

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

EDISON INTERNATIONAL
Form U-3A-2/A
March 30, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM U-3A-2/A
File No. 69-344

Statement by Holding Company
Claiming Exemption Under Rule U-3A-2
from the Provisions of the
Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

EDISON INTERNATIONAL
(Name of Company)

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claim
a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submit
following information:

Page

1. NAME, STATE OF ORGANIZATION, LOCATION AND NATURE OF BUSINESS OF CLAIMANT AND EVERY SUBSIDIARY
THAN ANY EXEMPT WHOLESALE GENERATOR (EWG) OR FOREIGN UTILITY COMPANY IN WHICH CLAIMANT DIRECTLY O
HOLDS AN INTEREST.

HOLDING COMPANY

00 EDISON INTERNATIONAL is a corporation organized under the laws of the State of California
principal place of business at 2244 Walnut Grove Avenue (P.O. Box 999), Rosemead, California
was organized principally to acquire and hold securities of other corporations for investm
Edison International has the following subsidiaries:

UTILITY SUBSIDIARIES

01 SOUTHERN CALIFORNIA EDISON COMPANY ("SCE") is a California corporation having its principa
business at 2244 Walnut Grove Avenue (P.O. Box 800), Rosemead, California 91770. SCE is a

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primarily engaged in the business of supplying electric energy to portions of central and California, excluding the City of Los Angeles and certain other cities. Unless otherwise subsidiaries have the same principal place of business as Southern California Edison Compa

- 02 CONSERVATION FINANCING CORPORATION is a California corporation engaged in the remediation mitigation of environmental liabilities.
- 02 EDISON ESI is a California corporation engaged in the business of marketing services, product information, and copyrighted materials to third parties on behalf of SCE.
- 02 Edison Material Supply LLC is a Delaware limited liability company that provides procurement and warehousing services.
- 02 MONO POWER COMPANY is an inactive California corporation that has been engaged in the business exploring for and developing fuel resources.
- 03 The Bear Creek Uranium Company is an inactive California partnership between Mono Power (50%) and RME Holding Company (formerly Union Pacific Resources Group, Inc.) (50%) for the reclamation of an integrated uranium mining and milling complex in Wyoming.
- 02 Mountainview Power Company LLC is a Delaware limited liability company that was acquired to own and operate an electric generating power plant in Redlands, California.
- 02 SCE CAPITAL COMPANY (inactive Delaware corporation)
- 02 SCE Funding LLC is a Delaware limited liability company that acts as a financing vehicle for reduction bonds.
- 02 SCE Trust I is a Delaware business trust organized to act as a financing vehicle.
- 02 SCE Trust II is a Delaware business trust organized to act as a financing vehicle.
- 02 SCE Trust III is a Delaware business trust organized to act as a financing vehicle.
- 02 SCE UK Services Ltd. (inactive United Kingdom private limited company) [dissolved 06/29/2004]
- 02 SOUTHERN STATES REALTY is a California corporation engaged in holding real estate assets

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NONUTILITY SUBSIDIARIES

- 01 EDISON DRIVES ELECTRIC (inactive California corporation) [dissolved 10/27/2004]
- 01 EDISON INSURANCE SERVICES, INC. is a Hawaii corporation having its principal executive office at 1000 Ala Moana Street, Suite 800, Honolulu, Hawaii 96813, which provides domestic and foreign property damage and business interruption insurance to Edison International and its subsidiaries.
- 01 EDISON VENTURES (inactive California corporation) [dissolved 03/02/2004]
- 02 EDISON TRANSENERGY (inactive California corporation) [dissolved 03/02/2004]
- 01 EIX Trust I is a Delaware business trust that acted as a financing vehicle. [cancelled on 12/20/2004]
- 01 EIX Trust II is a Delaware business trust that acted as a financing vehicle. [cancelled on 11/30/2004]

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01 EIX Trust III is a Delaware business trust organized to act as a financing vehicle.

01 EDISON MISSION GROUP INC. (formerly The Mission Group) is a Delaware corporation having its principal place of business at 2244 Walnut Grove Avenue, Rosemead, California 91770, which owns the stock and coordinates the activities of nonutility companies. The subsidiaries of Edison Mission Group Inc. are as follows:

02 EDISON ENTERPRISES is a California corporation having its principal place of business at 2244 Walnut Grove Avenue, Rosemead, California 91770, which owns the stock and coordinates the activities of nonutility subsidiaries. The subsidiaries of Edison Enterprises are as follows:

03 EDISON SOURCE is a California corporation having its principal place of business at 2244 Walnut Grove Avenue, Suite 1700, Irvine, California 92612-1046, which owns the stock of its subsidiaries. The majority of the assets of Edison Source were sold to its former parent on October 2001. It is engaged in the business of selling, installing and servicing rapid battery charging products for the electric fork lift market.

04 Edison Source Norvik Company is a Canadian company having its principal place of business at 1959 Upper Water Street, Suite 800, Halifax, NS B3J 2X2. It is principally engaged in the business of research and development, and manufacturing of rapid battery charging products for the electric fork lift market.

04 G.H.V. REFRIGERATION, INC. (inactive California corporation)

02 EDISON O&M SERVICES (inactive California corporation)

02 EDISON TECHNOLOGY SOLUTIONS (inactive California corporation) [dissolved 10/06/2004]

03 EDISON EV (inactive California corporation) [dissolved 10/26/2004]

02 Facilichem, Inc., is a California corporation having its principal place of business at 2244 Walnut Grove Avenue, Menlo Park, California 94025, which was organized to engage in the research, development and commercialization of liquid membrane technologies for application in specific industrial processes. Edison Mission Group Inc. has a 10% ownership interest.

02 EDISON CAPITAL is a California corporation having its principal place of business at 2244 Walnut Grove Avenue, Suite 1700, Irvine, California 92612-1046. It is engaged in the business of providing legal and financial services in energy and infrastructure projects and affordable housing projects. Edison Capital owns a group of subsidiaries and has interests in various partnerships through its subsidiaries. The subsidiaries and partnerships of Edison Capital are listed below. Unless otherwise indicated, all entities are corporations, are organized under the laws of the State of California and have the same principal place of business as Edison Capital.

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03 BURLINGTON APARTMENTS, INC.
03 Edison Capital Europe Limited (UK corporation)
Address: Lansdowne House, Berkeley Square, London, England W1X 5DH

03 EDISON FUNDING COMPANY
[directly owns 0.08% of Edison Funding Omicron Incorporated; see listing under Edison Housing Consolidation Company]

04 EDISON CAPITAL HOUSING INVESTMENTS
[directly owns 22.79% of Edison Housing Consolidation Co.; see listing under MHICAL 95]
[directly owns 35.52% of Edison Funding Omicron Incorporated; see listing under Edison Housing Consolidation Co.]

05 1st Time Homebuyer Opportunities LP (Chester County Homes) 99%
05 1732 Champa LP (Buerger Brothers Lofts) 99%

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05 18303 Kittridge Associates LP 99%
05 210 Washington Avenue Associates (Renaissance Plaza) (Connecticut partnership) 99%
05 2400 Locust Associates LP (Locust on the Park) 99%
05 3790 Wisconsin Street Partners LP (Wisconsin III) 99.9% [SOLD]
05 Aaron Michael Associates LP 99.9%
05 Argyle Redevelopment Partnership, Ltd. (Colorado partnership) 99%
05 Auburn Manor L.L.C. 50% GP
06 Auburn Manor LP 1%
05 Bartlett Hill Associates LP 99%
05 CCS/Bellingham LP (Washington Grocery Building) 99.9%
05 Conejo Valley Community Housing Associates (Community House Apartments) 99%
05 Diamond Creek Apartments LP 99.9%
05 EC ASSET SERVICES, INC. (Massachusetts corporation)
Address: 160 Federal Street, Boston, MA 02110-1776
05 EC PROPERTIES, INC. (Massachusetts corporation)
Address: 160 Federal Street, Boston, MA 02110-1776
06 Corporations for Affordable Housing LP 1%GP
07 Arbor Lane Associates Phase II LP (Timberwood) 99%
07 Arroyo Vista Associates LP 99%
07 Artloft Associates LP 35.6%
07 Caleb Affordable Housing Associates LP (Ledges/Pinebrook) 99%
07 The Carlin LP 99%
07 Diamond Phase III Venture LP 99%
07 Fairmont Hotel Urban Renewal Associates LP 99%
07 Mackenzie Park Associates LP 99%
07 Parkside Associates LP (Parkside Garden) 99%
07 Pines Housing LP 99%
07 Pines Housing II, LP 99%
07 Smyrna Gardens Associates LP 99%
07 Tioga Gardens LP 99%
07 Walden Pond, LP (Hamlet) 99%
06 Corporations for Affordable Housing LP II 1%GP
07 2601 North Broad Street Associates LP (Station House) 99%
07 Artloft Associates LP 53.39%
07 Brookline Housing Associates LLC (Bridgewater) 99%
07 EDA LP (Eagle's Nest) 48%
07 Edgewood Manor Associates II LP 99%
07 Gateway Housing LP (Gateway Townhomes) 99%
07 Homestead Village Associates LP 99%
07 Junction City Apartments LP (Green Park) 99%
07 Liberty House Associates LP 99%
07 Maple Ridge Development Associates LP 99%
07 Parsonage Cottage Senior Residence LP 99%
07 Rittenhouse School LP 99%
07 Silver City Housing LP 99%
07 South 55th Street, LP 49.5%
07 W. M. Housing Associates LP (Williamsport Manor) 99%
07 Winnsboro Apartments LP (Deer Wood) 99%

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05 EC PROPERTIES III, INC. (Massachusetts corporation)
Address: 160 Federal Street, Boston, MA 02110-1776
06 Corporations for Affordable Housing LP III 1%GP
07 Piedmont Housing Associates 99%
07 Pines Housing III LP 99%
07 Salem Lafayette Urban Renewal Associates, LP 99%
07 Spring Valley Commons LP 99%
07 Stevenson Housing Associates (Park Vista) 99%

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05 EC-SLP, INC. (Massachusetts corporation)
05 Address: 160 Federal Street, Boston, MA 02110-1776
05 ECH Investor Partners VI-A LP 1%GP
06 Edison Capital Housing Partners VI LP 61.8166%LP
07 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
07 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
07 Altamont Hotel Associates LP 99%
07 Bradley Manor Senior Apartments LP 99%
07 Double X Associates 1995 LP (Terrace Manor) 99%
07 Hamilton Place Apartments LP (Larkin Place) 99%
07 Hamilton Place Senior Living LP 99%
07 Hearthstone Group 3 LP (Evergreen Court) 99%
07 KDF Malabar LP 99%
07 LINC-Bristol Associates I, LP (City Gardens) 99%
07 MAS-WT, LP (Washington Terrace) 99%
07 Northwood Manor Associates LP 99%
07 Silver Lake Properties LP 99%
07 University Park Properties LP 99%
07 Upland Senior Housing LP (Coy D. Estes) 99%
07 Vista Properties LLC (Vista View) 99.9%
07 Vista Verde Townhomes II LLC 99%
05 ECH Investor Partners VI-B LP 1%GP
06 Edison Capital Housing Partners VI LP 37.1834%LP
07 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
07 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
07 Altamont Hotel Associates LP 99%
07 Bradley Manor Senior Apartments LP 99%
07 Double X Associates 1995 LP (Terrace Manor) 99%
07 Hamilton Place Apartments LP (Larkin Place) 99%
07 Hamilton Place Senior Living LP 99%
07 Hearthstone Group 3 LP (Evergreen Court) 99%
07 KDF Malabar LP 99%
07 LINC-Bristol Associates I, LP (City Gardens) 99%
07 MAS-WT, LP (Washington Terrace) 99%
07 Northwood Manor Associates LP 99%
07 Silver Lake Properties LP 99%
07 University Park Properties LP 99%
07 Upland Senior Housing LP (Coy D. Estes) 99%
07 Vista Properties LLC (Vista View) 99.9%
07 Vista Verde Townhomes II LLC 99%
05 ECH/HFC GP Partnership No. 1 34.9%GP
06 Edison Capital Housing Partners VII LP 19.4187%GP
07 C-Court LP (Cawelti Court) 99%
07 Cottonwood Affordable Housing LP (Verde Vista) 99%
07 Fifth and Wilshire Apartments LP 99%
07 Flagstaff Affordable Housing II, LP (Forest View Apts.) 99%
07 Huff Avenue Associates LP 99%
07 Mountain View Townhomes Associates LP 99%
07 Oak Forest Associates LP 99%
07 Paradise Road Partners LP (Gateway Village) 99%
07 Woodland Arms Apartments, Ltd. 99%
05 ECH/HFC GP Partnership No. 2 56.7%GP
06 Edison Capital Housing Partners VIII LP 18.54%GP
07 Catalonia Associates LP 99%
07 Ohlone Housing Associates LP 99%

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05 ECHP INVESTMENT COMPANY
06 ECHP LLC 99.999%GP
07 Edison Capital Housing Partners XVI LP 0.01%GP
08 Bouquet Canyon Seniors LP 99.9%
08 Eugene Hotel LP 99.9%
08 Hilltop Farms LP 99.9%
08 KDF Park Glenn LP (Park Glenn) 99%
08 KDF Park Glenn Seniors LP (Park Glenn II) 99.9%
08 King Road Associates LP 99.9%
08 LL Housing LP (Maryland partnership) (Laurel Lakes) 99%
08 Red Lake LP #1 99.9%
08 Southern Hotel LP 99.9%
07 Edison Capital Housing Partners XVII LP 0.01%GP
08 Antelope Associates LP 99%
08 Baker Park Associates LP 99%
08 Fremont Building LP (Crescent Arms) 99%
08 Hercules Senior Housing Associates 99.9%
08 La Terraza Associates LP (Carlsbad Villas at Camino Real) 99%
08 Parkview Apartments Associates LP (Parkview/Sunburst) 99.9%
08 Quebec Arms Apartments LP 99.9%
08 Sky Parkway Housing Associates LP 99%
08 Sunset Creek Partners LP 99%
08 University Manor Apartments LP 99.9%
08 Vista Verde Housing Associates LP 99.9%
07 Edison Capital Housing Partners XVIII LP 0.01%GP
08 Bracher Associates LP 99%
08 Florin Woods Associates LP 99%
08 Pinmore Associates LP 99.9%
08 SD Regency Centre LP 99.9%
07 Edison Capital Housing Partners XIX LP 0.01%GP
08 Cochrane Village Apartments LP 99%
08 CCS/Mount Vernon Housing LP (La Venture) 99.9%
08 Ontario Senior Housing LP (Ontario Plaza) 98.9%
08 Pecan Court Associates LP 99.9%
08 Pellettieri Homes Urban Renewal Associates, LP 99%
08 Rincon De Los Esteros Associates LP 99.9%
08 KDF Santa Paula LP (Santa Paula) 99%
08 Schoolhouse Court Housing Associates LP 99.9%
08 Virginia Lane LP (Maplewood/Golden Glenn) 99.9%
08 Winfield Hill Associates LP 99%
05 Edison Capital Affordable Housing 99A G.P. 27.69%GP
06 Edison Capital Housing Partners IX LP 13.5533%GP
07 1010 SVN Associates LP 99.9%
07 2814 Fifth Street Associates LP (Land Park Woods) 99%
07 Alma Place Associates LP 99%
07 Knolls Community Associates LP 99.9%
07 Monterra Village Associates LP 99%
07 Pacific Terrace Associates LP 99.9%
07 PVA LP (Park Victoria) 99%
07 Sherman Glen, L.L.C. 99%
07 Strobridge Housing Associates LP 99%
07 Trolley Terrace Townhomes LP 99.9%
07 Walnut Avenue Partnership LP 99%
05 Edison Capital Affordable Housing 99B G.P. 99.99%GP
06 Edison Capital Housing Partners X LP 19.3952%GP
07 Beacon Manor Associates LP 99%
07 Boulder Creek Apartments LP 99.9%
07 Burlington Senior Housing LLC 99.9%
07 CCS/Renton Housing LP (Renton) 99.9%
07 Coolidge Station Apartments L.L.C. 99%
07 Lark Ellen LP 99%
07 Mercy Housing California IX LP (Sycamore) 99.9%

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07 Morgan Hill Ranch Housing LP 99%
07 Pacifica Community Associates LP (Villa Pacifica) 99%

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07 Persimmon Associates LP 99%
07 Providence-Brown Street Housing LP (Brown Street) 99.9%
07 San Juan Commons 1996 LP 99.9%
07 Timber Sound, Ltd. 99%
07 Timber Sound II, Ltd. 99%
07 Trinity Park Apartments LP 99.9%
07 Venbury Trail LP 99.9%

06 Edison Capital Housing Partners XI LP 18.62486%GP
07 1475 167th Avenue Associates LP (Bermuda Gardens) 99.9%
07 Auburn Manor Apartments LP 99%
07 Barnsdall Court LP (Villa Mariposa) 99.9%
07 Borregas Court LP 99%
07 Bryson Family Apartments LP 99.9%
07 Carson Housing LP (Carson Street) 98%
07 Casa Rampart LP (Rampart Apartments) 99.9%
07 Davis MHA Twin Pines Community Associates LP (Northstar Apartments) 99.9%
07 Eastwood Homes LP 99%
07 Electra Arms Senior Associates LP 99%
07 Grace Housing LP 99%
07 Stony Point Apartment Investors LP (Panas Place) 99.9%
07 Wall Street Palmer House LP 99%
07 Wilmington Housing Associates LP (New Harbor Vista) 99.9%

06 Edison Capital Housing Partners XII LP 13.73759%GP
07 Cedarshores Limited Dividend Housing Association LP 99.99%
07 Heritage Partners LP 99.9%
07 Osage Terrace LP 99.89%
07 West Oaks Apartments LP 99.9%
07 Yale Street LP 99.9%

06 Edison Capital Housing Partners XIII LP 17.03513%GP
07 Alhambra Apartments LP 99.9%
07 Chamber Apartments LP 99%
07 Park Land Senior Apartments Investors LP (Banducci) 99.9%
07 President John Adams Manor Apartments LP 99.9%
07 Riverwalk Apartments, Ltd. (Colorado) 99.8%
07 Rosecreek Senior Living LP 99.9%
07 Twin Ponds Apartments LP 99.9%
07 Woodleaf Village LP 99.9%
07 Women's Westlake LP (Dorothy Day) 99.9%

06 Edison Capital Housing Partners XIV LP 7.6118%GP
07 Apollo Development Associates LP (Apollo Hotel) 99.9%
07 Carson Terrace LP 99.9%
07 Don Avante Association II LP (Village Avante) 99.9%
07 Preservation Properties I 99.9%
07 Preservation Properties II 99.9%
07 Preservation Properties III 99.9%
07 Preservation Properties IV 99.9%
07 Preservation Properties V 99.9%
07 Rowland Heights Preservation LP 99.9%
07 Springdale Preservation LP (Springdale West) 99.9%

06 Edison Capital Housing Partners XV LP 9.567%GP
07 708 Pico LP (Wavecrest Apartments) 99.9%
07 Benton Green LP 99.9%
07 Don Avante Association I LP (Don de Dios) 99.9%
07 Emmanuel Grant Company LLC (Capitol Heights) 99.9%

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07 Highland Village Partners LP 99.9%
07 I.G. Partners LP (Islands Gardens) 99.9%
07 Karen Partners LP 99.9%
07 Lilac Estates LP 99.9%
07 Mountainlands Housing Partners LP (Holiday Village Apartments) 99.9%
07 NAHF Brockton LP (Southfield Gardens) 99.9%
07 Northern Senior Housing LP (St. Johnsbury) 99.9%
07 Park Place 1998, LLC 99.9%
07 Park Williams Partners LP 99.9%
07 Patriots Pointe at Colonial Hills LP 99.9%

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07 PlumTree Preservation LP 99.9%
07 Poinsettia Housing Associates 99.9%
07 Project Home I LLC 99.99%
07 Saratoga Vacaville LP (Saratoga Senior) 99.9%
07 Serena Sunbow LP (Villa Serena) 99.9%
07 St. Regis Park LP (Pear Tree) 99.9%
07 Vista Sonoma Senior Living LP 99.9%
07 Westfair LLC (Cedar Ridge) 99.9%
07 Windrush Apartments of Statesville LP 99.9%
07 Wingate LLC (Regency Park) 99.9%
05 Edison Capital Contributions VI Partners 91.77%GP
06 ECH Investor Partners VI-A LP 15.3877%LP
07 Edison Capital Housing Partners VI LP 61.8166%LP
08 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
08 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
08 Altamont Hotel Associates LP 99%
08 Bradley Manor Senior Apartments LP 99%
08 Double X Associates 1995 LP (Terrace Manor) 99%
08 Hamilton Place Apartments LP (Larkin Place) 99%
08 Hamilton Place Senior Living LP 99%
08 Hearthstone Group 3 LP (Evergreen Court) 99%
08 KDF Malabar LP 99%
08 LINC-Bristol Associates I, LP (City Gardens) 99%
08 MAS-WT, LP (Washington Terrace) 99%
08 Northwood Manor Associates LP 99%
08 Silver Lake Properties LP 99%
08 University Park Properties LP 99%
08 Upland Senior Housing LP (Coy D. Estes) 99%
08 Vista Properties LLC (Vista View) 99.9%
08 Vista Verde Townhomes II LLC 99%
06 ECH Investor Partners VI-B LP 99%LP
07 Edison Capital Housing Partners VI LP 37.1834%LP
08 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
08 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
08 Altamont Hotel Associates LP 99%
08 Bradley Manor Senior Apartments LP 99%
08 Double X Associates 1995 LP (Terrace Manor) 99%
08 Hamilton Place Apartments LP (Larkin Place) 99%
08 Hamilton Place Senior Living LP 99%
08 Hearthstone Group 3 LP (Evergreen Court) 99%
08 KDF Malabar LP 99%
08 LINC-Bristol Associates I, LP (City Gardens) 99%
08 MAS-WT, LP (Washington Terrace) 99%
08 Northwood Manor Associates LP 99%
08 Silver Lake Properties LP 99%
08 University Park Properties LP 99%

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08 Upland Senior Housing LP (Coy D. Estes) 99%
08 Vista Properties LLC (Vista View) 99.9%
08 Vista Verde Townhomes II LLC 99%
05 EDISON CAPITAL HOUSING DELAWARE, INC.
06 B.A.I. Edison Ravenwood LP (Ravenwood) 90%GP
07 Cincinnati Ravenwood Apartments LP 0.95%GP
05 Edison Capital Housing Partners V LP 16.18%GP
06 AMCAL Santa Barbara Fund XXXVI LP (Positano) 99%
06 Bodega Hills Investors LP 99%
06 Mercy Housing California IV LP (Vista Grande) 99%
06 Park Place Terrace LP 99%
06 River Walk Apartments Homes LP 99%
06 San Diego Golden Villa Partners LP (Golden Villa) 98.9%
06 Santa Alicia Gardens Townhomes LP (The Gardens) 99%
06 St. Hedwig's Gardens LP 99%
06 Sunshine Terrace LP 99%
06 Union Meadows Associates LLC 99%

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05 Edison Capital Housing Partners VI LP 1%GP
06 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
06 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
06 Altamont Hotel Associates LP 99%
06 Bradley Manor Senior Apartments LP 99%
06 Double X Associates 1995 LP (Terrace Manor) 99%
06 Hamilton Place Apartments LP (Larkin Place) 99%
06 Hamilton Place Senior Living LP 99%
06 Hearthstone Group 3 LP (Evergreen Court) 99%
06 KDF Malabar LP 99%
06 LINC-Bristol Associates I, LP (City Gardens) 99%
06 MAS-WT, LP (Washington Terrace) 99%
06 Northwood Manor Associates LP 99%
06 Silver Lake Properties LP 99%
06 University Park Properties LP 99%
06 Upland Senior Housing LP (Coy D. Estes) 99%
06 Vista Properties LLC (Vista View) 99.9%
06 Vista Verde Townhomes II LLC 99%
05 EDISON CAPITAL HOUSING MANAGEMENT
05 EDISON CAPITAL HOUSING NEW JERSEY [dissolved]
[owned 6.16% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compa
05 EDISON CAPITAL HOUSING PENNSYLVANIA [dissolved]
[owned 5.26% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compa
05 EDISON FUNDING OMICRON INCORPORATED (Delaware corporation) (formerly Edison Funding
55.52% [Also owned 0.08% by Edison Funding Company and 44.40% by Edison Housing Con
where Omicron subsidiaries are listed.]
05 EDISON HOUSING NORTH CAROLINA
06 Edison Capital Contributions VI Partners 4.03%GP
07 ECH Investor Partners VI-A LP 15.3877%LP
08 Edison Capital Housing Partners VI LP 61.8166%LP
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 9
09 Altamont Hotel Associates LP 99%
09 Bradley Manor Senior Apartments LP 99%
09 Double X Associates 1995 LP (Terrace Manor) 99%
09 Hamilton Place Apartments LP (Larkin Place) 99%
09 Hamilton Place Senior Living LP 99%
09 Hearthstone Group 3 LP (Evergreen Court) 99%
09 KDF Malabar LP 99%

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09 LINC-Bristol Associates I, LP (City Gardens) 99%
09 MAS-WT, LP (Washington Terrace) 99%
09 Northwood Manor Associates LP 99%
09 Silver Lake Properties LP 99%
09 University Park Properties LP 99%
09 Upland Senior Housing LP (Coy D. Estes) 99%
09 Vista Properties LLC (Vista View) 99.9%
09 Vista Verde Townhomes II LLC 99%
07 ECH Investor Partners VI-B LP 99%LP
08 Edison Capital Housing Partners VI LP 37.1834%LP
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
09 Altamont Hotel Associates LP 99%
09 Bradley Manor Senior Apartments LP 99%
09 Double X Associates 1995 LP (Terrace Manor) 99%
09 Hamilton Place Apartments LP (Larkin Place) 99%
09 Hamilton Place Senior Living LP 99%
09 Hearthstone Group 3 LP (Evergreen Court) 99%
09 KDF Malabar LP 99%
09 LINC-Bristol Associates I, LP (City Gardens) 99%
09 MAS-WT, LP (Washington Terrace) 99%
09 Northwood Manor Associates LP 99%
09 Silver Lake Properties LP 99%
09 University Park Properties LP 99%

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09 Upland Senior Housing LP (Coy D. Estes) 99%
09 Vista Properties LLC (Vista View) 99.9%
09 Vista Verde Townhomes II LLC 99%
05 EDISON HOUSING SOUTH CAROLINA
06 Edison Capital Contributions VI Partners 4.20%GP
07 ECH Investor Partners VI-A LP 15.3877%LP
08 Edison Capital Housing Partners VI LP 61.8166%LP
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
09 Altamont Hotel Associates LP 99%
09 Bradley Manor Senior Apartments LP 99%
09 Double X Associates 1995 LP (Terrace Manor) 99%
09 Hamilton Place Apartments LP (Larkin Place) 99%
09 Hamilton Place Senior Living LP 99%
09 Hearthstone Group 3 LP (Evergreen Court) 99%
09 KDF Malabar LP 99%
09 LINC-Bristol Associates I, LP (City Gardens) 99%
09 MAS-WT, LP (Washington Terrace) 99%
09 Northwood Manor Associates LP 99%
09 Silver Lake Properties LP 99%
09 University Park Properties LP 99%
09 Upland Senior Housing LP (Coy D. Estes) 99%
09 Vista Properties LLC (Vista View) 99.9%
09 Vista Verde Townhomes II LLC 99%
07 ECH Investor Partners VI-B LP 99%LP
08 Edison Capital Housing Partners VI LP 37.1834%LP
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%
09 Altamont Hotel Associates LP 99%
09 Bradley Manor Senior Apartments LP 99%

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09 Double X Associates 1995 LP (Terrace Manor) 99%
09 Hamilton Place Apartments LP (Larkin Place) 99%
09 Hamilton Place Senior Living LP 99%
09 Hearthstone Group 3 LP (Evergreen Court) 99%
09 KDF Malabar LP 99%
09 LINC-Bristol Associates I, LP (City Gardens) 99%
09 MAS-WT, LP (Washington Terrace) 99%
09 Northwood Manor Associates LP 99%
09 Silver Lake Properties LP 99%
09 University Park Properties LP 99%
09 Upland Senior Housing LP (Coy D. Estes) 99%
09 Vista Properties LLC (Vista View) 99.9%
09 Vista Verde Townhomes II LLC 99%

05 EHI DEVELOPMENT COMPANY

05 EHI DEVELOPMENT FUND

05 Florence Apartments LLC 99%
05 Josephinum Associates LP, The (Washington partnership) 99%
05 Kennedy Lofts Associates LP (Massachusetts partnership) 99%
05 Lovejoy Station LP 99.9%
05 Madison/Mollison LP (Park Mollison) 99.9%
05 Maplewood Housing Associates LP 99.9%
05 MH I LP 1%GP
06 California Park Apartments LP 99%
05 MH II LP 1%GP
06 5363 Dent Avenue Associates LP 99%
05 MH III LP 1%GP
06 DeRose Housing Associates LP 99%
05 MH IV LP 1%GP
06 MPT Apartments LP (MacArthur Park) 99%
05 MH V LP 1%GP
06 Centennial Place LP 99%

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05 MHICAL 94 COMPANY

[owns 19.32% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compa

05 MHICAL 94 LP (Delaware partnership) 1%GP
06 Mayacamas Village Associates LP 99%
06 West Capital Courtyard LP 99%
05 MHICAL 95 LP (Delaware partnership) 1%GP
06 Abby Associates LP (Windmere) 99%
06 Colina Vista LP 99%
06 ECH/HFC GP Partnership No. 2 43.3%GP
07 Edison Capital Housing Partners VIII LP 18.5396%GP
08 Catalonia Associates LP 99%
08 Ohlone Housing Associates LP 99%
06 Mercy Housing California VI LP (205 Jones) 99%
05 MHICAL 96 LP (Delaware partnership) 1%GP
06 ECH/HFC GP Partnership No. 1 50.44%GP
07 Edison Capital Housing Partners VII LP 19.4187%GP
08 C-Court LP (Cawelti Court) 99%
08 Cottonwood Affordable Housing LP (Verde Vista) 99%
08 Fifth and Wilshire Apartments LP 99%
08 Flagstaff Affordable Housing II, LP (Forest View Apts.) 99%
08 Huff Avenue Associates LP 99%
08 Mountain View Townhomes Associates LP 99%
08 Oak Forest Associates LP 99%
08 Paradise Road Partners LP (Gateway Village) 99%
08 Woodland Arms Apartments, Ltd. 99%

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06 Edison Capital Affordable Housing 99A G.P. 36.47%GP
07 Edison Capital Housing Partners IX LP 13.5533%GP
08 1010 SVN Associates LP 99.9%
08 2814 Fifth Street Associates LP (Land Park Woods) 99%
08 Alma Place Associates LP 99%
08 Knolls Community Associates LP 99.9%
08 Monterra Village Associates LP 99%
08 Pacific Terrace Associates LP 99.9%
08 PVA LP (Park Victoria) 99%
08 Sherman Glen, L.L.C. 99%
08 Strobridge Housing Associates LP 99%
08 Trolley Terrace Townhomes LP 99.9%
08 Walnut Avenue Partnership LP 99%
06 Greenway Village Associates LP 99%
06 Kennedy Court Partners LP 99%
06 Klamath Associates LP 99%
06 Westgate Townhomes Associates LP 99%
05 MHICAL 95 COMPANY
06 EDISON HOUSING CONSOLIDATION CO. (formerly Edison Housing Georgia) 29.90%
07 EDISON FUNDING OMICRON INCORPORATED (Delaware corporation) (formerly Edison F
GP) 44.40% [also owned 0.08% by Edison Funding Company and 55.52% by Edison C
Investments]
08 16th and Church Street Associates LP 99%
08 1856 Wells Court Partners, LP (Wells Court) 99%
08 AE Associates LP (Avenida Espana) 99%
08 Agape Housing LP 99%
08 Brantwood II Associates LP 99%
08 Brooks School Associates LP 99%
08 Bryn Mawr - Belle Shore LP (The) 99%
08 Bush Hotel LP 99%
08 Centertown Associates LP (Ravenwood) 99%
08 Centro Partners LP (El Centro) 99%
08 Cincinnati Ravenwood Apts. LP 99%
08 Coyote Springs Apartments Associates LP 99%
08 Cypress Cove Associates 99%
08 Del Carlo Court Associates LP 99%
08 Delta Plaza Apartments LP 99%
08 EAH Larkspur Creekside Associates LP 99%

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08 East Cotati Avenue Partners LP 99%
08 EDISON FUNDING OLIVE COURT 100%GP
09 Olive Court Housing Associates LP 1.1%
08 Edmundson Associates LP (Willows) 99%
08 El Barrio Academy Urban Renewal Associates, LP (Academy Street) 99%
08 Elizabeth West and East LP 99%
08 Farm (The) Associates LP 99%
08 Gilroy Redwood Associates LP (Redwoods) 99%
08 Ginzton Associates LP 99%
08 Grossman Apartments Investors LP 99%
08 Heather Glen Associates LP 99%
08 HMB-Atlanta I LP (Spring Branch) 99%
08 Holy Family Associates LP 99%
08 Lackawana Housing Associates LLC (Goodwill Neighborhood Residences) 99%
08 Maplewood School Apartments LP 99%
08 Mar Associates LP (Frank Mar) 99%
08 McFarland Press Associates LP 99%
08 Mercantile Housing LLC (Mercantile Square) 99%

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08 Merrill Road Associates LP 99%
08 MH I LP 99%
09 California Park Apartments LP 99%
08 MHICAL 94 LP (Delaware partnership) 99%LP
09 Mayacamas Village Associates LP 99%
09 West Capital Courtyard LP 99%
08 MHICAL 95 LP (Delaware partnership) 99%LP
09 Abby Associates LP (Windmere) 99%
09 Colina Vista LP 99%
09 ECH/HFC GP Partnership No. 2 43.3%GP
10 Edison Capital Housing Partners VIII LP 18.5396%GP
11 Catalonia Associates LP 99%
11 Ohlone Housing Associates LP 99%
09 Mercy Housing California VI LP (205 Jones) 99%
08 MHICAL 96 LP (Delaware partnership) 99%LP
09 Greenway Village Associates LP 99%
09 Kennedy Court Partners LP 99%
09 Klamath Associates LP 99%
09 Westgate Townhomes Associates LP 99%
08 Mid-Peninsula Century Village Associates LP (Century Village) 99%
08 Mission Capp LP 99%
08 Mission Housing Partnership 1996 LP (Delaware partnership) 99%LP
08 Neary Lagoon Partners LP 99%
08 North Park Village II LLC 99%
08 Oceanside Gardens LP 99%
08 Omaha Amber Ridge LP (Amber Ridge) 98.9%
08 Open Door Associates LP (West Valley) 99%
08 Palmer House LP 99%
08 Richmond City Center Associates LP 99%
08 Riverside/Liebrandt Partners LP (La Playa) 99%
08 Roebling Village Inn Urban Renewal LP 99%
08 Rosebloom Associates LP (Oakshade) 99%
08 San Pablo Senior Housing Associates LP 99%
08 San Pedro Gardens Associates LP 99%
08 Santa Paulan Senior Apartments Associates LP (The Paulan) 99%
08 South Beach Housing Associates LP (Steamboat) 99%
08 South Winery Associates LP (The Winery Apartments) 99%
08 Stoney Creek Associates LP 99%
08 Studebaker Building LP 99%
08 Sultana Acres Associates LP 99%
08 Thomson Rental Housing, LP (Washington Place) 99%
08 Tuscany Associates LP (Tuscany Villa) 99%
08 Villa Maria Housing LP 99%
08 Washington Creek Associates LP 99%
08 Westport Village Homes Associates LP 99%
08 Wheeler Manor Associates LP 99%

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08 YWCA Villa Nueva Partners LP 99%
05 MHICAL 96 COMPANY
[owns 8.96% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Company]
06 MHICAL 96 LP 99%
07 ECH/HFC GP Partnership No. 1 50.44%GP
08 Edison Capital Housing Partners VII LP 19.4187%GP
09 C-Court LP (Cawelti Court) 99%
09 Cottonwood Affordable Housing LP (Verde Vista) 99%
09 Fifth and Wilshire Apartments LP 99%
09 Flagstaff Affordable Housing II, LP (Forest View Apts.) 99%

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09 Huff Avenue Associates LP 99%
09 Mountain View Townhomes Associates LP 99%
09 Oak Forest Associates LP 99%
09 Paradise Road Partners LP (Gateway Village) 99%
09 Woodland Arms Apartments, Ltd. 99%
07 Edison Capital Affordable Housing 99A G.P. 36.47%GP
08 Edison Capital Housing Partners IX LP 13.5533%GP
09 1010 SVN Associates LP 99.9%
09 2814 Fifth Street Associates LP (Land Park Woods) 99%
09 Alma Place Associates LP 99%
09 Knolls Community Associates LP 99.9%
09 Monterra Village Associates LP 99%
09 Pacific Terrace Associates LP 99.9%
09 PVA LP (Park Victoria) 99%
09 Sherman Glen, L.L.C. 99%
09 Strobridge Housing Associates LP 99%
09 Trolley Terrace Townhomes LP 99.9%
09 Walnut Avenue Partnership LP 99%
05 MHICAL 97 COMPANY
06 MHICAL 97 LP 99%
07 ECH/HFC GP Partnership No. 1 14.66%GP
08 Edison Capital Housing Partners VII LP 19.4187%GP
09 C-Court LP (Cawelti Court) 99%
09 Cottonwood Affordable Housing LP (Verde Vista) 99%
09 Fifth and Wilshire Apartments LP 99%
09 Flagstaff Affordable Housing II, LP (Forest View Apts.) 99%
09 Huff Avenue Associates LP 99%
09 Mountain View Townhomes Associates LP 99%
09 Oak Forest Associates LP 99%
09 Paradise Road Partners LP (Gateway Village) 99%
09 Woodland Arms Apartments, Ltd. 99%
07 Edison Capital Affordable Housing 99A G.P. 33.05%
08 Edison Capital Housing Partners IX LP 13.5533%GP
09 1010 SVN Associates LP 99.9%
09 2814 Fifth Street Associates LP (Land Park Woods) 99%
09 Alma Place Associates LP 99%
09 Knolls Community Associates LP 99.9%
09 Monterra Village Associates LP 99%
09 Pacific Terrace Associates LP 99.9%
09 PVA LP (Park Victoria) 99%
09 Sherman Glen, L.L.C. 99%
09 Strobridge Housing Associates LP 99%
09 Trolley Terrace Townhomes LP 99.9%
09 Walnut Avenue Partnership LP 99%
06 MHICAL 97 LP 99%LP
07 Garnet Housing Associates LP 99%
05 MHICAL 97 LP 1%GP
06 ECH/HFC GP Partnership No. 1 14.66%GP
07 Edison Capital Housing Partners VII LP 19.4187%GP
08 C-Court LP (Cawelti Court) 99%
08 Cottonwood Affordable Housing LP (Verde Vista) 99%
08 Fifth and Wilshire Apartments LP 99%
08 Flagstaff Affordable Housing II, LP (Forest View Apts.) 99%

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08 Huff Avenue Associates LP 99%
08 Mountain View Townhomes Associates LP 99%
08 Oak Forest Associates LP 99%

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08 Paradise Road Partners LP (Gateway Village) 99%
08 Woodland Arms Apartments, Ltd. 99%
06 Edison Capital Affordable Housing 99A G.P. 33.05%GP
07 Edison Capital Housing Partners IX LP 13.5533%GP
08 1010 SVN Associates LP 99.9%
08 2814 Fifth Street Associates LP (Land Park Woods) 99%
08 Alma Place Associates LP 99%
08 Knolls Community Associates LP 99.9%
08 Monterra Village Associates LP 99%
08 Pacific Terrace Associates LP 99.9%
08 PVA LP (Park Victoria) 99%
08 Sherman Glen, L.L.C. 99%
08 Strobridge Housing Associates LP 99%
08 Trolley Terrace Townhomes LP 99.9%
08 Walnut Avenue Partnership LP 99%
06 Garnet Housing Associates LP 99%
05 MHIFED 94 LP (Delaware partnership) 1%GP; 99%LP to Bell Atlantic
06 Berry Avenue Associates LP 99%
06 Carlton Way Apartments LP 99%
06 CDR Senior Housing Associates (Casa del Rio) 99%
06 Corona Ely/Ranch Associates LP 99%
06 Fairview Village Associates LP 99%
06 Fell Street Housing Associates LP 99%
06 Hope West Apartments LP 99%
06 Morrone Gardens Associates LP 99%
06 Pajaro Court Associates LP 99%
06 Tierra Linda Associates LP 99%
06 Tlaquepaque Housing Associates LP 99%
05 MHIFED 95 LP (Delaware partnership) 1%GP; 99%LP to Bell Atlantic
06 1101 Howard Street Associates LP 99%
06 Avalon Courtyard LP (Carson Senior Housing) 99%
06 Hollywood El Centro LP 99%
06 La Brea/Franklin LP 99%
06 Larkin Pine LP 99%
06 Mercy Housing California III LP (3rd and Reed) 99%
06 Pinole Grove Associates LP 99%
06 Second Street Center LP (Santa Monica) 99%
06 Solinas Village Partners LP 99%
06 Three Oaks Housing LP 99%
05 MHIFED 96 LP (Delaware partnership) 5%GP; 95%LP to Cargill
06 Lavell Village Associates LP 99%
06 North Town Housing Partners LP (Villa del Norte Village) 99%
06 Poco Way Associates LP 99%
06 Seasons Affordable Senior Housing LP 99%
05 MHIFED 96A LP (Delaware partnership) 1%GP; 99%LP to Bell Atlantic
06 Good Samaritan Associates LP 99%
06 Metro Senior Associates LP 99%
06 Oxnard Housing Associates LP 99%
06 Reseda Village LP 99%
06 Round Walk Village Apartments LP 99%
06 Santa Alicia Family Housing Associates 99%
06 Vine Street Court LP 99%
06 Vine Street Court LP II 99%
05 Mid-Peninsula Sharmon Palms Associates LP (Sharmon Palms) 99%
05 MISSION HOUSING ALPHA
06 LL Housing LLC 24.5%
07 Laurel Lakes LP 1%
06 Quebec Arms Apartments LP 0.05% GP
06 University Manor Apartment LP 0.05% GP

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05 MISSION HOUSING BETA
[owns 2.58% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan

05 MISSION HOUSING DELTA
[owns 1.07% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan

06 MH II LP 99%
07 5363 Dent Avenue Associates LP 99%

06 MH III LP 99%
07 DeRose Housing Associates LP 99%

06 MH IV LP 99%
07 MPT Apartments LP (MacArthur Park) 99%

06 MH V LP 99%
07 Centennial Place LP 99%

05 MISSION HOUSING DENVER [dissolved]
[owned 5.67% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compa

05 MISSION HOUSING EPSILON
[owns 0.54% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan

06 Edison Capital Affordable Housing 99A G.P. 2.78%
07 Edison Capital Housing Partners IX LP 13.5533%GP
08 1010 SVN Associates LP 99.9%
08 2814 Fifth Street Associates LP (Land Park Woods) 99%
08 Alma Place Associates LP 99%
08 Knolls Community Associates LP 99.9%
08 Monterra Village Associates LP 99%
08 Pacific Terrace Associates LP 99.9%
08 PVA LP (Park Victoria) 99%
08 Sherman Glen, L.L.C. 99%
08 Strobridge Housing Associates LP 99%
08 Trolley Terrace Townhomes LP 99.9%
08 Walnut Avenue Partnership LP 99%

06 Hotel Elkhart L.L.C. (The Cornerstone) 99%

05 MISSION HOUSING GAMMA
[owns 1.73% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan

06 Storm Lake Power Partners I LLC (1%) [See 4.EC08]

05 MISSION HOUSING HOLDINGS
[owns 13.10% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compa

05 Mission Housing Partnership 1996 LP (Delaware partnership) 1%GP

05 MISSION HOUSING THETA
06 MISSION FUNDING THETA
[owns 0.01% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Com

07 Edison Capital Affordable Housing 99A G.P. 0.01%
08 Edison Capital Housing Partners IX LP 13.5533%GP
09 1010 SVN Associates LP 99.9%
09 2814 Fifth Street Associates LP (Land Park Woods) 99%
09 Alma Place Associates LP 99%
09 Knolls Community Associates LP 99.9%
09 Monterra Village Associates LP 99%
09 Pacific Terrace Associates LP 99.9%
09 PVA LP (Park Victoria) 99%
09 Sherman Glen, L.L.C. 99%
09 Strobridge Housing Associates LP 99%
09 Trolley Terrace Townhomes LP 99.9%
09 Walnut Avenue Partnership LP 99%

07 Edison Capital Affordable Housing 99B G.P. 0.01%
08 Edison Capital Housing Partners X LP 19.3952%GP
09 Beacon Manor Associates LP 99.9%
09 Boulder Creek Apartments LP 99.9%
09 Burlington Senior Housing LLC 99.9%
09 CCS/Renton Housing LP (Renton) 99.9%
09 Coolidge Station Apartments L.L.C. 99%

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07 AIG Emerging Europe Infrastructure Management LP 18.05%GP
05 Edison Capital International (Bermuda) Ltd. (Bermuda corporation)
Address: Clarendon House, 2 Church Street, P.O. Box HM666, Hamilton HM CX, Bermuda
06 Edison Capital Latin American Investments (Bermuda) Ltd. (Bermuda corporation) 3
07 AIG Asian Infrastructure Fund II LP 5.8%

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07 AIG-GE Capital Latin American Infrastructure Fund LP 7.89%
08 Andes Energy XII Ltd. 100%
09 Paz Holdings Ltd. 43.22%
10 Compania Adminstradora de Empresas Bolivia S.A. ("Cade") 12.55% (Bolivian service company)
Address: Edificio Electropaz SA, subsuelo Plaza Venezuela No. 1401
Paz, Bolivia
10 Electricidad de La Paz S.A. ("Electropaz") (equity) 10% (Bolivian foreign utility company) [See 4.EC01]
Address: Avenida Illimani 1973, Casilla 10511, La Paz, Bolivia
10 Empresa de Luz y Fuerza Electrica de Oruro S.A. ("Elfeo") 12.55% (Bolivian foreign utility company) [See 4.EC02]
Address: Calle Junin No. 710, Casilla No. 53, Oruro, Bolivia
10 Empresa de Servicios Edeser S.A. ("Edeser") 12.55% (Bolivian service company)
Address: Iturralde No. 1309, Miraflores, La Paz, Bolivia

07 AIG Emerging Europe Infrastructure Fund LP 22.7%
07 AIG Emerging Europe Infrastructure Management LP 18.05%GP
06 Olmeca Cable Investments Ltd. (Mandeville Mexico, S.A.) 21.7%
06 Paz Holdings Ltd. 30.42%
07 Compania Adminstradora de Empresas Bolivia S.A. ("Cade") 12.55% (Bolivian service company)
Address: Edificio Electropaz SA, subsuelo Plaza Venezuela No. 1401 esq. Loayza
Bolivia
07 Electricidad de La Paz S.A. ("Electropaz") (equity) 10% (Bolivian foreign utility company) [See 4.EC01]
Address: Avenida Illimani 1973, Casilla 10511, La Paz, Bolivia
07 Empresa de Luz y Fuerza Electrica de Oruro S.A. ("Elfeo") 12.55% (Bolivian foreign utility company) [See 4.EC02]
Address: Calle Junin No. 710, Casilla No. 53, Oruro, Bolivia
07 Empresa de Servicios Edeser S.A. ("Edeser") 12.55% (Bolivian service company)
Address: Iturralde No. 1309, Miraflores, La Paz, Bolivia

05 EDISON CAPITAL LATIN AMERICAN INVESTMENTS HOLDING COMPANY (Delaware corporation)
06 Edison Capital Latin American Investments (Bermuda) Ltd. (Bermuda corporation) 3
07 AIG Asian Infrastructure Fund II LP 5.8%
07 AIG-GE Capital Latin American Infrastructure Fund LP 7.89%
07 AIG Emerging Europe Infrastructure Fund LP 22.70%
07 AIG Emerging Europe Infrastructure Management LP 18.05%GP
05 Edison Capital (Netherlands) Holdings Company B.V.
Address: Herengracht 548, 1017 CG Amsterdam, Netherlands
06 Edison Capital (Netherlands) Investments B.V.
Address: Herengracht 548, 1017 CG Amsterdam, Netherlands

05 MISSION FUNDING ALPHA
06 MISSION FUNDING MU
07 EPZ Mission Funding Mu Trust (equity interest in foreign utility company) [See 4.EC01]
Address: c/o Wilmington Trust Company, Rodney Square North, 1100 North Market Street
Wilmington, Delaware 19890-0004

05 MISSION FUNDING DELTA
05 MISSION FUNDING NU
06 EPZ Mission Funding Nu Trust (equity interest in foreign utility company) [See 4.EC01]
Address: c/o Wilmington Trust Company, Rodney Square North, 1100 North Market Street
Wilmington, Delaware 19890-0004

05 Mission Investments, Inc. (U.S. Virgin Islands corp.)

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Address: ABN Trustcompany, Guardian Building, Havensight, 2nd Floor, St. Thomas, U
Islands
05 Mission (Bermuda) Investments, Ltd. (Bermuda corp.)
Address: Clarendon House, 2 Church Street, Hamilton HM CX, Bermuda
04 MISSION FUNDING GAMMA
04 MISSION FUNDING KAPPA

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04 MISSION FUNDING ZETA
05 Huntington LP (New York partnership) 50%
05 Lakota Ridge LLC 75% [See 4.EC05]
Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164
05 Mission Minnesota Wind, LLC
Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164
06 Bisson Windfarm, LLC 95%LP [See 4.EC09]
07 DanMar Transmission LLC 19.9%LP
06 Boeve Windfarm, LLC 99%LP [See 4.EC10]
06 CG Windfarm, LLC 99%LP [See 4.EC11]
07 DanMar Transmission LLC 19.9%LP
06 Fey Windfarm, LLC 99%LP [See 4.EC12]
06 K-Brink Windfarm, LLC 99%LP [See 4.EC13]
06 TG Windfarm, LLC 99%LP [See 4.EC14]
07 DanMar Transmission LLC 19.9%LP
06 Tofteland Windfarm, LLC 91%LP [See 4.EC15]
07 DanMar Transmission LLC 19.9%LP
06 Westridge Windfarm, LLC 92%LP [See 4.EC16]
07 DanMar Transmission LLC 19.9%LP
06 Windcurrent Farms, LLC 99%LP [See 4.EC17]
06 DanMar Transmission LLC 0.5%LP
06 Carstensen Wind LLC 99%LP [See 4.EC18]
07 West Pipestone Transmission LLC 19.9%LP
06 Greenback Energy LLC 99%LP [See 4.EC19]
07 West Pipestone Transmission LLC 19.9%LP
06 Lucky Wind LLC 99%LP [See 4.EC20]
07 West Pipestone Transmission LLC 19.9%LP
06 Northern Lights Wind LLC 99%LP [See 4.EC21]
07 West Pipestone Transmission LLC 19.9%LP
06 Stahl Wind Energy LLC 99%LP [See 4.EC22]
07 West Pipestone Transmission LLC 19.9%LP
06 West Pipestone Transmission LLC 0.5%LP
05 Shaokatan Hills LLC 75% [See 4.EC06]
Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164
05 Woodstock Hills LLC 75% [See 4.EC07]
Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164
04 MISSION IOWA WIND COMPANY
05 Storm Lake Power Partners I LLC (99%) [See 4.EC08]

02 MISSION LAND COMPANY is a California corporation having its principal place of business
Karman Avenue, Suite 1700, Irvine, California 92612-1046. It is engaged, directly and
subsidiaries, in the business of owning, managing and selling industrial parks and other
investments. The subsidiaries and partnerships of Mission Land Company are listed below
otherwise indicated, all entities are corporations, are organized under the laws of the
California, and have the same principal place of business as Mission Land Company.

