
February 1, 2012

**ADVICE 2339-E-D
(U 338-E)**

PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA
ENERGY DIVISION

SUBJECT: Supplement to Submission of Contracts for Procurement of Renewable Energy from SCE's 2008 Renewables Portfolio Standard Solicitation

PURPOSE

Southern California Edison Company ("SCE") submits this supplemental advice filing to inform the California Public Utilities Commission ("Commission") of its storage election for three amended and restated renewables portfolio standard ("RPS") power purchase and sale agreements (together, the "BSE Amended & Restated PPSAs") between SCE and Solar Partners XVIII, LLC, Solar Partners XIX, LLC, and Solar Partners XX, LLC, each a subsidiary of BrightSource Energy, Inc. ("BSE"). Individually, each of the BSE Amended & Restated PPSAs will be referred to as "Amended & Restated Solar Partners [Project Number] PPSA."

SCE's letter informing BSE of its storage election is attached as Confidential Appendix A.

BACKGROUND

On February 5, 2009, SCE executed a power purchase and sale agreement with Solar Partners I, LLC (the "Ivanpah PPSA") and six power purchase and sale agreements (the "Original PPSAs") with Solar Partners XVI through XXI, LLC, for 1,300 MW of new, concentrating solar thermal, central tower generating facilities.

The Ivanpah PPSA and the Original PPSAs originated from SCE's 2008 RPS solicitation. One 100 MW project – Solar Partners I – was to be located in Ivanpah, California. Each of the remaining 200 MW projects – Solar Partners XVI through XXI – was to be located on a Broadwell Lake site, approximately 40 miles east of Barstow, California, and was to deliver energy to the nearby Pisgah Substation.

On April 6, 2009, SCE filed Advice 2339-E seeking Commission approval of the Ivanpah PPSA and the Original PPSAs. On May 20, 2009 and June 10, 2010, SCE filed supplements to Advice 2339-E in order to include the Independent Evaluation Report and amendments to the Ivanpah PPSA and the Original PPSAs. The Commission approved the Ivanpah PPSA on August 12, 2010 in Resolution E-4261. The Commission deferred judgment on the Original PPSAs.

Six weeks after the Original PPSAs were executed, Dianne Feinstein, United States Senator for the State of California, announced plans to seek preservation of 100,000 acres of California desert land, which included the Broadwell Lake site for the Solar Partners XVI, Solar Partners XVII, Solar Partners XVIII, Solar Partners XIX, Solar Partners XX, and Solar Partners XXI projects.

On January 25, 2011, BSE submitted formal site change requests for each of the six Original PPSAs.

On August 15, 2011, BSE and SCE signed a Letter Agreement and Term Sheet (the "Term Sheet") that, among other things, set out the terms for the amendment and restatement of five of the six Original PPSAs along with the termination of the sixth Original PPSA. On November 28, 2011, SCE sought approval of the five BSE Amended & Restated PPSAs through supplemental Advice 2339-E-C.

In accordance with General Order ("GO") 96-B, the confidentiality of information included in this advice filing is described below. This advice filing contains both confidential and public appendices as listed below.

Confidential Appendix A: Letter to BSE confirming SCE's storage election

Appendix B: Confidentiality Declaration

CONFIDENTIALITY

SCE is requesting confidential treatment of Appendix A to this advice filing. The information for which SCE is seeking confidential treatment is identified in the Confidentiality Declaration attached as Appendix B. The confidential version of this advice filing will be made available to appropriate parties (in accordance with

SCE's Proposed Protective Order, as discussed below) upon execution of the required non-disclosure agreement. Parties wishing to obtain access to the confidential version of this advice filing may contact Nancy Allred in SCE's Law Department at Nancy.Allred@sce.com or (626) 302-3102 to obtain a non-disclosure agreement. In accordance with GO 96-B, a copy of SCE's Proposed Protective Order was attached as Appendix M to Advice 2339-E-C. It is appropriate to accord confidential treatment to the information for which SCE requests confidential treatment in the first instance in the advice filing process because such information is entitled to confidentiality protection pursuant to Decision ("D.") 06-06-066, and is required to be filed by advice letter as part of the process for obtaining Commission approval of RPS PPSAs. SCE would object if the information were disclosed in an aggregated format.

The information in this advice filing for which SCE requests confidential treatment, the pages on which the information appears, and the length of time for which the information should remain confidential, are provided in Appendix B. This information is entitled to confidentiality protection pursuant to D.06-06-066 (as provided in the Investor-Owned Utility ("IOU") Matrix). The specific provisions of the IOU Matrix that apply to the confidential information in this advice filing are identified in Appendix B.

TIER DESIGNATION

Pursuant to D.07-01-024, Energy Industry Rule 5.3, SCE submits this advice filing with a Tier 3 designation (effective after Commission approval).

EFFECTIVE DATE

This advice filing will become effective upon Commission approval.

PROTESTS

SCE asks that the Commission maintain the original protest and comment period as designated in Advice 2339-E because this supplement does not modify the BSE Amended & Restated PPSAs. If protests are allowed, pursuant to GO 96-B, Rule 7.5.1, they should be limited to the substance of this supplemental advice filing or additional information.

