

FEB 5 1935

140-2 AT2

Pacific Gas & Electric Company,  
 245 Market Street, /31-3  
 San Francisco, California.

Attention: Mr. D. H. Foote, Vice President.

Gentlemen:

This will acknowledge receipt of your letter dated January 23, 1935, asking for an interpretation of Rule AT2 as applied to certain vice-presidents of your company.

I understand that in addition to the three executive Vice-Presidents appointed by the Board of Directors, the President of your company, subject to the approval of the Executive Committee, appoints the following officials:

Vice-President and Assistant General Manager,  
 Vice-President in Charge of Engineering,  
 Vice-President and Executive Engineer,  
 Vice-President in Charge of Gas Construction  
 and Operation,  
 Vice-President in Charge of Public Relations  
 and Sales.

In my opinion all vice-presidents, whether elected or appointed, are "officers" within the meaning of Section 16 (a) of the Securities Exchange Act and Rule AT2.

This letter is an expression of opinion on the part of counsel to the Commission and is not a ruling by the Commission.

Very truly yours,



John J. Burns,  
 General Counsel.

FTGreenetal:asc