03 ASSOCIATED SOUTHERN INVESTMENT COMPANY
03 CALABASAS PALATINO, INC. (inactive)
03 Centrelake Partners, LP (limited partnership) 98%LP (inactive)
03 IRWINDALE LAND COMPANY (inactive)

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03 MISSION AIRPORT PARK DEVELOPMENT CO. (inactive)
04 Centrelake Partners, LP (limited partnership) 2%GP (inactive)
04 Mission Vacaville LP (limited partnership) 1%GP (inactive)
03 MISSION INDUSTRIAL CONSTRUCTORS, INC. (inactive)
03 Mission-Oceangate 75%GP (inactive)
03 MISSION/ONTARIO, INC. (inactive)
03 MISSION SOUTH BAY COMPANY (inactive)
04 Mission-Oceangate 25%GP (inactive)
03 MISSION TEXAS PROPERTY HOLDINGS, INC. (inactive)
03 Mission Vacaville LP (limited partnership) 99%LP (inactive)

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02 MISSION POWER ENGINEERING COMPANY is an inactive California corporation having its principal business at 2244 Walnut Grove Avenue, Rosemead, California 91770. The subsidiary of Mission Power Engineering Company is listed below.

03 ASSOCIATED SOUTHERN ENGINEERING COMPANY (inactive California corporation)

02 MISSION ENERGY HOLDING COMPANY is a Delaware corporation having its principal place of business at Michelson Drive, Suite 1700, Irvine, California 92612. Mission Energy Holding Company of Edison Mission Energy and also acts as a financing vehicle.

03 EDISON MISSION ENERGY is a Delaware corporation having its principal place of business at 10000 Edison Avenue, Suite 1700, Irvine, California 92612-1046. Edison Mission Energy owns the stock of several corporations which, primarily through partnerships with non-affiliated entities, are engaged in the business of developing, owning, leasing and/or operating cogeneration and other energy related projects pursuant to the Public Utility Regulatory Policies Act of 1978. Edison Mission Energy has wholly owned subsidiaries, also has ownership interests in a number of independent power plants in operation or under development that either have been reviewed by the Commission's staff for compliance with the Act or are or will be exempt wholesale generators or foreign utility companies under the Policy Act of 1992. In addition, some Edison Mission Energy subsidiaries have made fuel-related investments and a limited number of non-energy related investments. The subsidiaries and investments of Edison Mission Energy are listed below. Unless otherwise indicated, all entities are corporations organized under the laws of the State of California and have the same principal place of business as Edison Mission Energy.

EDISON MISSION ENERGY DOMESTIC COMPANIES:

04 AGUILA ENERGY COMPANY (LP)
05 American Bituminous Power Partners, LP (Delaware limited partnership) 49.5%; 50% with P
Address: Grant Town Power Plant, Highway 17, Grant Town, WV 26574
06 American Kiln Partners, LP (Delaware limited partnership) (inactive) 49.5% of 53%
04 ANACAPA ENERGY COMPANY (GP)
05 Salinas River Cogeneration Company (California general partnership) 50%
Address: Star Route 42, Sargents Road, San Ardo, CA 93450
04 ARROWHEAD ENERGY COMPANY (inactive)
05 Crown Energy, L.P. (New Jersey limited partnership) (inactive) 50%LP; 100% w/ Thorofare
06 Crown Vista Urban Renewal Corporation (inactive) 50%
04 BALBOA ENERGY COMPANY (GP) (inactive)
05 Smithtown Cogeneration, L.P. (Delaware limited partnership) (inactive) 50%; 100% w/ Kin
04 BLUE RIDGE ENERGY COMPANY (GP) (inactive)
05 Bretton Woods Cogeneration, LP (Delaware limited partnership) (inactive) 50%; 100% w/ B
04 BRETTON WOODS ENERGY COMPANY (GP and LP) (inactive)
05 Bretton Woods Cogeneration, LP (Delaware LP) (inactive) 50%; 100% w/ Blue Ridge
04 CAMINO ENERGY COMPANY (GP)
05 Watson Cogeneration Company (California general partnership) 49%
Address: 22850 South Wilmington Avenue, Carson, CA 90749
04 CENTERPORT ENERGY COMPANY (GP and LP) (inactive)

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05 Riverhead Cogeneration I, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Rid
04 CHESAPEAKE BAY ENERGY COMPANY (GP) (inactive)
05 Delaware Clean Energy Project (Delaware general partnership) (inactive)50%
04 CHESTER ENERGY COMPANY
04 CLAYVILLE ENERGY COMPANY (inactive)
05 Oconee Energy, LP (Delaware limited partnership) (inactive) 50%; 100% w/Coronado
04 COLONIAL ENERGY COMPANY [Dissolved 06/08/2004]
04 CORONADO ENERGY COMPANY (inactive)
05 Oconee Energy, LP (Delaware limited partnership) (inactive) 50%; 100% with Clayville
04 CRESCENT VALLEY ENERGY COMPANY [Dissolved 10/26/2004]
04 DEL MAR ENERGY COMPANY (GP)
05 Mid-Set Cogeneration Company (California general partnership) 50%
Address: 13705 Shalae Road, Fellows, CA 93224
04 DELAWARE ENERGY CONSERVERS, INC. (Delaware corporation) [Dissolved 06/08/2004]

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04 DESERT SUNRISE ENERGY COMPANY (Nevada corporation) (inactive)
04 DEVEREAUX ENERGY COMPANY (LP) [Dissolved 06/08/2004]
04 EAST MAINE ENERGY COMPANY [Dissolved 06/08/2004]
04 EDISON ALABAMA GENERATING COMPANY [Dissolved 10/26/2004]
04 EDISON MISSION DEVELOPMENT, INC. (Delaware corporation) 100%
04 EDISON MISSION ENERGY FUEL
05 EDISON MISSION ENERGY OIL & GAS [SOLD 01/07/2004]
06 Four Star Oil & Gas Company (Delaware corporation) 35.84% [SOLD 01/07/2004]
Address: 200 Westchester Avenue, White Plains, NY 10650
05 EDISON MISSION ENERGY PETROLEUM
05 POCONO FUELS COMPANY (inactive)
05 SOUTHERN SIERRA GAS COMPANY (inactive)
04 Edison Mission Energy Asia Pacific Pte. Ltd. (Singapore company) 100%
Address: Address: 1 Robinson Road, #19-01 AIA Tower, Singapore 048542
04 EDISON MISSION ENERGY FUNDING CORP. (Delaware corporation) 1%
04 Edison Mission Energy Interface Ltd. (Canadian corporation)
Address: 2 Sheppard Ave. E. #200, North York, Ontario, Canada
05 The Mission Interface Partnership (Province of Ontario general partnership) 50%
04 EDISON MISSION ENERGY SERVICES, INC. [formerly Edison Mission
Energy Fuel Services, Inc.] [PowerGen project]
04 EDISON MISSION FUEL RESOURCES, INC. (Delaware corporation) [Com Ed Project
04 EDISON MISSION FUEL TRANSPORTATION, INC. (Delaware corporation) [Com Ed Project]
04 EDISON MISSION MARKETING & TRADING, INC.
05 Midwest Generation Energy Services, LLC (Delaware LLC) (formerly CP Power Sales Eighteen
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, Illinois
04 EDISON MISSION HOLDINGS CO. (formerly EME Homer City Holdings Co.)
05 CHESTNUT RIDGE ENERGY COMPANY 100%
06 EME HOMER CITY GENERATION, L.P. (Pennsylvania limited partnership) 99%LP [See 4.EME
Address: 1750 Power Plant Road, Homer City, PA 15748-8009
05 EDISON MISSION FINANCE CO. 100%
05 HOMER CITY PROPERTY HOLDINGS, INC. 100%
05 MISSION ENERGY WESTSIDE, INC. 100%
06 EME HOMER CITY GENERATION, L.P. (Pennsylvania limited partnership) 1%GP [See 4.EME
Address: 1750 Power Plant Road, Homer City, PA 15748-8009
04 EDISON MISSION OPERATION & MAINTENANCE, INC.
04 EDISON MISSION PROJECT CO. (formerly EME UK International, Inc.) (Delaware corporation) (i
[held 100% of the issued and outstanding Class D shares of MEC International B.V. (0.01%)-
INTERNATIONAL section - SOLD MECI BV shares 12/16/2004]
04 EL DORADO ENERGY COMPANY (GP) [Dissolved 06/08/2004]
04 EME CP HOLDINGS CO. (Delaware corporation)
05 CP Power Sales Seventeen, L.L.C. (Delaware limited liability company)

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05 CP Power Sales Nineteen, L.L.C. (Delaware limited liability company) (inactive)
05 CP Power Sales Twenty, L.L.C. (Delaware limited liability company) (inactive)
04 EME EASTERN HOLDINGS CO. (Delaware corporation)
05 Athens Funding, L.L.C. (Delaware limited liability company)
05 Citizens Power Holdings One, LLC (Delaware limited liability company)
06 CL Power Sales One, L.L.C. (Delaware LLC) 25%
06 CL Power Sales Two, L.L.C. (Delaware LLC) 25%
06 CL Power Sales Seven, L.L.C. (Delaware LLC) 25%
06 CL Power Sales Eight, L.L.C. (Delaware LLC) 25%
06 CL Power Sales Nine, L.L.C. (Delaware LLC) 25%
06 CL Power Sales Ten, L.L.C. (Delaware LLC) 25%
05 CP Power Sales Twelve, L.L.C. (Delaware limited liability company)
04 EMOM SERVICES, INC. (Delaware corporation)
04 EMP, INC. (Oregon corporation) (GP and LP) (inactive)
05 GEO East Mesa Limited Partnership 50% [cancelled effective 04/30/2003]
04 FOUR COUNTIES GAS COMPANY [Dissolved 06/08/2004]
04 GLOBAL POWER INVESTORS, INC. (Delaware corporation)
04 Hancock Generation LLC (Delaware limited liability company) (inactive)

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04 HOLTSVILLE ENERGY COMPANY (GP and LP) (inactive)
05 Brookhaven Cogeneration, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Made
04 INDIAN BAY ENERGY COMPANY (GP and LP) (inactive)
05 Riverhead Cogeneration III, LP (Delaware limited partnership) (inactive) 50%; 100% w/ S
Ana
04 JEFFERSON ENERGY COMPANY (GP and LP) [Dissolved 10/26/2004]
04 KINGS CANYON ENERGY COMPANY [Dissolved 06/08/2004]
04 KINGSPARK ENERGY COMPANY (GP and LP) (inactive)
05 Smitttown Cogeneration, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Balbo
04 LAGUNA ENERGY COMPANY (inactive)
04 LA JOLLA ENERGY COMPANY [Dissolved 06/08/2004]
04 LAKEVIEW ENERGY COMPANY (inactive)
05 Georgia Peaker, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Silver Spring
04 LEHIGH RIVER ENERGY COMPANY (inactive)
04 LONGVIEW COGENERATION COMPANY [Dissolved 10/26/2004]
04 MADERA ENERGY COMPANY (GP) (inactive)
05 Brookhaven Cogeneration, LP (Delaware partnership) (inactive) 50%; 100% w/ Holtsville
04 MADISON ENERGY COMPANY (LP) (inactive)
04 MIDWEST GENERATION EME, LLC (Delaware LLC) 100%
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, Illinois 606
05 COLLINS HOLDINGS EME, LLC (Delaware limited liability company) (inactive)
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, Illinois
05 EDISON MISSION MIDWEST HOLDINGS CO. (Delaware corporation) 100%
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, Illinois
06 EDISON MISSION ENERGY FUEL SERVICES, LLC (Delaware limited liability company)
Address: One Financial Place, 440 South LaSalle Street, Suite 3500, Chicago, Illin
06 EDISON MISSION OVERSEAS CO. (Delaware corporation) (Com Ed project) 100%
[merged into Edison Mission Midwest Holdings Co. 04/27/2004]
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, Illin
06 Edison Mission Overseas Ltd. (UK company) (Com Ed project) 100%
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, Illin
06 MIDWEST GENERATION, LLC (Delaware LLC) (Com Ed project) 100% [See 4.EME02]
Address: One Financial Place, 400 South LaSalle Street, Suite 3400, Chicago, Illin
Crawford Station, 3501 South Pulaski Road, Chicago, IL 60608
Collins Station, 4200 East Pine Bluff Road, Morris, IL 60623 [decommissioned 12/31/
Fisk Station, 1111 West Cermak Road, Chicago, IL 60608
Joliet Station, 1800 Channahon Road, Joliet, IL 60436

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Powerton Station, 13082 East Manito Road, Pekin, IL 61554
Waukegon Station, 10 Greenwood Avenue, Waukegan, IL 60087
Will County Station, 529 East Romeo Road, Romeoville, IL 60441
07 MIDWEST FINANCE CORP. (Delaware corporation) 100%
Address: One Financial Place, 400 South LaSalle Street, Suite 3500, Chicago, IL 60601
04 MIDWEST PEAKER HOLDINGS, INC. (Delaware corporation) 100%
04 Mission Capital, LP (Delaware limited partnership) 3%; MIPS partnership
04 MISSION DEL CIELO, INC. (Delaware corporation) 100%
05 Mission del Sol, LLC (Delaware limited liability company) 100%
06 Sunrise Power Company, LLC (Delaware LLC) 50% [EWG] [See 4.EME03]
Address: 12857 Sunrise Power Road, Fellows, CA 93224
07 Mission De Las Estrellas LLC (Delaware corporation) 100%
04 MISSION/EAGLE ENERGY COMPANY (inactive)
05 Crown Energy, L.P. (New Jersey limited partnership) (inactive) 2%GP; 100% w/ Arrowhead,
06 Crown Vista Urban Renewal Corporation (inactive) 50%
04 MISSION ENERGY CONSTRUCTION SERVICES, INC.
04 MISSION ENERGY GENERATION, INC. (inactive)
04 MISSION ENERGY HOLDINGS, INC.
05 Mission Capital, LP (Delaware LP) 97%; MIPS partnership
04 MISSION ENERGY HOLDINGS INTERNATIONAL, INC. (Delaware corporation) [held 100% of the issue
outstanding Class A shares of MEC International B.V. (99.97%)--see INTERNATIONAL section--
share 12/16/2004]
05 Beheer-en Beleggingsmaatschappij Pego B.V. 100% (Netherlands company)
Address: Fred. Roeskestraat 123 1, 1076 EE Amsterdam, The Netherlands

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05 Beheer-en Beleggingsmaatschappij Plogema B.V. 100% (Netherlands company)
Address: De Lairessestraat 111-115, 1075 HH Amsterdam, The Netherlands
06 Beheer-en Beleggingsmaatschappij Kameka B.V. (Netherlands company)
Address: De Lairessestraat 111-115, 1075 HH Amsterdam, The Netherlands
07 Edison Mission Millennium B.V. (Netherlands company) 100% [SOLD 01/10/2005]
Address: Level 2, De Lairessestraat 111-115, 1075 HH Amsterdam, Netherlands
08 EME Caliraya B.V. (formerly Beheer-en Beleggingsmaatschappij Trepo B.V.) (Net
company) 100% [SOLD 01/10/2005]
Address: Level 2, De Lairessestraat 111-115, 1075 HH Amsterdam, Netherlands
09 CBK Power Company Ltd. (Philippine limited partnership) (EQUITY) 49% [SOLD
Address: 1701 One Magnificent Mile Building, San Miguel Avenue, Ortigas
City, Philippines [See 4.EME07]
08 EME Kalayaan B.V. (formerly Beheer-en Beleggingsmaatschappij Hagra B.V.) (Net
company) 100% [SOLD 01/10/2005]
Address: Level 2, De Lairessestraat 111-115, 1075 HH Amsterdam, Netherlands
09 CBK Power Company Ltd. (Philippine LP) (EQUITY) 1% [SOLD 01/10/2005]
Address: 1701 One Magnificent Mile Building, San Miguel Avenue, Ortigas
City, Philippines [See 4.EME07]
07 Edison Mission Operation & Maintenance Services B.V. (Netherlands company) 100%
Address: Level 2, De Lairessestraat 111-115, 1075 HH Amsterdam, Netherlands
08 Edison Mission Operation & Maintenance (Thailand) Company Limited (Thai compa
Address: 7th Fl. Bubhajit Bldg., 20 North Sathorn Road, Kwaeng Silom, Khet B
Thailand
08 EME Philippines Services Corporation [formerly EME Philippines OandM Corporat
(Philippines company) 100% [SOLD 01/10/2005]
Address: Unit 1105, Tower One, Ayala Triangle, Ayala Avenue, Makati City, Ph
08 Kalayaan Power Management Corporation (Philippines corporation) 50% [EWG] [Se
01/10/2005]
Address: 1701 One Magnificent Mile Building, San Miguel Avenue, Ortigas Cent
Philippines
06 EME Tri Gen B.V. 100% (Netherlands company)

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07 Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Tri Energy Company Limited (Thai limited liability company) (Tri Energy Project)
07 [See 4.EME11] [SOLD 02/03/2005]
07 Address: Grand, Amarin Tower, 16th Floor, New Petchburi Road, Ratchathewi, Bang
07 Thailand
06 MEC Esenyurt B.V. (Netherlands company) (Doga Project) 100%
07 Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Doga Enerji Uretim Sanayi ve Ticaret L.S. (Turkish corporation) (Project company
07 4.EME15]
07 Address: Merkez Mahallesi, Birlik Caddesi 11/8, Esenyurt, Istanbul, Turkey
07 Doga Isi Satis Hizmetleri ve Ticaret L.S. (Turkish corporation) (Heat company) 8
07 Address: Merkez Mahallesi, Birlik Caddesi 11/8, Esenyurt, Istanbul, Turkey
07 Doga Isletme ve Bakim Ticaret L.S. (Turkish corporation) (OandM company) 80%
07 Address: Merkez Mahallesi, Birlik Caddesi 11/8, Esenyurt, Istanbul, Turkey
05 Caresale Services Limited (UK company) 49%
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
05 Edison First Power Holdings II (UK company) 100% [PowerGen project]
06 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
06 Edison First Power Holdings I (UK company) 100% [PowerGen project]
07 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Caresale Services Limited (UK company) 51%
07 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Energy Generation Finance UK Plc (UK company) 100%
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
05 EME Finance UK Limited (UK company) 100%
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
05 EME Investments, LLC (Delaware LLC) 100% (inactive)

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05 EME Investments II, LLC (Delaware LLC) 100% (inactive)
05 EME SOUTHWEST POWER CORPORATION (Delaware corporation) (inactive) 100% [held 100% of th
outstanding Class C shares of MEC International B.V. (0.01%)--see INTERNATIONAL section
shares 12/16/2004]
05 EME UK International LLC (Delaware LLC) (inactive) 100% [held 100% of the issued and ou
B stock of MEC International B.V. (0.01%)--see INTERNATIONAL section SOLD MECI BV share
05 First Hydro Renewables Limited (formerly Celtic Offshore Wind Ltd.) (UK company) (inact
05 Address: Dinorwig Power Station, Llamberis, Gwynedd, LL55 4TY, Wales
06 First Hydro Renewables Number 2 Limited (UK company) (inactive) 100%
05 Address: Dinorwig Power Station, Llamberis, Gwynedd, LL55 4TY, Wales
05 Lakeland Power Limited (UK company) (inactive) 100% [See 4.EME19]
05 Address: Roosecote Power Station, Barrow-In-Furness, Cumbria, England LA13 OPQ
05 Maplekey Holdings Limited (UK company) 100%
06 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
06 EME Atlantic Holdings Limited (UK company) 100%
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 EME Ascot Limited (UK company) 100% [Contact Energy Project, 2nd Stage]
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
08 EME Buckingham Limited (UK company) 100% [Contact Energy Project, 2nd Stage]
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
06 Maplekey UK Finance Limited (UK company) 100%
07 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Maplekey UK Limited (UK company) 100%
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
08 Edison First Power Limited (UK company) (inactive) 100%
05 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
05 MEC San Pascual B.V. (Netherlands company) 100%
06 Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
06 San Pascual Cogeneration Company International B.V. 50%

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07 Address: Croeselaan 18, 3521 CB Utrecht, The Netherlands
San Pascual Cogeneration Company (Philippines) Ltd (San Pascual Project) (EQUITY
Address: Unit 1610/1611, Tower One, Ayala Triangle, Ayala Ave, 1200 Makati City
Philippines

08 Morningstar Holdings B.V. (formerly Beheer-en Beleggingsmaatschappij Vestra B.V.) (company) (inactive) 50%
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands

05 Pego Limited (UK company) 100%
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

05 Pride Hold Limited (UK company) 100%
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

06 Lakeland Power Development Company Limited (UK company) (inactive) 100%
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

05 Redbill Contracts Limited (UK company) 100%
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

04 MISSION ENERGY INDONESIA [Dissolved 06/08/2004]

04 MISSION ENERGY MEXICO [Dissolved 06/08/2004]

04 MISSION ENERGY NEW YORK, INC. (GP and LP) [SOLD 03/31/2004]

05 Brooklyn Navy Yard Cogeneration Partners, LP (Delaware limited partnership) 50% [See 4.03/31/2004]
Address: Flushing Avenue, Cumberland Street, Building 41, Brooklyn, NY 11205

04 Mission Energy Singapore Pte. Ltd. (Singapore company)
Address: 1 Robinson Road, #17-00 AIA Tower, Singapore 048542

04 MISSION ENERGY WALES COMPANY (inactive)

05 Mission Hydro Limited Partnership (UK limited partnership) 30% [Liquidated 12/12/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

06 EME Generation Holdings Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

07 EME Victoria Generation Limited (UK company) 80.5% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

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08 Energy Capital Partnership (Australian partnership) 98% [SOLD 12/16/2004]

09 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]

08 Mission Energy Development Australia Pty Ltd. (Australian company) 100% [SOLD
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne
Victoria, Australia

09 Gippsland Power Pty Ltd 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne
Victoria, Australia

10 Loy Yang B Joint Venture 49% [See 4.EME05] [SOLD 12/16/2004]
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844

07 Energy Capital Partnership (Australia partnership) 1%LP [SOLD 12/16/2004]

08 Enerloy Pty Ltd. (Australia company) 100% [SOLD 12/16/2004]

07 FHH (Guernsey) Limited (Guernsey company) 100% [SOLD 12/16/2004]
Address: 1 Le Marchant Street, St. Peter Port, Guernsey, Channel Islands GY1 4H

08 FHH No. 1 Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1J 6ER England

09 Edison Mission Marketing and Services Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

09 Edison Mission Operation & Maintenance Limited (a United Kingdom corporation) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

09 First Hydro Holdings Company (Australia partnership) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

10 First Hydro Company 100% [See 4.EME06] [SOLD 12/16/2004]
Address: Bala House, St. David's Park, Ewloe, Deeside, Flintshire, Wales
CH5 3XJ

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11 First Hydro Finance plc 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Loyvic Pty. Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Australia
08 Energy Capital Partnership (Australia partnership) 1% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Victoria, Australia
09 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Victoria, Australia
07 VGL (Guernsey) Limited (Guernsey company) 100% [SOLD 12/16/2004]
Address: 1 Le Marchant Street, St. Peter Port, Guernsey, Channel Islands GY1 4H
08 EME Victoria Generation Limited (UK company) 19.5% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
09 Energy Capital Partnership (Australia partnership) 98% [SOLD 12/16/2004]
10 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
09 Mission Energy Development Australia Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Victoria, Australia
10 Gippsland Power Pty Ltd 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Victoria, Australia
11 Loy Yang B Joint Venture 49% [See 4.EME05] [SOLD 12/16/2004]
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844
04 MISSION TRIPLE CYCLE SYSTEMS COMPANY (GP) (inactive)
05 Triple Cycle Partnership (Texas general partnership) (inactive) 50%
04 NORTH JACKSON ENERGY COMPANY [Dissolved 10/26/2004]
04 NORTHERN SIERRA ENERGY COMPANY (GP) (inactive)
05 Sobel Cogeneration Company (California general partnership) (inactive) 50%
04 ORTEGA ENERGY COMPANY (inactive)
04 PANTHER TIMBER COMPANY (GP) (inactive)
05 American Kiln Partners, LP (Delaware limited partnership) (inactive) 2%

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04 PARADISE ENERGY COMPANY (inactive)
05 Vista Energy, L.P. (New Jersey limited partnership) (inactive) 50%; 100% w/ Vista Energy
Company
06 Crown Vista Urban Renewal Corporation (inactive) 50%
04 PLEASANT VALLEY ENERGY COMPANY (GP)
05 American Bituminous Power Partners, LP (Delaware limited partnership) 0.5%; 50% w/ Aquila
Address: Grant Town Power Plant, Highway 17, Grant Town, WV 26574
06 American Kiln Partners, LP (Delaware limited partnership) (inactive) 0.5% of 53%
04 QUARTZ PEAK ENERGY COMPANY (LP) [Dissolved 10/26/2004]
04 RAPID ENERGY LIMITED (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
05 Edison Mission Services Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
04 RAPIDAN ENERGY COMPANY (GP) (inactive)
04 REEVES BAY ENERGY COMPANY (GP and LP) (inactive)
05 North Shore Energy LP (Delaware limited partnership) (inactive) 50%; 100% w/ Santa Clara
06 Northville Energy Corporation (New York corporation) (inactive) 100%
04 RIDGECREST ENERGY COMPANY (GP) (inactive)
05 Riverhead Cogeneration I, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Central
04 RIO ESCONDIDO ENERGY COMPANY (inactive)
04 RIVERPORT ENERGY COMPANY (GP and LP) (inactive)
05 Riverhead Cogeneration II, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Santa Clara
04 SAN GABRIEL ENERGY COMPANY (inactive)

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04 SAN JOAQUIN ENERGY COMPANY (GP)
05 Midway-Sunset Cogeneration Company, LP (California general partnership) 50%
Address: 3466 West Crocker Springs Road, Fellows, CA 93224
04 SAN JUAN ENERGY COMPANY (GP)
05 March Point Cogeneration Company (California general partnership) 50% [TM Star Fuel Com
by Southern Sierra Gas Company) merged into March Point on 01/16/2004.]
Address: 655 South Texas Road, Anacortes, WA 98221
04 SAN PEDRO ENERGY COMPANY (GP) (inactive)
05 Riverhead Cogeneration II, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Ri
04 SANTA ANA ENERGY COMPANY (GP) (inactive)
05 Riverhead Cogeneration III, LP (Delaware limited partnership) (inactive) 50%; 100% w/ I
Bay
04 SANTA CLARA ENERGY COMPANY (GP) (inactive)
05 North Shore Energy, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Reeves Ba
06 Northville Energy Corporation (New York corporation) (inactive) 100%
04 SILVERADO ENERGY COMPANY (GP)
05 Coalinga Cogeneration Company (California general partnership) 50%
Address: 32812 West Gate Road, Bakersfield, CA 93210
04 SILVER SPRINGS ENERGY COMPANY (inactive)
05 Georgia Peaker, LP (Delaware limited partnership) (inactive) 50%; 100% w/ Lakeview
04 SONOMA GEOTHERMAL COMPANY [Dissolved 06/09/2004]
04 SOUTH COAST ENERGY COMPANY (GP) [Dissolved 06/09/2004]
04 SOUTHERN SIERRA ENERGY COMPANY (GP)
05 Kern River Cogeneration Company (general partnership) 50%
Address: SW China Grade Loop, Bakersfield, CA 93308
04 THOROFARE ENERGY COMPANY (inactive)
05 Crown Energy, L.P. (New Jersey limited partnership) (inactive) 48%LP; 100% w/ Arrowhead
06 Crown Vista Urban Renewal Corporation (inactive) 50%
04 VIEJO ENERGY COMPANY (GP)
05 Sargent Canyon Cogeneration Company (California general partnership) 50%
Address: Star Route 42, Sargents Road, San Ardo, CA 93450
04 VISTA ENERGY COMPANY (New Jersey corporation) (inactive)
05 Vista Energy, L.P. (New Jersey limited partnership) (inactive) 50%; 100% w/ Paradise En
06 Crown Vista Urban Renewal Corporation (inactive) 50%
04 WESTERN SIERRA ENERGY COMPANY (GP)
05 Sycamore Cogeneration Company (California general partnership) 50%
Address: SW China Grade Loop, Bakersfield, CA 93308

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EDISON MISSION ENERGY INTERNATIONAL COMPANIES [all foreign corporation names bold]:

05 MEC International B.V. (Netherlands company) (Holding Company 99.97% owned by Mission E
International, Inc., a California corp. (owns 100% of Class A Shares), 0.01% by EME UK
LLC, a Delaware LLC (owns 100% of Class B shares), 0.01% by EME Southwest Power Corpora
of Class C shares) and 0.01% by Edison Mission Project Co. (owns 100% of Class D share
12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
06 Beheer-en Beleggingsmaatschappij Jydeno B.V. 100% (Netherlands company) [SOLD 12/16/
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Vindoor Investments (Mauritius) Limited (Mauritius company) 10% [SOLD 12/16/2004
Address: BAI Building, 5th Floor, Pope Hennessey Street, Port Luis, Mauritius
08 Coaltrade Services International Pte. Ltd. (Singapore company) 100% [SOLD 12/
Address: 10 Anson Road, #18-12, International Plaza, Singapore 079903
06 EcoElectrica S.a.r.l. (Luxemburg company) [SOLD 12/16/2004]
Address: 12-16, Avenue Monterey, L-2163 Luxembourg
07 EME del Caribe Holding GmbH (Austrian company) [SOLD 12/16/2004]
Address: 4020 Linz, Landstrasse 12, Austria

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08 EME del Caribe (Cayman Islands company) [SOLD 12/16/2004]
Address: First Floor, Caledonian House, Mary St, George Town, Grand Cayman,
09 EcoElectrica Holdings, Ltd. (Cayman Islands company) 50% [SOLD 12/16/2004]
Address: 1350 GT, The Huntlaw Building, Fort Street, Grand Cayman, Cayma
10 EcoElectrica Ltd. (Cayman Islands company) 100% [SOLD 12/16/2004]
Address: 1350 GT, The Huntlaw Building, Fort Street, Grand Cayman, Ca
11 EcoElectrica LP (Bermuda exempted limited partnership) (EQUITY) 1%
[SOLD 12/16/2004]
Address: Plaza Scotiabank, 273 Ponce de Leon Avenue, Suite 902, Ha
Rico 00918
10 EcoElectrica LP (Bermuda exempted limited partnership) (EQUITY) 99% LP
[SOLD 12/16/2004]
Address: Plaza Scotiabank, Suite 902, Avenida Ponce de Leon 273, Hato
Rico 00918
06 Edison Mission Advantage B.V. (Netherlands company) 100% [SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Edison Mission LYB PEDS Pty Ltd (formerly Edison Mission De Laide Pty Ltd. (Aust
100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Australia
06 Edison Mission Ausone Pty. Ltd. (Australian company) (inactive) 100% [SOLD 12/16/20
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32
Australia
06 Edison Mission Energy International B.V. (formerly MEC Mission B.V.) (Netherlands c
[SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
06 Edison Mission Energy Services B.V. (Netherlands company) 100% [SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 EME Australia Capital Pty. Ltd. (formerly EME Australia Finance Pty. Ltd.) 100%
Address: Level 20, HWT Tower, 40 City Road, Southbank, Victoria, 3006 Australia
06 Edison Mission Retail Pty. Ltd. (Australian company) (inactive) 100% [SOLD 12/16/20
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32
Australia
06 Edison Mission Utilities Pty. Ltd. (Australian company) (inactive) 100% [SOLD 12/16
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32
Australia
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06 Edison Mission Wind Power Italy B.V. (formerly IVPC Energy 5 B.V.) (Netherlands com
12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Italian Vento Power Corporation 4 S.r.l. (Italian company) 50% [See 4.EME09] [SO
Address: Via Circumvallazione, 54/h, 83100 Avellino, Italy
06 Edison Mission Vendesi Pty Ltd. (Australian company) (inactive) 100%
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32
Australia [SOLD 12/16/2004]
09 EME Precision B.V. (Netherlands company) (formerly Beheer-en-Beleggingsma
B.V.) 100% [Contact Energy Project, 2nd Stage] [SOLD 09/30/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherla
10 Mission Energy Universal Holdings [formerly EME Universal Holdings] (N
company) 100% [Contact Energy Project, 2nd Stage] [SOLD 09/30/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
11 Contact Energy Limited (New Zealand company) 0.624% [See 4.EME10] [
Address: Level 1, Harbor City Tower, 29 Brandon Street, Box 10-742
New Zealand
11 Mission Contact Finance Limited (New Zealand company) 100% [SOLD 09
Address: Bell Gully, IBM Centre, 171 Featherston Street, Wellington
11 Mission Energy Five Star (New Zealand company) 100% [SOLD 09/30/200

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Address: IBM Centre, 171 Featherston Street, Wellington, New Zealand

11 Mission Energy Pacific Holdings [formerly EME Pacific Holdings] (New Zealand company) 100% [Contact Energy Project, 2nd Stage] [SOLD 09/30/2004]

12 Address: IBM Centre, 171 Featherston Street, Wellington, New Zealand
Contact Energy Limited (New Zealand company) 50.598%
[See 4.EME11] [SOLD 09/30/2004]

06 EME Victoria B.V. 100% (Netherlands company) (inactive) [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands

06 Global Generation B.V. 100% (Netherlands company) [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands

06 Hydro Energy B.V. (Netherlands company) 10% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands

07 Iberica de Energias, S.L. (Spain company) 95.77% [See 4.EME12] [SOLD 12/16/2004]
Address: Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain

08 Electrometalurgica del Ebro, S.L. ("EMESA") (Spain company) 91.32% [See 4.EME12] [SOLD 12/16/2004]
Address: Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain

06 Iberian Hy-Power Amsterdam B.V. (Netherlands company) 100% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands

07 Edison Mission Energy Desarrollos Espana, S.L. (Spain company) 100% [SOLD 12/16/2004]
Address: Paseo de Gracia 18, 4o. Piso, 08007, Barcelona, Spain

07 Hydro Energy B.V. (Netherlands company) 90% [SOLD 12/16/2004]
Iberica de Energias, S.L. (Spain company) 95.77% [See 4.EME12] [SOLD 12/16/2004]

08 Electrometalurgica del Ebro, S.L. ("EMESA") (Spain corporation) 91.32% [See 4.EME12] [SOLD 12/16/2004]

07 Iberica de Energias, S.L. (Spain company) 4.23% [See 4.EME12] [SOLD 12/16/2004]

08 Electrometalurgica del Ebro, S.L. ("EMESA") (Spain corporation) 91.32% [See 4.EME12] [SOLD 12/16/2004]

06 Latrobe Power Pty. Ltd. (Australian company) 99% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207 Australia

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07 Mission Victoria Partnership (Australian partnership) 52.31% (100% w/ Traralgon MEVALP 1%) [SOLD 12/16/2004]

08 Latrobe Power Partnership (Australian partnership) 99% [SOLD 12/16/2004]

09 Loy Yang B Joint Venture 51% [See 4.EME05] [SOLD 12/16/2004]
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844

06 Latrobe Valley B.V. [formerly Beheer-en Beleggingsmaatschappij Botara B.V.] (Netherlands company) 100% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands

07 Valley Power Pty Ltd. (Australian company) (LYB Peakers Project) [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207 Australia

06 Loy Yang Holdings Pty. Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207 Australia

07 Edison Mission Energy Holdings Pty. Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207 Australia

08 Edison Mission Energy Australia Limited (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207 Victoria, Australia

09 Latrobe Power Partnership (Australian partnership) 1% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207 Victoria, Australia

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10 Loy Yang B Joint Venture 51% [See 4.EME05] [SOLD 12/16/2004]
08 Edison Mission Energy Australia Pilbara Power Pty. Ltd. (Australian company)
[SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne
Victoria, Australia
08 Edison Mission Operation & Maintenance Kwinana Pty. Ltd. (Australian company)
of Kwinana Project) [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne
Victoria, Australia
08 Edison Mission Operation & Maintenance Loy Yang Pty. Ltd. (Australian company)
12/16/2004]
Address: P.O. Box 1792, Traralgon, Victoria 3844, Australia
08 Mission Energy Holdings Superannuation Fund Pty. Ltd. (Australian company) (n
required by Australia law) 100% [SOLD 12/16/2004]
08 Mission Energy (Kwinana) Pty. Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne
Victoria, Australia
09 Kwinana Power Partnership (Australian partnership) 1% [SOLD 12/16/2004]
Address: Level 23, St. Martins Tower, 44 St George's Terrace, Perth WA 6
10 Perth Power Partnership (Australian partnership) 70% (Kwinana Project)
[SOLD 12/16/2004]
Address: James Court, Kwinana Beach 6167, Western Australia
07 Latrobe Power Pty. Ltd. (Australian company) 1% [SOLD 12/16/2004]
08 Mission Victoria Partnership (Australian partnership) 52.31% [SOLD 12/16/2004]
09 Latrobe Power Partnership (Australian partnership) 99% [SOLD 12/16/2004]
10 Loy Yang B Joint Venture 51% [See 4.EME05] [SOLD 12/16/2004]
07 Mission Energy Ventures Australia Pty. Ltd. (Australian company) 100% [SOLD 12/1
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Australia
08 Mission Victoria Partnership (Australian partnership) 1% [SOLD 12/16/2004]
09 Latrobe Power Partnership (Australian partnership) 99% [SOLD 12/16/2004]
10 Loy Yang B Joint Venture 51% [See 4.EME05] [SOLD 12/16/2004]
07 Traralgon Power Pty. Ltd. (Australian company) 1% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,
Australia
28
08 Mission Victoria Partnership (Australian partnership) 46.69% [SOLD 12/16/2004]
09 Latrobe Power Partnership (Australian partnership) 99% [SOLD 12/16/2004]
10 Loy Yang B Joint Venture 51% [See 4.EME05] [SOLD 12/16/2004]
06 Majestic Energy Limited (UK company) [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 EME Royale (New Zealand unlimited liability company) [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
08 Edison Mission Energy Taupo Limited (New Zealand company) (inactive) 100% [SO
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne
Victoria, Australia
06 MEC IES B.V. (Netherlands company) (ISAB Project) 100% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
07 ISAB Energy Services S.r.l. 49% (Italian company) (services co ISAB Project) [SO
Address: Ex S.S. 114km 146, 96100 Priolo G (SR), Sicily, Italy
06 MEC Indo Coal B.V. (Netherlands company) (Adaro Project) 100% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
07 P. T. Adaro Indonesia (Indonesian company) (EQUITY) 8.17% [SOLD 12/16/2004]
Address: Suite 704, World Trade Centre, Jl. Jend. Sudirman Kav. 31, Jakarta 129
06 MEC Indonesia B.V. (Netherlands company) 99% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Edison Mission Energy Power (Mauritius corporation) (Branch office in India) (in

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[SOLD 12/16/2004]
Address: Louis Leconte Street, Curepipe, Mauritius
07 P. T. Paiton Energy (Indonesian company) (EQUITY) (Paiton Project) 44.7% [See 4.
12/16/2004]
Address: Jl. Raya Surabaya Situbondo KM 141, Paiton 67291, Probolinggo, East Ja
06 MEC International Holdings B.V. (Netherlands company) 100% [in liquidation] [Dissol
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 MEC Indonesia B.V. (Netherlands company) 1% [SOLD 12/16/2004]
08 Edison Mission Energy Power (Mauritius corporation) (Branch office in India)
12/16/2004]
08 P. T. Paiton Energy (Indonesian company) (EQUITY) (Paiton Project) 44.7% [See
12/16/2004]
07 P.T. Edison Mission Operation and Maintenance Indonesia (Indonesian company) 1%
Address: Jl. Raya Surabaya Situbondo Km 141, P.O. Box 78, Paiton 67291, Proboli
Indonesia
06 MEC Java B.V. (formerly MEC India B.V) (Netherlands company) (Jojobera Project) 100
12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Island Capital S.a.r.l. (Luxembourg company) 100% [SOLD 12/16/2004]
Address: L-2636 Luxembourg, 12, rue Leon Thyès
08 Edison Mission Energy Asia Pte. Ltd. (Singapore private company limited by sh
(EME's Regional Asia Pacific Headquarters) [SOLD 12/16/2004]
Address: 1 Robinson Road, #19-01 AIA Tower, Singapore 048542
09 Edison Mission Energy Fuel Company Pte. Ltd. (Singapore company) 100% [SO
Address: Address: 1 Robinson Road, #19-01 AIA Tower, Singapore 048542
09 Edison Mission Operation & Maintenance Services Pte. Ltd. (Singapore comp
12/16/2004]
Address: Address: 1 Robinson Road, #19-01 AIA Tower, Singapore 048542
09 P.T. Edison Mission Operation and Maintenance Indonesia (Indonesian compa
12/16/2004]
Address: Jl. Gen. A Yani No. 54 Probolinggo, East Java, Indonesia
06 MEC Laguna Power B.V. (Netherlands company) (Malaya Project) (inactive) 100% [SOLD
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
29
06 MEC Perth B.V. (Netherlands company) (Kwinana Project) 100% [SOLD 12/16/2004]
07 Kwinana Power Partnership (Australian partnership) 99% [SOLD 12/16/2004]
Address: Level 23, St. Martins Tower, 44 St George's Terrace, Perth WA 6000
08 Perth Power Partnership (Australian partnership) 70% (Kwinana Project) [See 4
12/16/2004]
Address: James Court, Kwinana Beach 6167, Western Australia
06 MEC Priolo B.V. (Netherlands company) (ISAB Project) 100% [SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 ISAB Energy S.r.l. (Italian company) (EQUITY) 99% of 49% (quota, not shares) [Se
12/16/2004]
Address: Corso Gelone No. 103, Siracusa, Sicily, Italy
06 MEC Sidi Krir B.V. (Netherlands company) (inactive) 100% [SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
06 MEC Sumatra B.V. (Netherlands company) (inactive) 100% [SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
06 MEC Wales B.V. (Netherlands company) 100% [SOLD 12/16/2004]
Address: Level 2, De Laressestraat 111-115, 1075 HH Amsterdam, Netherlands
07 Mission Hydro Limited Partnership (UK limited partnership) 69% [Liquidated
12/12/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
08 EME Generation Holdings Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
09 EME Victoria Generation Limited (UK company) 100% [SOLD 12/16/2004]

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10 Address: Lansdowne House, Berkeley Square, London W1X 5DH England
Energy Capital Partnership (Australian partnership) 98% [SOLD 12/16/2004]
11 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
10 Mission Energy Development Australia Pty Ltd. (Australian company) 100
12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South
Victoria, Australia
11 Gippsland Power Pty Ltd 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, Sou
3205 Victoria, Australia
12 Loy Yang B Joint Venture 49% [See 4.EME05] [SOLD 12/16/2004]
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844
09 Energy Capital Partnership (Australian partnership) 1%LP [SOLD 12/16/2004]
10 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
09 FHH (Guernsey) Limited (Guernsey company) 100% (inactive) [SOLD 12/16/2004]
Address: 1 Le Marchant Street, St. Peter Port, Guernsey, Channel Islands
GY1 4HP
10 FHH No. 1 Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1J 6ER England
11 Edison Mission Marketing and Services Limited (UK company) 100% [SO
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
11 Edison Mission Operation & Maintenance Limited (a United Kingdom co
[SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
11 First Hydro Holdings Company (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
12 First Hydro Company (UK company) 100% [See 4.EME06] [SOLD 12/16/
Address: Bala House, St. David's Park, Ewloe, Deeside, Flintshi
12 First Hydro Finance plc (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH
England
09 Loyvic Pty. Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Mel
Victoria, Australia
10 Energy Capital Partnership (Australian partnership) 1% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South
Victoria, Australia
30
11 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, Sou
3205 Victoria, Australia
09 VGL (Guernsey) Limited (Guernsey company) 100% [SOLD 12/16/2004]
Address: 1 Le Marchant Street, St. Peter Port, Guernsey, Channel Islands
GY1 4HP
06 Mission Energy Company (UK) Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Derwent Cogeneration Limited (UK company) (EQUITY) 33% [See 4.EME18] [SOLD 12/16/
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Edison Mission Energy Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
07 Mission Hydro (UK) Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1X 5DH England
08 FHH No. 2 Limited (UK company) 100% [SOLD 12/16/2004]
Address: Lansdowne House, Berkeley Square, London W1J 6ER England
08 Mission Hydro Limited Partnership (UK limited partnership) 1%GP [Liquidated 1
09 EME Generation Holdings Limited (UK company) 100% [SOLD 12/16/2004]
10 EME Victoria Generation Limited (UK company) 100% [SOLD 12/16/2004]

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11 Energy Capital Partnership (Australian partnership) 98% [SOLD 12/16/2004]
12 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
11 Mission Energy Development Australia Pty Ltd. (Australian company)
12/16/2004]
12 Gippsland Power Pty Ltd 100% [SOLD 12/16/2004]
13 Loy Yang B Joint Venture 49% [See 4.EME05] [SOLD 12/16/2004]
10 Energy Capital Partnership (Australian partnership) 1%LP [SOLD 12/16/2004]
11 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
10 FHH (Guernsey) Limited (Guernsey company) 100% (inactive) [SOLD 12/16/2004]
11 FHH No. 1 Limited (UK company) 100% [SOLD 12/16/2004]
12 Edison Mission Marketing and Services Limited (UK company) 100%
12 Edison Mission Operation & Maintenance Limited (UK company) 100%
12/16/2004]
12 First Hydro Holdings Company (UK company) 100% [SOLD
12/16/2004]
13 First Hydro Company (UK company) 100% [See 4.EME06] [SOLD 12/16/2004]
13 First Hydro Finance plc (UK company) 100% [SOLD 12/16/2004]
10 Loyvic Pty. Ltd. (Australian company) 100% [SOLD 12/16/2004]
11 Energy Capital Partnership (Australian partnership) 1% [SOLD
12/16/2004]
12 Enerloy Pty Ltd. (Australian company) 100% [SOLD 12/16/2004]
06 Mission Energy Italia S.r.l. (Italian company) 100% Rep Office in Italy [SOLD 12/16/2004]
Address: Villa Brasini, Via Flaminia 497, 00191 Rome Italy
06 Mission NZ Operations B.V. (Netherlands company) 100% (inactive) [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
06 Southwestern Generation B.V. (Netherlands company) (inactive) 100% [SOLD 12/16/2004]
Address: Level 2, De Lairesestraat 111-115, 1075 HH Amsterdam, Netherlands
06 Traralgon Power Pty. Ltd. (Australian company) 99% [SOLD 12/16/2004]
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 3207
Australia
07 Mission Victoria Partnership (Australian partnership) 46.69% (100% w/ Latrobe Power
MEVALP 1%) [SOLD 12/16/2004]
08 Latrobe Power Partnership (Australian partnership) 99% [SOLD 12/16/2004]
09 Loy Yang B Joint Venture 51% [See 4.EME05] [SOLD 12/16/2004]

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2. A BRIEF DESCRIPTION OF THE PROPERTIES OF CLAIMANT AND EACH OF ITS SUBSIDIARY PUBLIC UTILITY COMPANIES USED FOR THE GENERATION, TRANSMISSION, AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE, OR FOR THE PRODUCTION, TRANSMISSION AND DISTRIBUTION OF NATURAL OR MANUFACTURED GAS, INDICATING THE LOCATION OF PRINCIPAL PLANTS, TRANSMISSION LINES, PRODUCING FIELDS, GAS MANUFACTURING PLANTS, AND ELECTRIC AND GAS DISTRIBUTION FACILITIES, INCLUDING ALL SUCH PROPERTIES WHICH ARE OUTSIDE THE STATE IN WHICH CLAIMANT AND ITS SUBSIDIARIES ARE ORGANIZED AND ALL TRANSMISSION OR PIPELINES WHICH DELIVER OR RECEIVE ELECTRIC ENERGY OR GAS AT THE TIME OF SUCH STATE.

Claimant is not a "public utility company" as that term is defined in the Public Utility Holding Company Act of 1935 (the "Act") and does not own any properties used for the generation, transmission and distribution of electric energy for sale, or for the production, transmission and distribution of natural or manufactured gas. None of Claimant's subsidiaries, other than SCE, is a public utility company. SCE is an "electric utility company" as defined in the Act and owns properties used for the generation, transmission and distribution of electric energy for sale, as described herein.

SCE owns and operates one diesel-fueled generating plant, 34 hydroelectric plants (plus two fish passage plants shown in the detail below) and an undivided 75.05% interest in Units 2 and 3 of the San Onofre Nuclear Generating Station. These plants are located in Central and Southern California. Of the above mentioned hydroelectric plants, one of them, along with the diesel-fueled generating plant, serve isolated load on Catalina Island. In addition, SCE owns three hydroelectric plants that are no longer operational and are in the process of being decommissioned. SCE also owns an undivided 15.8% interest in Units 1, 2 and 3 of the Palo Verde Nuclear Generating Station.

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Generating Station, located near Phoenix, Arizona, and an undivided 48% interest in Units 4 and 5 Corners Project, a coal-fueled steam electric generating plant in New Mexico, all of which are owned by utilities. SCE operates and owns a 56% undivided interest in two coal-fueled steam electric generating plants, the Mohave Project in Clark County, Nevada. Schedule I attached hereto contains a list of all of the generating plants with their locations, initial dates of operation and generator nameplate rating.

SCE's transmission facilities consist of approximately 7,199.81 circuit miles of 33kV, 55kV, 66kV, 115kV, 161kV lines, 3,522.48 circuit miles of 220kV lines, and 1237.58 circuit miles of 500kV lines consisting of 1,039.59 miles in California, 85.94 miles in Nevada and 112.05 miles in Arizona. SCE's distribution facilities consist of approximately 60,397.63 overhead circuit miles and 36,841.13 underground circuit miles. SCE has 1,000 distribution substations, all of which are located in California.

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3. THE FOLLOWING INFORMATION FOR THE LAST CALENDAR YEAR WITH RESPECT TO CLAIMANT AND EACH OF ITS PUBLIC UTILITY COMPANIES:

(a) NUMBER OF KWH. OF ELECTRIC ENERGY SOLD (AT RETAIL OR WHOLESALE), AND MCF. OF NATURAL OR MANUFACTURED GAS DISTRIBUTED AT RETAIL.

Claimant: None.

SCE:

- (1) 84,493,969,000 Kwh of electric energy sold at retail.
- (2) \$6,913,457,836 of total revenues from such sales.

(b) NUMBER OF KWH. OF ELECTRIC ENERGY AND MCF. OF NATURAL OR MANUFACTURED GAS DISTRIBUTED AT RETAIL OUTSIDE THE STATE IN WHICH EACH COMPANY IS ORGANIZED.

Claimant: None.

SCE: None.

(c) NUMBER OF KWH. OF ELECTRIC ENERGY AND MCF. OF NATURAL OR MANUFACTURED GAS SOLD AT WHOLESALE OUTSIDE THE STATE IN WHICH EACH SUCH COMPANY IS ORGANIZED, OR AT THE STATE LINE.

Claimant: None.

SCE:

- (1) 3,741,817,000 Kwh of electric energy sold at wholesale outside of California or at the state line.
- (2) \$161,655,856.85 of total revenues from such sales.

(d) NUMBER OF KWH. OF ELECTRIC ENERGY AND MCF. OF NATURAL OR MANUFACTURED GAS PURCHASED OUTSIDE THE STATE IN WHICH EACH SUCH COMPANY IS ORGANIZED OR AT THE STATE LINE.

Claimant: None.

SCE:

- (1) 4,061,277,496 Kwh of electric energy purchased at wholesale outside of California or at the state line.
- (2) \$400,625,423.47 of total expenses from such purchases.

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4. THE FOLLOWING INFORMATION FOR THE REPORTING PERIOD WITH RESPECT TO CLAIMANT AND EACH INTERESTED PARTY, DIRECTLY OR INDIRECTLY IN AN EWG OR A FOREIGN UTILITY COMPANY, STATING MONETARY AMOUNTS IN UNITED STATES DOLLARS:

(a) NAME, LOCATION, BUSINESS ADDRESS AND DESCRIPTION OF THE FACILITIES USED BY THE EWG OR FOREIGN UTILITY COMPANY.

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COMPANY FOR THE GENERATION, TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE OR FOR THE RETAIL OF NATURAL OR MANUFACTURED GAS.

