1, 1973, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series S, $8\frac{1}{2}\%$, due April 1, 2003", a Twenty-Second Supplemental Indenture, dated as of April 1, 1973, prescribing the form or forms of a new series of Bonds of the Company to be designated "First Mortgage Bonds, Series T, 7.95% , due April 1, 2004", a Twenty-Third Supplemental Indenture, dated as of