NOTICE

In accordance with Section 4 of GO 96-B, SCE is furnishing copies of this advice filing to the interested parties shown on the attached R.11-05-005 and GO 96-B service lists. Address change requests to the GO 96-B service list should be directed to AdviceTariffManager@sce.com or at (626) 302-4039. For changes to any other service list, please contact the Commission's Process Office at (415) 703-2021 or at ProcessOffice@cpuc.ca.gov.

Further, in accordance with Public Utilities Code Section 491, notice to the public is hereby given by filing and keeping the advice filing at SCE's corporate headquarters. To view other SCE advice letters filed with the Commission, log on to SCE's web site at <http://www.sce.com/AboutSCE/Regulatory/adviceletters/>.

All questions concerning this advice letter should be directed to Laura Genao at (626) 302-6842 (E-mail: Laura.Genao@sce.com).

Southern California Edison Company

Akbar Jazayeri

Enclosures

CALIFORNIA PUBLIC UTILITIES COMMISSION

ADVICE LETTER FILING SUMMARY ENERGY UTILITY

MUST BE COMPLETED BY UTILITY (Attach additional pages as needed)

Company name/CPUC Utility No.: Southern California Edison Company (U 338-E)

Utility type:

ELC GAS
 PLC HEAT WATER

Contact Person: Jeanette Magana

Phone #: (626) 302-4039

E-mail: Jeanette.magana@sce.com

E-mail Disposition Notice to: AdviceTariffManager@sce.com

EXPLANATION OF UTILITY TYPE

ELC = Electric GAS = Gas
 PLC = Pipeline HEAT = Heat WATER = Water

(Date Filed/ Received Stamp by CPUC)

Advice Letter (AL) #: 2339-E-D Tier Designation: 3

Subject of AL: Supplement to Submission of Contracts for Procurement of Renewable Energy from SCE's 2008 Renewables Portfolio Standard Solicitation

Keywords (choose from CPUC listing): Compliance, Contracts, Procurement

AL filing type: Monthly Quarterly Annual One-Time Other _____

If AL filed in compliance with a Commission order, indicate relevant Decision/Resolution #:

Does AL replace a withdrawn or rejected AL? If so, identify the prior AL: _____

Summarize differences between the AL and the prior withdrawn or rejected AL¹: _____

Confidential treatment requested? Yes No

If yes, specification of confidential information: See Appendix B

Confidential information will be made available to appropriate parties who execute a nondisclosure agreement.

Name and contact information to request nondisclosure agreement/access to confidential information:

Nancy Allred, Law Department, at (626) 302-3102 or Nancy.Allred@sce.com.

Resolution Required? Yes No

Requested effective date: Upon Commission Approval No. of tariff sheets: -0-

Estimated system annual revenue effect: (%): _____

Estimated system average rate effect (%): _____

When rates are affected by AL, include attachment in AL showing average rate effects on customer classes (residential, small commercial, large C/I, agricultural, lighting).

Tariff schedules affected: _____

Service affected and changes proposed¹: _____

Pending advice letters that revise the same tariff sheets: _____

¹ Discuss in AL if more space is needed.

All other correspondence regarding this AL, unless otherwise authorized by the Commission, shall be sent to:

CPUC, Energy Division
Attention: Tariff Unit
505 Van Ness Ave.,
San Francisco, CA 94102
inj@cpuc.ca.gov and mas@cpuc.ca.gov

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E-mail: AdviceTariffManager@sce.com

Leslie E. Starck
Senior Vice President
c/o Karyn Gansecki
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San Francisco, California 94102
Facsimile: (415) 929-5540
E-mail: Karyn.Gansecki@sce.com

Confidential Appendix A

Confidential Protected Materials – Public Disclosure Prohibited

Appendix B
Confidentiality Declaration

**DECLARATION OF WILLIAM MCQUEEN REGARDING THE CONFIDENTIALITY
OF CERTAIN DATA**

I, William McQueen, declare and state:

1. I am a Contract Manager in the Renewable and Alternative Power Department of Southern California Edison Company (“SCE”). As such, I have reviewed this Advice 2339-E-D. I make this declaration in accordance with California Public Utilities Commission (“Commission” or “CPUC”) Decisions (“D.”) 06-06-066 and D.08-04-023, issued in Rulemaking 05-06-040. I have personal knowledge of the facts and representations herein and, if called upon to testify, could and would do so, except for those facts expressly stated to be based upon information and belief, and as to those matters, I believe them to be true.

2. Listed below are the data in Advice 2339-E-D for which SCE is seeking confidential protection and the categories of the Matrix of Allowed Confidential Treatment Investor Owned Utility (“IOU”) Data (“Matrix”) appended to D.06-06-066 to which these data correspond.

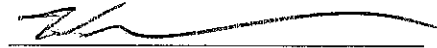
Data	Pages	Matrix Category	Limitations on Confidentiality Specified in Matrix
Letter to BSE confirming SCE’s storage election	Confidential Appendix A	VII.F/VII.G RPS Contracts	RPS contracts confidential for three years, or until one year following expiration, whichever comes first.

3. I am informed and believe and thereon allege that the data in the table in paragraph 2 above cannot be aggregated, redacted, summarized, masked or otherwise protected in a manner that would allow partial disclosure of the data while still protecting confidential information, because the advice filing requires that the data be provided in this form.

4. I am informed and believe and thereon allege that the data in the table in paragraph 2 above has never been made publicly available.

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

Executed on January 30, 2012 at Rosemead, California.



William McQueen