(b) NAME OF EACH SYSTEM COMPANY THAT HOLDS AN INTEREST IN SUCH EWG OR FOREIGN UTILITY COMPANY; AND OF THE INTEREST HELD.

(c) TYPE AND AMOUNT OF CAPITAL INVESTED, DIRECTLY OR INDIRECTLY, BY THE HOLDING COMPANY CLAIMING DIRECT OR INDIRECT GUARANTEE OF THE SECURITY OF THE EWG OR FOREIGN UTILITY COMPANY BY THE HOLDING COMPANY CLAIMING EXEMPTION; AND ANY DEBT OR OTHER FINANCIAL OBLIGATION FOR WHICH THERE IS RECOURSE, DIRECTLY OR INDIRECTLY, TO THE HOLDING COMPANY CLAIMING EXEMPTION OR ANOTHER SYSTEM COMPANY, OTHER THAN THE UTILITY COMPANY.

(d) CAPITALIZATION AND EARNINGS OF THE EWG OR FOREIGN UTILITY COMPANY DURING THE REPORTING PERIOD.

(e) IDENTIFY ANY SERVICE, SALES OR CONSTRUCTION CONTRACT(S) BETWEEN THE EWG OR FOREIGN UTILITY COMPANY AND SYSTEM COMPANY, AND DESCRIBE THE SERVICES TO BE RENDERED OR GOODS SOLD AND FEES OR REVENUES UNDER AGREEMENT(S).

EDISON CAPITAL

4.EC01 ELECTRICIDAD DE LA PAZ S.A. [FUCO]

(a) Electricidad de la Paz S.A. ("Electropaz"), Avenida Illimani 1973, Casilla 10511, La Paz, Bolivia.

Electropaz's facilities consists of substations and distribution lines serving approximately 320,000 customers in La Paz and El Alto, Bolivia. Electropaz does not own generation or transmission facilities.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Capital; Edison Capital owns 100% of Edison Funding Company; Edison Funding Company owns 100% of Epsilon; Mission Funding Epsilon through its wholly owned subsidiaries, Edison Capital International Ltd. and Edison Capital Latin American Investments (Bermuda) Ltd. collectively own an 11.09% indirect interest in Electropaz. IberBolivia de Inversiones, S.A. owns 89.55% of Electropaz and Banco Santander Central Hispanoamericano S.A. owns a 10.45% interest. Paz Holdings Ltd. owns 36.6% of IberBolivia de Inversiones, S.A. and Iberdrola S.A. indirectly owns 63.4% of IberBolivia de Inversiones, S.A. The voting securities of Iberdrola S.A. are held 30.42% by Edison Capital International (Bermuda) Ltd., 43.22% by Andes Energy Holdings Ltd, are held 26.36% by GE Capital Services Structured Finance Group, Inc. Andes Energy XII is wholly-owned by Edison Capital Latin American Infrastructure Fund L.P. in which Edison Capital Latin American Investments (Bermuda) Ltd. has an indirect 7.89% interest. Edison Capital Latin American Investments (Bermuda) Ltd. is a wholly owned subsidiary of Edison Capital.

(c) Capital contributions were made by Edison Capital through its indirectly, wholly owned subsidiary Edison Capital International (Bermuda) Ltd. and Edison Capital Latin American Investments (Bermuda) Ltd. totaling of \$7.84 million.

(d) Capitalization or total equity for the period ending December 31, 2003 = \$41,718,221
Net loss after taxes for 2003 = (\$217,439)

(e) There are no service, sales or construction contracts between Electropaz and any system company.

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4.EC02 EMPRESA DE LUZ Y FUERZA ELECTRICA DE ORURO S.A. [FUCO]

(a) Empresa de Luz y Fuerza Electrica de Oruro S.A. ("Elfeo"), Calle Junin No. 710, Casilla 53,

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Elfeo's facilities used for the generation, transmission, or distribution of electric energy for primarily of substations and distribution lines serving approximately 43,900 retail customers in Oruro and Huaruni. Elfeo does not own generation or transmission facilities.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company; Edison Funding Company owns 100% of Epsilon; Mission Funding Epsilon through its wholly owned subsidiaries, Edison Capital International Ltd. and Edison Capital Latin American Investments (Bermuda) Ltd. collectively own an 11.5% indirect interest in Elfeo. IberBolivia de Inversiones, S.A. owns 92.84% of Elfeo, and four other entities own the remaining interest. Paz Holdings Ltd. owns a 36.6% interest in IberBolivia de Inversiones, S.A., and IberBolivia indirectly owns 63.4% of IberBolivia de Inversiones, S.A. The voting securities of Paz Holdings are owned 30.42% by Edison Capital International (Bermuda) Ltd., 43.22% by Andes Energy XII Ltd. and 26.36% by Services Structured Finance Group, Inc. Andes Energy XII is wholly-owned by AIG-GE Capital Latin American Infrastructure Fund L.P. in which Edison Capital Latin American Investments (Bermuda) Ltd. holds a 7.89% interest. Edison Capital Latin American Investments (Bermuda) Ltd. is a wholly owned indirect subsidiary of Edison Capital.

(c) Capital contributions were made by Edison Capital through its indirectly, wholly owned subsidiary Edison Capital International (Bermuda) Ltd. and Edison Capital Latin American Investments (Bermuda) Ltd. in the amount of \$0.75 million.

(d) Capitalization or total equity for the period ending December 31, 2003 = \$4,679,609
Net loss after taxes for 2003 = (\$180,998)

(e) There are no service, sales or construction contracts between Elfeo and any system company.

4.EC03 EPZ MISSION FUNDING MU TRUST [FUCO]

(a) EPZ Mission Funding MU Trust ("EPZMFMT") c/o Wilmington Trust Company, Rodney Square North, Market Square, Wilmington, Delaware 19890-0004

EPZMFMT owns a 7.88% interest in the Amercentrale Power Station Unit 9, which is leased to N.V. Elektriciteits-Produktiemaatshappij Zuid-Nederland ("EPZ"), a Netherlands Public Utility. The Amercentrale Power Station Unit 9 is a 600 megawatt (net) coal-fired cogeneration facility, with natural gas back-up, located on 50 hectares (approximately 125 acres) at the Brabant site in Geertruidenberg, approximately 100 kilometers southeast of Rotterdam, The Netherlands.

EPZMFMT has also acquired an undivided interest in or the right to use certain transmission facilities from the Amercentrale Power Station to the 150 kV grid owned by Provinciale Noordbrabantse Energiemaatschappij ("PNEM"), the distribution company that receives the power from Unit 9. EPZMFMT also owns an interest in the rights to use transformers and associated equipment of EPZ designed to step up the power from the generator to the 150 kV level required to enter the PNEM system. EPZMFMT has also acquired an interest in certain other common facilities necessary to permit operation of Unit 9.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital, which owns 100% of Edison Funding Company, which owns 100% of Mission Funding Epsilon, which owns 100% of Mission Funding Alpha, which owns 100% of Mission Funding Mu. EPZMFMT is a business trust created under the laws of the State of Delaware. Mission Funding Mu is the 100% beneficial owner of the beneficial interest in EPZMFMT, the foreign utility company. Wilmington Trust Company is the trustee of the Trust.

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(c) Mission Funding Mu made a \$13,000,000 equity investment in the sale/leaseback, and funds were provided on a non-recourse basis in the amount of \$87,000,000, in order to acquire the interest in the asset with a net value of \$100,000,000. Mission Funding Mu also incurred out-of-pocket costs and fees of approximately \$13,000,000.

The Mission Funding Mu investment and the related obligations have been guaranteed by its parent,

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Alpha.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$25,532,900
Net income after taxes for 2004 = \$620,974

(e) There are no contracts between EPZ and any system company.

4.EC04 EPZ MISSION FUNDING NU TRUST [FUCO]

(a) EPZ Mission Funding Nu Trust ("EPZMFNT") c/o Wilmington Trust Company, Rodney Square North, Market Square, Wilmington, Delaware 19890-0004

EPZMFNT owns a 17.72% interest in the Amercentrale Power Station Unit 9, which is leased to N.V. Elektriciteits-Produktiemaatshappij Zuid-Nederland ("EPZ"), a Netherlands Public Utility. The Amercentrale Power Station Unit 9 is a 600 megawatt (net) coal-fired cogeneration facility, with natural gas back-up, located on 50 hectares (approximately 125 acres) at the Brabant site in Geertruidenberg, approximately 100 kilometers southeast of Rotterdam, The Netherlands.

EPZMFNT has also acquired an undivided interest in or the right to use certain transmission facilities from the Amercentrale Power Station to the 150 kV grid owned by Provinciale Noordbrabantse Energiemaatschappij ("PNEM"), the distribution company that receives the power from Unit 9. EPZMFNT also owns an undivided interest in the rights to use transformers and associated equipment of EPZ designed to step up the power from the generator to the 150 kV level required to enter the PNEM system. EPZMFNT has also acquired an undivided interest in certain other common facilities necessary to permit operation of Unit 9.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Edison Capital, which owns 100% of Edison Funding Company, which owns 100% of Mission Funding Epsilon, which owns 100% of Mission Funding Delta, which owns 100% of Mission Funding Nu. EPZMFNT is a business trust created under the laws of the State of Delaware. Mission Funding Nu is the 100% beneficial owner of the beneficial interest in EPZMFNT, the foreign utility company. Wilmington Trust Company is the trustee of the Trust.

(c) Mission Funding Nu made a \$29,250,000 equity investment in the sale/leaseback, and funds were provided on a non-recourse basis in the amount of \$195,750,000, in order to acquire the interest in the asset for a net cost of \$225,000,000. Mission Funding Nu also incurred out-of-pocket costs and fees of approximately \$10,000,000.

The Mission Funding Nu investment and the related obligations have been guaranteed by an affiliate, Edison Mission Housing Investments.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$57,167,873
Net income after taxes for 2004 = \$1,516,111

(e) There are no contracts between EPZ and any system company.

4.EC05 LAKOTA RIDGE LLC [EWG]

(a) Lakota Ridge, L.L.C. ("Lakota"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56283

Lakota is an 11.25 megawatt wind-driven electric generation facility (the "Facility") located on Lakota Ridge in southwestern Minnesota, consisting of 15 Micon M1800 750 kW wind turbines atop tubular-tower towers.

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(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Funding Zeta, owns a 75% interest in Lakota and Heller Financial, Inc. owns a 25% interest. Northern Alternative Energy owns 0.1%. The manager of the Facility is DanMar & Associates.

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(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Funding Zeta, made a contribution of \$4,667,030.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$3,099,080
Net loss after taxes for 2004 = (\$399,885)

(e) There are no service, sales or construction contracts between Lakota and any system company.

4.EC06 SHAOKATAN HILLS LLC [EWG]

(a) Shaokatan Hills L.L.C. ("Shaokatan"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone 56164.

Shaokatan is a 11.9 megawatt wind-driven electric generation facility (the "Facility") located on Ridge in southwestern Minnesota, consisting of 18 Vestas V-44 660 kW wind turbines atop tubular towers.

(b) Edison International owns 100% of Edison Misson Group Inc.; Edison Misson Group Inc. owns 100% of Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Funding Zeta, owns a 75% interest in Shaokatan and Heller Financial, Inc. owns a 25% interest. Northern Alternative Energy owns 0.1%. The manager of the Facility is DanMar & Associates.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Funding Zeta, made a contribution of \$5,161,500.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$3,565,725
Net loss after taxes for 2004 = (\$370,932)

(e) There are no service, sales or construction contracts between Shaokatan and any system company.

4.EC07 WOODSTOCK HILLS LLC [EWG]

(a) Woodstock Hills L.L.C. ("Woodstock"), c/o DanMar and Associates, 520 Fifth Avenue SE, Pipestone 56164.

Woodstock is a 10.2 megawatt windpowered electric generation facility (the "Facility") located on Ridge in southwestern Minnesota, consisting of 17 Vestas V-44 600 kW wind turbines atop tubular-towers.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Funding Zeta, owns a 75% interest in Woodstock and Heller Financial, Inc. owns a 25% interest. DanMar and Associates owns a 0.1% interest and is the manager of the Facility.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Funding Zeta, made a contribution of \$4,200,000.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$3,681,405
Net loss after taxes for 2004 = (\$251,398)

(e) There are no service, sales or construction contracts between Woodstock and any system company.

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4.EC08 STORM LAKE POWER PARTNERS I LLC [EWG]

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(a) Storm Lake Power Partners I LLC ("Storm Lake"), c/o Mission Iowa Wind Company, 18101 Von Kar Suite 1700, Irvine, CA 92612.

Storm Lake is a 112.5 megawatt wind-driven electric generation facility (the "Facility") located Ridge in northwestern Iowa, consisting of 150 Zond, Z-50 750 kW wind turbines atop lattice towers

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiaries, Mission Iowa Wind Company and Mission Housing Gamma, owns a 100% interest in Storm Facility is operated by EMOM Services, Inc., and managed by Mission Iowa Wind Company.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Iowa Wind Company, m contribution of \$100,250,000.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$74,049,176
Net loss after taxes for 2004 = (\$1,730,664)

(e) EMOM Services, Inc., provides operation and maintenance services to the Storm Lake I project services are being provided in accordance with an O&M Agreement which has been negotiated between and EMOM Services, Inc., but which contract is pending approval from the Storm Lake I project's l the year ended December 31, 2003, Storm Lake I incurred costs in the amount of \$1,023,000 for ope maintenance services provided by EMOM Services, Inc.

Mission Iowa Wind Company provides management services to the Storm Lake I project. These servic provided in accordance with a Management Agreement which has been negotiated between Storm Lake I Iowa Wind Company, but which contract is pending approval from the Storm Lake I project's lenders year ended December 31, 2003, Storm Lake I incurred costs in the amount of \$293,000 for managem provided by Mission Iowa Wind Company.

4.EC09 BISSON WINDFARM LLC [EWG]

(a) Bisson Windfarm, L.L.C. ("Bisson"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Bisson is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in sou Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 95% interest in Bisson and the local owner has a 5

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$945,125.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,030,971
Net income after taxes for 2004 = \$38,464

(e) There are no service, sales or construction contracts between Bisson and any system company.

4.EC10 BOEVE WINDFARM LLC [EWG]

(a) Boeve Windfarm, L.L.C. ("Boeve"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, M Boeve is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in sout Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

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(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Boeve and the local owner has a 1%

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$1,057,742.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,133,855
Net income after taxes for 2004 = \$49,741

(e) There are no service, sales or construction contracts between Boeve and any system company.

4.EC11 CG WINDFARM LLC [EWG]

(a) CG Windfarm, L.L.C. ("CG"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota

CG is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in southw Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in CG and the local owner has a 1% i

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$1,039,367.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,117,730
Net income after taxes for 2004 = \$39,962

(e) There are no service, sales or construction contracts between CG and any system company.

4.EC12 FEY WINDFARM LLC [EWG]

(a) Fey Windfarm, L.L.C. ("Fey"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minne

Fey is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in southw Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Fey and the local owner has a 1% i

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$1,066,031.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,113,342
Net income after taxes for 2004 = \$39,697

(e) There are no service, sales or construction contracts between Fey and any system company.

4.EC13 K-BRINK WINDFARM LLC [EWG]

(a) K-Brink Windfarm, L.L.C. ("K-Brink"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipeston 56164.

K-Brink is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in K-Brink and the local owner has a

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$928,050.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$998,870
Net income after taxes for 2004 = \$47,753

(e) There are no service, sales or construction contracts between K-Brink and any system company

4.EC14 TG WINDFARM LLC [EWG]

(a) TG Windfarm, L.L.C. ("TG"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota

TG is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in southwest Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in TG and the local owner has a 1% in

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$1,033,395.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,108,985
Net income after taxes for 2004 = \$35,053

(e) There are no service, sales or construction contracts between TG and any system company.

4.EC15 TOFTELAND WINDFARM LLC [EWG]

(a) Tofteland Windfarm, L.L.C. ("Tofteland"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164.

Tofteland is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 91% interest in Tofteland and the local owner has

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contribution of \$935,250.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,019,965
Net income after taxes for 2004 = \$27,785

(e) There are no service, sales or construction contracts between Tofteland and any system company

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4.EC16 WESTRIDGE WINDFARM LLC [EWG]

(a) Westridge Windfarm, L.L.C. ("Westridge"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164.

Westridge is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in Pipestone, Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 92% interest in Westridge and the local owner has a 8% interest.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contributed a contribution of \$994,461.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,108,236
Net income after taxes for 2004 = \$36,695

(e) There are no service, sales or construction contracts between Westridge and any system component manufacturer.

4.EC17 WINDCURRENT FARMS LLC [EWG]

(a) Windcurrent Winds, L.L.C. ("Windcurrent"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164.

Windcurrent is a 1.9 megawatt windpowered electric generation facility (the "Facility") located in Pipestone, Minnesota, consisting of 2 Suzlon 950 kW wind turbines.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Windcurrent and the local owner has a 1% interest.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contributed a contribution of \$1,036,868.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,081,581
Net income after taxes for 2004 = \$43,272

(e) There are no service, sales or construction contracts between Windcurrent and any system component manufacturer.

4.EC18 CARSTENSEN WIND LLC [EWG]

(a) Carstensen Wind, L.L.C. ("Carstensen"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164.

Carstensen is a 1.65 megawatt windpowered electric generation facility (the "Facility") located in Pipestone, Minnesota, consisting of 1 Vestas American Wind Technology NM82 1.65 MW wind turbine.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Carstensen and the local owner has a 1% interest.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, contributed a contribution of \$1,000,000.

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(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,011,837
Net income after taxes for 2004 = \$441

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(e) There are no service, sales or construction contracts between Carstensen and any system comp

4.EC19 GREENBACK ENERGY LLC [EWG]

(a) Greenback Energy, L.L.C. ("Greenback"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipest
56164.

Greenback is a 1.65 megawatt windpowered electric generation facility (the "Facility") located in
Minnesota, consisting of 1 Vestas American Wind Technology NM82 1.65 MW wind turbine.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns
Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its
subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Greenback and the local owner has

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC,
contribution of \$1,000,000.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,011,826
Net income after taxes for 2004 = \$344

(e) There are no service, sales or construction contracts between Greenback and any system compa

4.EC20 LUCKY WIND LLC [EWG]

(a) Lucky Windfarm, L.L.C. ("Lucky"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone,

Lucky is a 1.65 megawatt windpowered electric generation facility (the "Facility") located in sou
Minnesota, consisting of 1 Vestas American Wind Technology NM82 1.65 MW wind turbine.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns
Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its
subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Lucky and the local owner has a 1%

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC,
contribution of \$1,000,000.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,012,753
Net income after taxes for 2004 = \$462

(e) There are no service, sales or construction contracts between Lucky and any system company.

4.EC21 NORTHERN LIGHTS WIND LLC [EWG]

(a) Northern Lights Wind, L.L.C. ("Boeve"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipes
56164.

Northern Lights is a 1.65 megawatt windpowered electric generation facility (the "Facility") loca
southwestern Minnesota, consisting of 1 Vestas American Wind Technology NM82 1.65 MW wind turbine

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns

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Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Northern Lights and the local owner has a 1% interest.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, made a capital contribution of \$1,000,000.

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(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,011,485
Net income after taxes for 2004 = \$384

(e) There are no service, sales or construction contracts between Northern Lights and any system company.

4.EC 22 STAHL WIND ENERGY LLC [EWG]

(a) Stahl Wind Energy, L.L.C. ("Stahl"), c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, MN 56164.

Stahl is a 1.65 megawatt windpowered electric generation facility (the "Facility") located in southern Minnesota, consisting of 1 Vestas American Wind Technology NM82 1.65 MW wind turbine.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its subsidiary, Mission Minnesota Wind LLC, owns a 99% interest in Stahl and the local owner has a 1% interest.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Minnesota Wind LLC, made a capital contribution of \$1,000,000.

(d) Capitalization or total equity for the period ending December 31, 2004 = \$1,011,636
Net loss after taxes for 2004 = \$339

(e) There are no service, sales or construction contracts between Stahl and any system company.

EDISON MISSION ENERGY

4.EME01 EME HOMER CITY GENERATION L.P. [EWG]

(a) EME Homer City Generation L.P. ("Homer City"), 1750 Power Plant Road, Homer City, PA 15748-0001.

Homer City operates a 1,884 MW coal-fired generating station located in Indiana County, approximately 100 miles northeast of Pittsburgh, Pennsylvania.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Edison Mission Holdings Co.; Edison Mission Holdings Co., through its wholly owned subsidiary Mission Energy Westside, Inc., owns a 1% general partnership interest in Homer City and through its wholly owned subsidiary Chestnut Ridge Energy Company, owns a 99% limited partnership interest in Homer City, a wholesale generator.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Edison Mission Energy in the amount of \$1,363,948,000.

Guarantees:

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In connection with the acquisition of Homer City, Homer City L.P. provided several surety bonds to the Pennsylvania Department of Environmental Protection ("DEP"). The DEP requires operators of facilities in the State of Pennsylvania to provide collateral bonds to the DEP for the purpose of guarantying reclamation obligations in the event the site is abandoned. Safeco Insurance Company of America ("Safeco"), Homer City L.P., issued three surety bonds to the DEP in the aggregate amount of \$7,119,168. On November 1, 1999, EME provided a general indemnity to Safeco to indemnify them against all loss and expenses incurred by Safeco in connection with the surety bonds. In addition to the indemnification, Safeco demanded collateral for the surety bonds. Therefore, on August 21, 2002, EME deposited \$6,860,913 on November 1, 2002, on an account controlled by Safeco for additional collateral. Both the collateral and the indemnity will remain in place until the surety bonds are replaced or another source of collateral is provided to the DEP.

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On December 7, 2001, Homer City was sold to and leased back from eight special purpose vehicles. Pursuant to this arrangement, the \$830 million senior secured bonds were assumed by the eight special purpose vehicles. The bonds will be serviced by a portion of the lease rental payments to be paid by Homer City L.P. to the lessors of Homer City. In connection with the sale-leaseback, eight letters of credit, one for each Owner Lessor, with an aggregate amount of \$35,350,600 were issued by Westdeutsche Landesbank Girozentrale, New York Branch and Credit Suisse First Boston for the account of the Owner Lessors. These letters of credit satisfied the requirements under the First Amended and Restated Indenture for the bonds to have a Debt Service Reserve Requirement amount equal to six months debt service projected to be due following a rent payment. These letters of credit expired on April 1, 2002 and were replaced with eight letters of credit, one for each Owner Lessor, with an aggregate amount of \$43,625,030 issued by Westdeutsche Landesbank Girozentrale, New York Branch. The letters of credit are for a term of three years with an option to extend for an additional two years, provided the lessor has an investment grade rating. As of December 31, 2004, Homer City is rated BB by S&P and Ba2 by Moody's. The current six month debt service reserve requirement is \$43,625,030.

Pursuant to eight Special Tax Indemnity Agreements executed in connection with the sale-leaseback transaction of December 7, 2001, with Homer City L.P. and General Electric Capital Corporation ("GECC"), EME will indemnify GECC against certain tax losses which might arise either (i) as a result of the existence of the provisions in the operative documents relating to the sale-leaseback transaction, or (ii) as a result of the actions by Homer City L.P. during the term of the lease.

(d) Capitalization or total equity = \$727.5 million
Net loss after taxes for 2004 = (\$13.4) million

(e) Edison Mission Energy Services, Inc. (formerly Edison Mission Energy Fuel Services, Inc.) provided services to Homer City relating to arranging for the supply of fuel to the facility pursuant to the Fuel Supply Agreement (the "Agreement") between Edison Mission Energy Services, Inc. and Homer City. As of December 31, 2004, Edison Mission Energy Services, Inc. has received payment in the amount of \$367,897 for services provided pursuant to the Agreement.

On June 28, 2000, Edison Mission Marketing & Trading, Inc. ("EMMT"), a wholly owned subsidiary of Edison Energy, entered into an NOx Allowance Sales Agreement with Homer City, wherein EMMT is to purchase and sell to Homer City, SO2 or NOx Allowances available to Homer City and as required for the use in the operation and maintenance of the Homer City facility. As of December 31, 2004, Homer City paid \$26.1 million for NOx Allowances.

EMMT entered into an Energy Sales Agreement with Homer City, wherein EMMT shall purchase Energy (including electric energy, expressed in megawatt hours or capacity, of the character commonly known as three phase 60 hertz electric energy that is delivered at the nominal voltage of the delivery point) from Homer City. As of December 31, 2004, Homer City paid \$684,448 to EMMT for energy provided pursuant to the Agreement.

4.EME02 MIDWEST GENERATION, LLC. [EWG]

(a) Midwest Generation, LLC ("Midwest"), One Financial Place, 440 South LaSalle Street, Suite 3500, Chicago, Illinois 60604

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60605

Midwest owns and/or leases and operates 5,876 MW of generating capacity ("Facilities") acquired from the Edison Company and sells electric energy at wholesale. Facilities consist of:

(a.1) Six coal-fired plants located in Illinois totaling 5,645 MW:

542 MW Crawford plant in Chicago
326 MW Fisk plant in Chicago
789 MW Waukegan plant in Waukegan
1334 MW Joliet plant in Joliet
1092 MW Will County plant in Lockport
1538 MW Powerton plant in Pekins

(a.2) 2,698 MW dual-fueled Collins Station in Morris, Illinois [decommissioned 12/31/2004]

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(a.3) 71 dual-fueled peaking units, totaling 899 MW, located at the Crawford, Fisk, Waukegan, Calumet Electric Junction, Sabrooke, and Lombard Stations. In September 2004, management completed an analysis of competitiveness in the expanded PJM Interconnection, LLC marketplace in light of its small peaking units in Illinois. Based on this analysis and regulatory approval, planning efforts are in progress to decommission some of its eight remaining small peaking units.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Mission Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Midwest Generation EME, LLC; Midwest Generation EME, LLC owns 100% of Edison Mission Energy Holdings Co. ("Holdings") which owns 100% of Midwest, the exempt wholesale generator, and Midwest Energy Services Midwest Finance Corp.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Holdings in the amount of \$2,500,000,100.

Guarantees:

On March 22, 1999, EME entered into an Asset Sale Agreement to acquire 100% of the fossil-fuel generating assets of Commonwealth Edison Co. ("Com Ed") totaling 9,722 MW for a purchase price of \$4,813,121,000. The transaction was assigned to Midwest Generation, LLC, a wholly owned subsidiary of EME, on December 15, 1999, pursuant to the Asset Sale Agreement. Midwest Generation, LLC operates the plants, which are all located in Illinois. Pursuant to the Asset Sale Agreement, EME agreed to unconditionally and irrevocably guarantee to ComEd and its successors and assigns, the due and punctual performance by any assignee of all covenants, agreements, conditions, undertakings, indemnities and other obligations to be performed and observed by such assignee under the related agreements, including the transition power purchase agreements.

Pursuant to the Agency Agreement, dated as of December 15, 1999, between Commonwealth Edison Company and Edison Mission Midwest Holdings Co. and Edison Mission Energy, relating to Coal Purchase Contract and Railcar Lease Agreement, EME and its affiliates receive the benefits of and are responsible for the liabilities under the agreements listed below (the "Unassigned Agreements") to which Commonwealth Edison Company is a party. Commonwealth Edison Company acts as EME's agent with respect to the Unassigned Agreements and EME reimburses Commonwealth Edison Company for 78% of Commonwealth Edison Company's costs in managing the Unassigned Agreements. The Unassigned Agreements include:

- (1) Amended and Restated Coal Purchase Contract between Commonwealth Edison Company and Deckers Creek Energy dated January 1, 1993, as further amended by Amendment No. 1 in 1993; Amendment No. 2 on February 1, 1994; Amendment No. 3 on May 1, 1995; Amendment No.4 on January 1, 1996; Amendment No. 5 on February 1, 1997; Amendment No. 6 on January 1, 1997; Amendment No. 7 on February 1, 1999; Amendment No. 8 on January 1, 2000; and Amendment No. 9 on January 1, 2003.
- (2) Railcar Lease Agreement dated July 15, 1993 between Commonwealth Edison Company and Societe Generale Bank and related documents.

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On August 24, 2000, Midwest Generation entered into a sale-leaseback transaction with respect to Joliet power facilities to third party lessors for an aggregate purchase price of \$1.367 billion. terms of the leases (33.75 years for Powerton and 30 years for Joliet), Midwest Generation will make lease payments on each January 2 and July 2, beginning January 2, 2001. Recourse to Midwest Generation leases is limited to amounts which would otherwise be distributable to Edison Mission Midwest Holdings. Midwest Generation guaranteed the payments under a Guarantee dated August 24, 2000.

Pursuant to four Tax Indemnity Agreements, each dated as of August 17, 2000, EME agreed to indemnify Midwest Generation against certain tax losses which might arise as a result of certain actions by Midwest Generation during the lease.

(d) Capitalization or total equity = \$2.7 billion
Net loss after taxes for 2004 = (\$89.4 million)

(e)

Administrative services such as payroll, employee benefits programs and information technology, and other services of Edison International or Edison Mission Energy, are shared among all affiliates of Edison

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International, and the costs of these corporate support services are allocated to all affiliates, including Midwest. Costs are allocated based on one of the following formulas: percentage of time worked, investment and advances, number of employees, or multi-factor, including operating revenues, operating total assets and number of employees. In addition, Midwest sometimes directly requests services from Edison International or Edison Mission Energy, and those services are performed for Midwest's benefit. The expenses of these directly requested services are specifically identified and billed at cost. Midwest has received reimbursements for the costs of these programs and other services, which amounted to \$138.1 million as of December 31, 2004.

Midwest entered into an agreement with Midwest Generation EME, LLC to provide support services, including construction and construction management, operations and maintenance management, technical services, environmental, health and safety services, administrative and IT support, and other managerial and other services needed to operate and maintain electric power facilities. Under the terms of the agreement, Midwest reimburses Midwest Generation EME, LLC for actual costs incurred by functional area in providing such services, or in the case of specific tasks Midwest requests, the amount negotiated for the task. The billable under this agreement for the year ended December 31, 2004, were \$6.1 million.

Midwest entered into an agreement with EMMT for the purchase and sale of energy and to provide services related to purchasing, transportation and storage of natural gas. Under the terms of the agreement, EMMT sells natural gas to Midwest for the actual price of energy contracted with third parties, less \$.02/megawatt-hour. Also under the agreement, Midwest pays EMMT a service fee of \$0.02 for each MMBtu of natural gas delivered to Midwest at the actual cost of the gas. As of December 31, 2004, Midwest paid \$1.8 million to EMMT pursuant to the agreement.

Midwest entered into an agreement with Edison Mission Energy Services, Inc. to provide fuel and other services related to coal and fuel oil. Under the terms of the agreement, Midwest pays Edison Mission Energy Services, Inc. a service fee of \$0.06 for each ton of coal delivered to Midwest and \$0.06 per barrel of fuel oil delivered to Midwest, plus the actual cost of the commodities. The amount billed under the agreement for the year ended December 31, 2004, was \$1.1 million.

4.EME03 SUNRISE POWER COMPANY LLC (EWG)

(a) Sunrise Power Company, LLC 50% [EWG], 12857 Sunrise Power Road, Fellows, CA 93224

Sunrise was constructed in two phases. Phase 1 consists of a 320 MW simple-cycle peaking facility which became operational on June 27, 2001, and Phase 2, a combined-cycle gas-fired facility, converted the simple-cycle peaking facility to a 572 MW combined cycle plant. Phase 2 achieved commercial operation June 1, 2002.

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Edison Mission Energy purchased Sunrise Power Company, a Delaware corporation through its subsidiary Sol LLC, a Delaware limited liability company on November 17, 2000.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Mission Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Mission del Cielo, Inc.; Mission del Cielo, Inc. owns 100% of Mission del Sol LLC; Mission del Sol LLC owns 50% of Sunrise Power Company LLC

(c) None.

(d) Capitalization or total equity = \$82.6 million
Net income after taxes for 2004 = \$28.4 million

(e) Edison Mission Operation & Maintenance, Inc. and Sunrise have entered into that certain Amendment to the Edison Mission Operation and Maintenance Agreement, dated as of June 25, 2001. As of December 31, 2004, EMOM has received \$381,494 for providing O&M services to Sunrise.

EMMT, a wholly owned subsidiary of Edison Mission Energy entered into an Energy Services Agreement with Sunrise wherein EMMT provides fuel procurement and power management services to Sunrise. As of December 31, 2004, Sunrise paid \$332,569 to EMMT for services rendered under this agreement.

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4.EME04 BROOKLYN NAVY YARD COGENERATION PARTNERS, L.P. [EWG]

(a) Brooklyn Navy Yard Cogeneration Partners, L.P. ("BNY"), Flushing Avenue, Cumberland Street, Brooklyn, NY 11205

EME sold its 50% interest in this facility effective as of March 31, 2004.

BNY's facilities consist of a 286MW combined cycle cogeneration facility located at Brooklyn Navy Yard Park in Brooklyn, New York.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Mission Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy through its wholly owned subsidiary Mission Energy New York, Inc., owns 50% of Brooklyn Navy Yard Cogeneration Partners, L.P., the exempt wholesale generator.

(c) Capital contributions made by Edison Mission Energy through its subsidiary Mission Energy New York were in the amount of \$12,758,043. BNY completed a \$407 million permanent non-recourse financing (the "Financing"). Edison Mission Energy agreed to indemnify BNY and its partners from all claims arising from or in connection with certain construction litigation between BNY (and its partners) and a contractor for BNY. Said indemnification has been assigned for the benefit of the senior lenders under the Financing. Mission Energy New York, Inc., entered into a Construction Loan Note (approximately \$407 million) in favor of BNY to fund a portion of the project.

(d) Capitalization or total equity = \$0
Net loss after taxes for 2004 = (\$3.9 million)

(e) Other than with respect to the Edison Mission Energy indemnity and the Construction Loan Note described in Item (c) above, there are no contracts between BNY and any system company.

4.EME05 LOY YANG B JOINT VENTURE [FUCO]

(a) Loy Yang B Joint Venture ("LYBJV"), Bartons Lane, Loy Yang, Victoria, Australia 3844

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EME sold its 100% interest in this facility effective as of December 16, 2004.

LYBJV owns two coal-fired generating units with generator nameplate ratings of 500,000 kW each, 1 Latrobe Valley in the State of Victoria, Australia (the "Project"). Unit 1 began commercial operation on September 30, 1993, and Unit 2 began commercial operation on September 30, 1996.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 100% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy Co. MECI, through wholly owned subsidiaries of Edison Mission Energy, collectively owns 100% of Loy Yang B Joint Venture, the foreign utility company, as explained below.

The system-owned venturer is Latrobe Power Partnership ("LPP"), which owns a 51% interest. LPP is owned by Edison Mission Energy Australia Ltd. (the managing general partner) and 99% owned by Mission Victoria Partnership (a general partner).

Edison Mission Energy Australia Ltd. is wholly owned by Edison Mission Energy Holdings Pty Ltd, which is wholly owned by Loy Yang Holdings Pty Ltd, which is a wholly owned subsidiary of MEC International B.V.

Mission Victoria Partnership is 52.31% owned by Latrobe Power Pty Ltd (general partner), 46.69% owned by Traralgon Power Pty Ltd (general partner), and 1% owned by Mission Energy Ventures Australia Pty Ltd (general partner). Latrobe Power Pty Ltd and Traralgon Power Pty Ltd are both owned 99% by MEC International B.V. and 1% by Loy Yang Holdings Pty Ltd. Mission Energy Ventures Australia Pty Ltd is wholly owned by Edison Mission Energy Holdings Pty Ltd, which is owned as described above. Gippsland Power Pty Ltd.

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owns the remaining 49% in LYBJV. Gippsland is 100% owned by Mission Energy Development Australia Pty Ltd, which is 100% owned by EME Victoria Generation Ltd., which is 100% owned by EME Generation Holdings Ltd, which is owned by Mission Hydro Limited Partnership, which is 69% owned by MEC Wales BV, 30% owned by Mission Hydro (UK) Limited and 1% owned by Mission Hydro (UK) Limited. All three partners to Mission Hydro Limited Partnership are 100% directly or indirectly owned by Edison Mission Energy.

(c) In May 1997, Edison Mission Energy, through its indirect and direct subsidiaries, closed financing ("Financing") for the purchase of the remaining 49% of LYBJV. The Financing was structured on a non-recourse basis.

Advance Opinion Undertaking - In the Advance Opinion Undertaking, EME is obligated to Chase Security Agent under the Project Facility) to cause to make available to the Project funds in an amount sufficient to pay income or capital gains taxes on assessments under the Australian income tax law that would materially and adversely affect (a) the Project, (b) the operating cash flow of the Project or (c) EME's ability to meet obligations to pay interest or repay principal or other amounts under the Project Facility (including from an assessment which directly conflicts with certain tax assumptions expressed in the Advance Opinion Undertaking the Australian Tax Office).

On October 31, 2003, the existing EME Letter of Credit was retired and was replaced by one issued by Chase Bank, N.A. on behalf of EME Australia Capital Pty Ltd., which is ultimately a wholly-owned subsidiary of Edison Mission International B.V., in favor of the Loy Yang B senior lenders, for the same amount.

LPP's and Gippsland's capital contribution = \$50.8 million

(d) LPP's and Gippsland's Equity = \$0

LPP's and Gippsland's Net Income after taxes for 2004 = \$44.9 million

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(e) An indirect, wholly owned subsidiary of MEC International B.V., Edison Mission Operation & Maintenance Loy Yang Pty Ltd. operates the generating plant pursuant to an amended operating and maintenance contract. Edison Mission Operation & Maintenance Loy Yang Pty Ltd. is an intermediate holding company of Edison Mission Operation & Maintenance Loy Yang Pty Ltd. Edison Mission Holdings Pty Ltd. As operator, Edison Mission Operation & Maintenance Loy Yang Pty Ltd. performs the following services: management and supervision of the construction commissioning, testing, operation and maintenance of the Loy Yang B power station on behalf of the joint venture participants.

4.EME06 FIRST HYDRO COMPANY [FUCO]

(a) First Hydro Company ("FHC"), Bala House, St. David's Park, Deeside, Flintshire, Wales CH5 3XJ

EME sold its 100% interest in this facility effective as of December 16, 2004.

The principal assets of FHC are two pumped storage stations located in North Wales at Dinorwig and Dinorwig B which have a combined registered capacity of 2,088 MW. These facilities were built to provide additional generation for meeting peak demand throughout the day and to provide rapid generation response to fluctuations in electricity demands.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Mission Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy, which has several subsidiaries (i) wholly owned Mission Energy Wales Company, owns 30%LP of Mission Hydro Limited Partnership, which in turn owns 100% of EME Generation Holdings Ltd., which in turn owns 100% of FHH No. 1 Limited Partnership, which owns 99% of First Hydro Holdings Company, which directly owns 99% of FHC and indirectly through its wholly owned subsidiary First Hydro Finance plc owns the remaining 1% of FHC; (ii) wholly owned Mission Energy International, Inc. directly owns 99.97% (100% of the Class A shares) of MEC International B.V. (which indirectly owns 0.02% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 100% of the Class B shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Project Co.; MECI owns 100% of Mission Energy Company (UK) Limited, which in turn owns 100% of Mission Hydro (UK) Limited, which in turn directly owns 1% of First Hydro Holdings Company through its wholly owned subsidiary FHH No. 2 Limited and indirectly owns the remaining 99% of First Hydro Holdings Company through its wholly owned subsidiary FHH No. 1 Limited Partnership, Mission Hydro Limited Partnership owns 100% of FHH No. 1 Limited Partnership, which owns 100% of FHH No. 1 Limited, which in turn owns 99% of First Hydro Holdings Company, which in turn owns 100% of First Hydro Finance plc, FHC the foreign utility company.

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1 Limited, which in turn owns 99% in First Hydro Holdings Company, which in turn owns 100% of First Hydro Finance plc, which owns the remaining 1% of FHC, and (iii) the wholly owned subsidiary Mission Energy International, Inc. owns 99.97% of MEC International B.V. (see above for remaining 0.03%), which in turn owns 100% of MEC Wales B.V., MEC Wales B.V. owns 69%LP of Mission Hydro Limited Partnership, which in turn owns 100% of EME Generation Holdings, Ltd., which owns 99% of First Hydro Holdings Company through its wholly owned subsidiary FHH No. 1 Limited; First Hydro Holdings Company owns 100% of First Hydro Finance plc, FHC the foreign utility company.

(c) First Hydro Company ("FHC"), an indirect wholly owned subsidiary of EME, generates, markets and sells electricity and contracts for the purchase and sale of electricity. EME provides credit support to FHC in the form of letters of credit with respect to FHC's obligations arising out of these transactions. Following the downgrade of EME on October 1, 2002, Edison Mission Operation & Maintenance Limited, an indirect wholly owned subsidiary of EME ("EMOML") is providing credit support to FHC in the form of letters of credit, the credit support provided by EME. Presently, EMOML is obligated to reimburse drawings under letters of credit in an aggregate amount of \$48.9 million.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$38.6 million

(e) There are no contracts between FHC and any system company.

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4.EME07 CBK POWER COMPANY LTD. [FUCO]

(a) CBK Power Company Limited, a Philippine limited partnership ("CBK"), 1701 One Magnificent Mile, Miguel Avenue, Ortigas Center, Pasig City, Philippines

EME sold its 50% interest in this facility effective as of January 10, 2005.

Upon completion of all rehabilitation, upgrading and construction of 4 hydroelectric power plants at Caliraya, Botocan and Kalayaan I and II, and related civil structures located in the province of Bulacan, Philippines, have a combined capacity of 792 MW.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Mission Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.01% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Co. MECI owns 100% of Edison Mission Millennium B.V. which owns 100% of EME Kalayaan B.V. and EME Botocan B.V.; EME Kalayaan B.V. owns 1% GP of CBK and EME Caliraya B.V. owns 49% LP of CBK.

(c) Capital invest as of December 31, 2004
Payment to IMPSA under General Engineering services = \$20 million
Equity contribution = \$58.2 million

(d) Capitalization or total equity = \$107.2 million
Net income after taxes for 2004 = \$7.0 million

(e) (1) Owner's Representative Agreement for onshore services - Entered into between CBK and Edison Mission Philippines Services Corporation ("EME Philippines"). EME Philippines provides onshore owner's representative services to CBK during the construction period. Total fee is \$911,000.

(2) Owner's Representative Agreement for offshore services - Entered into between CBK and Edison Mission Asia ("EME Asia"). EME Asia provides offshore owner's representative services to CBK during the construction period. Total fee is \$973,000.

(3) Management and Technical Services Contract - This is the O&M contract entered into between Edison Mission Philippines Power Management Corporation ("KPMC") for 25 years commencing on February 9, 2001. KPMC is a 50/50 joint venture of Edison Mission Philippines and EMOM Services B.V. and IMPSA Construction and Services B.V. KPMC provides service to manage the repair and operation of CBK. The Fee is US\$500,000 per year.

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year escalated according to US Producers Price Index. CBK is also to reimburse all costs and expenses incurred by KPMC in performing these services. The aggregate liability of KPMC shall in no event exceed the Fee plus bonus. There are no consequential damages.

4.EME08 KALAYAAN POWER MANAGEMENT CORPORATION (FUCO)

(a) Kalayaan Power Management Corporation, a Philippines Corporation, NPC Compound, Kalayaan, Palawan, Philippines

EME sold its 100% interest in this facility effective as of January 10, 2005.

Kalayaan Power Management Corporation ("Kalayaan PMC"), Kalayaan PMC is to provide operation and

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Power Company Limited ("CBK") which has rehabilitated and upgraded four hydroelectric power plant province of Laguna, Republic of the Philippines. Under the terms of a management and technical s between CBK and this project, this project has the total installed capacity of 792 MW, as follows Kalayaan I facility, a pumped storage facility with two turbine pump units with a total of 362 MW Kalayaan II facility, another pumped storage facility, was constructed consisting of two pump uni of 369 MW; (3) the Caliraya hydroelectric facility was upgraded to divert water into two 19.37 MW total of 38.74 MW; and (4) the Botocan facility was upgraded to divert water into two 10.6 MW uni of 22.2 MW. Each power plant included auxiliary equipment and interconnecting transmission facil

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares). MECI owns 100% of Edison Mission Operation and M Services B.V., which owns 50% of Kalayaan Power Management Corporation.

(c) Capital invest as of December 31, 2004 = \$0.1 million

(d) Capitalization or total equity = \$0.3 million
Net income after taxes for 2004 = \$0.1 million

(c) (1) Owner's Representative Agreement for onshore services - Entered into between CBK and EM Services Corporation ("EME Philippines"). EME Philippines provides onshore owner's representative during the construction period. Total fee is \$911,000.

(2) Owner's Representative Agreement for offshore services - Entered into between CBK and Edison Asia ("EME Asia"). EME Asia provides offshore owner's representative services to CBK during the period. Total fee is \$973,000.

(3) Management and Technical Services Contract - This is the O&M contract entered into between C Power Management Corporation ("KPMC") for 25 years commencing on February 9, 2001. KPMC is a 50/ EMOM Services B.V. and IMPSA Construction and Services B.V. KPMC provides service to manage the repair and operation of CBK. The Fee is US\$500,000 per year escalated according to US Producers CBK is also to reimburse all costs and expenses incurred by KPMC in performing these services. T liability of KPMC shall in no event exceed the Management Fee plus bonus. There are no consequen

4.EME09 ITALIAN VENTO POWER CORPORATION 4 S.R.L. [FUCO]

(a) Italian Vento Power Corporation 4 S.r.l. ("IVPC"), Via Circumvallazione, 54/h, 83100 Avellino EME sold its 50% interest in this facility effective as of December 16, 2004.

IVPC developed 280.7 MW of wind-generated capacity in rural Italy in eleven projects, consisting 660 kW and 600kW turbines and associated equipment in the following comunes (townships): (1) 47

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turbines totaling 30 MW in Andretta and Bisaccia; (2) 60 turbines totaling 39.6 MW in Lacedonia a (3) 41 turbines totaling 27.06 MW in Monacilioni, Pielracatella, and Sant Elia; (4) 60 turbines t in Forenza and Maschito; (5) 25 turbines totaling 15 MW in Volturara and Motta Moniecorvino; (6) totaling 18 MW in Roselo; (7) 47 turbines totaling 30.3 MW in Celle San Vito, Greci and Montaguto turbines totaling 19.8 MW in Panni; (9) 45 turbines totaling 29.7 MW in Bortigiadas, Aggius and V turbines totaling 22.44 MW in Avigliano; and (11) 14 turbines totaling 9.24 MW in Roseto. The pr transmission lines connecting the generating facilities to the grid, ranging in length from less to a maximum of 9 kilometers. IVPC is also constructing, but will not own, substations associated projects. IVPC also owns and is currently operating a 2.4 MW project in Rocca San Felice consist

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kW turbines and associated equipment.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 100% of Edison Mission Wind Power Italy B.V. (formerly IVPC Energy 5 B.V.) ("EMWP") and 50% of IVPC, the foreign utility company.

(c) The capital contribution made by Edison Mission Energy through Edison Mission Wind Power was

Under the terms of the Intercreditor Agreement dated March 3, 2000, to which EMWP is a party, any liability which is widely defined as, essentially, any liability owed by IVPC to EMWP, is subordinated to the liability of IVPC to the banks party thereto, in a manner in which any amount received or otherwise received by IVPC may be applied against IVPC's debts to such banks, save for certain excepted payments specifically referred to as Permitted Distributions.

Under the terms of the Project Finance Facilities Syndicated Credit Agreement dated September 7, 2000, IVPC, but not EMWP, is a party, there are restrictions imposed upon IVPC on amounts that IVPC may otherwise pay to EMWP and in certain circumstances amounts otherwise so distributable or payable against the amounts outstanding under that agreement from IVPC to the banks lending thereunder.

EMWP has also pledged its shares to the lenders under the Facilities Agreement referred to above to the financial institutions as security for IVPC's obligations.

(c.1) (a) on March 3, 2000, EMWP and IVPC entered into a "Subordinated Loan Agreement" according to which EMWP has undertaken to finance IVPC by way of subordinated loans in the amounts set forth therein; and in connection with the "Development Permits for Stages A and B" letter dated March 15, 2000, MECI has undertaken to provide to Edison Mission Energy Holdings International Partnership CV II, inter alia, the obligation to procure that EMWP extends a loan to IVPC for 50% of the equity contribution required to be contributed to IVPC with respect to such Stage under the Loan, in the event that any Permit for Stages A and B has not been issued.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$12.9 million

(e) There are no services contracts between IVPC and any system company.

4.EME10 CONTACT ENERGY LIMITED [FUCO]

(a) Contact Energy Limited ("Contact"), Level 1, Harbour City Tower, 29 Brandon Street, Box 10-77, Auckland, New Zealand

EME completed the sale of its 51.2% interest in this facility effective as of September 30, 2004.

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In March 1999, Edison Mission Energy Taupo Ltd. ("EME Taupo"), an indirect, wholly owned subsidiary of Edison Mission Energy entered into agreements with the government of New Zealand to acquire 40% of Contact Energy Limited, which owns and operates hydroelectric, geothermal and natural gas-fired power generating plants in New Zealand with a total generating capacity of 2,449 MW. Contact also supplies gas and electricity to customers in New Zealand and has a minority interest in a power project in Australia. The acquisition was conditioned on the government completing an initial public offering of the remaining 60% of Contact, which occurred in December 1999. In December 2000, Edison Mission Energy's ownership increased a total of 2.26% due to (i) the purchase of shares from the open market and (ii) an additional purchase of shares by Edison Mission Energy Pacific.

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(formerly EME Pacific Holdings ("Pacific")).

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 100% of EME Atlantic Holdings Limited, which owns 100% of EME Ascot Limited, which owns 100% of EME Buckingham Limited, which owns 100% of EME Precision B.V., which owns 100% of Mission Energy Holdings [formerly EME Universal Holdings], which now owns 0.624% of Contact and 100% of Mission Energy Holdings [formerly EME Pacific Holdings], which now owns 50.598% of Contact, the foreign utility through its subsidiaries, now owns 51.2% of Contact.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Edison Mission Energy Company, in the amount of \$467 million.

In December 2000, EME Taupo transferred its 40% interest in Contact to Pacific as part of a global restructuring of Edison Mission Energy's investment in Contact (the "Transfer"). In connection with the Transfer, Edison Mission Energy entered into a Deed of Covenant in favor of the institutional subscriber of (NZ)\$1 million of the preferred stock issued by EME Taupo in May 1999. This Deed of Covenant requires Edison Mission Energy to compensate the institutional preferred stock subscriber in the event that a private binding ruling issued by the New Zealand Inland Revenue Department ceases to apply as a direct result of the Transfer. Edison Mission Energy will provide any compensation that may become payable by Edison Mission Energy under the further Deed of Covenant to that necessary to keep the preferred stock subscriber in the same position that it would have been in had the private binding ruling continued to apply. Also in December 2000, Edison Mission Energy's owners redeemed a total of 2.26% due to (i) Contact's buyback of shares from the open market and (ii) an additional 2.26% of shares by Pacific. In June of 2001, the existing EME Taupo and Pacific redeemable preference shares were redeemed and Pacific issued new redeemable preference shares.

The redemption of the NZ\$400 million preferred stock was funded by the issue of preferred stock to Contact Finance Limited and also by borrowings from CSFB for the US dollar equivalent of NZ\$386,500,000.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$39.2 million

(e) There are no service, sales or construction agreements between Contact and any system companies.

4.EME11 TRI ENERGY COMPANY LIMITED [FUCO]

(a) Tri Energy Company Limited ("Tri Energy"), 16th Floor, Grand Amarin Tower, New Petchburi Road, Bangkok 10320 Thailand

EME sold its 25% interest in this facility effective as of February 3, 2005.

Tri Energy's facilities consist of a 700 MW gas turbine combined cycle facility located in Ratchaburi, west of Bangkok, Thailand, and interconnection equipment necessary to connect the facility with the wholesale purchaser, the Electricity Generating Authority of Thailand. Tri Energy became operational in 2000.

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(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 100% of EME Atlantic Holdings Limited, which owns 100% of EME Ascot Limited, which owns 100% of EME Buckingham Limited, which owns 100% of EME Precision B.V., which owns 100% of Mission Energy Holdings [formerly EME Universal Holdings], which now owns 0.624% of Contact and 100% of Mission Energy Holdings [formerly EME Pacific Holdings], which now owns 50.598% of Contact, the foreign utility through its subsidiaries, now owns 51.2% of Contact.

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owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.01% through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 100% of EME Tri Gen B.V., which owns 25% of Tri Energy Company Limited, the foreign company.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary EME Tri Gen amount of \$23.3 million.

(d) Capitalization or total equity = \$20.4 million
Net income after taxes for 2004 = \$4.4 million

(e) Edison Mission Energy Asia Pacific Pte Ltd. ("EME Asia") and Tri Energy have entered into an Agreement and an Offshore Service Agreement. Under the Onshore Service agreement, EME Asia is to provide managerial, professional and technical services within Thailand to Tri Energy for a fixed annual fee of \$385,000. Under the Offshore Service agreement, EME Asia is to provide managerial, professional services outside of Thailand on an hourly fee basis. As of December 31, 2004, EME Asia has received \$300,000.

4. EME12 IBERICA DE ENERGIAS, S.A. [FUCO]

(a) Iberica de Energias, S.A. ("Iberica"), Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain

EME sold its 100% interest in these facilities effective as of December 16, 2004.

Iberica's facilities consist of the following fifteen mini-hydroelectric facilities which are currently producing a total of 48.55 MW:

Quintana: 1.48MW facility in Herrera de Valdecana, Palencia

La Flecha: 2.66MW facility in Arroyo Encomienda, Valladolid

Toro: 4.50MW facility in Toro, Zamora

Tudela: 1.48MW facility in Tudela de Duero, Valladolid

Sardon Bajo: 1.60MW facility in Villabanez, Valladolid

Bocos: 1.60MW facility in Bocos de Duero, Valladolid

Monasterio: 1.60MW facility in Quintanilla de Arriba, Valladolid

Logrono: 3.68MW facility in Logrono, La Rioja

Mendavia: 5.60MW facility in Mendavia, Navarra

La Ribera: 4.40MW facility in Pradejon, La Rioja

Gelsa: 7.20MW facility in Gelsa, Zaragoza

Alos: 4.80MW facility in Alos de Balaguer, Lerida

Castellas: 2.25MW facility in Valls de Aguilar, Lerida

Sossis: 3.3MW facility in Pyrenees (Lerida)

Olvera: 2.4MW facility in south of Spain (Jaen)

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.01% through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 10% of Hydro Energy B.V. and indirectly through its wholly owned subsidiary Iberian Hy-Power Amsterdam B.V. owns the remaining 90% of Hydro Energy B.V.; Hydro Energy B.V. owns 96.65% of Iberian Hy-Power Amsterdam B.V. the foreign utility company, and Iberian Hy-Power Amsterdam B.V. owns the remaining 3.35%.

(c) The capital contribution made by Edison Mission Energy through its subsidiary Iberian Hy-Power Amsterdam B.V. was \$21,992,654. In August, 1993, MECI, through its 34% ownership interest and its direct ownership interest in Hydro Energy B.V., acquired an aggregate 40.6% interest in Energias Hidraulicas, S.A. Energias, S.A., the hydroelectric development subsidiary of Vivendi (formerly

Compagne Generale des Eaux). Subsequently, EH sold Iberica and Mediterranea to Hydro Energy B.V. Generale des Eaux is a French water utility company. EH is a Spanish holding company which will right concessions, but has no operating facilities. During 1996, the five facilities previously Compania Mediterranea de Energias, S.A., were merged into Iberica. Also in 1996, Energias Hidraul changed to Edison Mission Energy Espana, S.A. During 1997, EH, Hidroelectrica de Sosis S.A. and de Olvera S.A. were merged into Iberica.

In connection with the acquisition of EH, Vivendi provided to Iberica and Mediterranea a 10-year guaranty, which allowed Iberica and Mediterranea to secure non-resource project financing. Consi Vivendi for the acquisition of Iberica and Mediterranea included the assumption of Hydro Energy B existing loan with deferred payments to Vivendi beginning in 1999 and ending in 2003. On Septemb loan was repaid to Vivendi in full.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$5.6 million

(e) There is a management fee agreement between Iberica and Electro Metalurgica del Ebro S.L. (E provides administrative and financial services to EMESA. As of December 31 2004, EMESA has paid for services rendered under this management fee arrangement.

4.EME13 ELECTROMETALURGICA DEL EBRO, S.A. [FUOCO]

(a) Electrometalurgica del Ebro, S.A. ("EMESA"), Paseo de Gracia 18, Planta 4, 08007, Barcelona, EME sold its 100% interest in this facility effective as of December 16, 2004.

EMESA's facilities consist of three mini-hydroelectric facilities (Sastago I, Sastago II and Menz near the Ebro River in Zaragoza. The three mini-facilities are masonry weir, concrete intake str of producing 3 MW, 17.3 MW and 13 MW, respectively.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 10% of Hydro Energy B.V. and indirectly through its wholly owned subsidiary Iberia Amsterdam B.V. owns the remaining 90% of Hydro Energy B.V.; Hydro Energy B.V. owns 96.65% of Iber and Iberian Hy-Power Amsterdam B.V. owns the remaining 3.35%; Iberica de Energias owns 91.32% of foreign utility company.

(c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$63,266.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$2.7 million

(e) There is a management fee agreement between Iberica and Electro Metalurgica del Ebro S.L. (E provides administrative and financial services to EMESA. As of December 31 2004, EMESA has paid for services rendered under this management fee arrangement.

4.EME14 PERTH POWER PARTNERSHIP [FUOCO] - SUCCESSOR OF INTEREST TO KWINANA POWER PARTNERSHIP ("KP

(a) Perth Power Partnership ("PPP") (formerly Kwinana Power Partnership), James Court, Kwinana B Western Australia.

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EME sold its 70% interest in this facility effective as of December 16, 2004.

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PPP's facilities used for the generation, transmission, or distribution of electric energy for a 116 MW gas-fired combined cycle cogeneration plant at the oil refinery owned and operated by British Refinery Proprietary Limited at Kwinana near Perth, Australia, and interconnection equipment needed to connect the plant with the refinery and with PPP's wholesale purchaser, Western Power Corporation. KPP commenced operation in December 1996. On August 11, 2000, KPP sold 30% of the facilities and obligations related to the facilities to SembCorp Energy (Kwinana) Pte Ltd. (SembCorp). KPP and SembCorp simultaneously formed a partnership to directly own the facilities. SembCorp owns a 30% partnership interest in PPP, and KPP owns a 70% partnership interest. The partners of KPP continue to be MEC Perth B.V. (99%) and Mission Energy (Kwinana) Pty Ltd. (1%).

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns 100% of Edison Mission Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.01% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class C shares of MECI; MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; EME Southwest Power Corporation owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy Co. MECI owns 100% of MEC Perth B.V.; MEC Perth B.V. owns 99% of KPP, which owns 70% of PPP, the company. MECI also directly owns 100% of Loy Yang Holdings Pty Ltd, which owns 100% of Edison Mission Energy Holdings Pty Ltd, which owns 100% of Mission Energy (Kwinana) Pty Ltd, which owns the remaining 1% of PPP. MECI also owns 70% of PPP, the foreign utility company.

(c) The only outstanding guarantee by Edison Mission Energy or a subsidiary in relation to PPP is the MOMI Guarantee and Indemnity dated March 21, 1995, between KPP and Edison Mission Operation & Maintenance, Inc. ("MOMI Guarantee") (assigned to PPP on August 11, 2000). The MOMI Guarantee is given to Edison Mission Operation & Maintenance, Inc. to guarantee the operations of Edison Mission Operations (Kwinana) Pty Ltd under the Operation and Maintenance Agreement dated March 21, 1995.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$2.7 million

(e) The Administrative Support Agreement dated March 21, 1995, between Edison Mission Energy Holdings International, Inc. and KPP (assigned to PPP pursuant to Assumption Deed dated August 8, 2000). Under the Administrative Support Agreement, Edison Mission Energy Holdings Pty Ltd agrees to provide personnel and administrative services (e.g., accounting, banking and tax, business promotion) to KPP to assist KPP in fulfilling its obligations under the Syndicated Project Facility Agreement dated March 21, 1995.

The Operation and Maintenance Agreement ("OMA") between Mission Operations (Kwinana) Pty Limited and Edison Mission Operation & Maintenance Pty Ltd dated March 21, 1995 (amended and restated pursuant to Deed of Amendment and Restatement dated August 7, 2000) assigned to PPP on August 11, 2000.) The OMA appoints an indirect, wholly owned subsidiary of Mission Operations (Kwinana) Pty Limited, Edison Mission Operation & Maintenance Kwinana Pty Ltd ("EMOK") to operate and maintain the Kwinana cogeneration plant and equipment. EMOK received \$456,000 in compensation as operator in 2004.

Under the Professional and Administrative Services Agreement ("PASA") between EMOK and Edison Mission Operations (Kwinana) Pty Ltd. ("EMEH") dated March 17, 1995, EMEH agrees to provide professional and administrative services (e.g., accounting, banking and tax, business promotion) and staff to EMOK to assist EMOK in fulfilling its obligations under the OMA. EMEH received \$0 in compensation under the PASA in 2004.

Under the Technical Support Agreement ("TSA") between Edison Mission Operation and Maintenance, Inc. and Edison Mission Operation & Maintenance Pty Ltd dated March 17, 1995, EMOMI provides technical support services (e.g., personnel and knowledge) to EMOK to enable EMOK to comply with its obligations under the OMA. EMOMI received \$0 in compensation under the TSA in 2004.

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4.EME15 DOGA ENERJI URETIM SANAYI VE TICARET L.S. [FUCO]

(a) Doga Enerji Uretim Sanayi ve Ticaret L.S. ("Doga"), Merkez Mahallesi, Birlik Caddesi 11/8, E
Istanbul, Turkey

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Doga's facility used for the generation, transmission, or distribution of electric energy for sale
180 MW combined cycle turbine cogeneration plant in Istanbul, Turkey. Doga became operational in

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns
Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison
owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International,
owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0
through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C
MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI;
Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison
Co. MECI owns 100% of MEC Esenyurt B.V.; MEC Esenyurt B.V. owns 80% of Doga, the foreign utility

(c) In connection with the financing of Doga, Edison Mission Operation & Maintenance, Inc. ("EMO
to a guarantee ("EMOMI Guarantee"), has guaranteed (for the benefit of Doga and the Banks) the fi
obligations of Doga Isletme ve Bakim Ticaret L.S. (as operator) to Doga under the Operation and M
Agreement for the operation and maintenance of the power plant. The maximum amount payable by EMO
EMOMI Guarantee is capped at the base fee paid in any given year (no more than \$1 million per year

The capital contribution made by Edison Mission Energy through MEC Esenyurt B.V. was \$31.4 million

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$3.7 million

(e) There are no contracts between Doga and any system company.

4.EME16 PT. PAITON ENERGY [FUCO]

(a) PT. Paiton Energy ("Paiton"), Jl. Raya Surabaya Situbondo KM 141, Paiton 67291, Probolinggo,
Indonesia

EME sold its 45% interest in this facility effective as of December 16, 2004.

Paiton's facilities consist of two coal-fired electric generating units in Paiton, Indonesia, on
Java coast, both of which achieved commercial operation during 1999. Each unit has a nominal net
of 605 MW and is comprised of a boiler and steam turbine generator with ancillary facilities. The
share a control room.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns
Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison
owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International,
owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0
through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C
MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI;
Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison
Co. MECI directly owns 99% of MEC Indonesia B.V. and through its wholly owned subsidiary MEC Int
Holdings B.V. indirectly owns the remaining 1% of MEC Indonesia B.V.; MEC Indonesia B.V. owns 44.
Energy, the foreign utility company.

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(c) Capital contribution made by Edison Mission Energy through its subsidiary MEC Indonesia B.V. amount of \$125,694,200. Edison Mission Energy and its wholly owned affiliates, MEC Indonesia B.V. International B.V., and MEC International Holdings B.V. ("Mission Affiliates") have undertaken the obligations:

The project is financed by multiple credit facilities (the "Credit Facilities"), of varying terms provided by the Export-Import Bank of the United States, the Japan Bank for International Cooperation, Private Investment Corporation and commercial banks. The project also contains financing indirect the proceeds of \$180,000,000 of bonds issued in reliance upon Rule 144A.

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The following is a listing of the various obligations of EME with respect to the Paiton Project:

Guarantees Related to Equity Infusion. EME and its wholly-owned affiliates (MEC International B.V. and MEC International Holdings, B.V. and MEC Indonesia (the "Mission Affiliates")) have undertaken the obligations:

Equity Support Guarantee. EME and the Mission Affiliates have guaranteed payment of 47.06% of the obligations to contribute base equity, overrun equity and contingent overrun equity to the Paiton Project. EME and the Mission Affiliates' obligations are \$320,008,000 for base equity (as of December 31, 1999 these obligations had been fully funded), \$82,355,000 for overrun equity (as of September 30, 2000, this amount had been fully funded), and \$58,825,000 for contingent overrun equity (as of December 31, 2003, \$14,067,784 remains outstanding). The total EME/Mission Affiliates' commitment is \$461,188,000.

- (a) Overrun Equity. Overrun Equity in the amount of \$82,355,000 (EME/Mission Affiliates' portion) is for costs incurred by the Paiton Project that were not included in the project budget and are not otherwise covered by third parties such as insurers or the construction contractor.
- (b) Contingent Overrun Equity. Contingent Overrun Equity in the amount of \$58,825,000 (EME/Mission Affiliates' portion) will be utilized on the same basis as Overrun Equity once the Overrun Equity has been fully utilized.
- (c) BHP Loans. EME has agreed to lend 47.06% of the equity amount required to be contributed by P.T. Batu Hitam Perkasa, an Indonesian limited liability company, and 15% share of the equity amount (the "BHP Loans"). The BHP Loans are to be repaid out of PE dividends, carry a rate of Libor plus 2.25%, a term of 20 years. The BHP Loan obligation is included in the Paiton Project Support Agreement commitment and accounts for \$21,459,360 of that obligation. The BHP Loans have been fully funded.

(d) Capitalization or total equity = \$0
Net loss after taxes for 2004 = \$36.9 million

(e) Edison Mission Energy Asia Pte Ltd., a wholly owned subsidiary of MEC International B.V., has entered into an Operation and Maintenance Agreement with Paiton to provide operation and maintenance services. The obligations under the Operation and Maintenance Agreement have been assumed by P.T. Edison Mission Operation Indonesia ("PTOMO&M"), another indirect subsidiary of Edison Mission Energy. PTOMO&M has received income in fees from Paiton in 2004.

4.EME17 ISAB ENERGY, s.r.l. [FUCO]

(a) ISAB Energy, s.r.l. ("ISAB"), Corso Gelone No. 103, Siracusa, Sicily, Italy

EME sold its 49% interest in this facility effective as of December 16, 2004.

ISAB's facilities consist of a 512 MW integrated gasification and combined cycle power plant, located in Sicily, Italy.

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Gargallo, 8 kilometers from Siracusa, Sicily. ISAB became operational in April 2000.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI directly owns 100% of MEC Priolo B.V.; MEC Priolo B.V. owns 49% of ISAB, the foreign ut

(c) In connection with the refinancing of ISAB in June 2000, (i) the partners agreed to reduce t subordinated debt required from 25% of project costs to 10%, and (ii) Edison Mission Energy guara benefit of the banks financing the construction of the power plant) MEC Priolo B.V.'s obligation ISAB equity and subordinated debt totaling \$45,133,150. In connection with the financing of ISA Mission Operation & Maintenance, Inc. ("EMOMI") pursuant to a guarantee (the

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"EMOMI Guarantee") has guaranteed (for the benefit of ISAB and the banks financing the constructi power plant) ISAB Energy Services' financial obligations (as the operator) to ISAB under the Oper Maintenance Agreement for the operation and maintenance of the power plant. The maximum payable the EMOMI Guarantee is capped at the mobilization fee or base fee paid in any given year (anywher million per year). Deasphalter O&M (capped at base or mobilization fee - less than \$1 million pe

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$39.2 million

(e) ISAB and Edison Mission Energy Limited ("EMEL") entered into a Secondment Agreement on Janua wherein EMEL seconds certain of its employees to ISAB to assist in areas related to ISAB's busine project management). Under this agreement, EMEL has received compensation in the amount of \$0 fo

Mission Energy Italia s.r.l. ("MEI") and ISAB have entered into a Secondment Agreement effective (amended October 1, 2000), wherein MEI seconds certain of its employees to ISAB to assist in area ISAB's business (i.e., project control and general management). Under this Secondment Agreement, received \$16,000 for the year ended December 31, 2004.

EMEL entered into a Sponsor Support Agreement with ISAB effective January 1, 1997 (amended Octobe wherein EMEL provides activities to ISAB in the areas which include the following: financial mod administration; maintenance and development of relationship with lenders to ISAB; advice on finan and development of relationship with insurance companies; maintenance and development of relation international law firms; supervision and preparation of legal contracts and provide interpretatio contracts. During 2004, EMEL has received \$873,000 under this Sponsor Support Agreement.

4.EME18 DERWENT COGENERATION LIMITED [FUCO]

(a) Derwent Cogeneration Limited ("Derwent"), Lansdowne House, Berkeley Square, London W1X 5DH E EME sold its 33% interest in this facility effective as of December 16, 2004.

The 214 MW plant at Spondon, Derbyshire, England, went into operation in 1995.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI;

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Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 100% of Mission Energy Company (UK) Limited which owns 33% of Derwent, the foreign

(c) Total capital contribution = \$3.3 million

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$2.4 million

(e) Edison Mission Services Limited (formerly Mission Energy Services Limited) ("EMSL") provided management services to Derwent throughout the construction phase of the project and is now the op facility. EMSL is to receive a fee of \$3,266,808 per year for operation and maintenance services reimbursement from Derwent for expenditures incurred for operation and maintenance services. EMS million in fees in 2004.

4.EME19 LAKELAND POWER LTD. [FUCO]

(a) Lakeland Power Ltd. ("Lakeland"), Roosecote Power Station, Barrow-in-Furness, Cumbria, Engla

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Lakeland's facilities consist of a 220 MW gas-fired combined cycle electricity generation plant.

(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 1% of Pride Hold Limited and 100% of Mission Energy Company (UK) Limited; Mission (UK) Limited owns 99% of Pride Hold Limited. Pride Hold Limited owns 100% of Lakeland Power Ltd. utility company.

(c) The capital contribution made by Edison Mission Energy through its subsidiary Pride Hold Lim

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$0

(e) There are no contracts between Lakeland and any system company.

4.EME20 ECOELECTRICA LP [FUCO]

(a) EcoElectrica L.P. ("EcoElectric"), a Bermuda limited partnership ("EcoElectrica") Plaza Scot 902, Avenida Ponce de Leon 273, Hato Rey, Puerto Rico 00918

EME sold its 50% interest in this facility effective as of December 16, 2004.

EcoElectrica owns and operates a liquefied natural gas marine unloading facility, two 1,000,000-b storage tanks, LNG vaporization equipment, an approximately 461 MW cogeneration power plant facil natural gas turbines and one steam turbine, and a desalination plant, located in Penuelas, Puerto EcoElectrica also owns and operates: a 2.3 mile, 230 kV transmission line connecting the power pl to an existing Puerto Rico Electric Power Authority ("PREPA") substation, a 1.2 mile, 24 inch dia gas accumulator pipeline, a 3.5 mile, 10 inch diameter pipeline to supply liquefied petroleum gas facility, and a 1.1 mile, 6 to 8 inch diameter pipeline connecting the natural gas accumulator an Sur Power Plant. EcoElectrica became operational in March 2000.

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(b) Edison International owns 100% of Edison Mission Group Inc.; Edison Mission Group Inc. owns Energy Holding Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0 through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the C MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Co. MECI owns 100% of EcoElectrica S.a.r.l; EcoElectrica S.a.r.l. owns 100% of EME del Caribe Holding del Caribe Holding GmbH owns 100% of EME del Caribe; EME del Caribe owns 50% of EcoElectrica Hold EcoElectrica Holdings, Ltd. owns 100% of EcoElectrica Ltd. and 99%LP of EcoElectrica; EcoElectric of EcoElectrica, the foreign utility company.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary EcoElectrica amount of \$258 million.

The following is a listing of the various obligations of Edison Mission Energy with respect to Eco

EcoElectrica entered into an Option to Purchase Agreement with Union Carbide Caribe Inc. ("UCCI") EcoElectrica agreed to indemnify UCCI with respect to certain post-closing activities (property d personal injury) and environmental contamination on the plant site. This indemnity obligation wa Enron Power Corp. and Kenetech Energy Systems Inc., ("KES") pursuant to a Guaranty dated November "UCCI Guaranty").

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Edison Mission Energy was required to execute a Guarantee Assumption Agreement under which Edison agreed to assume all of the obligations of KES under the UCCI Guaranty.

(d) Capitalization or total equity = \$0
Net income after taxes for 2004 = \$24.0 million

(e) Assignment and Assumption Agreement: On October 31, 1997, KES Bermuda, Inc. and EcoElectric that certain Administrative Services Agreement pursuant to which KES Bermuda, Inc. receives a fee reimbursement in return for providing advisory services to EcoElectrica. As of December 23, 1998 Inc. assigned its rights, title and interests under said agreement to EME del Caribe. As of Dece EME del Caribe has received \$678,000 for providing services to EcoElectrica.

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EXHIBIT A

A CONSOLIDATING STATEMENT OF INCOME AND SURPLUS OF THE CLAIMANT AND ITS SUBSIDIARY COMPANIES FOR THE LAST CALENDAR YEAR, TOGETHER WITH A CONSOLIDATING BALANCE SHEET OF CLAIMANT AND ITS SUBSIDIARY COMPANIES AS OF THE CLOSE OF SUCH CALENDAR YEAR.

Consolidating statements of income and surplus for the year ended December 31, 2004, and balance sheets as of December 31, 2004, for the claimant and its subsidiary companies.

EXHIBIT B

AN ORGANIZATIONAL CHART SHOWING THE RELATIONSHIP OF EACH EWG OR FOREIGN UTILITY COMPANY TO ASSOCIATE COMPANIES IN THE HOLDING COMPANY SYSTEM.

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The above-named claimant has caused this statement to be duly executed on its behalf by officer on this 29th day of March, 2005.

EDISON INTERNATIONAL

By: /s/ Barbara Mathews

Barbara E. Mathews
Associate General Counsel

Corporate Seal
Attest:

/s/ Bonita J. Smith

Bonita J. Smith
Assistant Secretary

NAME, TITLE AND ADDRESS OF OFFICER TO WHOM NOTICES AND CORRESPONDENCE CONCERNING THIS STATEMENT S
ADDRESSED:

Barbara E. Mathews Associate General Counsel

(Name) (Title)
2244 Walnut Grove Avenue, Post Office Box 999, Rosemead, CA 91770

(Address)

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SCHEDULE I
SOUTHERN CALIFORNIA EDISON COMPANY
ELECTRIC GENERATING PROPERTIES

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SCHEDULE I
SOUTHERN CALIFORNIA EDISON COMPANY
ELECTRIC GENERATING PROPERTIES

Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra
-----	-----	-----	-----	-----

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MAIN SYSTEM - SCE OWNED

COAL:

Four Corners	San Juan, NM	4	07/01/1969
Owned by Others - 52%			
Owned by SCE - 48%			
		5	07/01/1970
Owned by Others - 52%			
Owned by SCE - 48%			

TOTAL SCE

Mohave	Clark, NV	1	04/01/1971
Owned by Others - 44%			
Owned by SCE - 56%			
		2	10/01/1971
Owned by Others - 44%			
Owned by SCE - 56%			

TOTAL SCE

TOTAL COAL

NUCLEAR:

San Onofre	San Diego	1	01/01/1968
Owned by Others - 20%			
Owned by SCE - 80%			
		2	08/08/1983
Owned by Others - 24.95%			
Owned by SCE - 75.05%			
		3	04/01/1984
Owned by Others - 24.95%			
Owned by SCE - 75.05%			

TOTAL SCE

Palo Verde	Maricopa, AZ	1	02/01/1986
Owned by Others - 84.2%			
Owned by SCE - 15.8%			
		2	09/19/1986
Owned by Others - 84.2%			

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Owned by SCE - 15.8%

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra
Owned by Others - 84.2%		3	01/20/1988	
Owned by SCE - 15.8%				
			TOTAL SCE	==
	TOTAL NUCLEAR:			==
HYDRO:				
NORTHERN REGION HYDROELECTRIC PLANTS:				
Big Creek #1	Fresno	1	11/08/1913	
		2	11/08/1913	
		3	07/12/1923	
		4	06/08/1925	
			TOTAL PLANT	
Big Creek #2	Fresno	3	12/18/1913	
		4	01/11/1914	
		5	02/01/1921	
		6	03/31/1925	
			TOTAL PLANT	
Big Creek #2A	Fresno	1	08/06/1928	
		2	12/21/1928	
			TOTAL PLANT	
Big Creek #3	Fresno & Madera	1	10/03/1923	
		2	09/30/1923	
		3	10/05/1923	
		4	04/28/1948	
		5	02/24/1980	
			TOTAL PLANT	
Big Creek #4	Fresno & Madera	1	06/12/1951	
		2	07/02/1951	
			TOTAL PLANT	
Big Creek #4 Dam 7	Fresno & Madera			

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(fishwater generator)

Big Creek #8	Fresno	1	08/16/1921
		2	06/08/1929

			TOTAL PLANT
Mammoth Pool	Madera	1	03/28/1960
		2	03/28/1960

			TOTAL PLANT

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra

NORTHERN REGION HYDROELECTRIC PLANTS (continued)				
Mammoth Pool - Res. (fishwater generator)	Madera			
Portal	Fresno	1	12/22/1956	
John S. Eastwood	Fresno	1	12/01/1987	
			TOTAL NORTHERN REGION HYDRO PLANTS	==
EASTERN REGION HYDROELECTRIC PLANTS:				
Fontana	San Bernardino	1	12/22/1917	
		2	12/22/1917	

			TOTAL PLANT	
Kaweah #1	Tulare	1	05/25/1929	
Kaweah #2	Tulare	2	09/13/1929	
Kaweah #3	Tulare	1	05/29/1913	
		2	05/29/1913	

			TOTAL PLANT	
Kern River #1	Kern	1	05/19/1907	
		2	06/07/1907	
		3	07/29/1907	
		4	06/27/1907	

			TOTAL PLANT	
Kern River #3	Kern	1	05/13/1921	
		2	03/22/1921	

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TOTAL PLANT			
Kern River Borel	Kern	1	12/31/1904
		2	12/31/1904
		3	01/23/1932

TOTAL PLANT			
Lytle Creek	San Bernardino	1	10/23/1904
		2	09/15/1904

TOTAL PLANT			
Ontario #1	Los Angeles	1	12/00/1902
		2	12/00/1902
		3	12/00/1902

TOTAL PLANT			
Ontario #2	Los Angeles	1	06/13/1963

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra

EASTERN REGION HYDROELECTRIC PLANTS (continued)				
San Gorgonio #1*	Riverside	1	12/05/1923	
San Gorgonio #2* (Slated for decommissioning)	Riverside	1	12/17/1923	
Santa Ana #1	San Bernardino	1	02/14/1899	
		2	02/10/1899	
		3	01/09/1899	
		4	01/10/1899	

TOTAL PLANT				
Santa Ana #3 [Santa Ana #2 replaced by new Santa Ana #3 plant]	San Bernardino	1	11/16/1999	
Sierra	Los Angeles	1	01/12/1922	
		2	02/16/1922	

TOTAL PLANT				
Tule River	Tulare	1	09/14/1909	
		2	09/14/1909	

TOTAL PLANT				
Mill Creek #1	San Bernardino	1	09/07/1893	

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Mill Creek #2*	San Bernardino	1	08/03/1904
Mill Creek #3	San Bernardino	3	03/20/1903
		4	01/23/1904
		5	03/03/1904

			TOTAL PLANT
Bishop Creek #2	Inyo	1	11/00/1908
		2	11/00/1908
		3	06/00/1911

			TOTAL PLANT
Bishop Creek #3	Inyo	1	06/12/1913
		2	06/12/1913
		3	06/12/1913

			TOTAL PLANT
Bishop Creek #4	Inyo	1	09/20/1905
		2	09/20/1905
		3	00/00/1906
		4	10/01/1907
		5	00/00/1909

			TOTAL PLANT
Bishop Creek #5	Inyo	1	05/30/1943
		2	06/01/1919

			TOTAL PLANT

*Not operational; currently being decommissioned.

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra

EASTERN REGION HYDROELECTRIC PLANTS (continued)				
Bishop Creek #6	Inyo	1	03/12/1913	
Lundy	Mono	1	12/09/1911	
		2	02/02/1912	

			TOTAL PLANT	
Poole	Mono	1	00/00/1924	
Rush Creek	Mono	1	10/17/1916	
		2	12/11/1917	

			TOTAL PLANT	
TOTAL EASTERN REGION HYDRO PLANTS				

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TOTAL HYDRO PLANTS

TOTAL SCE OWNED RESOURCES (MAIN SYSTEM)

ISOLATED SYSTEMS:

Pebbly Beach (Diesel)	Los Angeles	7	07/03/1958
	(Catalina)	8	06/26/1963
		10	07/25/1966
		12	06/18/1976
		14	10/24/1986
		15	12/31/1995

			TOTAL PLANT
Catalina Hydro	Los Angeles	1	05/05/1983
		2	07/24/1985
		3	07/24/1985

			TOTAL PLANT

TOTAL SCE OWNED RESOURCES:

TOTAL ISOLATED SYSTEMS RESOURCES

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EXHIBIT A
CONSOLIDATING STATEMENTS OF INCOME AND SURPLUS
CONSOLIDATING BALANCE SHEETS

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EXHIBIT A
CONSOLIDATING STATEMENTS OF INCOME AND SURPLUS
CONSOLIDATING BALANCE SHEETS

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Attached hereto as Exhibit A are the following financial statements dated as of December 31, 2004, or for the year then ended:

Consolidating Balance Sheet and Consolidating Statements of Income and Retained Earnings, unless otherwise noted:

-----Part 2-----

Edison International and Subsidiaries
Southern California Edison Company and Subsidiaries
Southern California Edison Company and Subsidiaries
 Equity Investments
Edison Ventures and Subsidiaries [Dissolved]
Edison Mission Group Inc. and Subsidiaries
Edison Mission Group Inc. and Subsidiaries
 Equity Investments
Edison Enterprises and Subsidiaries
Edison Source and Subsidiaries
Edison Technology Solutions and Subsidiaries [Dissolved]
Mission Energy Holding Company and Subsidiaries

-----Part 3-----

Edison Capital and Subsidiaries
 Consolidating Balance Sheet
 Consolidating Statements of Income and Retained Earnings

-----Part 4-----

Edison Capital and Subsidiaries
 Equity Investments in Real Estate Limited Partnerships
 [Based on financial statements as of December 31, 2003]
 Equity Investments
 [Based on financial statements as of December 31, 2003 unless otherwise noted]
Mission Land Company and Subsidiaries
Mission Power Engineering Company and Subsidiaries

-----Part 5-----

Edison Mission Energy and Subsidiaries
 Consolidating Balance Sheet
 Consolidating Statements of Income and Retained Earnings
 Equity Investments

-----Part 6-----

Edison Mission Energy Fuel and Subsidiaries
Edison Mission Holdings Co. and Subsidiaries
EME CP Holdings Co. and Subsidiaries
EME Eastern Holdings Co. and Subsidiaries
Midwest Generation EME, LLC and Subsidiaries
Mission del Cielo, Inc. and Subsidiaries
Mission Energy Holdings International, Inc. and Subsidiaries [SEE PART 6A]
Mission Energy Wales Company and Subsidiaries *
MEW, MHLP, EME Generation Limited Partnership and Subsidiaries *
MEW, MHLP, EME Generation Holdings Limited and Subsidiaries *
MEW, MHLP, EGHI, EME Victoria Generation Limited and Subsidiaries *
MEW, MHLP, EGHI, FFH No. 1 Limited and Subsidiaries *
MEW, MHLP, EGHI, Loyvic Pty. Ltd. and Subsidiaries *

* Sold. Sheets remain but header marked "All assets of Mission Energy Wales Co. were sold or liq

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Consolidating Balance Sheet and Consolidating Statements
of Income and Retained Earnings, unless otherwise noted:

-----Part 6A-----

Mission Energy Holdings International, Inc. and Subsidiaries
MEHI, Beheer-en Beleggingsmaatschappij Plogema B.V. and Subsidiaries
MEHI, Plogema, Beheer-en Beleggingsmaatschappij Kameka B.V. and Subsidiaries
MEHI, Plogema, MEC Esenyurt B.V. and Subsidiaries
MEHI, Edison First Power Holdings II and Subsidiaries
MEHI, Maplekey Holdings Limited and Subsidiaries
MEHI, MEC San Pascual B.V. and Subsidiaries

-----Part 7 -----

MEC International B.V. and Subsidiaries *
MECI, EcoElectrica S.a.r.l. and Subsidiaries *
MECI, EMEA, Mission Energy Universal Holdings and Subsidiaries *

-----Part 8 -----

MECI, Hydro Energy B.V. and Subsidiaries *
MECI, Iberian Hy-Power Amsterdam B.V. and Subsidiaries *
MECI, Latrobe Power Pty Ltd and Subsidiaries *
MECI, Latrobe Valley B.V. and Subsidiaries *
MECI, Loy Yang Holdings Pty Ltd and Subsidiaries *
MECI, Loy Yang, Edison Mission Energy Holdings Pty Ltd and Subsidiaries *
MECI, Loy Yang, Latrobe Power Pty Ltd and Subsidiaries *
MECI, Loy Yang, Mission Energy Ventures Australia Pty Ltd and Subsidiaries *
MECI, Loy Yang, Traralgon Power Pty. Ltd. and Subsidiaries *

-----Part 9 -----

MECI, Majestic Energy Limited and Subsidiaries *
MECI, MEC International Holdings B.V. and Subsidiaries *
MECI, MEC Java B.V. and Subsidiaries *
MECI, MEC Java, Edison Mission Energy Asia Pte Ltd. and Subsidiaries *
MECI, MEC Perth B.V. and Subsidiaries *
MECI, MEC Wales B.V. and Subsidiaries *
MECI, MEC Wales, Mission Hydro Limited Partnership and Subsidiaries *
MECI, MEC Wales, MHLP, EME Generation Holdings Limited and Subsidiaries *
MECI, MEC Wales, MHLP, EGHI, EME Victoria Generation Limited and Subsidiaries *
MECI, MEC Wales, MHLP, EGHI, FFH No. 1 Limited and Subsidiaries *
MECI, MEC Wales, MHLP, EGHI, Loyvic Pty. Ltd. and Subsidiaries *

-----Part 10-----

MECI, Mission Energy Company (U.K.) Limited and Subsidiaries *
MECI, MEC(UK), Mission Hydro (UK) Limited and Subsidiaries *
MECI, MEC(UK), MH(UK), FFH No. 2 Limited and Subsidiaries *
MECI, MEC(UK), MH(UK), Mission Hydro Limited Partnership and Subsidiaries *
MECI, MEC(UK), MH(UK), MHLP, EME Generation Holdings Limited and Subsidiaries *
MECI, MEC(UK), MH(UK), MHLP, EME Gen, EME Victoria Generation Limited and Subsidiaries *
MECI, MEC(UK), MH(UK), MHLP, EME Gen, FFH No. 1 Limited and Subsidiaries *
MECI, MEC(UK), MH(UK), MHLP, EME Gen, Loyvic Pty Ltd. and Subsidiaries *
MECI, Traralgon Power Pty. Ltd. and Subsidiaries *
MEC International B.V. and Subsidiaries Equity Investments *

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* Sold. Sheets remain but header marked "ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD."

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EXHIBIT B
EXEMPT WHOLESale GENERATORS [EWGs]
AND FOREIGN UTILITY COMPANIES [FUCOs]

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EXHIBIT B
EXEMPT WHOLESale GENERATORS [EWGs]
AND FOREIGN UTILITY COMPANIES [FUCOs]

EDISON CAPITAL

4.EC01 ELECTRICIDAD DE LA PAZ S.A. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Epsilon
05 Edison Capital International (Bermuda) Ltd.
06 Edison Capital Latin American Investments (Bermuda) Ltd.
07 AIG-GE Capital Latin American Infrastructure Fund LP
08 Andes Energy XII Ltd.
09 Paz Holdings Ltd.
10 Electricidad de La Paz S.A.

4.EC02 EMPRESA DE LUZ Y FUERZA ELECTRICA DE ORURO S.A. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Epsilon
05 Edison Capital International (Bermuda) Ltd.
06 Edison Capital Latin American Investments (Bermuda) Ltd.
07 AIG-GE Capital Latin American Infrastructure Fund LP
08 Andes Energy XII Ltd.
09 Paz Holdings Ltd.
10 Empresa de Luz y Fuerza Electrica de Oruro S.A.

4.EC03 EPZ MISSION FUNDING MU TRUST [FUCO]

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00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Epsilon
05 Mission Funding Alpha
06 Mission Funding Mu
07 EPZ Mission Funding Mu Trust

4.EC04 EPZ MISSION FUNDING NU TRUST [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Epsilon
05 Mission Funding Delta
06 Mission Funding Nu
07 EPZ Mission Funding Nu Trust

4.EC05 LAKOTA RIDGE LLC [EWG]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Lakota Ridge LLC 75%

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4.EC06 SHAKATAN HILLS LLC [EWG]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Shaokatan Hills LLC 75%

4.EC07 WOODSTOCK HILLS LLC [EWG]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Woodstock Hills LLC 75%

4.EC08 STORM LAKE POWER PARTNERS I LLC [EWG]

00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Iowa Wind Company
05 Storm Lake Partners I LLC 99%

04 Edison Capital Housing Investments
05 Mission Housing Gamma

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05 Storm Lake Partners I LLC 1%

4.EC09 BISSON WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Bisson Windfarm LLC 95%

4.EC10 BOEVE WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Beove Windfarm LLC 99%

4.EC11 CG WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 CG Windfarm LLC 99%

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4.EC12 FEY WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Fey Windfarm LLC 99%

4.EC13 K-BRINK WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 K-Brink Windfarm LLC 99%

4.EC14 TG WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.

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02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 TG Windfarm LLC 99%

4.EC15 TOFTELAND WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Tofteland Windfarm LLC 91%

4.EC16 WESTRIDGE WINDFARM LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Westridge Windfarm LLC 92%

4.EC17 WINDCURRENT WINDFARMS LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Windcurrent Windfarms LLC 99%

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4.EC18 CARSTENSEN WIND LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Carstensen Wind LLC 99%

4.EC19 GREENBACK ENERGY LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Greenback Energy LLC 99%

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4.EC20 LUCKY WIND LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Lucky Wind LLC 99%

4.EC21 NORTHERN LIGHTS WIND LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Northern Lights Wind LLC 99%

4.EC 22 STAHL WIND ENERGY LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Edison Capital
03 Edison Funding Company
04 Mission Funding Zeta
05 Mission Minnesota Wind LLC
06 Stahl Wind Energy LLC 99%

EDISON MISSION ENERGY

4.EME01 EME HOMER CITY GENERATION L.P. [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Edison Mission Holdings Co.
05 Chestnut Ridge Energy Company
06 EME Homer City Generation L.P. (99%LP)

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00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Edison Mission Holdings Co.
05 Mission Energy Westside, Inc.
06 EME Homer City Generation L.P. (1%GP)

4.EME02 MIDWEST GENERATION, LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy

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04 Midwest Generation EME, LLC
05 Edison Mission Midwest Holdings Co.
06 Midwest Generation, LLC

4.EME03 SUNRISE POWER COMPANY LLC [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission del Cielo, Inc.
05 Mission del Sol, LLC
06 Sunrise Power Company, LLC (50%)

4.EME04 BROOKLYN NAVY YARD COGENERATION PARTNERS, LP [EWG]
00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy New York, Inc.
05 Brooklyn Navy Yard Cogeneration Partners, LP (50%)

4.EME05 LOY YANG B JOINT VENTURE [FUCO]
00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.

06A Latrobe Power Pty Ltd (99%)
07A Mission Victoria Partnership (52.31%)
08A Latrobe Power Partnership (99%)
09A Loy Yang B Joint Venture (51%)

06B Loy Yang Holdings Pty Ltd
07B Edison Mission Energy Holdings Pty Ltd
08B Edison Mission Energy Australia Ltd
09B Latrobe Power Partnership (1%)
10B Loy Yang B Joint Venture (51%)

06C Loy Yang Holdings Pty Ltd
07C Latrobe Power Pty Ltd (1%)
08C Mission Victoria Partnership (52.31%)
09C Latrobe Power Partnership (99%)
10C Loy Yang B Joint Venture (51%)

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06D Loy Yang Holdings Pty Ltd
07D Mission Energy Ventures Australia Pty Ltd
08D Mission Victoria Partnership (1%)
09D Latrobe Power Partnership (99%)
10D Loy Yang B Joint Venture (51%)

06E Loy Yang Holdings Pty Ltd

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07E Traralgon Power Pty Ltd (1%)
 08E Mission Victoria Partnership (46.69%)
 09E Latrobe Power Partnership (99%)
 10E Loy Yang B Joint Venture (51%)

 06F Traralgon Power Pty Ltd (99%)
 07F Mission Victoria Partnership (46.69%)
 08F Latrobe Power Partnership (99%)
 09F Loy Yang B Joint Venture (51%)

 06G Mission Energy Company (UK) Limited
 07G Mission Hydro (UK) Ltd
 08G Mission Hydro Limited Partnership (1%)
 09G EME Generation Holdings Ltd
 10G EME Victoria Generation Ltd
 11G Mission Energy Development Australia Pty Ltd
 12G Gippsland Power Pty Ltd
 13G Loy Yang B Joint Venture (49%)

 06H MEC Wales B.V. (100%)
 07H Mission Hydro Limited Partnership (69%)
 08H EME Generation Holdings Ltd
 09H EME Victoria Generation Ltd
 10H Mission Energy Development Australia Pty Ltd
 11H Gippsland Power Pty Ltd
 12H Loy Yang B Joint Venture (49%)

 00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company
 03 Edison Mission Energy
 04 Mission Energy Wales Company
 05 Mission Hydro Limited Partnership (30%)
 06 EME Generation Holdings Ltd
 07 EME Victoria Generation Ltd
 08 Mission Energy Development Australia Pty Ltd
 09 Gippsland Power Pty Ltd
 10 Loy Yang B Joint Venture (49%)

 4.EME06 FIRST HYDRO COMPANY [FUCO]
 00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company
 03 Edison Mission Energy
 04 Mission Energy Holdings International, Inc.*
 05 MEC International B.V.

 06J Mission Energy Company (UK) Limited
 07J Mission Hydro (UK) Ltd
 08J Mission Hydro Limited Partnership (1%)
 09J EME Generation Holdings Ltd
 10J FFH No. 1 Limited
 11J First Hydro Holdings Company (99%)
 12J First Hydro Company (99%)

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12J First Hydro Finance plc
 13J First Hydro Company (1%)

 06K MEC Wales B.V. (100%)
 07K Mission Hydro Limited Partnership (69%)
 08K EME Generation Holdings Ltd
 09K FFH No. 1 Limited
 10K First Hydro Holdings Company (99%)
 11K First Hydro Company (99%)

 11K First Hydro Finance plc
 12K First Hydro Company (1%)

00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company
 03 Edison Mission Energy
 04 Mission Energy Wales Company
 05 Mission Hydro Limited Partnership (30%)
 06 EME Generation Holdings Ltd
 07 FFH No. 1 Limited
 08 First Hydro Holdings Company (99%)
 09 First Hydro Company (99%)

 09 First Hydro Finance plc
 10 First Hydro Company (1%)

00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company
 03 Edison Mission Energy
 04 Mission Energy Holdings International, Inc.*
 05 MEC International B.V.
 06 Mission Energy Company (UK) Limited
 07 Mission Hydro (UK) Ltd
 08 FFH No. 1 Limited
 09 First Hydro Holdings Company (1%)
 10 First Hydro Company (99%)

 10 First Hydro Finance plc
 11 First Hydro Company (1%)

4.EME07 CBK POWER COMPANY LTD. [FUCO]

00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company
 03 Edison Mission Energy
 04 Mission Energy Holdings International, Inc.*
 05 MEC International B.V.
 06 Edison Mission Millennium B.V.
 07 EME Caliraya B.V. (75%)
 08 CBK Power Company Ltd. (49%)

 07 EME Kayalaan B.V.
 08 CBK Power Company Ltd. (1%)

4.EME08 KALAYAAN POWER MANAGEMENT CORPORATION [FUCO]

00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company

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03 Edison Mission Energy

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04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Edison Mission Operation and Maintenance Services B.V.
07 Kalayaan Power Management Corporation (50%)

4.EME09 ITALIAN VENTO POWER CORPORATION 4 S.R.L. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Edison Mission Wind Power Italy B.V.
07 Italian Vento Power Corporation 4 S.r.l. (50%)

4.EME10 CONTACT ENERGY LIMITED [EWG]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 EME Atlantic Holdings Limited
07 EME Ascot Limited
08 EME Buckingham Limited
09 EME Precision B.V.
10 Mission Energy Universal Holdings
11 Mission Energy Pacific Holdings
12 Contact Energy Limited (50.598%)

10 Mission Energy Universal Holdings
11 Contact Energy Limited (0.624%)

4.EME11 TRI ENERGY COMPANY LIMITED [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 EME Tri Gen B.V.
07 Tri Energy Company Limited (25%)

4.EME12 IBERICA DE ENERGIAS, S.A. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Hydro Energy B.V. (10%)

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07 Iberica de Energias, S.A. (96.65%)

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*

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05 MEC International B.V.
06 Iberian Hy-Power Amsterdam B.V.
07 Hydro Energy B.V. (90%)
08 Iberica de Energias, S.A. (96.65%)

07 Iberica de Energias (3.35%)

4.EME13 ELECTROMETALURGICA DEL EBRO, S.A. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Hydro Energy B.V. (10%)
07 Iberica de Energias, S.A. (96.65%)
08 Electrometalurgica del Ebro, S.A. (91.32%)

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Iberian Hy-Power Amsterdam B.V.
07 Hydro Energy B.V. (90%)
08 Iberica de Energias, S.A. (96.65%)
09 Electrometalurgica del Ebro, S.A. (91.32%)

--
07 Iberica de Energias, S.A. (3.35%)
08 Electrometalurgica del Ebro, S.A. (91.32%)

4.EME14 PERTH POWER PARTNERSHIP [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 MEC Perth B.V. (100%)
07 Kwinana Power Partnership (99%)
08 Perth Power Partnership (70%)

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy

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04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Loy Yang Holdings Pty. Ltd.
07 Edison Mission Energy Holdings Pty. Ltd.
08 Mission Energy (Kwinana) Pty. Ltd.
09 Kwinana Power Partnership (1%)
10 Perth Power Partnership (70%)

4.EME15 DOGA ENERJI URETIM SANAYI VE TICARET L.S. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company

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03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 MEC Esenyurt B.V. (100%)
07 Doya Enerji Uretim Sanayi ve Ticaret L.S. (80%)

4.EME16 PT. PAITON ENERGY COMPANY [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 MEC Indonesia B.V. (99%)
07 P. T. Paiton Energy Company (40%)

06 MEC International Holdings B.V.
07 MEC Indonesia B.V. (1%)
08 P. T. Paiton Energy Company (40%)

4.EME17 ISAB ENERGY, S.R.L. [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 MEC Priolo B.V. (100%)
07 ISAB Energy, s.r.l. (49%)

4.EME18 DERWENT COGENERATION LIMITED [FUCO]

00 Edison International
01 Edison Mission Group Inc.
02 Mission Energy Holding Company
03 Edison Mission Energy
04 Mission Energy Holdings International, Inc.*
05 MEC International B.V.
06 Mission Energy Company (UK) Limited
07 Derwent Cogeneration Limited (33%)

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4.EME19 LAKELAND POWER LIMITED [FUCO]
 00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company
 03 Edison Mission Energy
 04 Mission Energy Holdings International, Inc.*
 05 MEC International B.V.
 06 Mission Energy Company (UK) Limited
 07 Pride Hold Limited (99%)
 08 Lakeland Power Limited

 06 Pride Hold Limited (1%)
 07 Lakeland Power Limited

4.EME20 ECOELECTRICA L.P. [FUCO]
 00 Edison International
 01 Edison Mission Group Inc.
 02 Mission Energy Holding Company

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03 Edison Mission Energy
 04 Mission Energy Holdings International, Inc.*
 05 MEC International B.V.
 06 EcoElectrica S.a.r.l.
 07 EME del Caribe Holding GmbH
 08 EME del Caribe
 09 EcoElectrica Holdings, Ltd. 50%
 10 EcoElectrica Ltd.
 11 Ecoelectrica LP (1%)

 10 Ecoelectrica LP (99%)

* Mission Energy Holdings International, Inc. directly owned 99.97% (100% of the Class A shares) International B.V. ("MECI") and indirectly owned 0.02% of MECI through its wholly owned subsidiary International LLC, which owned 0.01% or 100% of the Class B shares of MECI, and EME Southwest Power which owned 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owned 0.01% (100% of shares) of MECI through its wholly owned subsidiary Edison Mission Project Co.

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PART 2

EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Southern Edison Mission
 California Edison Group Inc.

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	Company Consolidated	Consolidated

ASSETS		

Cash and equivalents	\$122	\$2,
Restricted cash	61	
Receivables - net	618	
Accrued unbilled revenue	320	
Fuel inventory	8	
Materials and supplies, at average cost	188	
Accumulated deferred income taxes - net	134	
Trading and price risk management assets		
Regulatory assets	553	
Prepayments		
Other current assets	72	

Total current assets	2,076	3,

Nonutility property - net	583	2,
Nuclear decommissioning trusts	2,757	
Investments in partnerships and unconsolidated subsidiaries	377	
Investments in leveraged leases		2,
Other investments	170	

Total investment and other assets	3,887	6,

Utility plant, at original cost:		
Transmission and distribution	15,685	
Generation	1,356	
Accumulated provision for depreciation	(4,506)	
Construction work in progress	789	
Nuclear fuel, at amortized cost	151	

Total utility plant	13,475	

Restricted cash		
Regulatory assets - net	3,285	
Other deferred charges	567	1,

Total deferred charges	3,852	1,

Assets of discontinued operations		

Total assets	\$23,290	\$11,
=====		

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Insurance Services, Inc.	Edison Drives Electric [dissolved 10/27/2004]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net	\$3	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		

Total current assets	3	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments	27	

Total investment and other assets	27	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	3	

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Total deferred charges	3
------------------------	---

Assets of discontinued operations

Total assets	\$33
--------------	------

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EIX Trust II [cancelled 11/30/2004]	EIX Trust III (inactive)
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		

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Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

 Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

 Assets of discontinued operations

 =====
 Total assets
 =====

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Variable Interest Entities	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		(1,
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets	\$3	

Total current assets	3	(1,

Nonutility property - net	379	
Nuclear decommissioning trusts		

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Investments in partnerships and unconsolidated subsidiaries	(231)	(7,
Investments in leveraged leases		
Other investments		

Total investment and other assets	148	(7,

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	5	(

Total deferred charges	5	(

Assets of discontinued operations		

Total assets	\$156	(\$9,
=====		

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Southern California Edison Company Consolidated	Edison Mission Group Inc. Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt	\$88	
Long-term debt due within one year	246	\$
Preferred stock to be redeemed within one year	9	
Accounts payable	700	
Accrued taxes	357	
Accrued Interest	155	
Customer deposits	168	

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Book overdrafts	232	
Trading and risk management liabilities		
Regulatory liabilities	490	
Other current liabilities	643	

Total current liabilities	3,048	1,

Long-term debt	5,225	4,

Accumulated deferred income taxes - net	2,865	2,
Accumulated deferred investment tax credits	126	
Customer advances and other deferred credits	510	
Power-purchase contracts	130	
Preferred securities subject to mandatory redemption	139	
Accumulated provision for pensions and benefits	417	
Asset retirement obligations	2,183	
Regulatory liabilities	3,356	
Other long-term liabilities	232	

Total deferred credits and other liabilities	9,958	3,

Liabilities of discontinued operations		

Total Liabilities	18,231	8,

Commitments and contingencies		
Minority Interest	409	

Preferred stock not subject to mandatory redemption	129	

Common stock	2,518	2,
Accumulated other comprehensive loss	(17)	
Retained earnings	2,020	(

Total common shareholders' equity	4,521	2,

Total liabilities and shareholders' equity	\$23,290	\$11,
=====		

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Edison Insurance Services, Inc.	Edison Drives Electric [dissolved 10/27/2004]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$3	
Accrued taxes		
Accrued Interest		
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities		

Total current liabilities	3	

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Commitments and contingencies		
Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	2	
Accumulated other comprehensive loss		
Retained earnings	28	

Total common shareholders' equity	30	

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 Total liabilities and shareholders' equity \$33
 =====

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EIX Trust II [cancelled 11/30/2004]	EIX Trust III (inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Accrued Interest		
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

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Total Liabilities

 Commitments and contingencies

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Accumulated other comprehensive loss

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====
 =====

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]

Consolidating Balance Sheet

December 31, 2004

(In millions)

	Variable Interest Entities	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(1,
Accrued taxes		
Accrued Interest		
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities	\$2	

Total current liabilities	2	(1,

Long-term debt	27	(1,

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		

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Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Commitments and contingencies		
Minority Interest	205	(

Preferred stock not subject to mandatory redemption		

Common stock		(5,
Accumulated other comprehensive loss		(1,
Retained earnings		(1,

Total common shareholders' equity		(6,

Total liabilities and shareholders' equity	\$234	(\$10,
=====		

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Southern California Edison Company Consolidated	Edison Missio Group Inc. Consolidated
Electric utility	\$8,448	
Nonutility power generation		\$1
Financial services and other		

Total operating revenue	8,448	1

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Fuel	810	
Purchased power	2,332	
Provisions for regulatory adjustment clauses - net	(201)	
Other operation and maintenance	2,457	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	860	
Property and other taxes	177	
<hr/>		
Total operating expenses	6,435	2
<hr/>		
Operating income (loss)	2,013	
Interest and dividend income	20	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	84	
Interest expense - net of amounts capitalized	(409)	
Other nonoperating deductions	(69)	
Dividends on preferred securities subject to mandatory redemption		
<hr/>		
Income from continuing operations before tax	1,639	(1
Income tax (benefit)	438	
Dividends on utility preferred stock not subject to mandatory redemption	(6)	
Minority interest	280	
<hr/>		
Income from continuing operations	915	
Income from discontinued operations - net of tax		
<hr/>		
Income before accounting change	915	
Cumulative effect of accounting change - net of tax		
<hr/>		
Net income (loss)	915	
<hr/>		
Retained earnings - beginning of year	1,868	
Dividends declared on common stock	(750)	
Shares purchased for stock-based compensation	(43)	
Proceeds from stock option exercises	29	
Capital stock expense and other	1	
<hr/>		
Retained earnings - end of year	\$2,020	(
<hr/>		

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Edison Insurance Services, Inc.	Edison Drives Electric [dis 10/27/2004]
Electric utility		
Nonutility power generation		
Financial services and other	\$6	
Total operating revenue	6	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)	6	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		
Income from continuing operations before tax	6	
Income tax (benefit)	2	
Dividends on utility preferred stock not subject to mandatory redemption		
Minority interest		
Income from continuing operations	4	
Income from discontinued operations - net of tax		
Income before accounting change	4	
Cumulative effect of accounting change - net of tax		
Net income (loss)	4	
Retained earnings - beginning of year	25	
Dividends declared on common stock		
Shares purchased for stock-based compensation		
Proceeds from stock option exercises		
Stock option appreciation		
Retained earnings - end of year	\$29	

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	EIX Trust II [cancelled 11/30/2004]	EIX Trust III (inactive)
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		(\$8)
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		
-----	-----	-----
Income from continuing operations before tax		(8)
Income tax (benefit)		
Dividends on utility preferred stock not subject to mandatory redemption		
Minority interest		
-----	-----	-----
Income from continuing operations		(8)
Income from discontinued operations - net of tax		
-----	-----	-----
Income before accounting change		(8)
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		(8)
-----	-----	-----

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Equity in earnings of subsidiaries	
Retained earnings - beginning of year	(2)
Dividends declared on common stock	
Shares purchased for stock-based compensation	
Proceeds from stock option exercises	
Capital stock expense and other	
-----	-----
Retained earnings - end of year	(\$10)
=====	=====

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EDISON INTERNATIONAL and Subsidiaries [Tier 1]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Variable Interest Entities	Consolidating Adjustments
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		(\$2)
Equity in income from partnerships and unconsolidated subsidiaries - net		(139)
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		
-----	-----	-----
Income from continuing operations before tax		(141)
Income tax (benefit)		
Dividends on utility preferred stock		

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not subject to mandatory redemption		
Minority interest	\$141	(

Income from continuing operations		
Income from discontinued operations - net of tax		

Income before accounting change		
Cumulative effect of accounting change - net of tax		

Net income (loss)		

Equity in earnings of subsidiaries		
Retained earnings - beginning of year		(1
Dividends declared on common stock		
Shares purchased for stock-based compensation		
Proceeds from stock option exercises		
Capital stock expense and other		

Retained earnings - end of year		(\$1
=====		

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Conservation Financing Corporation	Edison ESI

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		\$1
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments and other current assets		

Total current assets		1

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		

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Investments in leveraged leases

Other investments

Total investment and other assets

Utility plant, at original cost:

 Transmission and distribution

 Generation

Accumulated provision for depreciation

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Restricted cash

Regulatory assets - net

Other deferred charges

151

Total deferred charges

151

Assets of discontinued operations

Total assets

\$152

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]

Consolidating Balance Sheet

December 31, 2004

(In millions)

	Mono Power Company (inactive)	Mountainview P Company LLC

ASSETS		

Cash and equivalents		\$1
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		

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Prepayments and other current assets

Total current assets

1

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

\$1

\$

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

SCE Funding LLC

SCE Trust I
 (inactive)

ASSETS

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Cash and equivalents	\$2
Restricted cash	61
Receivables - net	
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Regulatory assets	
Prepayments and other current assets	

Total current assets	63

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	

Total investment and other assets	

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	739

Total deferred charges	739

Assets of discontinued operations	

Total assets	\$802
=====	
=====	
=====	

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

(In millions)

	SCE Trust III (inactive)	SCE UK Service Limited [cance 06/29/2004]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		
Total assets		

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Variable Interest Entities	Southern California Edi Company
ASSETS		
Cash and equivalents	\$91	
Restricted cash		
Receivables - net	118	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost	15	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments and other current assets	3	
Total current assets	227	1,
Nonutility property - net		
Nuclear decommissioning trusts		2,
Investments in partnerships and unconsolidated subsidiaries	377	
Investments in leveraged leases		
Other investments		
Total investment and other assets	377	3,
Utility plant, at original cost:		
Transmission and distribution		15,
Generation		1,
Accumulated provision for depreciation		(4,
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		13,
Restricted cash		
Regulatory assets - net		3,

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Other deferred charges	5	

Total deferred charges	5	3,

Assets of discontinued operations		

Total assets	\$609	\$22,
=====		

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Southern California Edison Company Consolidated	

ASSETS		

Cash and equivalents	\$122	
Restricted cash	61	
Receivables - net	618	
Accrued unbilled revenue	320	
Fuel inventory	8	
Materials and supplies, at average cost	188	
Accumulated deferred income taxes - net	134	
Trading and price risk management assets		
Regulatory assets	553	
Prepayments and other current assets	72	

Total current assets	2,076	

Nonutility property - net	583	
Nuclear decommissioning trusts	2,757	
Investments in partnerships and unconsolidated subsidiaries	377	
Investments in leveraged leases		
Other investments	170	

Total investment and other assets	3,887	

Utility plant, at original cost:		

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Transmission and distribution	15,685
Generation	1,356
Accumulated provision for depreciation	(4,506)
Construction work in progress	789
Nuclear fuel, at amortized cost	151

Total utility plant	13,475

Restricted cash	
Regulatory assets - net	3,285
Other deferred charges	567

Total deferred charges	3,852

Assets of discontinued operations	

Total assets	\$23,290
=====	

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Conservation Financing Corporation	Edison ESI

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$1
Accrued taxes		
Accrued Interest		
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities		

Total current liabilities		1

Long-term debt		

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Accumulated deferred income taxes - net	(45)
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	54
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Regulatory liabilities	
Other long-term liabilities	49

Total deferred credits and other liabilities	58

Liabilities of discontinued operations	

Total Liabilities	59

Commitments and contingencies	
Minority Interest	1

Preferred stock not subject to mandatory redemption	

Common stock	63
Accumulated other comprehensive loss	
Retained earnings	29

Total common shareholders' equity	92

Total liabilities and shareholders' equity	\$152
=====	

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mono Power Company (inactive)	Mountainview P Company LLC

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		

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Accrued taxes		
Accrued Interest		
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Commitments and contingencies		
Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		\$3
Accumulated other comprehensive loss		
Retained earnings		(2)

Total common shareholders' equity		1

Total liabilities and shareholders' equity		\$1
=====		
		\$

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004

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(In millions)

	SCE Funding LLC	SCE Trust I (inactive)
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt	\$246	
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	30	
Accrued taxes		
Accrued Interest	1	
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities		
Total current liabilities	277	
Long-term debt	492	
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities	769	
Commitments and contingencies		
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock	47	
Accumulated other comprehensive loss		
Retained earnings	(15)	

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Total common shareholders' equity	32

Total liabilities and shareholders' equity	\$802
=====	

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

SCE Trust III
 (inactive)

SCE UK Service
 Limited [cance
 06/29/2004]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Accrued Interest
 Customer deposits
 Book overdrafts
 Trading and risk management liabilities
 Regulatory liabilities
 Other current liabilities

 Total current liabilities

 Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Regulatory liabilities
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

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Total Liabilities

 Commitments and contingencies

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Accumulated other comprehensive loss

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====
 =====

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]

Consolidating Balance Sheet

December 31, 2004

(In millions)

	Variable Interest Entities	Southern California Edi Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$62	
Accrued taxes		
Accrued Interest		
Customer deposits		
Book overdrafts		
Trading and risk management liabilities		
Regulatory liabilities		
Other current liabilities	3	

Total current liabilities	65	2,

Long-term debt	54	5,

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Accumulated deferred income taxes - net	(8)	2,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	12	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		2,
Regulatory liabilities		3,
Other long-term liabilities		

Total deferred credits and other liabilities	4	9,

Liabilities of discontinued operations		

Total Liabilities	123	18,

Commitments and contingencies		
Minority Interest	408	

Preferred stock not subject to mandatory redemption		

Common stock		2,
Accumulated other comprehensive loss		
Retained earnings		2,

Total common shareholders' equity		4,

Total liabilities and shareholders' equity	\$531	\$22,
=====		

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Southern
 California Edison
 Company
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	\$88
Long-term debt due within one year	246

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Preferred stock to be redeemed within one year	9
Accounts payable	700
Accrued taxes	357
Accrued Interest	115
Customer deposits	168
Book overdrafts	232
Trading and risk management liabilities	
Regulatory liabilities	400
Other current liabilities	643

Total current liabilities	3,048

Long-term debt	5,225

Accumulated deferred income taxes - net	2,865
Accumulated deferred investment tax credits	126
Customer advances and other deferred credits	510
Power-purchase contracts	130
Preferred securities subject to mandatory redemption	139
Accumulated provision for pensions and benefits	417
Asset retirement obligations	2,183
Regulatory liabilities	3,356
Other long-term liabilities	232

Total deferred credits and other liabilities	9,958

Liabilities of discontinued operations	

Total Liabilities	18,231

Commitments and contingencies	
Minority Interest	409

Preferred stock not subject to mandatory redemption	129

Common stock	2,518
Accumulated other comprehensive loss	(17)
Retained earnings	2,020

Total common shareholders' equity	4,521

Total liabilities and shareholders' equity	\$23,290
=====	

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Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Conservation Financing Corporation	Edison ESI
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		\$5
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		
Income from continuing operations before tax		5
Income tax (benefit)		2
Dividends on utility preferred stock not subject to mandatory redemption		
Minority interest		
Income from continuing operations		3
Income from discontinued operations - net of tax		
Income before accounting change		3
Cumulative effect of accounting change - net of tax		
Net income (loss)		3
Retained earnings - beginning of year		27
Dividends declared on common stock		
Shares purchased for stock-based compensation		
Proceeds from stock option exercises		

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Capital stock expense and other

Retained earnings - end of year \$30

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mono Power Company (inactive)	Mountainview Company LLC
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		
Income from continuing operations before tax		
Income tax (benefit)		
Dividends on utility preferred stock not subject to mandatory redemption		
Minority interest		
Income from continuing operations		
Income from discontinued operations - net of tax		

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Income before accounting change	
Cumulative effect of accounting change - net of tax	
Net income (loss)	
Retained earnings - beginning of year	(\$2)
Dividends declared on common stock	
Shares purchased for stock-based compensation	
Proceeds from stock option exercises	
Capital stock expense and other	
Retained earnings - end of year	(\$2)

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	SCE Funding LLC	SCE Trust I (inactive)
Electric utility	\$59	
Nonutility power generation		
Financial services and other		
Total operating revenue	59	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	3	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses	3	
Operating income (loss)	56	
Interest and dividend income	1	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	(59)	
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		

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Income from continuing operations before tax	(2)
Income tax (benefit)	
Dividends on utility preferred stock not subject to mandatory redemption	
Minority interest	
Income from continuing operations	(2)
Income from discontinued operations - net of tax	
Income before accounting change	(2)
Cumulative effect of accounting change - net of tax	
Net income (loss)	(2)
Retained earnings - beginning of year	(13)
Dividends declared on common stock	
Shares purchased for stock-based compensation	
Proceeds from stock option exercises	
Capital stock expense and other	
Retained earnings - end of year	(\$15)

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
Consolidating Statements of Income (Loss) and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

SCE Trust III
(inactive)

SCE UK Service
Limited [canc
06/29/2004]

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

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Total operating expenses

 Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Dividends on preferred securities
 subject to mandatory redemption

Income from continuing operations before tax
 Income tax (benefit)
 Dividends on utility preferred stock
 not subject to mandatory redemption
 Minority interest

Income from continuing operations
 Income from discontinued operations - net of tax

Income before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Shares purchased for stock-based compensation
 Proceeds from stock option exercises
 Capital stock expense and other

Retained earnings - end of year
 =====

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ENvestSCE

Edison Carrie
 Solutions

 Electric utility
 Nonutility power generation
 Financial services and other

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Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Dividends on preferred securities
subject to mandatory redemption

Income from continuing operations before tax
Income tax (benefit)
Dividends on utility preferred stock
not subject to mandatory redemption
Minority interest

Income from continuing operations
Income from discontinued operations - net of tax

Income before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Shares purchased for stock-based compensation
Proceeds from stock option exercises
Capital stock expense and other

Retained earnings - end of year
=====

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries [Tier 2]
Consolidating Statements of Income (Loss) and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

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	Variable Interest Entities	Consolidating Adjustments
Electric utility	\$285	(
Nonutility power generation		
Financial services and other		
Total operating revenue	285	
Fuel	578	
Purchased power	(669)	
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	67	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	28	
Property and other taxes		
Total operating expenses	4	
Operating income (loss)	281	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities subject to mandatory redemption		
Income from continuing operations before tax	281	
Income tax (benefit)		
Dividends on utility preferred stock not subject to mandatory redemption		
Minority interest	280	
Income from continuing operations	1	
Income from discontinued operations - net of tax		
Income before accounting change	1	
Cumulative effect of accounting change - net of tax		
Net income (loss)	\$1	
Retained earnings - beginning of year		
Dividends declared on common stock		
Shares purchased for stock-based compensation		
Proceeds from stock option exercises		
Capital stock expense and other		
Retained earnings - end of year		

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SOUTHERN CALIFORNIA EDISON COMPANY and Subsidiaries
 Equity Investments
 December 31, 2004
 (In millions)

Name of Entity: Bear Creek Uranium
 Company (inactive)

Equity Interest:

Assets

Revenues

Net Income (Loss)

Nature/Purpose of Business: To develop and operate an
 integrated uranium mining
 complex in Wyoming.

Ownership Interest(s): 50% by Mono Power Company

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EDISON VENTURES and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Ventures [dissolved 03/02/2004]	Edison TransEn [dissolved 03/02/2004]
--	---

ASSETS

 Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Regulatory assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Ventures
 Consolidated
 [dissolved
 03/02/2004]

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Regulatory assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Assets of discontinued operations

Total assets

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EDISON VENTURES and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Ventures [dissolved 03/02/2004]	Edison TransEn [dissolved 03/02/2004]
--	---

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Regulatory liabilities
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

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Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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EDISON VENTURES and Subsidiaries [Tier 2]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Ventures
Consolidated
[dissolved
03/02/2004]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits

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Asset retirement obligations
 Regulatory liabilities
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====
 =====
 =====

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EDISON VENTURES and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Ventures	Edison TransE
	[dissolved	[dissolved
	03/02/2004]	03/02/2004]

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net

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Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income from continuing operations before tax
 Income tax (benefit)

Income from continuing operations
 Income from discontinued operations - net of tax

Income before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON VENTURES and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edison Ventures
 Consolidated
 [dissolved
 03/02/2004]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income from continuing operations before tax
Income tax (benefit)

Income from continuing operations
Income from discontinued operations - net of tax

Income before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Edison Mission Group Inc.	Edison Capital Consolidated

ASSETS		

Cash and equivalents		\$
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		2,
Other investments		

Total investment and other assets		2,

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	\$820	

Total deferred charges		

Assets of discontinued operations		

Total assets		\$3,
=====		

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison OandM Services (inactive)	Edison Technol Solutions Consolidated [dissolved 10/06/2004]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$5	
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets	5	
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets \$5
 =====

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Land Company Consolidated	Mission Power Engineering Company Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		\$4
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		

Total current assets	4	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		1

Total investment and other assets		1

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Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets \$6
=====

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Mission
Group Inc.
Consolidated

ASSETS

Cash and equivalents	\$2,459
Restricted cash	12
Receivables - net	612
Accrued unbilled revenue	
Fuel inventory	65
Materials and supplies, at average cost	43
Accumulated deferred income taxes - net	
Trading and price risk management assets	41
Regulatory assets	
Prepayments	16
Other current assets	247

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Total current assets	3,495

Nonutility property - net	2,959
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	839
Investments in leveraged leases	2,424
Other investments	

Total investment and other assets	6,222

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	155
Regulatory assets - net	
Other deferred charges	1,270

Total deferred charges	1,425

Assets of discontinued operations	132

Total assets	\$11,274
=====	

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Mission
Group Inc.

Edison Capital
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year

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Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Accrued interest		
Trading and risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		2,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		2,

Liabilities of discontinued operations		

Total Liabilities		2,

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	\$2,990	
Accumulated other comprehensive loss		
Retained earnings	(749)	

Total common shareholders' equity	2,241	

Total liabilities and shareholders' equity	\$2,241	\$3,
=====	=====	=====

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004

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(In millions)

	Edison OandM Services (inactive)	Edison Technol Solutions Consolidated [dissolved 10/06/2004]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$2
Accrued taxes		
Accrued interest		
Trading and risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		2

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		2

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		3

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Total common shareholders' equity	3
Total liabilities and shareholders' equity	\$5

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Land Company Consolidated	Mission Power Engineering Company Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Accrued interest		
Trading and risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	\$1	
Total current liabilities	1	
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		2
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		
Total deferred credits and other liabilities		2
Liabilities of discontinued operations		

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Total Liabilities	3

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	
Accumulated other comprehensive loss	
Retained earnings	3

Total common shareholders' equity	3

Total liabilities and shareholders' equity	\$6
=====	

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Group Inc. Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY	

Short-term debt	
Long-term debt due within one year	\$563
Preferred stock to be redeemed within one year	
Accounts payable	82
Accrued taxes	21
Accrued interest	118
Trading and risk management liabilities	31
Regulatory liabilities - net	
Other current liabilities	278

Total current liabilities	1,093

Long-term debt	4,633

Accumulated deferred income taxes - net	2,441
Accumulated deferred investment tax credits	12

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Customer advances and other deferred credits	599
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	27
Asset retirement obligations	5
Regulatory liabilities	
Other long-term liabilities	

Total deferred credits and other liabilities	3,084

Liabilities of discontinued operations	15

Total Liabilities	8,825

Minority Interest	107

Preferred stock not subject to mandatory redemption	

Common stock	2,990
Accumulated other comprehensive loss	17
Retained earnings	(665)

Total common shareholders' equity	2,342

Total liabilities and shareholders' equity	\$11,274
=====	

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Group Inc.	Edison Capita Consolidated

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

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Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income from continuing operations before tax
 Income tax (benefit)

Income from continuing operations
 Income from discontinued operations - net of tax

Income before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edison OandM
 Services (inactive)

Edison Techno
 Solutions
 Consolidated
 [dissolved]

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income from continuing operations before tax
 Income tax (benefit)

Income from continuing operations
 Income from discontinued operations - net of tax

Income before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	\$3
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$3
=====	

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Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mission Land Company Consolidated	Mission Power Engineering C Consolidated
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		1
-----	-----	-----
Operating income (loss)		(1)
Interest and dividend income		1
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income before accounting change		
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		3
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		\$3

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EDISON MISSION GROUP INC. and Subsidiaries [Tier 2]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Group Inc. Consolidated
Electric utility	
Nonutility power generation	\$1,639
Financial services and other	112
Total operating revenue	1,751
Fuel	619
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	856
Asset impairment and loss on lease termination	989
Depreciation, decommissioning and amortization	163
Property and other taxes	9
Total operating expenses	2,636
Operating income (loss)	(886)
Interest and dividend income	21
Equity in income from partnerships and unconsolidated subsidiaries - net	227
Other nonoperating income	51
Interest expense - net of amounts capitalized	(483)
Other nonoperating deductions	(9)
Minority interest	(1)
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income from continuing operations before tax	1,080
Income tax (benefit)	(474)
Income from continuing operations	(606)
Income from discontinued operations - net of tax	690
Income before accounting change	84
Cumulative effect of accounting change - net of tax	

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Net income (loss)	84

Retained earnings - beginning of year	(748)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$664)
=====	

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EDISON MISSION GROUP INC. and Subsidiaries
 Equity Investments
 December 31, 2004
 (In millions)

Name of Entity: Facilichem, Inc.

Equity Interest:

Assets

Revenues

Net Income (Loss)

Nature/Purpose of Business: Research, development and commercialization of liquid membrane technologies

Ownership Interest(s): 10% by Edison Mission Group Inc.

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EDISON ENTERPRISES and Subsidiaries [Tier 3]
 Consolidating Balance Sheet

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December 31, 2004

(In millions)

	Edison Enterprises	Edison Source Consolidated
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments	\$7	
Total investment and other assets	7	
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations	12	

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Total assets \$19

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EDISON ENTERPRISES and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Enterprises Consolidated
<hr/>	
ASSETS	
<hr/>	
Cash and equivalents	\$3
Restricted cash	
Receivables - net	2
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	1
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Regulatory assets	
Prepayments	
Other current assets	
<hr/>	
Total current assets	6
<hr/>	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	
<hr/>	
Total investment and other assets	
<hr/>	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	
<hr/>	
Total utility plant	
<hr/>	
Restricted cash	

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Regulatory assets - net	
Other deferred charges	2

Total deferred charges	2

Assets of discontinued operations	21

Total assets	\$29
=====	

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EDISON ENTERPRISES and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Enterprises	Edison Source Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	\$2	

Total current liabilities	2	

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Regulatory liabilities		
Other long-term liabilities		

Total deferred credits and other liabilities		

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Liabilities of discontinued operations	9
Total Liabilities	11
Minority Interest	
Preferred stock not subject to mandatory redemption	
Common stock	315
Accumulated other comprehensive loss	
Retained earnings	(307)
Total common shareholders' equity	8
Total liabilities and shareholders' equity	\$19

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EDISON ENTERPRISES and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Enterprises
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	
Accrued taxes	
Trading and risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	\$4
Total current liabilities	4
Long-term debt	

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Accumulated deferred income taxes - net	7
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Regulatory liabilities	
Other long-term liabilities	

Total deferred credits and other liabilities	7

Liabilities of discontinued operations	10

Total Liabilities	21

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	315
Accumulated other comprehensive loss	
Retained earnings	(307)

Total common shareholders' equity	8

Total liabilities and shareholders' equity	\$29
=====	
=====	
=====	

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EDISON ENTERPRISES and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Enterprises	Edison Source Consolidated

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$2
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
Total operating expenses	2
Operating income (loss)	(2)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income from continuing operations before tax	(2)
Income tax (benefit)	(1)
Income from continuing operations	(1)
Income from discontinued operations - net of tax	
Income before accounting change	
Cumulative effect of accounting change - net of tax	
Net income (loss)	(1)
Retained earnings - beginning of year	(308)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	(\$309)

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EDISON ENTERPRISES and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edison Enterprises
 Consolidated

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Electric utility	
Nonutility power generation	
Financial services and other	\$8
Total operating revenue	8
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	10
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
Total operating expenses	10
Operating income (loss)	(2)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income from continuing operations before tax	(2)
Income tax (benefit)	(1)
Income from continuing operations	(1)
Income from discontinued operations - net of tax	
Income before accounting change	
Cumulative effect of accounting change - net of tax	
Net income (loss)	(1)
Retained earnings - beginning of year	(306)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	(\$307)

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EDISON SOURCE and Subsidiaries [Tier 4]
Consolidating Balance Sheet

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December 31, 2004

(In millions)

	Edison Source	Edison Source Norvik Company

ASSETS		

Cash and equivalents	\$3	
Restricted cash		
Receivables - net	2	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		

Total current assets	5	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	1	

Total deferred charges	1	

Assets of discontinued operations	9	

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Total assets \$15

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EDISON SOURCE and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Consolidating Adjustments	Edison Source Consolidated
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		

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Total deferred credits and other liabilities	7
Liabilities of discontinued operations	1
Total Liabilities	9
Minority Interest	
Preferred stock not subject to mandatory redemption	
Common stock	91
Accumulated other comprehensive loss	
Retained earnings	(84)
Total common shareholders' equity	7
Total liabilities and shareholders' equity	\$16

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EDISON SOURCE and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Consolidating Adjustments	Edison Source Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities		
Long-term debt		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Regulatory liabilities
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities

 Minority Interest

 Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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EDISON SOURCE and Subsidiaries [Tier 4]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

 Edison Source

 Edison Source
 Norvik Compan

 Electric utility
 Nonutility power generation

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Financial services and other	\$8

Total operating revenue	8

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	8
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	8

Operating income (loss)	
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income from continuing operations before tax	
Income tax (benefit)	

Income from continuing operations	
Income from discontinued operations - net of tax	

Income before accounting change	
Cumulative effect of accounting change - net of tax	

Net income (loss)	

Retained earnings - beginning of year	2
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$2
=====	

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EDISON SOURCE and Subsidiaries [Tier 4]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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	Consolidating Adjustments	Edison Source Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income from continuing operations before tax		
Income tax (benefit)		
Income from continuing operations		
Income from discontinued operations - net of tax		
Income before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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EDISON TECHNOLOGY SOLUTIONS and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Technology Solutions [dissolved 10/06/2004]	Edison EV [conditionally dissolved 10/26/2004]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Regulatory assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		

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 Assets of discontinued operations

Total assets
 =====

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EDISON TECHNOLOGY SOLUTIONS and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Technology
 Solutions
 Consolidated
 [dissolved
 10/06/2004]

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Regulatory assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation

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Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON TECHNOLOGY SOLUTIONS and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Edison Technology Solutions [dissolved 10/06/2004]	Edison EV [conditionally dissolved 10/26/2004]
--	---	---

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits

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Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Regulatory liabilities	
Other long-term liabilities	

Total deferred credits and other liabilities	

Liabilities of discontinued operations	

Total Liabilities	

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	\$3
Accumulated other comprehensive loss	
Retained earnings	(\$3)

Total common shareholders' equity	

Total liabilities and shareholders' equity	
=====	

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EDISON TECHNOLOGY SOLUTIONS and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Technology
 Solutions
 Consolidated
 [dissolved
 10/06/2004]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year

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Accounts payable	
Accrued taxes	
Trading and risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	

Total current liabilities	

Long-term debt	

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Regulatory liabilities	
Other long-term liabilities	

Total deferred credits and other liabilities	

Liabilities of discontinued operations	

Total Liabilities	

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	\$4
Accumulated other comprehensive loss	
Retained earnings	(\$4)

Total common shareholders' equity	

Total liabilities and shareholders' equity	
=====	
=====	

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EDISON TECHNOLOGY SOLUTIONS and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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	Edison Technology Solutions [dissolved 10/06/2004]	Edison EV [conditional dissolved 10/26/2004]
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income from continuing operations before tax		
Income tax (benefit)		(\$1)
Income from continuing operations		1
Income from discontinued operations - net of tax		
Income before accounting change		1
Cumulative effect of accounting change - net of tax		
Net income (loss)		1
Retained earnings - beginning of year		(5)
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		(\$4)

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EDISON TECHNOLOGY SOLUTIONS and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Technology Solutions Consolidated [dissolved 10/06/2004]
-----	-----
Electric utility	
Nonutility power generation	
Financial services and other	
-----	-----
Total operating revenue	
-----	-----
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	(\$1)
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
-----	-----
Total operating expenses	(1)
-----	-----
Operating income (loss)	1
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
-----	-----
Income from continuing operations before tax	1
Income tax (benefit)	
-----	-----
Income from continuing operations	1
Income from discontinued operations - net of tax	
-----	-----
Income before accounting change	1
Cumulative effect of accounting change - net of tax	
-----	-----
Net income (loss)	1

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Retained earnings - beginning of year	(5)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$4)
---------------------------------	-------

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MISSION ENERGY HOLDING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Energy Consolidated	Mission Energy Holding Company
ASSETS		
Cash and equivalents	\$2,270	
Restricted cash		
Receivables - net	220	
Accrued unbilled revenue		
Fuel inventory	65	
Materials and supplies, at average cost	42	
Accumulated deferred income taxes - net		
Trading and price risk management assets	41	
Regulatory assets		
Prepayments	14	
Other current assets	240	
Total current assets	2,892	
Nonutility property - net	2,784	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	454	1,
Investments in leveraged leases		
Other investments		
Total investment and other assets	3,238	1,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

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Total utility plant		
Restricted cash	155	
Regulatory assets - net		
Other deferred charges	432	
Total deferred charges	587	
Assets of discontinued operations	111	
Total assets	\$6,828	\$1,

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MISSION ENERGY HOLDING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Energy Holding Company Consolidated	
ASSETS		
Cash and equivalents	\$2,272	
Restricted cash		
Receivables - net	263	
Accrued unbilled revenue		
Fuel inventory	65	
Materials and supplies, at average cost	42	
Accumulated deferred income taxes - net		
Trading and price risk management assets	41	
Regulatory assets		
Prepayments	14	
Other current assets	240	
Total current assets	2,937	
Nonutility property - net	2,784	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	454	
Investments in leveraged leases		

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Other investments		
Total investment and other assets	3,238	
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash	155	
Regulatory assets - net		
Other deferred charges	447	
Total deferred charges	602	
Assets of discontinued operations	111	
Total assets	\$6,888	

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MISSION ENERGY HOLDING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Energy Consolidated	Mission Energy Holding Company
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year	\$211	\$
Preferred stock to be redeemed within one year		
Accounts payable	74	
Accrued taxes	21	
Trading and risk management liabilities	31	
Regulatory liabilities - net		
Other current liabilities	607	

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Total current liabilities	944	
-----	-----	-----
Long-term debt	3,507	
-----	-----	-----
Accumulated deferred income taxes - net	186	
Accumulated deferred investment tax credits	12	
Customer advances and other deferred credits	470	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits	17	
Asset retirement obligations	5	
Regulatory liabilities		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities	690	
-----	-----	-----
Liabilities of discontinued operations	5	
-----	-----	-----
Total Liabilities	5,146	1,
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock not subject to mandatory redemption		
-----	-----	-----
Common stock	2,323	2,
Accumulated other comprehensive loss	17	
Retained earnings	(658)	(1,
-----	-----	-----
Total common shareholders' equity	1,682	
-----	-----	-----
Total liabilities and shareholders' equity	\$6,828	\$1,
=====	=====	=====

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MISSION ENERGY HOLDING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Energy
 Holding Company
 Consolidated

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	\$496
Preferred stock to be redeemed within one year	
Accounts payable	76
Accrued taxes	21
Trading and risk management liabilities	31
Regulatory liabilities - net	
Other current liabilities	358

Total current liabilities	982

Long-term debt	4,293

Accumulated deferred income taxes - net	192
Accumulated deferred investment tax credits	12
Customer advances and other deferred credits	470
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	17
Asset retirement obligations	5
Regulatory liabilities	
Other long-term liabilities	

Total deferred credits and other liabilities	696

Liabilities of discontinued operations	5

Total Liabilities	5,976

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	2,223
Accumulated other comprehensive loss	17
Retained earnings	(1,328)

Total common shareholders' equity	912

Total liabilities and shareholders' equity	\$6,888
=====	

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MISSION ENERGY HOLDING COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Energy Consolidated	Mission Energy Holding Compa
Electric utility		
Nonutility power generation	\$1,639	
Financial services and other		
Total operating revenue	1,639	
Fuel	619	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	820	
Asset impairment and loss on lease termination	989	
Depreciation, decommissioning and amortization	144	
Property and other taxes	9	
Total operating expenses	2,581	
Operating income (loss)	(942)	
Interest and dividend income	9	
Equity in income from partnerships and unconsolidated subsidiaries - net	215	
Other nonoperating income	43	
Interest expense - net of amounts capitalized	(293)	
Other nonoperating deductions		
Minority interest	(1)	
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income from continuing operations before tax	(969)	
Income tax (benefit)	(401)	
Income from continuing operations	(568)	
Income from discontinued operations - net of tax	690	
Income before accounting change	122	
Cumulative effect of accounting change - net of tax		
Net income (loss)	122	
Retained earnings - beginning of year	(772)	(1)
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation	(8)	

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Retained earnings - end of year (\$658) (\$1

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MISSION ENERGY HOLDING COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mission Energy Holding Company Consolidated	
Electric utility		
Nonutility power generation	\$1,639	
Financial services and other		
Total operating revenue	1,639	
Fuel	619	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	822	
Asset impairment and loss on lease termination	989	
Depreciation, decommissioning and amortization	144	
Property and other taxes	9	
Total operating expenses	2,583	
Operating income (loss)	(944)	
Interest and dividend income	10	
Equity in income from partnerships and unconsolidated subsidiaries - net	215	
Other nonoperating income	43	
Interest expense - net of amounts capitalized	(451)	
Other nonoperating deductions		
Minority interest	(1)	
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income from continuing operations before tax	(1,128)	
Income tax (benefit)	(462)	
Income from continuing operations	(666)	
Income from discontinued operations - net of tax	690	
Income before accounting change	24	
Cumulative effect of accounting change - net of tax		

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Net income (loss)	24
Retained earnings - beginning of year	(1,344)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	(8)
Retained earnings - end of year	(\$1,328)

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EDISON CAPITAL and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

PART 3

Burlington
 Apartments, Inc. Edison Capital
 Europe Limited

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation

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Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON CAPITAL and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Capital	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net	(\$5)	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets	(5)	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	127	
Investments in leveraged leases		
Other investments		

Total investment and other assets	127	

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 Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

\$122

(\$)

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EDISON CAPITAL and Subsidiaries [Tier 4]
 EDISON FUNDING COMPANY CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Capital Housing Investments Consolidated	Mission Fundin Beta

ASSETS		

Cash and equivalents	\$2	
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net	70	
Trading and price risk management assets		
Prepayments	1	
Other current assets	1	

Total current assets	74	

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Nonutility property - net	23
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	176
Investments in leveraged leases	
Other investments	
-----	-----
Total investment and other assets	199
-----	-----
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	-----
Total utility plant	
-----	-----
Restricted cash	
Regulatory assets - net	
Other deferred charges	3
-----	-----
Total deferred charges	
-----	-----
Assets of discontinued operations	
-----	-----
Total assets	\$276
=====	=====

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Funding Gamma	Mission Funding Kappa
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		\$2
Trading and price risk management assets		

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Prepayments		
Other current assets		
Total current assets	2	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases	282	
Other investments		
Total investment and other assets	282	
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets	\$284	\$

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Iowa Wind Company	Edison Funding Company
ASSETS		
Cash and equivalents		
Restricted cash		\$6

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Receivables - net	72	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments	1	
Other current assets		
-----	-----	-----
Total current assets	79	
-----	-----	-----
Nonutility property - net	100	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		1,
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets	100	1,
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Restricted cash		
Regulatory assets - net		
Other deferred charges	2	
-----	-----	-----
Total deferred charges	2	
-----	-----	-----
Assets of discontinued operations		
-----	-----	-----
Total assets	\$181	\$1,
=====	=====	=====

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Funding
Company

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Consolidated

ASSETS	
Cash and equivalents	\$178
Restricted cash	11
Receivables - net	349
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	2
Other current assets	1
Total current assets	541
Nonutility property - net	176
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	387
Investments in leveraged leases	2,422
Other investments	
Total investment and other assets	2,985
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	
Total utility plant	
Restricted cash	
Regulatory assets - net	
Other deferred charges	11
Total deferred charges	11
Assets of discontinued operations	
Total assets	\$3,537

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004

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(In millions)

	EC Asset Services, Inc.	EC Properties, Inc.
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets		

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EC-SLP, Inc.	ECHP Investment Company
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total assets

164

EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Capital
 Housing Management

Edison Capital
 Housing New Je
 [dissolved]

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other deferred charges

 Total deferred charges

Assets of discontinued operations

=====
 Total assets
 =====

165

EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Funding Omicron Inc.	Edison Funding Olive Court [6

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net	\$19	
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets	19	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	55	
Investments in leveraged leases		
Other investments		

Total investment and other assets	55	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets \$74
 =====

166

EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Housing South Carolina	EHI Developmen Company

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

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Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

167

EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

MHICAL 94 Company

MHICAL 95 Comp

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships

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and unconsolidated subsidiaries	(\$1)
Investments in leveraged leases	
Other investments	

Total investment and other assets	(1)

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	(\$1)
=====	

168

EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

MHICAL 96 Company MHICAL 97 Comp

ASSETS

Cash and equivalents	
Restricted cash	
Receivables - net	\$1
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	
Other current assets	

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Total current assets	1

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	2
Investments in leveraged leases	
Other investments	

Total investment and other assets	2

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$3
=====	

169

EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Housing Beta	Mission Housing Delta

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

170

EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Housing
 Epsilon

Mission Housing
 Gamma

 ASSETS

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Cash and equivalents	
Restricted cash	
Receivables - net	
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	
Other current assets	

Total current assets	

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships	
and unconsolidated subsidiaries	\$1
Investments in leveraged leases	
Other investments	

Total investment and other assets	1

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$1
=====	=====

171

EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Mission Housing Theta	Mission Fundin Theta [6]
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Capital Housing Investments	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net	\$49	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments	1	
Other current assets		

Total current assets	50	

Nonutility property - net	16	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	316	(\$
Investments in leveraged leases		
Other investments		

Total investment and other assets	332	(\$

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	3	

Total deferred charges	3	

Assets of discontinued operations		

Total assets	\$385	(\$
=====		

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173

EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Edison Capital (Bermuda) Investments, Ltd. 55	Edison Capital (Bermuda) Ltd.

ASSETS		

Cash and equivalents	\$146	
Restricted cash		
Receivables - net	(7)	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets	139	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(13)	
Investments in leveraged leases		
Other investments		

Total investment and other assets	(13)	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

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 Assets of discontinued operations

Total assets \$126
 =====

174

EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Capital
 International
 (Bermuda) Ltd. Edison Capital
 Latin American
 Investments
 Holding Compan

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries \$35
 Investments in leveraged leases
 Other investments

 Total investment and other assets 35

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

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Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets \$35

175

EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Capital
(Netherlands)
Investments B.V.
[6]

Mission Fundin
Alpha

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

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Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

\$

176

EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Funding
 Delta

Mission Fundin
 [6]

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships

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and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission (Bermuda)	Mission Fundin
	Investments, Ltd.	Epsilon
	28	

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

\$1

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Total current assets	1

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	

Total investment and other assets	

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$1
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Funding Epsilon Consolidated

ASSETS	

Cash and equivalents	\$146
Restricted cash	
Receivables - net	33

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Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	
Other current assets	

Total current assets	179

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships	
and unconsolidated subsidiaries	543
Investments in leveraged leases	973
Other investments	

Total investment and other assets	1,516

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$1,695
=====	

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EDISON CAPITAL and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Burlington
 Apartments, Inc.

Edison Capital
 Europe Limited

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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EDISON CAPITAL and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Edison Capital	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$169	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	12	
<hr/>		
Total current liabilities	181	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	(32)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	5	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits	8	
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(19)	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock	82	
Accumulated other comprehensive loss	(1)	
Retained earnings	(121)	
<hr/>		
Total common shareholders' equity	(40)	
<hr/>		
Total liabilities and shareholders' equity	\$122	(\$
<hr/>		

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EDISON CAPITAL and Subsidiaries [Tier 4]
 EDISON FUNDING COMPANY CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Capital Housing Investments Consolidated	Mission Fundin Beta

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$231)	(\$
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	9	

Total current liabilities	(222)	(

Long-term debt	22	

Accumulated deferred income taxes - net	22	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	11	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	33	

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest	103	

Preferred stock not subject to mandatory redemption		

Common stock	47	
Accumulated other comprehensive loss		
Retained earnings	293	

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Total common shareholders' equity	340	
Total liabilities and shareholders' equity	\$276	\$

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Funding Gamma	Mission Funding Kappa
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$102)	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities	(102)	
Long-term debt		
Accumulated deferred income taxes - net	281	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities	281	
Liabilities of discontinued operations		
Total Liabilities		
Minority Interest		

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 Preferred stock not subject to mandatory redemption

Common stock	75
Accumulated other comprehensive loss	
Retained earnings	30

Total common shareholders' equity	105

Total liabilities and shareholders' equity	\$284	\$
=====		

183

EDISON CAPITAL and Subsidiaries [Tier 4]
 EDISON FUNDING COMPANY CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Iowa Wind Company	Edison Funding Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year	\$40	
Preferred stock to be redeemed within one year		
Accounts payable	(53)	1,
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	(13)	1,

Long-term debt		

Accumulated deferred income taxes - net	41	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	37	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	78	

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock 93

Accumulated other comprehensive loss

Retained earnings 23

Total common shareholders' equity 116

Total liabilities and shareholders' equity \$181

\$1,

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EDISON CAPITAL and Subsidiaries [Tier 4]

EDISON FUNDING COMPANY CONSOLIDATED

Consolidating Balance Sheet

December 31, 2004

(In millions)

Edison Funding
Company
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year \$67

Preferred stock to be redeemed within one year

Accounts payable (170)

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities 19

Total current liabilities (84)

Long-term debt 339

Accumulated deferred income taxes - net 2,274

Accumulated deferred investment tax credits

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Customer advances and other deferred credits	124
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
-----	-----
Total deferred credits and other liabilities	2,396
-----	-----
Liabilities of discontinued operations	
-----	-----
Total Liabilities	
-----	-----
Minority Interest	108
-----	-----
Preferred stock not subject to mandatory redemption	
-----	-----
Common stock	127
Accumulated other comprehensive loss	
Retained earnings	650
-----	-----
Total common shareholders' equity	777
-----	-----
Total liabilities and shareholders' equity	\$3,538
=====	=====

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

EC Asset Services, EC Properties,
Inc.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$1)
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
-----	-----

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Total current liabilities (1)

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings 1

Total common shareholders' equity \$1

Total liabilities and shareholders' equity

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

EC SLP, Inc.

ECHP Investment
 Company

LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$2)
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
-----	-----
Total current liabilities	(2)
-----	-----
Long-term debt	
-----	-----
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
-----	-----
Total deferred credits and other liabilities	
-----	-----
Liabilities of discontinued operations	
-----	-----
Total Liabilities	
-----	-----
Minority Interest	
-----	-----
Preferred stock not subject to mandatory redemption	
-----	-----
Common stock	
Accumulated other comprehensive loss	
Retained earnings	2
-----	-----
Total common shareholders' equity	\$2
-----	-----
Total liabilities and shareholders' equity	
=====	=====

187

EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

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	Edison Capital Housing Management	Edison Capital Housing New Je [dissolved]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		
Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Funding Omicron Inc.	Edison Funding Olive Court [6
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		
Total common shareholders' equity		

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 Total liabilities and shareholders' equity \$74
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Housing South Carolina	EHI Developmen Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$2)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		(2)

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

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Preferred stock not subject to mandatory redemption

Common stock	2
Accumulated other comprehensive loss	
Retained earnings	

Total common shareholders' equity	\$2
-----------------------------------	-----

Total liabilities and shareholders' equity

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

MHICAL 94 Company

MHICAL 95 Comp

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$41)
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
Total current liabilities	(41)

Long-term debt

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	

Total deferred credits and other liabilities

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock 30

Accumulated other comprehensive loss

Retained earnings 10

Total common shareholders' equity 40

Total liabilities and shareholders' equity (\$1)

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

MHICAL 96 Company

MHICAL 97 Comp

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable (\$37)

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities (37)

Long-term debt

Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

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Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	26
Accumulated other comprehensive loss	
Retained earnings	14

Total common shareholders' equity	40

Total liabilities and shareholders' equity	\$3
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Housing Beta	Mission Housing Delta

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$7)	(
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	(7)	

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Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	4
Accumulated other comprehensive loss	
Retained earnings	3

Total common shareholders' equity	\$7

Total liabilities and shareholders' equity
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Housing
 Epsilon

Mission Housing
 Gamma

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year

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Accounts payable	
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	

Total current liabilities	

Long-term debt	

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	

Total deferred credits and other liabilities	

Liabilities of discontinued operations	

Total Liabilities	

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	\$1
Accumulated other comprehensive loss	
Retained earnings	

Total common shareholders' equity	1

Total liabilities and shareholders' equity	\$1
=====	=====

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

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	Theta	Theta [6]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$3)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		(3)

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		1
Accumulated other comprehensive loss		
Retained earnings		2

Total common shareholders' equity		\$3

Total liabilities and shareholders' equity		
=====		

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED

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Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Capital Housing Investments	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$94	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	9	

Total current liabilities	103	

Long-term debt	16	

Accumulated deferred income taxes - net	33	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	11	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	44	

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest	102	

Preferred stock not subject to mandatory redemption		

Common stock	47	
Accumulated other comprehensive loss		
Retained earnings	73	

Total common shareholders' equity	120	

Total liabilities and shareholders' equity	\$385	

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Edison Capital (Bermuda) Investments, Ltd.	Edison Capital (Bermuda) Ltd.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$93
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		93
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		19
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		19
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		

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Common stock	7
Accumulated other comprehensive loss	
Retained earnings	7
Total common shareholders' equity	14
Total liabilities and shareholders' equity	\$126

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Edison Capital International (Bermuda) Ltd.	Edison Capital Latin American Investments Holding Compan
--	---	---

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$4
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
Total current liabilities	4
Long-term debt	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock 29

Accumulated other comprehensive loss

Retained earnings 2

Total common shareholders' equity 31

Total liabilities and shareholders' equity \$35

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Capital
(Netherlands)
Investments B.V.
[6]

Mission Fundin
Alpha

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable (\$6)

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities (6)

Long-term debt

Accumulated deferred income taxes - net

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Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	5	
Accumulated other comprehensive loss		
Retained earnings	1	

Total common shareholders' equity	\$6	

Total liabilities and shareholders' equity		\$
=====		

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Funding Delta	Mission Funding [6]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$20)	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

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 Total current liabilities (20)

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock 14
 Accumulated other comprehensive loss
 Retained earnings 6

Total common shareholders' equity \$20

Total liabilities and shareholders' equity
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission (Bermuda) Mission Fundin
 Investments, Ltd. Epsilon
 28

 LIABILITIES AND SHAREHOLDERS' EQUITY

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Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
-----	-----	-----
Total current liabilities		(
-----	-----	-----
Long-term debt		
-----	-----	-----
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities		
-----	-----	-----
Liabilities of discontinued operations		
-----	-----	-----
Total Liabilities		
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock not subject to mandatory redemption		
-----	-----	-----
Common stock		\$1
Accumulated other comprehensive loss		
Retained earnings		
-----	-----	-----
Total common shareholders' equity		1
-----	-----	-----
Total liabilities and shareholders' equity		\$1
=====	=====	=====
		\$

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Balance Sheet
December 31, 2004
(In millions)

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	Mission Funding	Epsilon	Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY			

Short-term debt			
Long-term debt due within one year			
Preferred stock to be redeemed within one year			
Accounts payable			(\$803)
Accrued taxes			
Trading and price risk management liabilities			
Regulatory liabilities - net			
Other current liabilities			6

Total current liabilities			(797)

Long-term debt			

Accumulated deferred income taxes - net			1,066
Accumulated deferred investment tax credits			
Customer advances and other deferred credits			(1)
Power-purchase contracts			
Preferred securities subject to mandatory redemption			
Accumulated provision for pensions and benefits			
Asset retirement obligations			
Other long-term liabilities			

Total deferred credits and other liabilities			1,065

Liabilities of discontinued operations			

Total Liabilities			

Minority Interest			

Preferred stock not subject to mandatory redemption			

Common stock			1,225
Accumulated other comprehensive loss			
Retained earnings			202

Total common shareholders' equity			1,427

Total liabilities and shareholders' equity			\$1,695
=====			

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EDISON CAPITAL and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Burlington Apartments, Inc.	Edison Capital Europe Limited
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock		

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Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year

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EDISON CAPITAL and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Edison Capital	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$20	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses	20	
Operating income (loss)	(20)	
Interest and dividend income	75	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	55	
Income tax (benefit)	(9)	
Income (loss) from continuing operations	64	
Income from discontinued operations - net of tax		
Income (loss) before accounting change		

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Cumulative effect of accounting change - net of tax
Income tax benefit on discontinued operations

Net income (loss)	64
Retained earnings - beginning of year	(185)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	(\$121)

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

	Edison Capital Housing Investments Consolidated	Mission Fundi
Electric utility		
Nonutility power generation		
Financial services and other	\$4	
Total operating revenue	4	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	3	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	11	
Property and other taxes		
Total operating expenses	14	
Operating income (loss)	(10)	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net	(14)	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest	1	
Dividends on preferred securities		

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subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax	(25)
Income tax (benefit)	(29)
Income (loss) from continuing operations	4
Income from discontinued operations - net of tax	
Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	
Net income (loss)	4
Retained earnings - beginning of year	289
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	\$293

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EDISON CAPITAL and Subsidiaries [Tier 4]
 EDISON FUNDING COMPANY CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Mission Funding Gamma	Mission Fundi Kappa
Electric utility		
Nonutility power generation		
Financial services and other		\$1
Total operating revenue		1
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		

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Operating income (loss)	1
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	1
Income tax (benefit)	1

Income (loss) from continuing operations	
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	

Retained earnings - beginning of year	30
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$30
=====	

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

	Mission Iowa Wind Company	Edison Fundin Company

Electric utility		
Nonutility power generation		
Financial services and other		\$11

Total operating revenue		11

Fuel		
Purchased power		

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Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	1
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	5
Property and other taxes	

Total operating expenses	6

Operating income (loss)	5
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	1
Other nonoperating income	
Interest expense - net of amounts capitalized	3
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	3
Income tax (benefit)	(4)

Income (loss) from continuing operations	7
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	7

Retained earnings - beginning of year	16
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$23
=====	

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EDISON CAPITAL and Subsidiaries [Tier 4]
EDISON FUNDING COMPANY CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

Edison Funding
Company
Consolidated

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Electric utility	
Nonutility power generation	
Financial services and other	\$102

Total operating revenue	102

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	5
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	19
Property and other taxes	

Total operating expenses	24

Operating income (loss)	76
Interest and dividend income	9
Equity in income from partnerships and unconsolidated subsidiaries - net	14
Other nonoperating income	
Interest expense - net of amounts capitalized	(32)
Other nonoperating deductions	
Minority interest	1
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	68
Income tax (benefit)	(2)

Income (loss) from continuing operations	70
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	70

Retained earnings - beginning of year	580
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$650
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings

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December 31, 2004

(In millions)

	EC Asset Services, Inc.	EC Properties
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year	\$1	
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year	\$1	
=====	=====	=====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

EC-SLP, Inc.

ECHP Investme
 Company

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

Net income (loss)

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Retained earnings - beginning of year	\$2
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$2
---------------------------------	-----

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Edison Capital Housing Management	Edison Capital Housing New J [dissolved]
--	--------------------------------------	--

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		
-------------------------	--	--

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		
--------------------------	--	--

Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

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Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax
Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

	Edison Funding Omicron Inc.	Edison Fundin Olive Court [
Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		\$3
Property and other taxes		

Total operating expenses		3

Operating income (loss)		(3)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		(4)

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Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
-----	-----
Income (loss) from continuing operations before tax	(7)
Income tax (benefit)	(14)
-----	-----
Income (loss) from continuing operations	7
Income from discontinued operations - net of tax	
-----	-----
Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	
-----	-----
Net income (loss)	7
-----	-----
Retained earnings - beginning of year	138
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
-----	-----
Retained earnings - end of year	\$145
=====	=====

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

	Edison Housing South Carolina	EHI Developme Company
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		

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Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

MHICAL 94 Company

MHICAL 95 Com

 Electric utility
 Nonutility power generation
 Financial services and other

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 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year	\$10
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$10
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

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MHICAL 96 Company

MHICAL 97 Com

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year	\$14
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$14
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Mission Housing Beta	Mission Housi Delta
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year		\$3
Dividends declared on common stock		
Dividends declared on preferred stock		

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Stock option appreciation

Retained earnings - end of year \$3

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Mission Housing Epsilon	Mission Housi Gamma
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		

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Cumulative effect of accounting change - net of tax
Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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EDISON CAPITAL and Subsidiaries [Tier 5]
EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

Mission Housing
Theta

Mission Fundi
Theta [6]

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock

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not subject to mandatory redemption

Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year		\$2
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		\$2

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EDISON CAPITAL and Subsidiaries [Tier 5]
 EDISON CAPITAL HOUSING INVESTMENTS CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Edison Capital Housing Investments	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		\$2
Total operating revenue	2	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		8
Property and other taxes		
Total operating expenses	9	

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Operating income (loss)	(7)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	(10)
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	1
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	(18)
Income tax (benefit)	(15)

Income (loss) from continuing operations	(3)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	(3)

Retained earnings - beginning of year	76
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$73
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

Edison Capital
(Bermuda)
Investments, Ltd.

Edison Capital
(Bermuda) Ltd

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	\$6
Equity in income from partnerships and unconsolidated subsidiaries - net	8
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	14
Income tax (benefit)	13

Income (loss) from continuing operations	1
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	1

Retained earnings - beginning of year	6
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$7
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

Edison Capital
International

Edison Capital
Latin America

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(Bermuda) Ltd.

Investments H
Company

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax
Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year	\$2
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$2
=====	

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EDISON CAPITAL and Subsidiaries [Tier 5]
MISSION FUNDING EPSILON CONSOLIDATED
Consolidating Statements of Income (Loss) and Retained Earnings
December 31, 2004
(In millions)

	Edison Capital (Netherlands) Investments B.V. [6]	Mission Fundi Alpha
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		\$1
Dividends declared on common stock		

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Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year \$1
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Mission Funding Delta	Mission Fundi [6]
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----

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Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

 Net income (loss)

Retained earnings - beginning of year	\$6
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

 Retained earnings - end of year
 =====

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EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

	Mission (Bermuda) Investments, Ltd. 28	Mission Fundi Epsilon
--	--	--------------------------

Electric utility	
Nonutility power generation	
Financial services and other	\$4

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)	4
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities	

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subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax	4
Income tax (benefit)	

Income (loss) from continuing operations	4
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	4
-------------------	---

Retained earnings - beginning of year	(\$4)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
---------------------------------	--

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EDISON CAPITAL and Subsidiaries [Tier 5]
 MISSION FUNDING EPSILON CONSOLIDATED
 Consolidating Statements of Income (Loss) and Retained Earnings
 December 31, 2004
 (In millions)

Mission Funding
 Epsilon
 Consolidated

Electric utility	
Nonutility power generation	
Financial services and other	\$13

Total operating revenue	13
-------------------------	----

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	
--------------------------	--

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Operating income (loss)	13
Interest and dividend income	6
Equity in income from partnerships and unconsolidated subsidiaries - net	37
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	56
Income tax (benefit)	16

Income (loss) from continuing operations	40
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Income tax benefit on discontinued operations	

Net income (loss)	40

Retained earnings - beginning of year	162
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$202
=====	

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Part 4

EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	1st Time Homebuyer Opportunities LP (Chester County Homes)	1010 SVN Assoc LP	1028 Ho

Equity Interest:

Assets	\$1	\$0	\$0
--------	-----	-----	-----

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Revenues	\$0	\$0	\$0
Net Income (Loss)	\$0	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.9% by Edison Capital Housing Partners IX LP	99.00% Investo

Name of Entity:	1101 Howard St Assoc LP	1475 167th Ave Assoc LP (Bermuda Gardens Apts)	16th an LP
-----------------	-------------------------	--	------------

Equity Interest:

Assets	\$0	\$1	\$2
Revenues	\$0	\$0	\$0
Net Income (Loss)	\$0	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 95 LP	99.90% by Edison Capital Housing Partners XI LP	99.00% Omicron

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	1732 Champa LP (Buerger Brothers Lofts)	18303 Kittridge Assoc-39 LP (Kittridge)
-----------------	---	---

Equity Interest:

Assets	\$6	\$2
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Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Edison Capital Housing Investments

Name of Entity:	210 Washington Ave Assoc (Renaissance Plaza)	2400 Locust Assoc LP (Locust on the Park)
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Equity Interest:

Assets	\$3	\$21
Revenues	\$1	\$3
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Edison Capital Housing Investments

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	2814 Fifth St Assoc LP (Land Park Woods)	3790 Wisconsin Street Partners LP (Wisconsin III) [SOLD]
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Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners IX LP	99.90% by Edison Capital Housing Investments
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Name of Entity:	708 Pico LP (Wavecrest Housing)	Aaron Michael Assoc LP
-----------------	---------------------------------	------------------------

Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.9% by Edison Capital Housing Partners XV LP	99.9% by Edison Capital Housing Investments
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

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Name of Entity:	Admiralty Heights Assoc II 1995 LP (Kent Manor)	AE Assoc LP (Avenida Espana)
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Equity Interest:

Assets	\$2	\$7
Revenues	\$0	\$1
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Agape Housing LP	Alhambra Apts LP
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Equity Interest:

Assets	\$1	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XIII LP
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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003

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(In millions)

Name of Entity:	Altamont Hotel Assoc LP	AMCAL Santa Barbara Fund XXXVI LP (Positano)
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Equity Interest:

Assets	\$3	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Capital Housing Partners V LP
------------------------	--	---

Name of Entity:	Apollo Development Assoc LP (Apollo Hotel)	Arbor Lane Assoc Phase II LP (Timberwood)
-----------------	---	--

Equity Interest:

Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.00% by Corporations for Affordable Housing LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Arroyo Vista Assoc LP	Artloft Assoc LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	35.60% by Corporations for Affordable Housing LP 53.39% by Corporations for Affordable Housing LP II

Name of Entity:	Auburn Manor LLC	Avalon Courtyard LP (Carson Senior Housing)

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	50.00% by Edison Capital Housing Investments	99.00% by MHIFED 95 LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Baker Park Assoc LP	Barnsdall Court LP (Villa Mariposa)

Equity Interest:		
Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVII LP	99.90% by Edison Capital Housing Partners XI LP

Name of Entity:	Beacon Manor Assoc LP	Benton Green LP

Equity Interest:		
Assets	\$1	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners X LP	99.90% by Edison Capital Housing Partners XV LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Bodega Hills Investors LP	Borregas Court LP
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Equity Interest:

Assets	\$1	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners V LP	99.00% by Edison Capital Housing Partners XI LP
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Name of Entity:	Bouquet Canyon Seniors LP	Bracher Assoc LP
-----------------	---------------------------	------------------

Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XVI LP	99.00% by Edison Capital Housing Partners XVIII LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Brantwood II Assoc LP	Brookline Housing Assoc LLC (Bridgewater)

Equity Interest:		
Assets	\$2	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Corporations for Affordable Housing LP II

Name of Entity:	Bryn Mawr - Belle Shore LP (The)	Bryson Family Apts LP

Equity Interest:		
Assets	\$22	\$2
Revenues	\$3	\$0
Net Income (Loss)	(\$1)	\$0

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Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XI LP
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Bush Hotel LP	Caleb Affordable Housing Assoc LP (Ledges/Pinebrook)
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Equity Interest:

Assets	\$10	\$0
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Corporations for Affordable Housing LP
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Name of Entity:	Carlin LP (The)	Carlton Way Apts LP
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Equity Interest:

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Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.00% by MHIFED 94 LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Carson Terrace LP	Casa Rampart LP (Rampart Apts)

Equity Interest:		
Assets	\$1	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.90% by Edison Capital Housing Partners XI LP

Name of Entity:	CCS/Bellingham LP (Washington Grocery Building)	CCS/Mount Vernon Housing LP (La Venture)
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 Equity Interest:

Assets	\$4	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Partners XIX LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	CDR Senior Housing Assoc LP (Casa del Rio)	Catalonia Assoc LP
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 Equity Interest:

Assets	\$0	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by MHIFED 94 LP	99.00% by Edison Capital Housing Partners VIII LP
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Name of Entity:	Centennial Place LP	Centertown Assoc LP

Equity Interest:		
Assets	\$7	\$6
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MH V LP	99.00% by Edison Funding Omicron Inc.

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Cincinnati Ravenwood Apts LP (Ravenwood)	Chamber Apts LP (The Chamber Bldg)

Equity Interest:		
Assets	\$5	\$1
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc. 0.95% by B.A.I. Edison	99.00% by Edison Capital Housing Partners XIII LP

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Ravenwood LP (Ravenwood)

Name of Entity:	Colina Vista LP	Conejo Valley Community Housing Assoc (Community House Apts)

Equity Interest:		
Assets	\$5	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHICAL 95 LP	99.00% by Edison Capital Housing Investments

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	Corporations for Affordable Housing LP	Corporations for Affordable Housing LP II

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0

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Net Income (Loss)	\$0	\$0
Ownership Interest(s):	1.00% by EC Properties, Inc.	1.00% by EC Properties, Inc.
Name of Entity:	Corona Ely/Ranch Assoc LP	Cottonwood Affordable Housing LP (Verde Vista)

Equity Interest:		
Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 94 LP	99.00% by Edison Capital Housing Partners VII LP

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	Cypress Cove Assoc	Davis MHA Twin Pines Community Assoc LP (Northstar Apts)

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Equity Interest:

Assets	\$2	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XI LP
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Name of Entity:	Delta Plaza Apts LP	DeRose Housing Assoc LP
-----------------	---------------------	-------------------------

Equity Interest:

Assets	\$2	\$4
Revenues	\$0	\$1
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by MH III LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Diamond Phase III Venture LP	Don Avante Assoc I LP (Don de Dios)
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Equity Interest:

Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.90% by Edison Capital Housing Partners XV LP
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Name of Entity:	Double X Assoc 1995 LP (Terrace Manor)	EAH Larkspur Creekside Assoc LP
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Equity Interest:

Assets	\$2	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Funding Omicron Inc.
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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

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Name of Entity:	Eastwood Homes LP	ECH/HFC GP Partnership No. 1

Equity Interest:		
Assets	\$2	\$15
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XI LP	34.90% by Edison Capital Housing Investments 50.44% by GP MHICAL 96 LP 14.66% by GP MHICAL 97 LP

Name of Entity:	ECH Investor Partners VI-A LP	ECH Investor Partners VI-B LP

Equity Interest:		
Assets	\$4	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	15.3877% by Edison Capital Contributions VI Partners 1% GP by Edison Capital Housing Investments	99% by Edison Capital Contributions VI Partners 1% GP by Edison Capital Housing Investments

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	EDA LP (Eagle's Nest)	Edison Capital Affordable Housing 99A G.P.
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Equity Interest:

Assets	\$0	\$6
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	48.00% by Corporations for Affordable Housing LP II	27.69% by Edison Capital Housing Investments 36.47% GP by MHICAL 96 LP 33.05% by MHICAL 97 LP 2.78% by Mission Housing Epsilon 0.01% by Mission Funding Theta
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Name of Entity:	Edison Capital Housing Partners V LP	Edison Capital Housing Partners VI LP
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Equity Interest:

Assets	\$0	\$7
Revenues	\$0	\$0
Net Income (Loss)	\$0	(\$1)

Ownership Interest(s):	16.18% by Edison Capital Housing Investments	61.8166% by ECH Investor Partners VI-A LP 37.1834% by ECH Investor Partners VI-B LP 1% GP by Edison Capital Housing Investments
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Edison Capital Housing Partners VIII LP	Edison Capital Housing Partners IX LP
Equity Interest:		
Assets	\$1	\$7
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	18.54% by ECH/HFC GP Partnership No. 2	13.5533% GP by Edison Capital Affordable Housing 99A G.P.

Name of Entity:	Edison Capital Housing Partners XI LP	Edison Capital Housing Partners XII LP
Equity Interest:		
Assets	\$5	\$4
Revenues	\$0	\$0
Net Income (Loss)	(\$1)	\$0
Ownership Interest(s):	18.62486% by Edison	13.73759% by Edison

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Capital Affordable
Housing 99B GP

Capital Affordable
Housing 99B GP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Edison Capital Housing Partners XIV LP	Edison Capital Housing Partners XV LP
Equity Interest:		
Assets	\$2	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	7.6118% by Edison Capital Affordable Housing 99B GP	9.567% by Edison Capital Affordable Housing 99B GP

Name of Entity:	Edison Capital Housing Partners XVII LP	Edison Capital Housing Partners XVIII LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0

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Net Income (Loss)	\$0	\$0
Ownership Interest(s):	0.01% by ECHP LLC	0.01% by ECHP LLC

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Edison Capital Contributions VI Partners	Edgewood Manor Assoc II LP
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Equity Interest:

Assets	\$18	\$0
Revenues	\$0	\$0
Net Income (Loss)	(\$2)	\$0

Ownership Interest(s):	91.77% by Edison Capital Housing Investments	99.00% by Corporations for Affordable Housing LP II
	4.03% GP by Edison Housing North Carolina	
	4.20% GP by Edison Housing South Carolina	

Name of Entity:	El Barrio Academy Urban Renewal Assoc LP (Academy Street)	Electra Arms Senior Assoc LP
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Equity Interest:

Assets	\$5	\$3
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners XI LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Emanuel Grant Company LLC (Capitol Heights)	Eugene Hotel LP
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Equity Interest:

Assets	\$2	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XV LP	99.90% by Edison Capital Housing Partners XVI LP
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Name of Entity:	Fairview Village Assoc LP	Farm (The) Assoc LP

Equity Interest:		
Assets	\$0	\$6
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 94 LP	99.00% by Edison Funding Omicron Inc.

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Fifth and Wilshire Apts LP	Flagstaff Affordable Housing II LP (Forest View Apts)

Equity Interest:		
Assets	\$1	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VII LP	99.00% by Edison Capital Housing Partners VII LP

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Name of Entity:	Florin Woods Assoc LP	Forest Winds Assoc LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVIII LP	99.00% by Mission Housing Investors Partnership

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Garnet Housing Assoc LP (Garnet Lane Apts)	Gateway Housing LP (Gateway Plaza)

Equity Interest:		
Assets	\$2	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHICAL 97 LP	99.00% by Corporations for Affordable Housing LP II

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Name of Entity:	Ginzton Assoc LP	Glen Eden Assoc LP (A Street)
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Equity Interest:

Assets	\$9	\$0
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Mission Housing Investors Partnership
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Grace Housing LP (Grace Street)	Gray's Meadows Investors LP
-----------------	---------------------------------	-----------------------------

Equity Interest:

Assets	\$2	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

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Ownership Interest(s):	99.00% by Edison Capital Housing Partners XI LP	99.00% by Mission Housing Investors Partnership
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Name of Entity:	Grossman Apts Investors LP	Hamilton Place Apts LP (Larkin Place)
-----------------	----------------------------	--

Equity Interest:

Assets	\$1	\$3
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners VI LP
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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	Hearthstone Group 3 LP (Evergreen Court)	Heather Glen Assoc LP
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Equity Interest:

Assets	\$1	\$4
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Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Funding Omicron Inc.

Name of Entity:	Heritage Partners LP (Heritage Villas)	Highland Village Partners LP
-----------------	---	------------------------------

Equity Interest:

Assets	\$2	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XII LP	99.90% by Edison Capital Housing Partners XV LP
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	HMB-Atlanta I LP (Spring Branch)	Hollywood El Centro LP
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Equity Interest:

Assets	\$5	\$1
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s): 99.00% by Edison Funding Omicron Inc. 99.00% by MHIFED 95 LP

Name of Entity: Homestead Village Assoc LP Hope West Apts LP

Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s): 99.00% by Corporations for Affordable Housing LP II 99.00% by MHIFED 94 LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

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Name of Entity:	Huff Ave Assoc LP	I.G. Partners LP (Island Gardens)
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Equity Interest:

Assets	\$2	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VII LP	99.90% by Edison Capital Housing Partners XV LP
------------------------	--	---

Name of Entity:	Junction City Apts LP (Green Park)	Karen Partners LP
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Equity Interest:

Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP II	99.90% by Edison Capital Housing Partners XV LP
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003

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(In millions)

Name of Entity:	KDF Park Glenn LP (Park Glenn Apartments)	KDF Park Glenn Seniors LP (Park Glenn Senior Apts II)

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVI LP	99.90% by Edison Capital Housing Partners XVI LP

Name of Entity:	Kennedy Court Partners LP	Kennedy Lofts Assoc LP

Equity Interest:		
Assets	\$3	\$14
Revenues	\$0	\$2
Net Income (Loss)	\$0	(\$2)
Ownership Interest(s):	99.00% by MHICAL 96 LP	99.00% by Edison Capital Housing Investments

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Klamath Assoc LP	Knolls Community Assoc LP (The Knolls)

Equity Interest:		
Assets	\$3	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHICAL 96 LP	99.90% by Edison Capital Housing Partners IX LP

Name of Entity:	Lackawana Housing Assoc (Goodwill)	Lark Ellen LP

Equity Interest:		
Assets	\$4	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners X LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	La Terraza Assoc LP (Villa Loma)	Laurel Lakes LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVII LP	1.0% by LL Housing LLC

Name of Entity:	LL Housing LLC	Liberty House Assoc LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	24.50% by Mission Housing Alpha	99.00% by Corporations for Affordable Housing LP II

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	LINC-Bristol Assoc I, LP (City Gardens)	Lovejoy Station LP
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Equity Interest:

Assets	\$7	\$0
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.90% by Edison Capital Housing Investments
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Name of Entity:	Madison/Mollison LP (Park Mollison)	Maple Ridge Development Assoc LP
-----------------	--	-------------------------------------

Equity Interest:

Assets	\$6	\$0
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Investments	99.00% by Corporations for Affordable Housing LP II
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Maplewood School Apts LP	Mar Assoc LP (Frank Mar)
-----------------	--------------------------	--------------------------

Equity Interest:

Assets	\$5	\$9
Revenues	\$0	\$1
Net Income (Loss)	\$0	(\$1)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Mayacamas Village Assoc LP	McFarland Press Assoc LP
-----------------	----------------------------	--------------------------

Equity Interest:

Assets	\$6	\$6
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by MHICAL 94 LP	99.00% by Edison Funding
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Mercy Housing California III LP (3rd and Reed)	Mercy Housing California IV LP (Vista Grande)

Equity Interest:

Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by MHIFED 95 LP	99.00% by Edison Capital Housing Partners V LP
------------------------	------------------------	---

Name of Entity:	Mercy Housing California IX LP (Sycamore)	Merrill Road Assoc LP

Equity Interest:

Assets	\$2	\$3
Revenues	\$0	\$0

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Net Income (Loss) \$0 \$0

Ownership Interest(s): 99.90% by Edison Capital Housing Partners X LP 99.00% by Edison Funding Omicron Inc.

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	MH I LP	MH II LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
	99.00% by Edison Funding Omicron Inc.	99.00% by Mission Housing Delta
Name of Entity:	MH IV LP	MH V LP

Equity Interest:		
Assets	(\$2)	\$0

Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
	99.00% by Edison Funding Omicron Inc.	99.00% by Mission Housing Delta

Name of Entity:	MH IV LP	MH V LP

Equity Interest:		
Assets	(\$2)	\$0

Equity Interest:

Assets	(\$2)	\$0
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Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
	99.00% by Mission Housing Delta	99.00% by Mission Housing Delta

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	MHICAL 94 LP	MHIFED 95 LP

Equity Interest:		
Assets	\$0	\$21
Revenues	\$0	\$0
Net Income (Loss)	\$0	(\$3)
Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
	99.00% by Edison Funding Omicron Inc.	

Name of Entity:	MHIFED 96 LP	MHIFED 96A LP

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Equity Interest:

Assets	\$0	\$22
Revenues	\$0	\$0
Net Income (Loss)	\$0	(\$2)

Ownership Interest(s):	5.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	MHICAL 97 LP	Mid-Peninsula Century Village Assoc LP (Century Village)
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Equity Interest:

Assets	\$0	\$7
Revenues	\$0	\$1
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	1.00% by Edison Capital Housing Investments	99.00% by Edison Funding Omicron Inc.
	99.00% by MHICAL 97 Company	

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Name of Entity:	Mission Capp LP	Mission Housing Investors Partnership

Equity Interest:		
Assets	\$4	\$16
Revenues	\$1	\$0
Net Income (Loss)	\$0	(\$2)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	5.00% by Mission Housing Theta

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Mission Minnesota Wind, LLC	Monterra Village Assoc LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	100% by Mission Funding Zeta	99.00% by Edison Capital Housing Partners IX LP

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Name of Entity:	Morrone Gardens Assoc LP	Mountainlands Housing Partners LP (Holiday Village Apts)
-----------------	--------------------------	--

Equity Interest:

Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by MHIFED 94 LP	99.90% by Edison Capital Housing Partners XV LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	MPT Apts LP (MacArthur Park)	NAHF Brockton LP (Southfield Gardens)
-----------------	------------------------------	---------------------------------------

Equity Interest:

Assets	\$5	\$1
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by MH IV LP	99.90% by Edison Capital Housing Partners XV LP
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Name of Entity:	Neary Lagoon Partners LP	Northern Senior Housing LP (St. Johnsbury)
-----------------	--------------------------	--

Equity Interest:

Assets	\$8	\$0
Revenues	\$1	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.9% by Edison Capital Housing Partners XV LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	North Town Housing Partners LP (Villa del Norte Village)	Northwood Manor Assoc LP
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Equity Interest:

Assets	\$1	\$2
Revenues	\$0	\$0

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Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 96 LP	99.00% by Edison Capital Housing Partners VI LP

Name of Entity:	Oakdale Terrace Leased Housing Assoc LP	Oceanside Gardens LP
-----------------	---	----------------------

Equity Interest:

Assets	\$1	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	98.99% by Edison Capital Housing Investments	99.00% by Edison Funding Omicron Inc.
	0.01% by Mission Funding Theta	

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Olive Court Housing Associates LP	OL Hope LP (Olympic Hope)
-----------------	-----------------------------------	---------------------------

Equity Interest:

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Assets	\$3	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	98.90% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Investments
	1.10% by Edison Funding Olive Court	

Name of Entity:	Ontario Senior Housing LP (Ontario Plaza)	Open Door Assoc LP
-----------------	--	--------------------

Equity Interest:

Assets	\$0	\$7
Revenues	\$0	\$1
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	98.90% by Edison Capital Housing Partners XIX LP	99.00% by Edison Funding Omicron Inc.

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	Oxnard Housing Assoc LP	Pacific Terrace Assoc LP
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 Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by MHIFED 96A LP	99.90% by Edison Capital Housing Partners IX LP
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Name of Entity:	Pacific Vista Las Flores LP (Vista Las Flores)	Pajaro Court Assoc LP
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Equity Interest:

Assets	\$4	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Investments	99.00% by MHIFED 94 LP
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

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Name of Entity:	Palmer House LP	Paradise Road Partners LP (Gateway Village)
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Equity Interest:

Assets	\$1	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners VII LP
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Name of Entity:	Park Place Terrace LP	Park Place 1998, LLC
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Equity Interest:

Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners V LP	99.90% by Edison Capital Housing Partners XV LP
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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003

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(In millions)

Name of Entity:	Parkside Assoc LP (Parkside Senior)	Parkview Apts Assoc LP (Parkview/Sunburst)
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.90% by Edison Capital Housing Partners XVII LP

Name of Entity:	Patriots Pointe at Colonial Hills LP	Pecan Court Assoc LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.9% by Edison Capital Housing Partners XV LP	99.90% by Edison Capital Housing Partners XIX LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Persimmon Assoc LP (Persimmon Tree)	Piedmont Housing Assoc
Equity Interest:		
Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners X LP	99.00% by Corporations for Affordable Housing LP III

Name of Entity:	Pines Housing LP	Pines Housing II LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.00% by Corporations for Affordable Housing LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Pinmore Assoc LP	Pinole Grove Assoc LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XVIII LP	99.00% by MHIFED 95 LP

Name of Entity:	Poco Way Assoc LP	Poinsettia Housing Associates
Equity Interest:		
Assets	\$1	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 96 LP	99.9% by Edison Capital Housing Partners XV LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Preservation Properties I LP	Preservation Properties II LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.90% by Edison Capital Housing Partners XIV LP

Name of Entity:	Preservation Properties IV LP	Preservation Properties V LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.90% by Edison Capital Housing Partners XIV LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Prince Bozzuto LP (Fairground Commons)	Project Home I LLC
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Mission Housing Investors Partnership	99.99% by Edison Capital Housing Partners XV LP

Name of Entity:	PVA LP (Park Victoria)	Quebec Arms Apartments LP
Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners IX LP	99.9% by Edison Capital Housing Partners XVII LP 0.05% by Mission Housing Alpha

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Red Lake LP #1	Reseda Village LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XVI LP	99.00% by MHIFED 96A LP

Name of Entity:	Rincon De Los Esteros Assoc LP	Rittenhouse School LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIX LP	99.00% by Corporations for Affordable Housing LP II

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	River Walk Apts Homes LP	Riverwalk Apts, Ltd (Colorado)

Equity Interest:		
Assets	\$0	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners V LP	99.80% by Edison Capital Housing Partners XIII LP

Name of Entity:	Rosebloom Assoc LP (Oakshade)	Rosecreek Senior Living LP

Equity Interest:		
Assets	\$2	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Funding	99.90% by Edison Capital

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Omicron Inc.

Housing Partners XIII LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Rowland Heights Preservation LP	Rustic Gardens Assoc LP

Equity Interest:		
Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.9% by Edison Capital Housing Partners XIV LP	99.00% by Mission Housing Investors Partnership

Name of Entity:	San Diego Golden Villa Partners LP (Golden Villa)	San Juan Commons 1996 LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

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Ownership Interest(s):	98.90% by Edison Capital Housing Partners V LP	99.90% by Edison Capital Housing Partners X LP
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	San Pablo Senior Housing Assoc LP	San Pedro Gardens Assoc LP
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Equity Interest:

Assets	\$3	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Santa Alicia Gardens Townhomes LP (Gardens Townhomes)	Santa Paulan Senior Apts Assoc LP (The Paulan)
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Equity Interest:

Assets	\$0	\$8
Revenues	\$0	\$1

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Net Income (Loss) \$0 \$0

Ownership Interest(s): 99.00% by Edison Capital Housing Partners V LP 99.00% by Edison Funding Omicron Inc.

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity: Schoolhouse Court Housing Assoc LP SD Regency Centre LP

Equity Interest:

Assets \$0 \$0
Revenues \$0 \$0
Net Income (Loss) \$0 \$0

Ownership Interest(s): 99.90% by Edison Capital Housing Partners XIX LP 99.90% by Edison Capital Housing Partners XVIII LP

Name of Entity: Seasons Affordable Senior Housing LP Second St Center LP

Equity Interest:

Assets \$0 \$0

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Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 96 LP	99.00% by MHIFED 95 LP

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Sherman Glen, LLC	Silver City Housing LP

Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners IX LP	99.00% by Corporations for Affordable Housing LP II

Name of Entity:	Sky Parkway Housing Assoc LP	Smyrna Gardens Assoc LP

Equity Interest:

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Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVII LP	99.00% by Corporations for Affordable Housing LP
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	South 55th St LP	South Beach Housing Assoc LP (Steamboat Point)
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Equity Interest:

Assets	\$0	\$11
Revenues	\$0	\$1
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	49.5% by Corporations for Affordable Housing LP II	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Southern Hotel LP	Springdale Kresson Assoc LP (Jewish Federation)
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Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XVI LP	99.00% by Mission Housing Investors Partnership
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Spring Valley Commons	Stevenson Housing Assoc (Park Vista)
-----	-----	-----

Equity Interest:

Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP III	99.00% by Corporations for Affordable Housing LP III
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Name of Entity:	St. Regis Park LP (Pear	Stoney Creek Assoc LP
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Tree)

 Equity Interest:

Assets	\$1	\$8
Revenues	\$0	\$1
Net Income (Loss)	\$0	\$0

Ownership Interest(s):

99.9% by Edison Capital Housing Partners XV LP	99.00% by Edison Funding Omicron Inc.
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:

Strobridge Housing Assoc LP	Studebaker Building LP
-----------------------------	------------------------

 Equity Interest:

Assets	\$0	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):

99.00% by Edison Capital Housing Partners IX LP	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Sunset Creek Partners LP	Sunshine Terrace LP

Equity Interest:		
Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVII LP	99.00% by Edison Capital Housing Partners V LP

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Terra Cotta Housing Assoc LP	Thomson Rental Housing LP (Washington Place)

Equity Interest:		
Assets	\$0	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Investments	99.00% by Edison Funding Omicron Inc.

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Name of Entity:	Tierra Linda Assoc LP	Timber Sound, Ltd

Equity Interest:		
Assets	\$0	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 94 LP	99.00% by Edison Capital Housing Partners X LP

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Tioga Gardens LP	Tlaquepaque Housing Assoc LP

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.00% by MHIFED 94 LP

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Name of Entity:	Trolley Terrace Townhomes LP	Tuscany Assoc LP (Tuscany Villa)
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Equity Interest:

Assets	\$0	\$3
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners IX LP	99.00% by Edison Funding Omicron Inc.
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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Union Meadows Apts	University Manor Apartments LP
-----------------	--------------------	--------------------------------

Equity Interest:

Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.00% by Edison Capital Housing Partners V LP	99.9% by Edison Capital Housing Partners XVII LP 0.05% by Mission Housing Alpha
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Name of Entity:	Upland Senior Housing LP (Coy D. Estes)	Venbury Trail LP

Equity Interest:		
Assets	\$3	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.90% by Edison Capital Housing Partners X LP

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	Vine St Court LP	Vine St Court LP II

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHIFED 96A LP	99.00% by MHIFED 96A LP

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Name of Entity:	Vista Properties LLC (Vista View)	Vista Sonoma Senior Living LP

Equity Interest:		
Assets	\$2	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners VI LP	99.90% by Edison Capital Housing Partners XV LP

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EDISON CAPITAL

Equity Investments in Real Estate Limited Partnerships

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Vista Verde Townhomes II LLC (Colorado)	W.M. Housing Assoc LP (Williamsport Manor)

Equity Interest:		
Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Corporations for Affordable Housing LP II

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Name of Entity:	Wall Street Palmer House LP (Palmer Hotel)	Walnut Ave Partnership LP

Equity Interest:		
Assets	\$1	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XI LP	99.00% by Edison Capital Housing Partners IX LP

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	West Capital Courtyard LP	Westfair LLC (Cedar Ridge)

Equity Interest:		
Assets	\$5	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHICAL 94 LP	99.90% by Edison Capital Housing Partners XV LP

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Name of Entity:	Westgate Townhomes Assoc LP	West Oaks Apts LP

Equity Interest:		
Assets	\$4	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by MHICAL 96 LP	99.90% by Edison Capital Housing Partners XII LP

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EDISON CAPITAL
Equity Investments in Real Estate Limited Partnerships
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	West Valley Hart LP (Hart and Alabama)	Wheeler Manor Assoc LP

Equity Interest:		
Assets	\$2	\$10
Revenues	\$0	\$1
Net Income (Loss)	\$0	(\$1)

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Ownership Interest(s):	99.90% by Edison Capital Housing Investments	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Wilmington Housing Assoc LP (New Harbor Vista)	Windrush Apartments of Statesville LP
-----------------	--	---------------------------------------

Equity Interest:

Assets	\$2	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XI LP	99.9% by Edison Capital Housing Partners XV LP
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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	Wingate LLC (Regency Park)	Winnsboro Apts LP (Deer Wood)
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Equity Interest:

Assets	\$2	\$0
Revenues	\$0	\$0

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Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.9% by Edison Capital Housing Partners XV LP	99.00% by Corporations for Affordable Housing LP II
Name of Entity:	Woodland Arms Apts, Ltd (Willow Creek)	Woodleaf Village LP

Equity Interest:		
Assets	\$1	\$1
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VII LP	99.90% by Edison Capital Housing Partners XIII LP

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EDISON CAPITAL
 Equity Investments in Real Estate Limited Partnerships
 December 31, 2004 - Based on financial statements as of December 31, 2003
 (In millions)

Name of Entity:	YWCA Villa Nueva Partners

Equity Interest:	

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Assets	\$7
Revenues	\$0
Net Income (Loss)	\$0

Ownership Interest(s): 99.00% by Edison Funding
Omicron Inc.

Name of Entity:

Equity Interest:

Assets
Revenues
Net Income (Loss)

Ownership Interest(s):

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EDISON CAPITAL
Equity Investments
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Name of Entity:	AIG Asian Infrastructure Fund II LP	AIG Emerging Europe Infrastructure Fund LP

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Equity Interest:

Assets	\$630	\$337
Revenues	\$9	\$10
Net Income (Loss)	(\$9)	\$1

Ownership Interest(s):	5.80% by Edison Capital Latin American Investments (Bermuda) Ltd.	22.70% by Edison Capital Latin American Investments (Bermuda) Ltd.
------------------------	---	--

Name of Entity:	AIG-GE Capital Latin American Infrastructure Fund LP	Bisson Windfarm LLC
-----------------	--	---------------------

Equity Interest:

Assets	\$12	\$2
Revenues	\$12	\$0
Net Income (Loss)	\$1	\$0

Based on financial statements as of 12/31/2004

Ownership Interest(s):	8.00% by Edison Capital Latin American Investments (Bermuda) Ltd.	95% by Mission Minnesota Wind LLC
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EDISON CAPITAL
Equity Investments
December 31, 2004 - Based on financial statements as of December 31, 2003
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Name of Entity:	CG Windfarm LLC	Carstensen Wind LLC

	Based on financial state- ments as of 12/31/2004	Based on financial state- ments as of 12/31/2004
Equity Interest:		
Assets	\$2	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99% by Mission Minnesota Wind LLC	99% by Mission Minnesota Wind LLC

Name of Entity:	DanMar Transmission LLC	Electricidad de La Paz, S.A. (Electropaz)

	Based on financial state- ments as of 12/31/2004	
Equity Interest:		
Assets	\$0	\$95
Revenues	\$0	\$54
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	0.5% by Mission Minnesota Wind LLC	10% by Edison Capital International (Bermuda) Ltd.
	19.9% each by Bisson Windfarm LLC, CG Windfarm LLC, TG Windfarm LLC, Tofteland Windfarm LLC and Westridge Windfarm LLC	

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EDISON CAPITAL

Equity Investments

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Empresa de Luz y Fuerza Electrica de Oruro SA (Elfeo)	Fey Windfarm LLC
		Based on financial statements as of 12/31/2004
Equity Interest:		
Assets	\$14	\$2
Revenues	\$10	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	12.55% by Edison Capital International (Bermuda) Ltd.	99% by Mission Minnesota Wind LLC

Name of Equity	Huntington LP	K-Brink Windfarm LLC
		Based on financial statements as of 12/31/2004
		Based on financial statements as of 12/31/2004
Equity Interest:		
Assets	\$0	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	37.707% by Mission Funding Zeta	99% by Mission Minnesota Wind LLC

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EDISON CAPITAL

Equity Investments

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Lucky Wind LLC	Northern Lights LLC
	Based on financial statements as of 12/31/2004	Based on financial statements as of 12/31/2004
Equity Interest:		
Assets	\$2	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99% by Mission Minnesota Wind LLC	99% by Mission Minnesota Wind LLC

Name of Equity	Shaokatan Hills LLC	Stahl Wind Energy LLC
	Based on financial statements as of 12/31/2004	Based on financial statements as of 12/31/2004
Equity Interest:		
Assets	\$14	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	75.00% by Mission Funding Zeta	99% by Mission Minnesota Wind LLC

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EDISON CAPITAL

Equity Investments

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	TG Windfarm LLC	Tofteland Windfarm LLC

	Based on financial state- ments as of 12/31/2004	Based on financial state- ments as of 12/31/2004
Equity Interest:		
Assets	\$2	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	99% by Mission Minnesota Wind LLC	91% by Mission Minnesota Wind LLC

Name of Equity	West Pipestone Transmission LLC	Westridge Windfarm LLC

	Based on financial state- ments as of 12/31/2004	Based on financial state- ments as of 12/31/2004
Equity Interest:		
Assets	\$1	\$2
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	0.5% by Mission Minnesota Wind LLC	92% by Mission Minnesota Wind LLC
	19.9% each by Carstensen Wind LLC, Greenback Energy LLC, Lucky Wind LLC, Northern Lights LLC and Stahl Wind LLC	

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EDISON CAPITAL

Equity Investments

December 31, 2004 - Based on financial statements as of December 31, 2003

(In millions)

Name of Entity:	Woodstock Hills LLC

	Based on financial state- ments as of 12/31/2004
Equity Interest:	
Assets	\$10
Revenues	\$0
Net Income (Loss)	\$0
Ownership Interest(s):	75.00% by Mission Funding Zeta

Name of Equity

Equity Interest:

Assets

Revenues

Net Income (Loss)

Ownership Interest(s):

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Associated Southern Investment Company (inactive)	Calabasas Palatino, Inc. (inactive)

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

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Total deferred charges

Assets of discontinued operations

Total assets

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Centrelake
 Partners LP
 (inactive)

Irwindale Land
 Company (inact

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

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Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Mission Industrial Constructors, Inc. (inactive)
Mission-Oceanographers, Inc. (inactive)

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

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Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission South Bay Company (inactive)	Mission Texas Property Holdi Inc. (inactive)
--	---	--

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships

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and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Land Company	Consolidating Adjustments

ASSETS -----		
Cash and equivalents		
Restricted cash		
Receivables - net		\$4
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		1
Trading and price risk management assets		
Prepayments		
Other current assets		1

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Total current assets	6

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	

Total investment and other assets	

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$6
=====	

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Associated
Southern
Investment Company
(inactive)

Calabasas
Palatino, Inc.
(inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year

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Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Centrelake

Irwindale Land

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Partners LP (inactive)	Company (inact

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Industrial Constructors, Inc. (inactive)	Mission-Ocean (inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission South Bay Company (inactive)	Mission Texas Property Holdi Inc. (inactive)
--	---	--

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Land Company	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	\$1	

Total current liabilities	1	

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		2
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		2

Liabilities of discontinued operations		

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Total Liabilities	3

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	
Accumulated other comprehensive loss	
Retained earnings	3

Total common shareholders' equity	3

Total liabilities and shareholders' equity	\$6
=====	

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Associated Southern Investment Company (inactive)	Calabasas Pal Inc. (inactiv

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		

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Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

 Net income (loss)

 Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Centrelake
 Partners LP
 (inactive)

Irwindale Lan
 Company (inac

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

 Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax
Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

Mission Industrial Mission-Ocean
Constructors, Inc. (inactive)
(inactive)

Electric utility
Nonutility power generation

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Financial services and other

 Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

 Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
 unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities
 subject to mandatory redemption

Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax

Income tax (benefit)

 Income (loss) from continuing operations

Income from discontinued operations - net of tax

 Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

Income tax benefit on discontinued operations

 Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

 Retained earnings - end of year
 =====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Mission South Bay Company (inactive)	Mission Texas Property Hold Inc. (inactiv
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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MISSION LAND COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mission Land Company	Consolidating Adjustments
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		1
-----	-----	-----
Operating income (loss)		(1)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		(1)
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Income tax benefit on discontinued operations		
-----	-----	-----
Net income (loss)		(1)
-----	-----	-----

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Retained earnings - beginning of year	3
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$3
=====	=====

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MISSION POWER ENGINEERING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Associated Southern Engineering Company (inactive)	Mission Power Engineering Company (inact
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
-----	-----	-----
Total current assets		
-----	-----	-----
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets		
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----

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Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

313

MISSION POWER ENGINEERING COMPANY and Subsidiaries [Tier 3]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Mission Power
Engineering
Company
Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

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Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION POWER ENGINEERING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Associated
 Southern
 Engineering
 Company (inactive) Mission Power
 Engineering
 Company (inact

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

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Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION POWER ENGINEERING COMPANY and Subsidiaries [Tier 3]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Power
 Engineering
 Company
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes

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Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	

Total current liabilities	

Long-term debt	

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	\$9

Total deferred credits and other liabilities	

Liabilities of discontinued operations	

Total Liabilities	9

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	3
Accumulated other comprehensive loss	
Retained earnings	(12)

Total common shareholders' equity	(\$9)

Total liabilities and shareholders' equity	
=====	

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MISSION POWER ENGINEERING COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Associated
 Southern
 Engineering

Mission Power
 Engineering C
 (inactive)

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Company (inactive)

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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MISSION POWER ENGINEERING COMPANY and Subsidiaries [Tier 3]
 Consolidating Statements of Income (Loss) and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Mission Power
 Engineering
 Company
 Consolidated

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax
 Income tax benefit on discontinued operations

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

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Retained earnings - end of year

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Part 5

EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Aguila Energy Company	Anacapa Energy Company
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		

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Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Balboa Energy Company (inactive) Blue Ridge Energy Company (inactive)

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation

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Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Camino Energy Company	Centerport Energy Company (inactive)

ASSETS		

Cash and equivalents		\$1
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		1

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		88
Investments in leveraged leases		
Other investments		

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Total investment and other assets	88

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$89
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Chester Energy	Clayville Ener
	Company (inactive)	Company (inact

ASSETS

Cash and equivalents	
Restricted cash	
Receivables - net	
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	
Other current assets	

Total current assets	

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Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Coronado Energy Company (inactive)	Crescent Valle Energy Company [Dissolved 10/26/2004]
--	---------------------------------------	---

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost

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Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Delaware Energy
 Conservers, Inc.
 [Dissolved
 06/08/2004]

Desert Sunrise
 Energy Company
 (inactive)

 ASSETS

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

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East Maine Energy
Company [Dissolved
06/08/2004]

Edison Alabama
Generating Com
[Dissolved
10/26/2004]

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Energy Fuel Consolidated	Edison Mission Energy Funding Corp.
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		
Total assets		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Mission
 Energy Services,
 Inc.

Edison Mission
 Fuel Resources
 Inc.

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

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 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Marketing and Trading, Inc.	Midwest Genera Energy Service LLC [5]

ASSETS		

Cash and equivalents	\$47	
Restricted cash		
Receivables - net	118	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets	36	
Prepayments	3	
Other current assets	43	

Total current assets	247	

Nonutility property - net	6	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets	6	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

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Total utility plant	
Restricted cash	
Regulatory assets - net	
Other deferred charges	2
Total deferred charges	2
Assets of discontinued operations	
Total assets	\$255

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Operation and Maintenance, Inc.	Edison Mission Project Co.
ASSETS		
Cash and equivalents	\$4	
Restricted cash		
Receivables - net	6	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets	10	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		

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Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets \$10
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EME CP Holdings Co. Consolidated	EME Eastern Holdings Co. Consolidated

ASSETS		

Cash and equivalents	\$1	
Restricted cash		
Receivables - net	1	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets	2	
Prepayments		
Other current assets		

Total current assets	4	

Nonutility property - net		
Nuclear decommissioning trusts		

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Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

94

 Total deferred charges

94

 Assets of discontinued operations

 Total assets
 =====

\$98
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

EMP, Inc.
 (inactive)

Four Counties
 Company (inact

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

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 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Hancock Generation Holtsville Ene
 LLC (inactive) Company (inact

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Jefferson Energy
Company [Dissolved
10/26/2004]

Kings Canyon
Energy Company
[Dissolved
06/08/2004]

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ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

333

EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Laguna Energy
Company (inactive)

La Jolla Energy
Company [Disso
06/08/2004]

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Lehigh River Energy Company (inactive)	Longview Cogeneration Company [Disso 10/26/2004]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

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Total assets

335

EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Madison Energy Company (inactive)	Midwest Genera EME, LLC Consolidated
ASSETS		
Cash and equivalents		\$
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		2,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		2,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		

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 Total deferred charges

Assets of discontinued operations

Total assets
 =====

\$2,
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Capital LP Mission Del Ci
 Inc. Consolida

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

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 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Energy
 Construction
 Services, Inc.

Mission Energy
 Generation, In
 (inactive)

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

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Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Energy Holdings International Inc. Consolidated	Mission Energy Indonesia [Dissolved 06/08/2004]

ASSETS		

Cash and equivalents	\$7	
Restricted cash		
Receivables - net	2	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets	9	

Nonutility property - net		

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Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	49
Investments in leveraged leases	
Other investments	
-----	-----
Total investment and other assets	49
-----	-----
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	-----
Total utility plant	
-----	-----
Restricted cash	
Regulatory assets - net	
Other deferred charges	1
-----	-----
Total deferred charges	1
-----	-----
Assets of discontinued operations	
-----	-----
Total assets	\$59
=====	=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Mission Energy New York, Inc.	Mission Energy Wales Company Consolidated (inactive; all assets sold)
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		

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Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

North Jackson
 Energy Company
 [Dissolved
 10/26/2004]

Northern Sierr
 Energy Company
 (inactive)

 ASSETS

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Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Panther Timber Company (inactive)	Paradise Energy Company (inact

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		
=====	=====	=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Quartz Peak Energy Company [Dissolved 10/26/2004]	Rapid Energy Limited [SOLD 12/16/2004]
---	--

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Rapidan Energy Company (inactive)	Reeves Bay Energy Company (inactive)
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		

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Assets of discontinued operations

Total assets

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Rio Escondido
 Energy Company
 (inactive)

Riverport Ener
 Company (inact

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	San Joaquin Energy Company	San Juan Energy Company

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$51	
Investments in leveraged leases		
Other investments		

Total investment and other assets	51	

Utility plant, at original cost:		
Transmission and distribution		
Generation		

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Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets \$51
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Santa Ana Energy Santa Clara En
 Company (inactive) Company (inact

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

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Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation

Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Silver Springs
 Energy Company
 (inactive)

Sonoma Geother
 Company [Disso
 06/09/2004]

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

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Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Southern Sierra Energy Company	Thorofare Ener Company (inact
--	-----------------------------------	----------------------------------

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets

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Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$37	
Investments in leveraged leases		
Other investments		

Total investment and other assets	37	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets	\$37	
=====		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Vista Energy Company (inactive)	Western Sierra Energy Company

ASSETS		

Cash and equivalents		
Restricted cash		

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Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Consolidating
Adjustments

Edison Mission
Energy Consoli

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ASSETS

Cash and equivalents	(\$117)	\$2,
Restricted cash		
Receivables - net	(3)	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets	(25)	
Prepayments	(2)	
Other current assets	119	
Total current assets	(28)	2,
Nonutility property - net		2,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(6,081)	
Investments in leveraged leases		
Other investments		
Total investment and other assets	(6,081)	3,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash	52	
Regulatory assets - net		
Other deferred charges	(56)	
Total deferred charges	(4)	
Assets of discontinued operations	111	
Total assets	(\$6,002)	\$6,

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

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	Aguila Energy Company	Anacapa Energy Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$30)	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	1	

Total current liabilities	(29)	

Long-term debt		

Accumulated deferred income taxes - net	29	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	29	

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	8	
Accumulated other comprehensive loss		
Retained earnings	(\$8)	

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Balboa Energy Company (inactive)	Blue Ridge Energy Company (inactive)
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		

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Total common shareholders' equity

Total liabilities and shareholders' equity

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Camino Energy Company	Centerport Energy Company (inactive)
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$9)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities		(9)
Long-term debt		
Accumulated deferred income taxes - net		15
Accumulated deferred investment tax credits		5
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		20
Liabilities of discontinued operations		
Total Liabilities		11
Minority Interest		

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 Preferred stock not subject to mandatory redemption

Common stock	48
Accumulated other comprehensive loss	
Retained earnings	30

Total common shareholders' equity	78

Total liabilities and shareholders' equity	\$89
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Chester Energy Company (inactive)	Clayville Ener Company (inact
--	--------------------------------------	----------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

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 Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Coronado Energy
 Company (inactive)
 Crescent Valle
 Energy Company
 [Dissolved
 10/26/2004]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

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Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Delaware Energy
 Conservers, Inc.
 [Dissolved
 06/08/2004]

Desert Sunrise
 Energy Company
 (inactive)

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes

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Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

East Maine Energy
 Company [Dissolved
 06/08/2004]

Edison Alabama
 Generating Com
 [Dissolved
 10/26/2004]

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

December 31, 2004

(In millions)

	Edison Mission Energy Fuel Consolidated	Edison Mission Energy Funding Corp.

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$24	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	24	

Long-term debt		

Accumulated deferred income taxes - net	(1)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	(1)	

Liabilities of discontinued operations		

Total Liabilities	23	

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	24	
Accumulated other comprehensive loss		
Retained earnings	(47)	

Total common shareholders' equity	(\$23)	

Total liabilities and shareholders' equity		
=====		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Energy Services, Inc.	Edison Mission Fuel Resources Inc.

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Marketing and Trading, Inc.	Midwest Genera Energy Service LLC [5]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$175	
Accrued taxes		
Trading and price risk management liabilities	39	
Regulatory liabilities - net		
Other current liabilities	3	
-----	-----	-----
Total current liabilities	217	

Long-term debt		

Accumulated deferred income taxes - net		(7)
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		1
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities		(6)

Liabilities of discontinued operations		

Total Liabilities		211

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Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	61
Accumulated other comprehensive loss	
Retained earnings	(17)

Total common shareholders' equity	44

Total liabilities and shareholders' equity	\$255
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Mission
 Operation and
 Maintenance, Inc.

Edison Mission
 Project Co.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$18)	(\$
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities	12	

Total current liabilities	(6)	(

Long-term debt		

Accumulated deferred income taxes - net	(4)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		

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Other long-term liabilities		
Total deferred credits and other liabilities	(4)	
Liabilities of discontinued operations		
Total Liabilities	(10)	
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock	14	
Accumulated other comprehensive loss		
Retained earnings	6	
Total common shareholders' equity	20	\$
Total liabilities and shareholders' equity	\$10	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EME CP Holdings Co. Consolidated	EME Eastern Holdings Co. Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year	\$2	
Preferred stock to be redeemed within one year		
Accounts payable	(5)	
Accrued taxes		
Trading and price risk management liabilities	4	
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities	1	
Long-term debt	79	

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Accumulated deferred income taxes - net	12
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	12

Liabilities of discontinued operations

Total Liabilities 92

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	
Accumulated other comprehensive loss	
Retained earnings	6
Total common shareholders' equity	6

Total liabilities and shareholders' equity \$98

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

EMP, Inc.
 (inactive)

Four Counties
 Company (inact

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$7)
Accrued taxes	

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Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities (7)

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities (7)

Minority Interest

 Preferred stock not subject to mandatory redemption

 Common stock 9
 Accumulated other comprehensive loss
 Retained earnings (2)

 Total common shareholders' equity \$7

 Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

 Hancock Generation
 LLC (inactive)

Holtsville Ene
 Company (inact

 LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Jefferson Energy
Company [Dissolved
10/26/2004]

Kings Canyon
Energy Company
[Dissolved
06/08/2004]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Laguna Energy Company (inactive)	La Jolla Energy Company [Disso 06/08/2004]
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$1)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		(1)
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		(1)
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		2
Accumulated other comprehensive loss		

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Retained earnings	(1)
Total common shareholders' equity	\$1
Total liabilities and shareholders' equity	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Lehigh River Energy Company (inactive)	Longview Cogeneration Company [Disso 10/26/2004]
--	---

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

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Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	\$10
Accumulated other comprehensive loss	
Retained earnings	(\$10)

Total common shareholders' equity	

Total liabilities and shareholders' equity

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Madison Energy Company (inactive)	Midwest Genera EME, LLC Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$27)	(1,
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	(27)	(1,

Long-term debt		1,

Accumulated deferred income taxes - net	(1)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

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Total deferred credits and other liabilities	(1)	
Liabilities of discontinued operations		
Total Liabilities	(28)	
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock	22	3,
Accumulated other comprehensive loss		
Retained earnings	6	(
Total common shareholders' equity	\$28	2,
Total liabilities and shareholders' equity		\$2,

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Capital LP Mission Del Ci
 Inc. Consolida

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities		
Long-term debt		

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Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Energy
 Construction
 Services, Inc.

Mission Energy
 Generation, Inc.
 (inactive)

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes

(\$2)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	

Total current liabilities	(2)

Long-term debt	

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	

Total deferred credits and other liabilities	

Liabilities of discontinued operations	

Total Liabilities	(2)

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	5
Accumulated other comprehensive loss	
Retained earnings	(3)

Total common shareholders' equity	\$2

Total liabilities and shareholders' equity	
=====	=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Mission Energy	Mission Energy
Holdings	Indonesia
International Inc.	[Dissolved]

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Consolidated

06/08/2004]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$1,396)
Accrued taxes	16
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	2
Total current liabilities	(1,378)

 Long-term debt

Accumulated deferred income taxes - net	9
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	91
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	

Total deferred credits and other liabilities	100
--	-----

 Liabilities of discontinued operations

Total Liabilities	(1,278)
-------------------	---------

 Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock	3,320
Accumulated other comprehensive loss	(7)
Retained earnings	(1,976)

Total common shareholders' equity	1,337
-----------------------------------	-------

Total liabilities and shareholders' equity	\$59
--	------

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]

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Consolidating Balance Sheet
 December 31, 2004
 (In millions)7

Mission Energy New York, Inc. Mission Energy Wales Company Consolidated (inactive; all assets sold)

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

North Jackson
 Energy Company
 [Dissolved
 10/26/2004]

Northern Sierr
 Energy Company
 (inactive)

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Panther Timber
 Company (inactive) Paradise Energy
 Company (inact

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

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Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

375

EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Quartz Peak Energy Company [Dissolved 10/26/2004]	Rapid Energy Limited [SOLD 12/16/2004]
---	--

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts

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Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Rapidan Energy Company (inactive)	Reeves Bay Ene Company (inact

LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$1
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
-----	-----	-----
Total current liabilities		1
-----	-----	-----

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Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

1

 Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

4

Accumulated other comprehensive loss

Retained earnings

(5)

 Total common shareholders' equity

(\$1)

Total liabilities and shareholders' equity
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Rio Escondido
 Energy Company
 (inactive)

Riverport Ener
 Company (inact

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

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Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	San Joaquin Energy Company	San Juan Energy Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$12
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		12

Long-term debt		

Accumulated deferred income taxes - net		6
Accumulated deferred investment tax credits		2
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		8

Liabilities of discontinued operations		

Total Liabilities		20

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		10
Accumulated other comprehensive loss		
Retained earnings		21

Total common shareholders' equity		31

Total liabilities and shareholders' equity		\$51
=====		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Santa Ana Energy Company (inactive)	Santa Clara En Company (inact

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Silver Springs
 Energy Company
 (inactive)

Sonoma Geotherm
 Company [Disso
 06/09/2004]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Southern Sierra Energy Company	Thorofare Ener Company (inact

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$41)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		(41)

Long-term debt		

Accumulated deferred income taxes - net		5
Accumulated deferred investment tax credits		2
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		7

Liabilities of discontinued operations		

Total Liabilities		(34)

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Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	44
Accumulated other comprehensive loss	
Retained earnings	27
Total common shareholders' equity	71
Total liabilities and shareholders' equity	\$37

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Vista Energy Company (inactive)	Western Sierra Energy Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1)	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities	(1)	

Long-term debt		

Accumulated deferred income taxes - net	(1)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

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Total deferred credits and other liabilities	(1)

Liabilities of discontinued operations	

Total Liabilities	(2)

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	1
Accumulated other comprehensive loss	
Retained earnings	1

Total common shareholders' equity	\$2

Total liabilities and shareholders' equity	
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Consolidating Adjustments	Edison Mission Energy Consoli

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year	\$155	\$
Preferred stock to be redeemed within one year		
Accounts payable	(87)	
Accrued taxes	3	
Trading and price risk management liabilities	(31)	
Regulatory liabilities - net		
Other current liabilities	(2)	

Total current liabilities	38	

Long-term debt	1	3,

Accumulated deferred income taxes - net	(80)	

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Accumulated deferred investment tax credits	1	
Customer advances and other deferred credits	146	
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations	5	
Other long-term liabilities		

Total deferred credits and other liabilities	72	

Liabilities of discontinued operations	5	

Total Liabilities	116	5,

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	(7,897)	2,
Accumulated other comprehensive loss		
Retained earnings	1,779	(

Total common shareholders' equity	(6,118)	1,

Total liabilities and shareholders' equity	(\$6,002)	\$6,
=====		

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Aguila Energy Company	Anacapa Energy Company

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		

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Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	\$1
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	1
Income tax (benefit)	4

Income (loss) from continuing operations	(3)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(3)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(3)

Retained earnings - beginning of year	(5)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$8)
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

Balboa Energy
Company (inactive)

Blue Ridge En
Company (inac

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Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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	Camino Energy Company	Centerport En Company (inac
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		1
Operating income (loss)		(1)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		49
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		48
Income tax (benefit)		18
Income (loss) from continuing operations		30
Income from discontinued operations - net of tax		
Income (loss) before accounting change		30
Cumulative effect of accounting change - net of tax		
Net income (loss)		30
Retained earnings - beginning of year		52
Dividends declared on common stock		(52)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		\$30

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Chester Energy Company (inactive)	Clayville Energy Company (inactive)
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		
Retained earnings - beginning of year		

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Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Coronado Energy
 Company (inactive)

 Crescent Valley
 Energy Company
 [Dissolved
 10/26/2004]

Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

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Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Delaware Energy Conservers, Inc. [Dissolved 06/08/2004]	Desert Sunris Energy Compan (inactive)
--	--

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized

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Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	East Maine Energy Company [Dissolved 06/08/2004]	Edison Alabama Generating Co [Dissolved 10/26/2004]
--	--	--

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

 Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

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 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

 Edison Mission
 Energy Fuel
 Consolidated

Edison Missio
 Energy Fundin

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	\$1
Equity in income from partnerships and unconsolidated subsidiaries - net	(2)
Other nonoperating income	47
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	46
Income tax (benefit)	18

Income (loss) from continuing operations	28
Income from discontinued operations - net of tax	

Income (loss) before accounting change	28
Cumulative effect of accounting change - net of tax	

Net income (loss)	28

Retained earnings - beginning of year	25
Dividends declared on common stock	(100)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$47)
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edison Mission

Edison Mission

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Energy Services,
Inc.

Resources, In

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Marketing and Trading, Inc.	Midwest Gener Energy Servic LLC [5]
Electric utility		
Nonutility power generation	\$22	
Financial services and other		
Total operating revenue	22	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	22	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	2	
Property and other taxes		
Total operating expenses	24	
Operating income (loss)	(2)	
Interest and dividend income	(7)	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(9)	
Income tax (benefit)	(4)	
Income (loss) from continuing operations	(5)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(5)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(5)	
Retained earnings - beginning of year	(12)	
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		

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Retained earnings - end of year (\$17)

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Operation and Maintenance, Inc.	Edison Missio Project Co.
Electric utility		
Nonutility power generation	\$23	
Financial services and other		
Total operating revenue	23	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	21	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses	21	
Operating income (loss)	2	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	2	
Income tax (benefit)	1	
Income (loss) from continuing operations	1	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	1	
Cumulative effect of accounting change - net of tax		

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Net income (loss)	1
Retained earnings - beginning of year	5
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	\$6

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	EME CP Holdings Co. Consolidated	EME Eastern Holdings Co. Consolidated
Electric utility		
Nonutility power generation		\$7
Financial services and other		
Total operating revenue	7	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)	7	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		(6)
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

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Income (loss) from continuing operations before tax	1
Income tax (benefit)	1
Income (loss) from continuing operations	
Income from discontinued operations - net of tax	
Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Net income (loss)	
Retained earnings - beginning of year	7
Dividends declared on common stock	(1)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	\$6

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	EMP, Inc. (inactive)	Four Counties Company (inac)
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		

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Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	
Income tax (benefit)	\$1

Income (loss) from continuing operations	(1)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(1)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(1)

Retained earnings - beginning of year	(1)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$2)
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Hancock Generation LLC (inactive)	Holtsville En Company (inac

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

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 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Jefferson Energy Company [Dissolved 10/26/2004]	Kings Canyon Company [Diss 06/08/2004]
---	--

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

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Company (inactive)

Company [Diss
06/08/2004]

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
 unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
 subject to mandatory redemption
Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year (\$1)
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year (\$1)
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Lehigh River Energy Company (inactive)	Longview Cogeneration Company [Diss 10/26/2004]
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		(\$10)
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----

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Retained earnings - end of year (\$10)

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Madison Energy Company (inactive)	Midwest Gener EME, LLC Consolidated
Electric utility		
Nonutility power generation		\$1
Financial services and other		
Total operating revenue		1
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		1
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		

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 Net income (loss)

Retained earnings - beginning of year	\$7
Dividends declared on common stock	(1)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$6
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Mission Capital LP Mission Del C
 Inc. Consolid

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)	
Interest and dividend income	\$14
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(\$14)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

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Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

	Mission Energy	Mission Energy
	Construction	Generation, I
	Services, Inc.	(inactive)

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and

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unconsolidated subsidiaries - net	
Other nonoperating income	(\$4)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
-----	-----
Income (loss) from continuing operations before tax	(4)
Income tax (benefit)	(2)
-----	-----
Income (loss) from continuing operations	(2)
Income from discontinued operations - net of tax	
-----	-----
Income (loss) before accounting change	(2)
Cumulative effect of accounting change - net of tax	
-----	-----
Net income (loss)	(2)
-----	-----
Retained earnings - beginning of year	(2)
Dividends declared on common stock	1
Dividends declared on preferred stock	
Stock option appreciation	
-----	-----
Retained earnings - end of year	(\$3)
=====	=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mission Energy Holdings International Inc. Consolidated	Mission Energy Indonesia [Dissolved 06/08/2004]
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$8

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Asset impairment and loss on lease termination	5
Depreciation, decommissioning and amortization	4
Property and other taxes	

Total operating expenses	17

Operating income (loss)	(17)
Interest and dividend income	14
Equity in income from partnerships and unconsolidated subsidiaries - net	15
Other nonoperating income	878
Interest expense - net of amounts capitalized	(69)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	821
Income tax (benefit)	273

Income (loss) from continuing operations	548
Income from discontinued operations - net of tax	

Income (loss) before accounting change	548
Cumulative effect of accounting change - net of tax	

Net income (loss)	548

Retained earnings - beginning of year	(1,438)
Dividends declared on common stock	(1,086)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$1,976)
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Mission Energy New
 York, Inc.

Mission Energy
 Wales Company
 Consolidated
 (inactive; all
 assets sold)

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Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit) (\$21)

Income (loss) from continuing operations 21
 Income from discontinued operations - net of tax

 Income (loss) before accounting change 21
 Cumulative effect of accounting change - net of tax

 Net income (loss) 21

Retained earnings - beginning of year (140)
 Dividends declared on common stock \$119 (\$1
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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	North Jackson Energy Company [Dissolved 10/26/2004]	Northern Sien Energy Compan (inactive)
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Panther Timber Company (inactive)	Paradise Ener Company (inac
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		
Retained earnings - beginning of year		
Dividends declared on common stock		

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Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Quartz Peak Energy Company [Dissolved 10/26/2004]	Rapid Energy Limited [SOLD 12/16/2004]
--	---	--

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations

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Income from discontinued operations - net of tax	
Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Net income (loss)	
Retained earnings - beginning of year	(\$8)
Dividends declared on common stock	\$8
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Rapidan Energy Company (inactive)	Reeves Bay En Company (inac
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities		

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subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year (\$5)
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year (\$5)
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Rio Escondido Energy Company (inactive) Riverport Energy Company (inactive)

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

 Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

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Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

San Joaquin Energy San Juan Ener
 Company Company

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net

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Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	\$20
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	20
Income tax (benefit)	8

Income (loss) from continuing operations	12
Income from discontinued operations - net of tax	

Income (loss) before accounting change	12
Cumulative effect of accounting change - net of tax	

Net income (loss)	12

Retained earnings - beginning of year	23
Dividends declared on common stock	(14)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$21
=====	

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

-----	Santa Ana Energy Company (inactive)	Santa Clara E Company (inac
-------	--	--------------------------------

Electric utility
Nonutility power generation

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Financial services and other

 Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

 Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
 unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities

subject to mandatory redemption

Dividends on utility preferred stock

not subject to mandatory redemption

 Income (loss) from continuing operations before tax

Income tax (benefit)

 Income (loss) from continuing operations

Income from discontinued operations - net of tax

 Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

 Retained earnings - end of year
 =====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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Silver Springs
Energy Company
(inactive)

Sonoma Geothe
Company [Diss
06/09/2004]

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Southern Sierra Energy Company	Thorofare Ene Company (inac
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		(\$1)
Equity in income from partnerships and unconsolidated subsidiaries - net		45
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		44
Income tax (benefit)		17
-----	-----	-----
Income (loss) from continuing operations		27
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		27
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		27
-----	-----	-----
Retained earnings - beginning of year		35
Dividends declared on common stock		(35)
Dividends declared on preferred stock		
Stock option appreciation		

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Retained earnings - end of year	\$27
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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Vista Energy Company (inactive)	Western Sierr Energy Compan
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		

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 Net income (loss)

Retained earnings - beginning of year	\$1
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
-----	-----
Retained earnings - end of year	\$1
=====	=====

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EDISON MISSION ENERGY and Subsidiaries [Tier 4]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Consolidating Adjustments	Edison Missio Energy Consol
Electric utility		
Nonutility power generation	(\$423)	\$1
Financial services and other		
-----	-----	-----
Total operating revenue	(423)	1
-----	-----	-----
Fuel	(209)	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(119)	
Asset impairment and loss on lease termination	(7)	
Depreciation, decommissioning and amortization	(26)	
Property and other taxes	(17)	
-----	-----	-----
Total operating expenses	(378)	2
-----	-----	-----
Operating income (loss)	(45)	
Interest and dividend income	(162)	
Equity in income from partnerships and unconsolidated subsidiaries - net	(11)	
Other nonoperating income	(1,630)	
Interest expense - net of amounts capitalized	289	
Other nonoperating deductions		
Minority interest	11	
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----

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Income (loss) from continuing operations before tax	(1,548)
Income tax (benefit)	(196)

Income (loss) from continuing operations	(1,352)
Income from discontinued operations - net of tax	690

Income (loss) before accounting change	(662)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(662)

Retained earnings - beginning of year	528
Dividends declared on common stock	1,921
Dividends declared on preferred stock	
Stock option appreciation	(8)

Retained earnings - end of year	\$1,779
=====	

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EDISON MISSION ENERGY [Tier 5]
 Equity Investments
 December 31, 2004
 (In millions)

Name of Entity:	American Bituminous Power Partners, LP	American Kiln Partners, LP (inactive)

Equity Interest:		
Assets	\$61	\$
Revenues	\$15	\$
Net Income (Loss)	\$1	\$
Nature/Purpose of Business:	To own an 80MW cogeneration facility in Grant Town, WV.	Currently inactive.
Ownership Interest(s):	49.5% LP by Aguila Energy Company	2% GP by Panther Timber Company
	0.5% GP by Pleasant Valley Energy Co.	49.5% of 53% LP by Aguila Energy Company
		0.5% of 53% GP by Pleasant Valley Energy

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Company

Name of Entity:	Brookhaven Cogeneration LP (inactive)	Brooklyn Navy Yard Cogeneration Partners, LP

Equity Interest:

Assets	\$	\$242
Revenues	\$	\$31
Net Income (Loss)	\$	\$(2)

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate a 286MW power production facility near the Brooklyn Bridge, NY.
-----------------------------	--	---

Ownership Interest(s):	50% GP and LP by Holtsville Energy Company	50% GP and LP by Mission Energy New York, Inc.
	50% GP by Madera Energy Company	

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EDISON MISSION ENERGY [Tier 5]
Equity Investments
December 31, 2004
(In millions)

Name of Entity:	CL Power Sales Two, L.L.C. [6]	CL Power Sales Seven, L.L.C. [6]

Equity Interest:

Assets	\$7	\$7
Revenues	\$4	\$3
Net Income (Loss)	\$	\$

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
-----------------------------	--	--

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Ownership Interest(s):	25% by Citizens Power Holdings One, LLC	25% by Citizens Power Holdings One, LLC
------------------------	---	---

Name of Entity:	CL Power Sales Nine, L.L.C. [6]	CL Power Sales Ten, L.L.C. [6]
-----------------	---------------------------------	--------------------------------

Equity Interest:

Assets	\$	\$5
Revenues	\$1	\$
Net Income (Loss)	\$	\$

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
-----------------------------	---	---

Ownership Interest(s):	25% by Citizens Power Holdings One, LLC	25% by Citizens Power Holdings One, LLC
------------------------	---	---

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EDISON MISSION ENERGY [Tier 5]
Equity Investments
December 31, 2004
(In millions)

Name of Entity:	Delaware Clean Energy Project (inactive)	Four Star Oil and Gas Company [SOLD 01/072004]
-----------------	--	--

Equity Interest:

Assets	\$	\$
--------	----	----

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Revenues	\$	\$
Net Income (Loss)	\$	\$
Nature/Purpose of Business:	To own and operate power production facilities.	To own an interest in common stock of domestic oil and gas exploration and production co.
Ownership Interest(s):	50% GP by Chesapeake Bay Energy Company	35.84% by Edison Mission Energy Oil and Gas [sold 01/07/2004]
Name of Entity:	Kern River Cogeneration Company	March Point Cogeneration Company

Equity Interest:		
Assets	\$63	\$73
Revenues	\$149	\$38
Net Income (Loss)	\$45	\$15
Nature/Purpose of Business:	To own and operate a 300MW Kern River (Omar Hill) cogeneration facility at Texaco's Kern River Oil Field near Bakersfield, CA.	To own and operate a 140MW cogeneration facility in Anacortes, WA.
Ownership Interest(s):	50% GP by Southern Sierra Energy Company	50% GP by San Juan Energy Company

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EDISON MISSION ENERGY [Tier 5]
Equity Investments
December 31, 2004
(In millions)

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Name of Entity:	Midway-Sunset Cogeneration Company	Mission Interface Partnership
-----------------	---------------------------------------	----------------------------------

Equity Interest:

Assets	\$78
Revenues	\$100
Net Income (Loss)	\$19

Nature/Purpose of Business:	To own and operate a 225MW cogeneration facility near Taft in Kern County, CA.	To own and operate power production facilities.
-----------------------------	---	--

Ownership Interest(s):	50% GP by San Joaquin Energy Company	50% by Edison Mission Energy Interface, Ltd
------------------------	---	--

Name of Entity:	Northville Energy Corporation (inactive)	Oconee Energy, LP (inactive)
-----------------	---	---------------------------------

Equity Interest:

Assets	\$	\$
Revenues	\$	\$
Net Income (Loss)	\$	\$

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
-----------------------------	--	--

Ownership Interest(s):	100% by North Shore Energy LP	50% by Clayville Energy Company 50% by Coronado Energy Company
------------------------	----------------------------------	---

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EDISON MISSION ENERGY [Tier 5]
 Equity Investments
 December 31, 2004
 (In millions)

Name of Entity:	Riverhead Cogeneration II, LP (inactive)	Riverhead Cogeneration III, LP (inactive)

Equity Interest:		
Assets	\$	\$
Revenues	\$	\$
Net Income (Loss)	\$	\$
Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
Ownership Interest(s):	50% GP and LP by Riverport Energy Company	50% GP and LP by Indian Bay Energy Company
	50% GP by San Pedro Energy Company	50% GP by Santa Ana Energy Company
Name of Entity:	Sargent Canyon Cogeneration Company	Smithtown Cogeneration, LP (inactive)

Equity Interest:		
Assets	\$18	\$
Revenues	\$16	\$
Net Income (Loss)	\$4	\$
Nature/Purpose of Business:	To own and operate a 38MW cogeneration facility in Monterey Co, CA	To own and operate power production facilities.
Ownership Interest(s):	50% GP by Viejo Energy	50% GP by Balboa Energy

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Company

Company

50% GP and LP by
Kingspark Energy Company

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EDISON MISSION ENERGY [Tier 5]
Equity Investments
December 31, 2004
(In millions)

Name of Entity:	Sunrise Power Company, LLC	Sycamore Cogeneration Company

Equity Interest:		
Assets	\$234	\$76
Revenues	\$59	\$154
Net Income (Loss)	\$28	\$43
Nature/Purpose of Business:	To own and operate a 320MW power production facility in Fellows, CA.	To own and operate a 300MW cogeneration facility at Texaco's Kern River Oil Field near Bakersfield, CA.
Ownership Interest(s):	50% GP by Mission del Sol, LLC	50% GP by Western Sierra Energy Co.

Name of Entity:	Triple Cycle Partnership (inactive)	Watson Cogeneration Company

Equity Interest:		
Assets	\$	\$103

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Revenues	\$	\$17
Net Income (Loss)	\$	\$3
Nature/Purpose of Business:	To own 25% interest in partnership that has rights to a proprietary technology.	To own and operate a 385MW cogeneration facility at ARCO's LA Refinery in Carson, CA
Ownership Interest(s):	50% GP by Mission Triple Cycle Systems Company	49% GP by Camino Energy Company

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EDISON MISSION ENERGY [Tier 5]
Equity Investments [INTERNATIONAL]
December 31, 2004
(In millions)

Name of Entity:	CBK Power Company Ltd. [SOLD 01/10/2005]	San Pascual Cogeneration Company (Philippines) Ltd.

Equity Interest:		
Assets	\$281	\$9
Revenues	\$57	\$4
Net Income (Loss)	\$21	\$(2)
Nature/Purpose of Business:	To own and operate a 728 MW hydroelectric power plant in the Philippines.	To develop a 300 MW combined cycle cogeneration facility located in Philippines.
Ownership Interest(s):	49% LP by EME Caliraya B.V. 1% GP by EME Kayalaan B.V.	1% GP and 74% LP by San Pascual Cogeneration Company International B.V.

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Name of Entity:

Equity Interest:

Assets

Revenues

Net Income (Loss)

Nature/Purpose of Business:

Ownership Interest(s):

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Part 6

EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Mission
Energy Fuel

Edison Mission
Energy Oil and
[sold 01/07/20

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net

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Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(\$15)
Investments in leveraged leases	
Other investments	

Total investment and other assets	(15)

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	(\$15)
=====	

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Pocono Fuels Company (inactive)	Southern Sierr Gas Company (inactive)

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		

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Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edison Mission
Energy Fuel
Consolidated

ASSETS

Cash and equivalents

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Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Energy Fuel	Energy Oil and [sold 01/07/20

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$25	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	25	

Long-term debt		

Accumulated deferred income taxes - net	(1)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	(1)	

Liabilities of discontinued operations		

Total Liabilities	24	

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	(39)	
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity	(39)	

Total liabilities and shareholders' equity	(\$15)	
=====		

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Pocono Fuels Company (inactive)	Southern Sierra Gas Company (inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$1)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		(1)

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		(1)

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		1

Total common shareholders' equity		\$1

Total liabilities and shareholders' equity		

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Mission
 Energy Fuel
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$24
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
Total current liabilities	24
Long-term debt	
Accumulated deferred income taxes - net	(1)
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	(1)
Liabilities of discontinued operations	
Total Liabilities	23
Minority Interest	
Preferred stock not subject to mandatory redemption	

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Common stock	24
Accumulated other comprehensive loss	
Retained earnings	(47)

Total common shareholders' equity	(\$23)

Total liabilities and shareholders' equity

=====

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Energy Fuel	Edison Mission Energy Oil and [sold 01/07/2

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

Operating income (loss)		
Interest and dividend income	\$1	
Equity in income from partnerships and Unconsolidated subsidiaries - net		
Other nonoperating income	47	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax	48	

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Income tax (benefit)	18
Income (loss) from continuing operations	30
Income from discontinued operations - net of tax	
Income (loss) before accounting change	30
Cumulative effect of accounting change - net of tax	
Net income (loss)	30
Retained earnings - beginning of year	16
Dividends declared on common stock	(\$46)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Pocono Fuels Company (inactive)	Southern Sier Company (inac)
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		

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Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	
Income tax (benefit)	

Income (loss) from continuing operations	
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	

Net income (loss)	

Retained earnings - beginning of year	\$1
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$1
=====	=====

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EDISON MISSION ENERGY FUEL and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Energy Fuel Consolidated

Electric utility	
Nonutility power generation	
Financial services and other	

Total operating revenue	

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

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Total operating expenses

Operating income (loss)	
Interest and dividend income	\$1
Equity in income from partnerships and unconsolidated subsidiaries - net	(2)
Other nonoperating income	47
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	46
Income tax (benefit)	18
Income (loss) from continuing operations	28
Income from discontinued operations - net of tax	
Income (loss) before accounting change	28
Cumulative effect of accounting change - net of tax	
Net income (loss)	28
Retained earnings - beginning of year	25
Dividends declared on common stock	(100)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	(\$47)

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Chestnut Ridge Energy Company	EME Homer City Generation LP
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		

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ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Edison Mission Holdings Co.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		(\$1,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	\$624	(
Investments in leveraged leases		
Other investments		

Total investment and other assets	624	(2,

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets	\$624	(\$1,
=====		

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Chestnut Ridge Energy Company	EME Homer City Generation LP

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1)	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	(1)	

Long-term debt		1,

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities	(1)	2,

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	64	
Accumulated other comprehensive loss		
Retained earnings	(10)	

Total common shareholders' equity	54	

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Total liabilities and shareholders' equity	\$53	\$2,
=====	=====	=====

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Homer City Property Holdings, Inc.	Mission Energy Westside, Inc.
--	--	----------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Holdings Co.	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		(
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		(1,

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

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Total Liabilities		(1,
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock	\$593	(
Accumulated other comprehensive loss		
Retained earnings	14	
Total common shareholders' equity	607	(
Total liabilities and shareholders' equity	\$607	(\$1,

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Chestnut Ridge Energy Company	EME Homer Cit Generation LP
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		

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Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	
Income tax (benefit)	(\$3)

Income (loss) from continuing operations	3
Income from discontinued operations - net of tax	

Income (loss) before accounting change	3
Cumulative effect of accounting change - net of tax	

Net income (loss)	3

Retained earnings - beginning of year	(2)
Dividends declared on common stock	(11)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$10)
=====	

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Homer City Property Holdings, Inc.	Mission Energy Westside, Inc.

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		

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Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EDISON MISSION HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edison Mission
 Holdings Co.

Consolidating
 Adjustments

 Electric utility
 Nonutility power generation
 Financial services and other

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities

subject to mandatory redemption

Dividends on utility preferred stock

not subject to mandatory redemption

Income (loss) from continuing operations before tax

Income tax (benefit)

Income (loss) from continuing operations

Income from discontinued operations - net of tax

Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year

\$31

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

Retained earnings - end of year

\$31

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EME CP HOLDINGS CO. and Subsidiaries [Tier 5]

Consolidating Balance Sheet

December 31, 2004

(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	CP Power Sales Seventeen, L.L.C.	CP Power Sales Nineteen, L.L.C.

ASSETS		

Cash and equivalents	\$1	
Restricted cash		
Receivables - net	1	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets	2	
Prepayments		
Other current assets		

Total current assets	4	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	94	

Total deferred charges	94	

Assets of discontinued operations		

Total assets	\$98	
=====		

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EME CP HOLDINGS CO. and Subsidiaries [Tier 5]
Consolidating Balance Sheet

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

December 31, 2004

(In millions)

	EME CP Holdings Co.	Consolidating Adjustments
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$15	(
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	15	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		
Total assets	\$15	(
<hr/>		

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EME CP HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	CP Power Sales Seventeen, L.L.C.	CP Power Sales Nineteen, L.L.C.

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year	\$2	
Preferred stock to be redeemed within one year		
Accounts payable	(1)	
Accrued taxes		
Trading and price risk management liabilities	4	
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	5	

Long-term debt	79	

Accumulated deferred income taxes - net	2	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities	2	

Liabilities of discontinued operations		

Total Liabilities	86	

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings	12	

Total common shareholders' equity	12	

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 Total liabilities and shareholders' equity \$98
 =====

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EME CP HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EME CP Holdings Co.	Consolidating Adjustments

----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$4)	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities	(4)	

Long-term debt		

Accumulated deferred income taxes - net	10	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities	10	

Liabilities of discontinued operations		

Total Liabilities	6	

Minority Interest		

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Preferred stock not subject to mandatory redemption

Common stock		
Accumulated other comprehensive loss		
Retained earnings	9	(
Total common shareholders' equity	9	
Total liabilities and shareholders' equity	\$15	(

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EME CP HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	CP Power Sales Seventeen, L.L.C.	CP Power Sale Nineteen, L.L.C.
Electric utility		
Nonutility power generation	\$7	
Financial services and other		
Total operating revenue	7	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)	7	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	(6)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

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Income (loss) from continuing operations before tax	1
Income tax (benefit)	1
Income (loss) from continuing operations	
Income from discontinued operations - net of tax	
Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	
Net income (loss)	
Retained earnings - beginning of year	13
Dividends declared on common stock	(1)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	\$12

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EME CP HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	EME CP Holdings Co.	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		

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Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year \$9
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year \$9
 =====

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Athens Funding,
 L.L.C.

Citizens Power
 Holdings One,

 ASSETS

 Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

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 Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

CP Power Sales CP Power Sales
 Two, L.L.C. [6] Seven, L.L.C.

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost

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Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

CP Power Sales
 Nine, L.L.C. [6]

CP Power Sales
 Ten, L.L.C. [6]

 ASSETS

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Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	EME Eastern Holdings Co.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$2	
Investments in leveraged leases		
Other investments		

Total investment and other assets	2	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets	\$2	
=====		

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Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Athens Funding, L.L.C.	Citizens Power Holdings One,
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities		
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities		
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
Total common shareholders' equity		
Total liabilities and shareholders' equity		

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	CP Power Sales Two, L.L.C. [6]	CP Power Sales Seven, L.L.C.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		

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Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

454

EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

CP Power Sales
 Nine, L.L.C. [6]

CP Power Sales
 Ten, L.L.C. [6]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

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Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

455

EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	EME Eastern Holdings Co.	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$1)
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		(1)

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

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Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

(1)

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

6

Accumulated other comprehensive loss

Retained earnings

(3)

Total common shareholders' equity

3

Total liabilities and shareholders' equity

\$2

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Athens Funding,
 L.L.C.

Citizens Powe
 Holdings One,

Electric utility

Nonutility power generation

Financial services and other

Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

Total operating expenses

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Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

CP Power Sales CP Power Sale
 Two, L.L.C. [6] Seven, L.L.C.

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net

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Financial services and other

 Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

 Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
 unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities
 subject to mandatory redemption

Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax

Income tax (benefit)

 Income (loss) from continuing operations

Income from discontinued operations - net of tax

 Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

 Retained earnings - end of year
 =====

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EME EASTERN HOLDINGS CO. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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	EME Eastern Holdings Co.	Consolidating Adjustments

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax		
Income tax (benefit)		(\$1)

Income (loss) from continuing operations		1
Income from discontinued operations - net of tax		

Income (loss) before accounting change		1
Cumulative effect of accounting change - net of tax		

Net income (loss)		1

Retained earnings - beginning of year		(3)
Dividends declared on common stock		(1)
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		(\$3)
=====		=====

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Midwest Generation EME, LLC	Collins Holding EME, LLC
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net	\$4	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	2,405	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	2,409	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges	53	
<hr/>		
Total deferred charges	53	
<hr/>		
Assets of discontinued operations		
<hr/>		

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Total assets \$2,462

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Energy Fuel Services, LLC [6]	Edison Mission Overseas Co. [[Merged into Edison Mission Midwest Holdin Co. 04/27/04]
--	--	---

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Midwest Generation LLC [6]	Midwest Financ Corp. [7]

ASSETS		

Cash and equivalents	\$156	
Restricted cash		
Receivables - net	34	
Accrued unbilled revenue		
Fuel inventory	40	
Materials and supplies, at average cost	18	
Accumulated deferred income taxes - net		
Trading and price risk management assets	20	
Prepayments	7	
Other current assets	21	

Total current assets	296	

Nonutility property - net	3,469	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets	3,469	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		

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Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	14
Regulatory assets - net	
Other deferred charges	31

Total deferred charges	45

Assets of discontinued operations	

Total assets	\$3,810
=====	

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Midwest Generation EME, LLC Consolidated

ASSETS	

Cash and equivalents	\$157
Restricted cash	
Receivables - net	34
Accrued unbilled revenue	
Fuel inventory	40
Materials and supplies, at average cost	18
Accumulated deferred income taxes - net	
Trading and price risk management assets	20
Prepayments	7
Other current assets	21

Total current assets	297

Nonutility property - net	2,319
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	

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Total investment and other assets 2,319

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Restricted cash 14

Regulatory assets - net

Other deferred charges 165

Total deferred charges 179

Assets of discontinued operations

Total assets \$2,795

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]

Consolidating Balance Sheet

December 31, 2004

(In millions)

Midwest Generation
EME, LLC

Collins Holding
EME, LLC

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable (\$12)

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities 1

Total current liabilities (11)

Long-term debt

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Accumulated deferred income taxes - net	1
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
-----	-----
Total deferred credits and other liabilities	1
-----	-----
Liabilities of discontinued operations	
-----	-----
Total Liabilities	(10)
-----	-----
Minority Interest	
-----	-----
Preferred stock not subject to mandatory redemption	
-----	-----
Common stock	3,091
Accumulated other comprehensive loss	
Retained earnings	(619)
-----	-----
Total common shareholders' equity	2,472
-----	-----
Total liabilities and shareholders' equity	\$2,462
=====	=====

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Mission
 Energy Fuel
 Services, LLC [6]

Edison Mission
 Overseas Co. [
 [Merged into
 Edison Mission
 Midwest Holding
 Co. 04/27/04]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year

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Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

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	Midwest Generation LLC [6]	Midwest Financial Corp. [7]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year	\$62	
Preferred stock to be redeemed within one year		
Accounts payable	(1,841)	
Accrued taxes		
Trading and price risk management liabilities	16	
Regulatory liabilities - net		
Other current liabilities	138	

Total current liabilities	(1,625)	

Long-term debt	2,905	

Accumulated deferred income taxes - net	10	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities	163	

Total deferred credits and other liabilities	173	

Liabilities of discontinued operations		

Total Liabilities	1,453	

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	3,391	
Accumulated other comprehensive loss	5	
Retained earnings	(1,039)	

Total common shareholders' equity	2,357	

Total liabilities and shareholders' equity	\$3,810	
=====		

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Midwest Generation EME, LLC Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY	

Short-term debt	
Long-term debt due within one year	\$7
Preferred stock to be redeemed within one year	
Accounts payable	(1,905)
Accrued taxes	
Trading and price risk management liabilities	16
Regulatory liabilities - net	
Other current liabilities	96

Total current liabilities	(1,786)

Long-term debt	1,660

Accumulated deferred income taxes - net	117
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	163

Total deferred credits and other liabilities	280

Liabilities of discontinued operations	

Total Liabilities	154

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	3,091
Accumulated other comprehensive loss	5
Retained earnings	(455)

Total common shareholders' equity	2,641

Total liabilities and shareholders' equity	\$2,795

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Midwest Generation EME, LLC	Collins Holdi EME, LLC
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$4	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	2	
Property and other taxes		
Total operating expenses	6	
Operating income (loss)	(6)	
Interest and dividend income	(1)	
Equity in income from partnerships and Unconsolidated subsidiaries - net		
Other nonoperating income	4	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(3)	
Income tax (benefit)	(1)	
Income (loss) from continuing operations	(2)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(2)	
Cumulative effect of accounting change - net of tax		

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Net income (loss)	(2)

Retained earnings - beginning of year	(565)
Dividends declared on common stock	(52)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$619)
=====	

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Energy Fuel Services, LLC [6]	Edison Mission Overseas Co. [Merged into Mission Midwe Holdings Co. 04/27/04]

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		

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Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year

470

MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

	Midwest Generation LLC [6]	Midwest Finan Corp. [7]
Electric utility		
Nonutility power generation	\$1,058	
Financial services and other		
Total operating revenue	1,058	
Fuel	381	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	390	
Asset impairment and loss on lease termination	105	
Depreciation, decommissioning and amortization	170	
Property and other taxes	6	
Total operating expenses	1,052	
Operating income (loss)	6	
Interest and dividend income		48

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Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	(3)
Interest expense - net of amounts capitalized	(184)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	(133)
Income tax (benefit)	(51)

Income (loss) from continuing operations	(82)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(82)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(82)

Retained earnings - beginning of year	(870)
Dividends declared on common stock	(87)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$1,039)
=====	

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MIDWEST GENERATION EME, LLC and Subsidiaries [Tier 5]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

	Midwest Generation EME, LLC Consolidated

Electric utility	
Nonutility power generation	\$1,058
Financial services and other	

Total operating revenue	1,058

Fuel	381
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	482

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Asset impairment and loss on lease termination	990
Depreciation, decommissioning and amortization	118
Property and other taxes	6

Total operating expenses	1,977

Operating income (loss)	(919)
Interest and dividend income	114
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	(9)
Interest expense - net of amounts capitalized	(102)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	(906)
Income tax (benefit)	(348)

Income (loss) from continuing operations	(558)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(558)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(558)

Retained earnings - beginning of year	(15)
Dividends declared on common stock	118
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$455)
=====	

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MISSION DEL CIELO, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Mission del Cielo Mission del So
Inc.

ASSETS

Cash and equivalents

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Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
-----	-----	-----
Total current assets		
-----	-----	-----
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$117
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets		117
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Restricted cash		
Regulatory assets - net		
Other deferred charges		
-----	-----	-----
Total deferred charges		
-----	-----	-----
Assets of discontinued operations		
-----	-----	-----
Total assets		\$117
=====	=====	=====

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MISSION DEL CIELO, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

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Estrellas LLC [7] Adjustments

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

(\$
)
(\$
)

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MISSION DEL CIELO, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004

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(In millions)

	Mission del Cielo Inc.	Mission del So

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock	\$72	
Accumulated other comprehensive loss		
Retained earnings	45	

Total common shareholders' equity	117	

Total liabilities and shareholders' equity	\$117	
=====		

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MISSION DEL CIELO, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission De Las Estrellas, LLC [7]	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		

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Total common shareholders' equity

Total liabilities and shareholders' equity

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MISSION DEL CIELO, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mission del Cielo Inc.	Mission del S
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		

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Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year	\$45
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
-----	-----
Retained earnings - end of year	\$45
=====	=====

477

MISSION DEL CIELO, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Mission De Las Estrellas, LLC [7]	Consolidating Adjustments
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock		

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not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

SEE PART 6A

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

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Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

SEE PART 6A

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

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Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

SEE PART 6A

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net

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Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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MISSION ENERGY WALES COMPANY AND SUBSIDIARIES [TIER 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Mission Hydro
 Limited
 Partnership
 Consolidated

Mission Energy
 Wales Company

 ASSETS

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Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY WALES COMPANY AND SUBSIDIARIES [TIER 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

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Mission Energy
Wales Company
Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY WALES COMPANY AND SUBSIDIARIES [TIER 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Mission Hydro Limited Partnership Consolidated	Mission Energy Wales Company

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

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Total liabilities and shareholders' equity

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MISSION ENERGY WALES COMPANY AND SUBSIDIARIES [TIER 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Mission Energy
 Wales Company
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

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Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MISSION ENERGY WALES COMPANY AND SUBSIDIARIES [TIER 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Mission Hydro Limited Partnership Consolidated	Mission Energy Wales Company
Electric utility		
Nonutility power generation	\$480	
Financial services and other		
-----	-----	-----
Total operating revenue	480	
-----	-----	-----
Fuel	227	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	25	
Property and other taxes	17	
-----	-----	-----
Total operating expenses	359	
-----	-----	-----
Operating income (loss)	121	
Interest and dividend income	156	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	1	
Interest expense - net of amounts capitalized	(232)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		13

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Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax	59
Income tax (benefit)	4
Income (loss) from continuing operations	55
Income from discontinued operations - net of tax	
Income (loss) before accounting change	55
Cumulative effect of accounting change - net of tax	
Net income (loss)	55
Retained earnings - beginning of year	200
Dividends declared on common stock	(\$255)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MISSION ENERGY WALES COMPANY AND SUBSIDIARIES [TIER 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Mission Energy Wales Company Consolidated
Electric utility	
Nonutility power generation	\$480
Financial services and other	
Total operating revenue	480
Fuel	227
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	90
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	25
Property and other taxes	17
Total operating expenses	359
Operating income (loss)	121

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Interest and dividend income	161
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	641
Interest expense - net of amounts capitalized	(232)
Other nonoperating deductions	
Minority interest	(12)
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	679
Income tax (benefit)	4

Income (loss) from continuing operations	675
Income from discontinued operations - net of tax	

Income (loss) before accounting change	675
Cumulative effect of accounting change - net of tax	

Net income (loss)	675

Retained earnings - beginning of year	515
Dividends declared on common stock	(\$1,190)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		

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Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Mission Hydro
Limited
Partnership
Consolidated

ASSETS

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Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Mission Hydro
Limited
Partnership
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss

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Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partn
Electric utility		
Nonutility power generation	\$480	
Financial services and other		
Total operating revenue	480	
Fuel	227	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	25	
Property and other taxes	17	
Total operating expenses	359	
Operating income (loss)	121	
Interest and dividend income	156	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	1	
Interest expense - net of amounts capitalized	(232)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	13	
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	59	
Income tax (benefit)	4	

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Income (loss) from continuing operations	55
Income from discontinued operations - net of tax	
Income (loss) before accounting change	55
Cumulative effect of accounting change - net of tax	
Net income (loss)	55
Retained earnings - beginning of year	202
Dividends declared on common stock	(\$257)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Mission Hydro Limited Partnership Consolidated
Electric utility	
Nonutility power generation	\$480
Financial services and other	
Total operating revenue	480
Fuel	227
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	90
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	25
Property and other taxes	17
Total operating expenses	359
Operating income (loss)	121
Interest and dividend income	156
Equity in income from partnerships and unconsolidated subsidiaries - net	

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Other nonoperating income	1
Interest expense - net of amounts capitalized	(232)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	13
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	59
Income tax (benefit)	4

Income (loss) from continuing operations	55
Income from discontinued operations - net of tax	

Income (loss) before accounting change	55
Cumulative effect of accounting change - net of tax	

Net income (loss)	55

Retained earnings - beginning of year	200
Dividends declared on common stock	(\$255)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Edison Mission Operation and Maintenance Limited	EME Victoria Generation Lim Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

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Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Enerloy Pty Ltd [8] FHH No. 1 Limi
Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net

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Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

EME Generation Consolidating
 Holdings Limited Adjustments

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ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

December 31, 2004

(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Edison Mission Operation & Maintenance Limited	EME Victoria Generation Lim Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Enerloy Pty Ltd [8] FHH No. 1 Limited
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

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Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

=====
Total liabilities and shareholders' equity
=====

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	EME Generation Holdings Limited	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

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Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Edison Mission Operation & Maintenance Limited	EME Victoria Generation Li Consolidated
--	--	---

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net

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Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	(\$2)
Dividends declared on common stock	\$2
Dividends declared on preferred stock	
Stock option appreciation	

 Retained earnings - end of year
 =====

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Enerloy Pty Ltd [8] FHH No. 1 Lim
 Consolidated

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization

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Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	(\$356)	
Dividends declared on common stock	\$356	(
Dividends declared on preferred stock		
Stock option appreciation		

 Retained earnings - end of year
 =====

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MISSION ENERGY WALES COMPANY, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

EME Generation Holdings Limited	Consolidating Adjustments
------------------------------------	------------------------------

 Electric utility
 Nonutility power generation
 Financial services and other

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Total operating revenue	

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	\$1
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	2
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	13
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	16
Income tax (benefit)	

Income (loss) from continuing operations	16
Income from discontinued operations - net of tax	

Income (loss) before accounting change	16
Cumulative effect of accounting change - net of tax	

Net income (loss)	16

Retained earnings - beginning of year	15
Dividends declared on common stock	(\$31)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

502

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

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ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Energy Capital Partnership	Enerloy Pty Lt

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		
=====		

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Gippsland Power Pty Ltd [9]	Loy Yang B Joi Venture [10]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Consolidating Adjustments	EME Victoria Generation Lim Consolidated
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		

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Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION ENERGY WALES COMPANY
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Energy Capital
 Partnership

Enerloy Pty Lt

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Accumulated other comprehensive loss

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MISSION ENERGY WALES COMPANY

MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,

EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]

Consolidating Balance Sheet

December 31, 2004

(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Gippsland Power
Pty Ltd [9]

Loy Yang B Joi
Venture [10]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

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Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION ENERGY WALES COMPANY
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Consolidating Adjustments	EME Victoria Generation Lim Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities

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Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Energy Capital
Partnership

Enerloy Pty L

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Electric utility	
Nonutility power generation	
Financial services and other	

Total operating revenue	

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(\$56)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	(56)
Income tax (benefit)	

Income (loss) from continuing operations	(56)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(56)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(56)

Retained earnings - beginning of year	(356)
Dividends declared on common stock	\$412
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MISSION ENERGY WALES COMPANY

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MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Gippsland Power Pty Ltd [9]	Loy Yang B Jo Venture [10]
Electric utility		
Nonutility power generation	\$82	
Financial services and other		

Total operating revenue	82	

Fuel	13	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	19	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	14	
Property and other taxes		

Total operating expenses	46	

Operating income (loss)	36	
Interest and dividend income	(18)	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	(1)	
Interest expense - net of amounts capitalized	(1)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax	16	
Income tax (benefit)	5	

Income (loss) from continuing operations	11	
Income from discontinued operations - net of tax		

Income (loss) before accounting change	11	
Cumulative effect of accounting change - net of tax		

Net income (loss)	11	

Retained earnings - beginning of year	109	
Dividends declared on common stock	(\$120)	
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		

510

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Consolidating Adjustments	EME Victoria Generation Li Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		
<hr/>		
Total operating revenue		
<hr/>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		(\$1)
Property and other taxes		
<hr/>		
Total operating expenses		(1)
<hr/>		
Operating income (loss)		1
Interest and dividend income		1
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
<hr/>		
Income (loss) from continuing operations before tax		2
Income tax (benefit)		1
<hr/>		
Income (loss) from continuing operations		1
Income from discontinued operations - net of tax		
<hr/>		
Income (loss) before accounting change		1

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Cumulative effect of accounting change - net of tax

Net income (loss)	1
Retained earnings - beginning of year	(89)
Dividends declared on common stock	\$88
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	First Hydro Holdings Company [8]	First Hydro Company [9]
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		

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Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

512

MISSION ENERGY WALES COMPANY
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

First Hydro
 Company [10]

FFH No. 1 Limi

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships

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and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

513

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

FFH No. 1 Limited
Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

514

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

First Hydro
Holdings Company [8]

First Hydro
Company [9]

LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

515

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	First Hydro Company [10]	FFH No. 1 Limi

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

FFH No. 1 Limited
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

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 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MISSION ENERGY WALES COMPANY
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	First Hydro Holdings Company [8]	First Hydro C [9]

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

Operating income (loss)		
Interest and dividend income		(\$63)
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		79
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax		16
Income tax (benefit)		

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Income (loss) from continuing operations	16
Income from discontinued operations - net of tax	
Income (loss) before accounting change	16
Cumulative effect of accounting change - net of tax	
Net income (loss)	16
Retained earnings - beginning of year	5
Dividends declared on common stock	(\$21)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

518

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	First Hydro Company [10]	FFH No. 1 Lim
Electric utility		
Nonutility power generation	\$392	
Financial services and other		
Total operating revenue	392	
Fuel	214	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	58	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	12	
Property and other taxes	17	
Total operating expenses	301	
Operating income (loss)	91	
Interest and dividend income	2	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		

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Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	(121)
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	(28)
Income tax (benefit)	

Income (loss) from continuing operations	(28)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(28)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(28)

Retained earnings - beginning of year	193
Dividends declared on common stock	(\$165)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

519

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	FFH No. 1 Limited Consolidated

Electric utility	
Nonutility power generation	\$398
Financial services and other	

Total operating revenue	398

Fuel	214
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	59
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	11

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Property and other taxes	16

Total operating expenses	300

Operating income (loss)	98
Interest and dividend income	3
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(63)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	38
Income tax (benefit)	(1)

Income (loss) from continuing operations	39
Income from discontinued operations - net of tax	

Income (loss) before accounting change	39
Cumulative effect of accounting change - net of tax	

Net income (loss)	39

Retained earnings - beginning of year	74
Dividends declared on common stock	(\$113)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

520

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Energy Capital Partnership [8]	Enerloy Pty Lt [9]
ASSETS		

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Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

521

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

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	Consolidating Adjustments	Loyvic Pty. Lt Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		
=====	=====	=====

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MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Energy Capital Partnership [8]	Enerloy Pty Lt [9]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

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Total liabilities and shareholders' equity

523

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Consolidating Adjustments	Loyvic Pty. Lt Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		

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Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

524

MISSION ENERGY WALES COMPANY
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

Energy Capital Partnership [8] Enerloy Pty L

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized (\$56)
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption

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Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax	(56)
Income tax (benefit)	

Income (loss) from continuing operations	(56)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(56)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(56)
-------------------	------

Retained earnings - beginning of year	(356)
Dividends declared on common stock	\$412
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
---------------------------------	--

525

MISSION ENERGY WALES COMPANY
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ASSETS OF MISSION ENERGY WALES CO. WERE SOLD OR LIQUIDATED.

	Consolidating Adjustments	Loyvic Pty. L Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		

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Operating income (loss)	
Interest and dividend income	(\$56)
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	\$56
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	
Income tax (benefit)	

Income (loss) from continuing operations	
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	

Net income (loss)	
-------------------	--

Retained earnings - beginning of year	
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
---------------------------------	--

=====

526

Part 6A

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Beheer-en Belegg ingsmaatschappij Pego B.V.	Beheer-en Bele ingsmaatschapp Plogema B.V. Consolidated
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ASSETS

Cash and equivalents	
Restricted cash	
Receivables - net	

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Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

\$

527

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison First Power EME Finance UK
 Holdings II Limited
 Consolidated

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ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

528

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	EME Investments II, LL (inactive)	EME Southwest Power Corporat (inactive)

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		
=====		

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	First Hydro Renewables Limited (inactive)	First Hydro Renewables Num 2 Limited (inactive) [6]
ASSETS		
Cash and equivalents	\$1	
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets	1	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		

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Total assets \$1

530

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Maplekey Holdings Limited Consolidated	MEC San Pascua B.V. Consolida
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		

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Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Pride Hold Limited Lakeland Power
 Development
 Company Limited
 (inactive) [6]

ASSETS

Cash and equivalents

Restricted cash

Receivables - net

\$1

Accrued unbilled revenue

Fuel inventory

Materials and supplies, at average cost

Accumulated deferred income taxes - net

Trading and price risk management assets

Prepayments

Other current assets

Total current assets

1

Nonutility property - net

Nuclear decommissioning trusts

Investments in partnerships
 and unconsolidated subsidiaries

Investments in leveraged leases

Other investments

Total investment and other assets

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets \$1
=====

532

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004
(In millions)

MEC International
B.V. Consolidated
[SOLD 12/16/2004] Mission Energy
Holdings
International,

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

1,

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Total investment and other assets	1,

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	

Total deferred charges	

Assets of discontinued operations	

Total assets	\$1,
=====	

533

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Mission Energy Holdings International, Inc. Consolidated

ASSETS	

Cash and equivalents	\$7
Restricted cash	
Receivables - net	2
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	
Other current assets	

Total current assets	9

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Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	49
Investments in leveraged leases	
Other investments	

Total investment and other assets	49

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	1

Total deferred charges	1

Assets of discontinued operations	

Total assets	\$59
=====	

534

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Balance Sheet
December 31, 2004 (In millions)

	Beheer-en Beleggingsmaatschappij Pego B.V.	Beheer-en Beleggingsmaatschappij Plogema B.V. Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$
Accrued taxes		
Trading and price risk management liabilities		

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Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

\$

535

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004 (In millions)

Edison First Power Holdings II Consolidated EME Finance UK Limited

 LIABILITIES AND SHAREHOLDERS' EQUITY

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Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$1)
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
Total current liabilities	(1)
Long-term debt	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	
Liabilities of discontinued operations	
Total Liabilities	(1)
Minority Interest	
Preferred stock not subject to mandatory redemption	
Common stock	1,261
Accumulated other comprehensive loss	
Retained earnings	(1,260)
Total common shareholders' equity	\$1
Total liabilities and shareholders' equity	

536

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	EME Investments II, LL (inactive)	EME Southwest Power Corporat (inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		(

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		(

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		\$

Total liabilities and shareholders' equity		
=====		

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004 (In millions)

	First Hydro Renewables Limited (inactive)	First Hydro Renewables Num 2 Limited (inactive) [6]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		\$1

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Total common shareholders' equity	1

Total liabilities and shareholders' equity	\$1
=====	

538

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Maplekey Holdings Limited Consolidated	MEC San Pascua B.V. Consolida

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

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 Preferred stock not subject to mandatory redemption

Common stock	\$1,301
Accumulated other comprehensive loss	
Retained earnings	(\$1,301)

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

539

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004 (In millions)

Pride Hold Limited Lakeland Power
 Development
 Company Limited
 (inactive) [6]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$18)
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
Total current liabilities	(18)

 Long-term debt

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	

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Liabilities of discontinued operations

Total Liabilities (18)

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Accumulated other comprehensive loss

Retained earnings 19

Total common shareholders' equity 19

Total liabilities and shareholders' equity \$1

540

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004 (In millions)

MEC International Mission Energy
 B.V. Consolidated Holdings
 [SOLD 12/16/2004] International,

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable (\$

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities (

Long-term debt

Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

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Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		(

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		1,
Accumulated other comprehensive loss		
Retained earnings		(

Total common shareholders' equity		1,

Total liabilities and shareholders' equity		\$1,
=====		

541

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Balance Sheet
 December 31, 2004 (In millions)

Mission Energy
 Holdings
 International,
 Inc. Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$1,396)
Accrued taxes		16
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		2

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Total current liabilities	(1,378)
---------------------------	---------

Long-term debt

Accumulated deferred income taxes - net	9
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	91

Total deferred credits and other liabilities	100
--	-----

Liabilities of discontinued operations

Total Liabilities	(1,278)
-------------------	---------

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock	3,320
Accumulated other comprehensive loss	(7)
Retained earnings	(1,976)

Total common shareholders' equity	1,337
-----------------------------------	-------

Total liabilities and shareholders' equity	\$59
--	------

542

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Beheer-en Belegg
 ingsmaatschappij
 Pego B.V.

Beheer-en Bel
 ingsmaatschap
 Plogema B.V.
 Consolidated

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Edison First Power Holdings II Consolidated	EME Finance U Limited
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$5
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		2
Property and other taxes		
Total operating expenses		7
Operating income (loss)		(7)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		(31)
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		(38)
Income tax (benefit)		
Income (loss) from continuing operations		(38)
Income from discontinued operations - net of tax		
Income (loss) before accounting change		(38)
Cumulative effect of accounting change - net of tax		
Net income (loss)		(38)
Retained earnings - beginning of year		(1,222)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		(\$1,260)

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	EME Investments II, LL (inactive)	EME Southwest Corporation (inactive)
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock		

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Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	First Hydro Renewables Limited (inactive)	First Hydro Renewables Nu Limited (inac [6]

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		\$1
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax		1
Income tax (benefit)		

Income (loss) from continuing operations		1

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Income from discontinued operations - net of tax	
Income (loss) before accounting change	1
Cumulative effect of accounting change - net of tax	
Net income (loss)	1
Retained earnings - beginning of year	
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	\$1

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Maplekey Holdings Limited Consolidated	MEC San Pascu B.V. Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		\$601
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		

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Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax		601
Income tax (benefit)		

Income (loss) from continuing operations		601
Income from discontinued operations - net of tax		

Income (loss) before accounting change		601
Cumulative effect of accounting change - net of tax		

Net income (loss)		601

Retained earnings - beginning of year		(2,663)
Dividends declared on common stock		761
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		(\$1,301)
=====		=====

547

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Pride Hold Limited	Lakeland Power Development C Limited (inac [6]

Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		

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Operating income (loss)	
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	\$15
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	15
Income tax (benefit)	
Income (loss) from continuing operations	15
Income from discontinued operations - net of tax	
Income (loss) before accounting change	15
Cumulative effect of accounting change - net of tax	
Net income (loss)	15
Retained earnings - beginning of year	4
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	\$19

548

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	MEC International B.V. Consolidated [SOLD 12/16/2004]	Mission Energy Holdings International
Electric utility		
Nonutility power generation	\$2,711	
Financial services and other		
Total operating revenue	2,711	

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Fuel	729	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	683	
Asset impairment and loss on lease termination	16	
Depreciation, decommissioning and amortization	211	
Property and other taxes	34	

Total operating expenses	1,673	

Operating income (loss)	1,038	
Interest and dividend income	353	
Equity in income from partnerships and unconsolidated subsidiaries - net	177	
Other nonoperating income	327	
Interest expense - net of amounts capitalized	(836)	
Other nonoperating deductions		
Minority interest	(64)	
Dividends on preferred securities subject to mandatory redemption	13	
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax	1,008	
Income tax (benefit)	177	

Income (loss) from continuing operations	831	
Income from discontinued operations - net of tax		

Income (loss) before accounting change	831	
Cumulative effect of accounting change - net of tax		

Net income (loss)	831	

Retained earnings - beginning of year	(468)	(1
Dividends declared on common stock	(\$363)	
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		(
=====		

549

MISSION ENERGY HOLDINGS INTERNATIONAL, INC. and Subsidiaries [Tier 5]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Mission Energy
 Holdings
 International,

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Inc. Consolidated

Electric utility	
Nonutility power generation	
Financial services and other	

Total operating revenue	

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$8
Asset impairment and loss on lease termination	5
Depreciation, decommissioning and amortization	4
Property and other taxes	

Total operating expenses	17

Operating income (loss)	(17)
Interest and dividend income	14
Equity in income from partnerships and unconsolidated subsidiaries - net	15
Other nonoperating income	878
Interest expense - net of amounts capitalized	(69)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	821
Income tax (benefit)	273

Income (loss) from continuing operations	548
Income from discontinued operations - net of tax	

Income (loss) before accounting change	548
Cumulative effect of accounting change - net of tax	

Net income (loss)	548

Retained earnings - beginning of year	(1,438)
Dividends declared on common stock	(1,086)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$1,976)
=====	

550

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.

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BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Beheer-en Belegg ingsmaatschappij Kameka B.V. Consolidated	EME Tri Gen B.

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets	\$1	

Total current assets	1	

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	86	
Investments in leveraged leases		
Other investments		

Total investment and other assets	86	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges	12	

Total deferred charges	12	

Assets of discontinued operations		

Total assets	\$99	
=====		

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551

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Beheer-en Beleggingsmaatschappij Plogema B.V.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$42	(
Investments in leveraged leases		
Other investments		

Total investment and other assets	42	

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		70

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Total deferred charges	70	

Assets of discontinued operations		

Total assets	\$112	(\$)
=====		

552

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Beheer-en Belegg
 ingsmaatschappij
 Kameka B.V.
 Consolidated

EME Tri Gen B.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$105	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	105	

Long-term debt

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations

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Total Liabilities	105
Minority Interest	
Preferred stock not subject to mandatory redemption	
Common stock	
Accumulated other comprehensive loss	(7)
Retained earnings	1
Total common shareholders' equity	(6)
Total liabilities and shareholders' equity	\$99

553

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Beheer-en Belegg ingsmaatschappij Plogema B.V.	Consolidating Adjustments
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$103	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities	103	
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		

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Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities	103	
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock	9	
Accumulated other comprehensive loss		
Retained earnings		
Total common shareholders' equity	9	(
Total liabilities and shareholders' equity	\$112	(\$

554

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Beheer-en Belegg ingsmaatschappij Kameka B.V. Consolidated	EME Tri Gen B
Electric utility		
Nonutility power generation	\$1	
Financial services and other		
Total operating revenue	1	

Fuel

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Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	2
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	2

Operating income (loss)	(1)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	7
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	6
Income tax (benefit)	

Income (loss) from continuing operations	6
Income from discontinued operations - net of tax	

Income (loss) before accounting change	6
Cumulative effect of accounting change - net of tax	

Net income (loss)	6

Retained earnings - beginning of year	(5)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	\$1
=====	

555

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Beheer-en Belegg
 ingsmaatschappij
 Plogema B.V.

Consolidating
 Adjustments

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 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

556

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.

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BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Millennium B.V. [SOLD 01/10/2005]	EME Caliraya B [8] [SOLD 01/10/2005]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$86
Investments in leveraged leases		
Other investments		

Total investment and other assets		86

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		\$86
=====		

557

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison Mission Operation and Maintenance Services B.V. [SOLD 01/10/2005]	Edison Mission Operation and Maintenance (Thailand) Com Limited [8]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		

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Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

558

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Kalayaan Power
Management
Corporation [SOLD
01/10/2005]

Beheer-en Bele
gingsmaatschapp
Kameka B.V.

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:

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Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

\$

559

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Beheer-en Belegg
 ingsmaatschappij
 Kameka B.V.
 Consolidated

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

\$1

 Total current assets

1

Nonutility property - net

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Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	86
Investments in leveraged leases	
Other investments	

Total investment and other assets	86

Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Restricted cash	
Regulatory assets - net	
Other deferred charges	12

Total deferred charges	12

Assets of discontinued operations	

Total assets	\$99
=====	

560

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Mission	EME Caliraya B
Millennium B.V.	[8] [SOLD
[SOLD 01/10/2005]	01/10/2005]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities

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Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		\$79
Accumulated other comprehensive loss		(7)
Retained earnings		14

Total common shareholders' equity		86

Total liabilities and shareholders' equity		\$86
=====		

561

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison Mission
 Operation and

Edison Mission
 Operation and

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Maintenance Services B.V. [SOLD 01/10/2005]	Maintenance (Thailand) Com Limited [8]
---	--

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Kalayaan Power
 Management
 Corporation [SOLD
 01/10/2005]

Beheer-en Bele
 ingsmaatschapp
 Kameka B.V.

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

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Total common shareholders' equity

Total liabilities and shareholders' equity

563

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Beheer-en Belegg
 ingsmaatschappij
 Kameka B.V.
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$105
Accrued taxes	
Trading and price risk management liabilities	
Regulatory liabilities - net	
Other current liabilities	
Total current liabilities	105
Long-term debt	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	
Liabilities of discontinued operations	
Total Liabilities	105

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Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Accumulated other comprehensive loss (7)

Retained earnings 1

Total common shareholders' equity (6)

Total liabilities and shareholders' equity \$99

564

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edison Mission
 Millennium B.V.
 [SOLD 01/10/2005] EME Caliraya
 [8] [SOLD
 01/10/2005]

Electric utility

Nonutility power generation

Financial services and other

Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and

unconsolidated subsidiaries - net \$6

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Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
-----	-----
Income (loss) from continuing operations before tax	6
Income tax (benefit)	
-----	-----
Income (loss) from continuing operations	6
Income from discontinued operations - net of tax	
-----	-----
Income (loss) before accounting change	6
Cumulative effect of accounting change - net of tax	
-----	-----
Net income (loss)	6
-----	-----
Retained earnings - beginning of year	8
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
-----	-----
Retained earnings - end of year	\$14
=====	=====

565

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison Mission Operation and Maintenance Services B.V. [SOLD 01/10/2005]	Edison Missio Operation and Maintenance (Thailand) Co Limited [8]
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		

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Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

566

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Kalayaan Power
 Management
 Corporation [SOLD

Beheer-en Bel
 ingsmaatschap
 Kameka B.V.

01/10/2005]

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ KAMEKA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Beheer-en Belegg ingsmaatschappij Kameka B.V. Consolidated
Electric utility	
Nonutility power generation	\$1
Financial services and other	
Total operating revenue	1
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	2
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
Total operating expenses	2
Operating income (loss)	(1)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	7
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	6
Income tax (benefit)	
Income (loss) from continuing operations	6
Income from discontinued operations - net of tax	
Income (loss) before accounting change	6
Cumulative effect of accounting change - net of tax	
Net income (loss)	6
Retained earnings - beginning of year	(5)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

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Retained earnings - end of year \$1

568

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 MEC ESENYURT B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Doga Enerji Uretim
 Sanayi ve Ticaret
 L.S. Doga Isi Satis
 Hizmetleri ve
 Ticaret L.S.

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 MEC ESENYURT B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	MEC Esenyurt B.V.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$15	
Investments in leveraged leases		
Other investments		

Total investment and other assets	15	

Utility plant, at original cost:		
Transmission and distribution		

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Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

 Total assets \$15
 =====

570

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 MEC ESENYURT B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Doga Enerji Uretim Doga Isi Satis
 Sanayi ve Ticaret Hismetleri ve
 L.S. Ticaret L.S.

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits

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Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

571

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 MEC ESENYURT B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

MEC Esenyurt B.V. Consolidating
 Adjustments

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net

\$1

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Other current liabilities	
Total current liabilities	1
Long-term debt	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	
Total deferred credits and other liabilities	
Liabilities of discontinued operations	
Total Liabilities	1
Minority Interest	
Preferred stock not subject to mandatory redemption	
Common stock	37
Accumulated other comprehensive loss	
Retained earnings	(23)
Total common shareholders' equity	14
Total liabilities and shareholders' equity	\$15

572

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.
 MEC ESENYURT B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Doga Enerji Uretim Doga Isi Sati
 Sanayi ve Ticaret Hizmetleri ve
 L.S. Ticaret L.S.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	\$109
Dividends declared on common stock	(\$109)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year

573

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 BEHEER-EN BELEGGINGSMAATSCHAPPIJ PLOGEMA B.V.

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MEC ESENYURT B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	MEC Esenyurt B.V.	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	\$2	
Property and other taxes		
Total operating expenses	2	
Operating income (loss)	(2)	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net	4	
Other nonoperating income	(1)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	1	
Income tax (benefit)	(4)	
Income (loss) from continuing operations	5	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	5	
Cumulative effect of accounting change - net of tax		
Net income (loss)	5	
Retained earnings - beginning of year	(3)	
Dividends declared on common stock	(25)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year	(\$23)	

574

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 EDISON FIRST POWER HOLDINGS II AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison First Power Holdings I	Caresale Servi Limited [7]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Assets of discontinued operations

Total assets
 =====

575

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 EDISON FIRST POWER HOLDINGS II AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison First Power Holdings II	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total utility plant

 Restricted cash

Regulatory assets - net

Other deferred charges

 Total deferred charges

 Assets of discontinued operations

 Total assets

=====

576

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 EDISON FIRST POWER HOLDINGS II AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Edison First Power Holdings I	Caresale Servi Limited [7]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$215	
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities	215	

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

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Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

215

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

2,099

Accumulated other comprehensive loss

Retained earnings

(2,314)

Total common shareholders' equity

(\$215)

Total liabilities and shareholders' equity

577

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 EDISON FIRST POWER HOLDINGS II AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edison First Power
 Holdings II Consolidating
 Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable

(\$217)

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities

(217)

Long-term debt

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Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities	(217)	
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock	986	(1,
Accumulated other comprehensive loss		
Retained earnings	(769)	1,
Total common shareholders' equity	\$217	
Total liabilities and shareholders' equity		

578

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 EDISON FIRST POWER HOLDINGS II AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Edison First Power Holdings I	Caresale Serv Limited [7]
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$4
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	3
Property and other taxes	

Total operating expenses	7

Operating income (loss)	(7)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	(49)
Interest expense - net of amounts capitalized	(1)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	(57)
Income tax (benefit)	

Income (loss) from continuing operations	(57)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(57)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(57)

Retained earnings - beginning of year	(2,257)
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	(\$2,314)
=====	

579

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
EDISON FIRST POWER HOLDINGS II AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

Edison First Power
Holdings II

Consolidating
Adjustments

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income \$22
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax 22
 Income tax (benefit)

Income (loss) from continuing operations 22
 Income from discontinued operations - net of tax

Income (loss) before accounting change 22
 Cumulative effect of accounting change - net of tax

Net income (loss) 22

Retained earnings - beginning of year (791)
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year (\$769)
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.

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MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	EME Atlantic Holdings Limited	EME Ascot Limi [7]
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets		

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Maplekey UK Finance Limited	Maplekey UK Limited [7]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		

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Assets of discontinued operations

Total assets

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Maplekey Holdings Limited	Consolidating Adjustments
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

EME Atlantic Holdings Limited EME Ascot Limi
 [7]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

584

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

	Maplekey UK	Maplekey UK
	Finance Limited	Limited [7]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits

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Customer advances and other deferred credits	
Power-purchase contracts	
Preferred securities subject to mandatory redemption	
Accumulated provision for pensions and benefits	
Asset retirement obligations	
Other long-term liabilities	

Total deferred credits and other liabilities	

Liabilities of discontinued operations	

Total Liabilities	

Minority Interest	

Preferred stock not subject to mandatory redemption	

Common stock	\$867
Accumulated other comprehensive loss	
Retained earnings	(\$867)

Total common shareholders' equity	

Total liabilities and shareholders' equity	
=====	

585

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

	Maplekey Holdings Limited	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		

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Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock	\$434
Accumulated other comprehensive loss	
Retained earnings	(\$434)

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

 EME Atlantic
 Holdings Limited

EME Ascot Lim
 [7]

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Electric utility	
Nonutility power generation	
Financial services and other	

Total operating revenue	

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	

Operating income (loss)	
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	\$599
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	599
Income tax (benefit)	

Income (loss) from continuing operations	599
Income from discontinued operations - net of tax	

Income (loss) before accounting change	599
Cumulative effect of accounting change - net of tax	

Net income (loss)	599

Retained earnings - beginning of year	39
Dividends declared on common stock	(\$638)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004

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(In millions)

	Maplekey UK Finance Limited	Maplekey UK L [7]
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		\$2
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		2
Income tax (benefit)		
Income (loss) from continuing operations		2
Income from discontinued operations - net of tax		
Income (loss) before accounting change		2
Cumulative effect of accounting change - net of tax		
Net income (loss)		2
Retained earnings - beginning of year		(867)
Dividends declared on common stock		(2)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		(\$867)

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588

MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MAPLEKEY HOLDINGS LIMITED AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Maplekey Holdings Limited	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		

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Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

 Total assets
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MEC SAN PASCUAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Consolidating
 Adjustments

MEC San Pascua
 B.V. Consolida

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MEC SAN PASCUAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

San Pascual
 Cogeneration
 Company
 International B.V.
 Morningstar
 Holdings B.V.

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MEC SAN PASCUAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Consolidating
 Adjustments

MEC San Pascua
 B.V. Consolida

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MEC SAN PASCUAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Cogeneration
Company
International B.V. Holdings B.V.

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MISSION ENERGY HOLDINGS INTERNATIONAL, INC.
 MEC SAN PASCUAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

	Consolidating Adjustments	MEC San Pascu B.V. Consolid
Electric utility		
Nonutility power generation		
Financial services and other		
<hr/>		
Total operating revenue		
<hr/>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
<hr/>		
Total operating expenses		
<hr/>		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
<hr/>		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
<hr/>		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
<hr/>		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
<hr/>		
Net income (loss)		
<hr/>		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		
<hr/>		

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Retained earnings - end of year

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MEC INTERNATIONAL B.V. and Subsidiaries [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Beheer-en Beleggingsmaatschappij Jydeno B.V.	Vindoor Investments Mauritius Limi [7]
--	---

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica
 S.a.r.l.
 Consolidated

Edison Mission
 Advantage B.V.

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
 Ausone Pty. Ltd.
 (inactive)

Edison Mission
 Energy
 International

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Australia Capital Pty. Ltd. [7]	Edison Mission Retail Pty. Lt (inactive)
---	--

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission	Italian Vento
Wind Power Italy	Power Corporat
B.V.	4 S.r.l. [7]

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Precision B.V. EME Victoria B
Consolidated (Inactive)

ASSETS

Cash and equivalents

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Hydro Energy B.V

Iberian

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidated

Hy-Power Amste
B.V. Consolida

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Latrobe Valley B.V. Valley Power P
Ltd. [7]

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Majestic Energy Limited Consolidated	MEC IES B.V.
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Indo Coal B.V. MEC Indonesia

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC International Holdings B.V. Consolidated [Dissolved -----]	MEC Java B.V. Consolidated
--	--	-------------------------------

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Perth B.V.
 Consolidated

MEC Priolo B.V.

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Sumatra B.V.
 (inactive)

MEC Wales B.V.
 Consolidated

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Energy
Italia s.r.l.

Mission NZ
Operations B.V.
(Inactive)

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Traralgon Power
Pty. Ltd.
Consolidated

MEC Internatio
B.V.

ASSETS

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC International
B.V. Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Beheer-en Beleggingsmaatschappij Jydeno B.V.	Vindoor Investments (Mauritius) Limited [7]
--	--

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica	Edison Mission
S.a.r.l.	Advantage B.V.
Consolidated	

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
Ausone Pty Ltd.
(inactive)

Edison Mission
Energy
International

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Australia
Capital Pty. Ltd.
[7]

Edison Mission
Millennium B.V.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
 Retail Pty. Ltd.
 (inactive)

Edison Mission
 Utilities Pty.
 Ltd. (inactive)

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

616

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Italian Vento
Power Corporation
4 S.r.l. [7]

Edison Mission
Vendesi Pty Lt
(inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Tri Gen B.V.

EME Victoria B
[Inactive]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Renewables Number 2 Limited (inactive) [7]	Global Generat B.V. Consolida

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Iberian
 HyPower Amsterdam
 B.V. Consolidated
 Latrobe Power
 Ltd. Consolida

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

620

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Valley Power Pty
Ltd. [7]

Loy Yang Holdi
Pty Ltd.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Esenyurt B.V. MEC IES B.V.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

622

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Indo Coal B.V. MEC Indonesia

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

 MEC International MEC Java B.V.
 Holdings B.V. Consolidated
 Consolidated

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Gulf Power
Generation Co.
Ltd. [7] [sold
12/12/2003]

MEC Perth B.V.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC San Pascual B.V. Consolidated	MEC Sidi Krir (inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Wales B.V.
 Consolidated

Mission Energy
 Company (UK)
 Limited
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

Total Liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission NZ
 Operations B.V.
 (inactive)

Pride Hold Lim
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock

Accumulated other comprehensive loss

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]

Consolidating Balance Sheet

December 31, 2004

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Traralgon Power
Pty. Ltd.
Consolidated

MEC Internatio
B.V.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC International
B.V. Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

630

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Beheer-en Vindoor Inves
Beleggingsmaatschappi (Mauritius) L
Jydeno B.V. [7]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

631

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EcoElectrica S.a.r.l. Consolidated	Edison Missio Advantage B.V.
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	\$6	
Property and other taxes		
-----	-----	-----
Total operating expenses	6	
-----	-----	-----
Operating income (loss)	(6)	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net	24	
Other nonoperating income	29	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax	47	
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations	47	
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change	47	
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)	47	
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock	(\$47)	
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

632

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Ausone Pty. Ltd. (inactive)	Edison Mission Energy International
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

633

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Australia
 Capital Pty. Ltd.
 [7] Edison Missio
 Millennium B.
 Consolidated

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Retail Pty. Ltd. (inactive)	Edison Mission Utilities Pty. (inactive)
--	--

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Italian Vento
 Power Corporation
 4 S.r.l. [7]

Edison Missio
 Vendesi Pty L
 (inactive)

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

 Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities

subject to mandatory redemption

Dividends on utility preferred stock

not subject to mandatory redemption

Income (loss) from continuing operations before tax

Income tax (benefit)

Income (loss) from continuing operations

Income from discontinued operations - net of tax

Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

Retained earnings - end of year

637

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

First Hydro
Renewables Number
2 Limited
(inactive) [7]

Global Genera
B.V. Consolid

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year (1
Dividends declared on common stock \$1
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Iberian Hy-Power Amsterdam B.V. Consolidated	Latrobe Power Ltd. Consolidated
Electric utility		
Nonutility power generation	\$24	
Financial services and other		
Total operating revenue	24	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	5	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	3	
Property and other taxes		
Total operating expenses	8	
Operating income (loss)	16	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	(1)	
Interest expense - net of amounts capitalized	(6)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	9	
Income tax (benefit)	4	
Income (loss) from continuing operations	5	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	5	
Cumulative effect of accounting change - net of tax		
Net income (loss)	5	
Retained earnings - beginning of year	9	
Dividends declared on common stock	(\$14)	
Dividends declared on preferred stock		
Stock option appreciation		

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Retained earnings - end of year

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Valley Power Pty Ltd. [7]	Loy Yang Hold Pty. Ltd. Consolidated
Electric utility		
Nonutility power generation	\$18	
Financial services and other		
Total operating revenue	18	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	2	
Property and other taxes		
Total operating expenses	3	
Operating income (loss)	15	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	(5)	
Other nonoperating deductions	(6)	
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	4	
Income tax (benefit)		
Income (loss) from continuing operations	4	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	4	

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Cumulative effect of accounting change - net of tax

Net income (loss)	4
Retained earnings - beginning of year	9
Dividends declared on common stock	(\$13)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Esenyurt B.V. MEC IES B.V.
 Consolidated

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 Unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

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Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Indo Coal B.V. MEC Indonesia

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and

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unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC International Holdings B.V. Consolidated	MEC Java B.V. Consolidated
Electric utility		
Nonutility power generation	\$15	
Financial services and other		

Total operating revenue	15	

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		13
Asset impairment and loss on lease termination		

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Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses 13

Operating income (loss) 2
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net 37
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax 39
Income tax (benefit)

Income (loss) from continuing operations 39
Income from discontinued operations - net of tax

Income (loss) before accounting change 39
Cumulative effect of accounting change - net of tax

Net income (loss) 39

Retained earnings - beginning of year 50
Dividends declared on common stock (\$89)
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Perth B.V.
Consolidated

Electric utility
Nonutility power generation
Financial services and other

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Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities

subject to mandatory redemption

Dividends on utility preferred stock

not subject to mandatory redemption

Income (loss) from continuing operations before tax

Income tax (benefit)

Income (loss) from continuing operations

Income from discontinued operations - net of tax

Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

Retained earnings - end of year

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

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MEC San Pascual
B.V. Consolidated

MEC Sidi Krin
(inactive)

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC Wales B.V. Consolidated	Mission Energy Company (UK) Limited Conso
Electric utility		
Nonutility power generation	\$480	
Financial services and other		
Total operating revenue	480	
Fuel	227	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	25	
Property and other taxes	17	
Total operating expenses	359	
Operating income (loss)	121	
Interest and dividend income	161	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	641	
Interest expense - net of amounts capitalized	(232)	
Other nonoperating deductions		
Minority interest	(12)	
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	679	
Income tax (benefit)	4	
Income (loss) from continuing operations	675	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	675	
Cumulative effect of accounting change - net of tax		
Net income (loss)	675	
Retained earnings - beginning of year	515	
Dividends declared on common stock	(\$1,190)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission NZ Operations B.V. (Inactive)	Pride Hold Li Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		

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Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd. Consolidated	MEC Internati B.V.
Electric utility		
Nonutility power generation	\$103	
Financial services and other		
Total operating revenue	103	
Fuel	14	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	18	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	11	
Property and other taxes		
Total operating expenses	43	
Operating income (loss)	60	
Interest and dividend income	(27)	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	(1)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

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Income (loss) from continuing operations before tax	32
Income tax (benefit)	10

Income (loss) from continuing operations	22
Income from discontinued operations - net of tax	

Income (loss) before accounting change	22
Cumulative effect of accounting change - net of tax	

Net income (loss)	22

Retained earnings - beginning of year	208
Dividends declared on common stock	(\$230)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MEC INTERNATIONAL B.V. AND SUBSIDIARIES [TIER 6]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC International B.V. Consolidated

Electric utility	
Nonutility power generation	\$2,711
Financial services and other	

Total operating revenue	2,711

Fuel	729
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	683
Asset impairment and loss on lease termination	16
Depreciation, decommissioning and amortization	211
Property and other taxes	34

Total operating expenses	1,673

Operating income (loss)	1,038
Interest and dividend income	353
Equity in income from partnerships and unconsolidated subsidiaries - net	177
Other nonoperating income	329

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Interest expense - net of amounts capitalized	(838)
Other nonoperating deductions	
Minority interest	(64)
Dividends on preferred securities subject to mandatory redemption	13
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	1,008
Income tax (benefit)	177

Income (loss) from continuing operations	831
Income from discontinued operations - net of tax	

Income (loss) before accounting change	831
Cumulative effect of accounting change - net of tax	

Net income (loss)	831

Retained earnings - beginning of year	(431)
Dividends declared on common stock	(\$400)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MEC INTERNATIONAL B.V.
 ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME del Caribe
 Holding GmbH

EME del Caribe

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

650

MEC INTERNATIONAL B.V.
 ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica Ltd. [10]	EcoElectrica S.a.r.l.
---------------------------	--------------------------

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory

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Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica
S.a.r.l.
Consolidated

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME del Caribe Holding GmbH	EME del Caribe

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MEC INTERNATIONAL B.V.
 ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EcoElectrica Ltd. [10]	EcoElectrica S.a.r.l.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		

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Total common shareholders' equity

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V.
ECOELCTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica
S.a.r.l.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

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Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME del Caribe
 Holding GmbH

EME del Carib

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 Unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V.
 ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica Ltd. EcoElectrica
 [10] S.a.r.l.

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

 Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

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Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V.
 ECOELECTRICA S.A.R.L. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EcoElectrica
 S.a.r.l.
 Consolidated

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	\$6
Property and other taxes	

Total operating expenses	6

Operating income (loss)	(6)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	24
Other nonoperating income	29
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	47
Income tax (benefit)	

Income (loss) from continuing operations	47
Income from discontinued operations - net of tax	

Income (loss) before accounting change	47
Cumulative effect of accounting change - net of tax	

Net income (loss)	47

Retained earnings - beginning of year	
Dividends declared on common stock	(\$47)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MEC INTERNATIONAL B.V.
MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Contact Energy
Limited

Mission Contact
Finance Limited

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

659

MEC INTERNATIONAL B.V., EME ATLANTIC HOLDINGS LIMITED,
MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Energy Pacific Holdings	Contact Energy Limited [9]
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

MEC INTERNATIONAL B.V.
MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Mission Energy Universal Hold Consolidated
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total assets

661

MEC INTERNATIONAL B.V.
MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Contact Energy Limited	Mission Contac Finance Limite

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

662

MEC INTERNATIONAL B.V.
 MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Energy Pacific Holdings	Contact Energy Limited [9]
--	------------------------------------	-------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

 Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

 Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

663

MEC INTERNATIONAL B.V.
MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Consolidating
Adjustments

Mission Energy
Universal Hold
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

664

MEC INTERNATIONAL B.V.
 MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Contact Energy Limited	Mission Conta Finance Limit
Electric utility		
Nonutility power generation		\$634
Financial services and other		

Total operating revenue		634

Fuel		115
Purchased power		
Provisions for regulatory adjustment clauses - net		

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Other operation and maintenance	290
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	60
Property and other taxes	

Total operating expenses	465

Operating income (loss)	169
Interest and dividend income	2
Equity in income from partnerships and unconsolidated subsidiaries - net	(1)
Other nonoperating income	
Interest expense - net of amounts capitalized	(43)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	127
Income tax (benefit)	52

Income (loss) from continuing operations	75
Income from discontinued operations - net of tax	

Income (loss) before accounting change	75
Cumulative effect of accounting change - net of tax	

Net income (loss)	75

Retained earnings - beginning of year	28
Dividends declared on common stock	(\$103)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

665

MEC INTERNATIONAL B.V., EME ATLANTIC HOLDINGS LIMITED,
MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Energy
Pacific Holdings

Contact Energy
Limited [9]

Electric utility

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized (\$20)
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption 48
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax 28
 Income tax (benefit) 20

Income (loss) from continuing operations 8
 Income from discontinued operations - net of tax

Income (loss) before accounting change 8
 Cumulative effect of accounting change - net of tax

Net income (loss) 8

Retained earnings - beginning of year 13
 Dividends declared on common stock (\$21)
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

666

MEC INTERNATIONAL B.V.
 MISSION ENERGY UNIVERSAL HOLDINGS AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Mission Energy Universal Hol Consolidated
Electric utility		
Nonutility power generation	(\$628)	
Financial services and other		
Total operating revenue	(628)	
Fuel	(116)	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(289)	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	(75)	
Property and other taxes		
Total operating expenses	(480)	
Operating income (loss)	(148)	
Interest and dividend income	(1)	
Equity in income from partnerships and unconsolidated subsidiaries - net	4	
Other nonoperating income		
Interest expense - net of amounts capitalized	42	
Other nonoperating deductions		
Minority interest	(48)	
Dividends on preferred securities subject to mandatory redemption	(76)	
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(227)	
Income tax (benefit)	(75)	
Income (loss) from continuing operations	(152)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(152)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(152)	
Retained earnings - beginning of year	(75)	
Dividends declared on common stock	\$227	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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Part 8

MEC INTERNATIONAL B.V.
 HYDRO ENERGY B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Iberica de
 Energias S.L.

Electrometalur
 del Ebro, S.L.

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Assets of discontinued operations

Total assets

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MEC INTERNATIONAL B.V.
 HYDRO ENERGY B.V.AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Hydro Energy B Consolidated
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
HYDRO ENERGY B.V.AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Iberica de
Energias S.L.

Electrometalur
del Ebro, S.L.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 HYDRO ENERGY B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Hydro Energy B Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 HYDRO ENERGY B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Iberica de Energias S.L.	Electrometalu del Ebro, S.L.
Electric utility		
Nonutility power generation	\$11	
Financial services and other		

Total operating revenue	11	

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other operation and maintenance	3
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	2
Property and other taxes	
-----	-----
Total operating expenses	5
-----	-----
Operating income (loss)	6
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(3)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
-----	-----
Income (loss) from continuing operations before tax	3
Income tax (benefit)	1
-----	-----
Income (loss) from continuing operations	2
Income from discontinued operations - net of tax	
-----	-----
Income (loss) before accounting change	2
Cumulative effect of accounting change - net of tax	
-----	-----
Net income (loss)	2
-----	-----
Retained earnings - beginning of year	22
Dividends declared on common stock	(\$24)
Dividends declared on preferred stock	
Stock option appreciation	
-----	-----
Retained earnings - end of year	
=====	=====

672

MEC INTERNATIONAL B.V.
HYDRO ENERGY B.V. AND SUBSIDIARIES [TIER 6]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Hydro Energy Consolidated
-----	-----	-----
Electric utility		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nonutility power generation	\$13
Financial services and other	

Total operating revenue	13

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	2
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	1
Property and other taxes	

Total operating expenses	3

Operating income (loss)	10
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(3)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	7
Income tax (benefit)	2

Income (loss) from continuing operations	5
Income from discontinued operations - net of tax	

Income (loss) before accounting change	5
Cumulative effect of accounting change - net of tax	

Net income (loss)	5

Retained earnings - beginning of year	(3)
Dividends declared on common stock	(\$2)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

673

MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
Energy Desarrollos
Espana, S.L.

Hydro Energy B

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Electrometalurgica del Ebro, S.L. [9]	Monasterio de Rueda, S.L. [1]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total assets

675

MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Electrometalurgica Monasterio de
 del Ebro, S.L. [8] Rueda, S.L. [9]

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Iberian Hy-Pow Amsterdam B.V. Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Hydro Energy B
Energy Desarrollos
Espana, S.L.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Electrometalurgica Monasterio de
 del Ebro, S.L. [9] Rueda, S.L. [1

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V.
IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Electrometalurgica Monasterio de
del Ebro, S.L. [8] Rueda, S.L. [9]

LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Iberian Hy-Pow Amsterdam B.V. Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		
Total common shareholders' equity		
<hr/>		
Total liabilities and shareholders' equity		
<hr/>		

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MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Energy Desarrollos Espana, S.L.	Hydro Energy
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		

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Retained earnings - beginning of year	(\$1)
Dividends declared on common stock	\$1
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year
=====

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MEC INTERNATIONAL B.V.
IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Electrometalurgica del Ebro, S.L. [9]	Monasterio de Rueda, S.L. [
--	--------------------------------

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income
Interest expense - net of amounts capitalized
Other nonoperating deductions
Minority interest
Dividends on preferred securities
subject to mandatory redemption
Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax
Income tax (benefit)

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Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year
=====

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MEC INTERNATIONAL B.V.
IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Electrometalurgica Monasterio de
del Ebro, S.L. [8] Rueda, S.L. [

Electric utility
Nonutility power generation
Financial services and other

Total operating revenue

Fuel
Purchased power
Provisions for regulatory adjustment clauses - net
Other operation and maintenance
Asset impairment and loss on lease termination
Depreciation, decommissioning and amortization
Property and other taxes

Total operating expenses

Operating income (loss)
Interest and dividend income
Equity in income from partnerships and
unconsolidated subsidiaries - net
Other nonoperating income

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Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V.
 IBERIAN HY-POWER AMSTERDAM B.V. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Iberian Hy-Po Amsterdam B.V. Consolidated
Electric utility		
Nonutility power generation	\$2	
Financial services and other		
Total operating revenue	2	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(1)
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		(1)

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Property and other taxes	
Total operating expenses	(2)
Operating income (loss)	4
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	4
Income tax (benefit)	2
Income (loss) from continuing operations	2
Income from discontinued operations - net of tax	
Income (loss) before accounting change	2
Cumulative effect of accounting change - net of tax	
Net income (loss)	2
Retained earnings - beginning of year	(12)
Dividends declared on common stock	\$10
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MEC INTERNATIONAL B.V.
LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Victoria Partnership	Latrobe Power Partnership [8
---------------------------------	---------------------------------

ASSETS

Cash and equivalents

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 7, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

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Latrobe Power Pty. Consolidating
Ltd. Adjustments

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 7, ET SEQ.]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [8

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MEC INTERNATIONAL B.V.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Latrobe Power Pty. Ltd.	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [

Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

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Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year \$192
 Dividends declared on common stock (\$192)
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 7, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Latrobe Power Pty. Ltd.	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		

Total operating expenses		1

Operating income (loss)		(1)
Interest and dividend income		1
Equity in income from partnerships and		

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unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	22
Dividends declared on common stock	(\$22)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year

=====

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MEC INTERNATIONAL B.V.
 LATROBE VALLEY B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Valley Power Pty	Latrobe Valley
	Ltd.	

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments

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Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
LATROBE VALLEY B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Latrobe Valley
B.V. Consolidated

ASSETS

Cash and equivalents
Restricted cash

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Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
LATROBE VALLEY B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

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Valley Power Pty
Ltd.

Latrobe Valley

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V.
LATROBE VALLEY B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Latrobe Valley
B.V. Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V.
 LATROBE VALLEY B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Valley Power Pty Ltd.	Latrobe Valle
Electric utility		
Nonutility power generation	\$18	
Financial services and other		
Total operating revenue	18	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	2	
Property and other taxes		
Total operating expenses	3	
Operating income (loss)	15	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	(5)	
Other nonoperating deductions	(6)	
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	4	
Income tax (benefit)		
Income (loss) from continuing operations	4	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	4	
Cumulative effect of accounting change - net of tax		

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Net income (loss)	4

Retained earnings - beginning of year	9
Dividends declared on common stock	(\$13)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MEC INTERNATIONAL B.V.
LATROBE VALLEY B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Latrobe Valley
B.V. Consolidated

Electric utility	
Nonutility power generation	
Financial services and other	

Total operating revenue	

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	\$1
Property and other taxes	

Total operating expenses	1

Operating income (loss)	(1)
Interest and dividend income	
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

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Income (loss) from continuing operations before tax	(1)
Income tax (benefit)	
Income (loss) from continuing operations	(1)
Income from discontinued operations - net of tax	
Income (loss) before accounting change	(1)
Cumulative effect of accounting change - net of tax	
Net income (loss)	(1)
Retained earnings - beginning of year	\$1
Dividends declared on common stock	
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MEC INTERNATIONAL B.V.
 LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Energy Holdings Pty. Ltd. Consolidated	Latrobe Power Ltd. Consolida
--	---------------------------------

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets
 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries

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Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V.
 LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Traralgon Power
 Pty. Ltd.
 Consolidated

Loy Yang Holdi
 Pty. Ltd.

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
 and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Loy Yang Holdings
Pty. Ltd.
Consolidated

ASSETS

Cash and equivalents
Restricted cash

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission

Latrobe Power

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Energy Holdings Ltd. Consolidated
 Pty. Ltd.
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Traralgon Power Pty. Ltd. Consolidated	Loy Yang Holdi Pty. Ltd.
--	-----------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V.
LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Loy Yang Holdings
Pty. Ltd.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V.
LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Energy Holdings Pty. Ltd. Consolidated	Latrobe Power Ltd. Consolidated
Electric utility		
Nonutility power generation	\$16	
Financial services and other		
-----	-----	-----
Total operating revenue	16	
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		24
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		24
-----	-----	-----
Operating income (loss)		(8)
Interest and dividend income		1
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		11
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	4	
Income tax (benefit)	1	
Income (loss) from continuing operations	3	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	3	
Cumulative effect of accounting change - net of tax		
Net income (loss)	3	
Retained earnings - beginning of year	101	
Dividends declared on common stock	(\$104)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V.
LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd. Consolidated	Loy Yang Hold Pty. Ltd.
Electric utility		
Nonutility power generation	\$103	
Financial services and other		
Total operating revenue	103	
Fuel	14	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	18	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	11	
Property and other taxes		
Total operating expenses	43	

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Operating income (loss)	60
Interest and dividend income	(27)
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	(1)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	32
Income tax (benefit)	10
Income (loss) from continuing operations	22
Income from discontinued operations - net of tax	
Income (loss) before accounting change	22
Cumulative effect of accounting change - net of tax	
Net income (loss)	22
Retained earnings - beginning of year	209
Dividends declared on common stock	(\$231)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MEC INTERNATIONAL B.V.
LOY YANG HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Loy Yang Holdings
Pty. Ltd.
Consolidated

Electric utility	
Nonutility power generation	\$16
Financial services and other	
Total operating revenue	16

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	23
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	1
Property and other taxes	

Total operating expenses	24

Operating income (loss)	(8)
Interest and dividend income	1
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	11
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	4
Income tax (benefit)	1

Income (loss) from continuing operations	3
Income from discontinued operations - net of tax	

Income (loss) before accounting change	3
Cumulative effect of accounting change - net of tax	

Net income (loss)	3

Retained earnings - beginning of year	516
Dividends declared on common stock	(\$519)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission

Latrobe Power

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Energy Australia
Limited

Partnership [9

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Energy Australia Pilbara Power Pty. Ltd. (inactive)	Edison Mission Operation and Maintenance Kwinana Pty. L
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 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Energy Holdings Superannuation Fund Pty. Ltd.	Mission Energy (Kwinana) Pty.
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
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Total deferred charges

Assets of discontinued operations

Total assets

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Perth Power
 Partnership [10]

Edison Mission
 Energy Holding
 Pty. Ltd.

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
Energy Holdings
Pty. Ltd.
Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total investment and other assets

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Restricted cash

Regulatory assets - net

Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.

EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]

Consolidating Balance Sheet

December 31, 2004

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
Energy Australia
Limited

Latrobe Power
Partnership [9

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Trading and price risk management liabilities

Regulatory liabilities - net

Other current liabilities

Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Energy Australia Pilbara Power Pty. Ltd. (inactive)	Edison Mission Operation and Maintenance Kwinana Pty. L
---	--

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

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Mission Energy
Holdings
Superannuation
Fund Pty. Ltd.

Mission Energy
(Kwinana) Pty.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Perth Power Partnership [10]	Edison Mission Energy Holding Pty. Ltd.

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total common shareholders' equity

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
Energy Holdings
Pty. Ltd.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Energy Australia Limited	Latrobe Power Partnership [
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		1
Operating income (loss)		(1)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		1
Interest expense - net of amounts capitalized		

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Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year (1)
 Dividends declared on common stock \$1
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

 Edison Mission
 Energy Australia
 Pilbara Power Pty.
 Ltd. (inactive)

 Edison Mission
 Operation and
 Maintenance K
 Pty. Ltd.

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

 Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Energy
 Holdings
 Superannuation
 Fund Pty. Ltd.

Mission Energy
 (Kwinana) Pty

 Electric utility
 Nonutility power generation

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Financial services and other

 Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

 Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
 unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities

subject to mandatory redemption

Dividends on utility preferred stock

not subject to mandatory redemption

 Income (loss) from continuing operations before tax

Income tax (benefit)

 Income (loss) from continuing operations

Income from discontinued operations - net of tax

 Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Perth Power Partnership [10]	Edison Missio Energy Holdin Pty. Ltd.
Electric utility		
Nonutility power generation		(\$3)
Financial services and other		
Total operating revenue		(3)
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		2
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		2
Operating income (loss)		(5)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		(6)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		(11)
Income tax (benefit)		
Income (loss) from continuing operations		(11)
Income from discontinued operations - net of tax		
Income (loss) before accounting change		(11)
Cumulative effect of accounting change - net of tax		
Net income (loss)		(11)
Retained earnings - beginning of year		(57)
Dividends declared on common stock		\$68
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 EDISON MISSION ENERGY HOLDINGS PTY. LTD. AND SUBSIDIARIES [TIER 8]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Energy Holdings Pty. Ltd. Consolidated
Electric utility	
Nonutility power generation	\$16
Financial services and other	
<hr/> Total operating revenue	<hr/> 16 <hr/>
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	24
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
<hr/> Total operating expenses	<hr/> 24 <hr/>
Operating income (loss)	(8)
Interest and dividend income	1
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	11
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
<hr/> Income (loss) from continuing operations before tax	<hr/> 4 <hr/>
Income tax (benefit)	1
<hr/> Income (loss) from continuing operations	<hr/> 3 <hr/>
Income from discontinued operations - net of tax	
<hr/> Income (loss) before accounting change	<hr/> 3 <hr/>
Cumulative effect of accounting change - net of tax	
<hr/> Net income (loss)	<hr/> 3 <hr/>

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Retained earnings - beginning of year	101
Dividends declared on common stock	(\$104)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

721

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [9

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

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 Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

722

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Latrobe Power Pty. Ltd.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

723

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [9
--	---------------------------------	---------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits

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Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

724

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Latrobe Power Pty. Ltd.	Consolidating Adjustments
--	----------------------------	------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total current liabilities

 Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities

 Minority Interest

 Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity

=====

725

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

 Mission Victoria
 Partnership

 Latrobe Power
 Partnership [

 Electric utility
 Nonutility power generation

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Financial services and other

 Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination

Depreciation, decommissioning and amortization

Property and other taxes

 Total operating expenses

Operating income (loss)

Interest and dividend income

Equity in income from partnerships and
 unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities
 subject to mandatory redemption

Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax

Income tax (benefit)

 Income (loss) from continuing operations

Income from discontinued operations - net of tax

 Income (loss) before accounting change

Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year

\$192

Dividends declared on common stock

(\$192)

Dividends declared on preferred stock

Stock option appreciation

 Retained earnings - end of year
 =====

726

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 LATROBE POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Latrobe Power Pty. Ltd.	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		1
Operating income (loss)		(1)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		1
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		
Retained earnings - beginning of year		22
Dividends declared on common stock		(\$22)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
MISSION ENERGY VENTURES AUSTRALIA PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [9

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

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Total assets

728

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
MISSION ENERGY VENTURES AUSTRALIA PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Energy Ventures Australia Pty. Ltd.	Consolidating Adjustments
--	---	------------------------------

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

729

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
MISSION ENERGY VENTURES AUSTRALIA PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [9
--	---------------------------------	---------------------------------

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

730

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 MISSION ENERGY VENTURES AUSTRALIA PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Energy Ventures Australia Pty. Ltd.	Consolidating Adjustments
---	------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits

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Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 MISSION ENERGY VENTURES AUSTRALIA PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria	Latrobe Power
	Partnership	Partnership [

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	\$192	
Dividends declared on common stock	(\$192)	
Dividends declared on preferred stock		
Stock option appreciation		

 Retained earnings - end of year
 =====

732

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 MISSION ENERGY VENTURES AUSTRALIA PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Energy Ventures Australia Pty. Ltd.	Consolidating Adjustments
---	------------------------------

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Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

December 31, 2004

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [9
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Restricted cash		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets		

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

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Total assets
=====

735

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Victoria Partnership Latrobe Power Partnership [9

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd.	Consolidating Adjustments
--	------------------------------	------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

 Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

 Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

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 Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

737

MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Victoria Partnership Latrobe Power Partnership [

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

Total operating expenses

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	\$192	
Dividends declared on common stock	(\$192)	
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V., LOY YANG HOLDINGS PTY. LTD.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd.	Consolidating Adjustments

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power

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Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$1
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	

Total operating expenses	1

Operating income (loss)	(1)
Interest and dividend income	1
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	
Income tax (benefit)	

Income (loss) from continuing operations	
Income from discontinued operations - net of tax	

Income (loss) before accounting change	
Cumulative effect of accounting change - net of tax	

Net income (loss)	

Retained earnings - beginning of year	22
Dividends declared on common stock	(\$22)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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Part 9

MEC INTERNATIONAL B.V.,
MAJESTIC ENERGY LIMITED AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Majestic Energy
Limited

EME Royale

Edison Mission
Energy Taupo
Limited (inacti
[8]

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ASSETS

 Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V.,

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

MAJESTIC ENERGY LIMITED AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Majestic Energy Limited Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Assets of discontinued operations		

Total assets		
=====		

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MEC INTERNATIONAL B.V.,
 MAJESTIC ENERGY LIMITED AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Majestic Energy Limited	EME Royale	Edis Ener Limi [8]

LIABILITIES AND SHAREHOLDERS' EQUITY			

Short-term debt			
Long-term debt due within one year			
Preferred stock to be redeemed within one year			
Accounts payable			
Accrued taxes			
Trading and price risk management liabilities			
Regulatory liabilities - net			
Other current liabilities			

Total current liabilities			

Long-term debt			

Accumulated deferred income taxes - net			
Accumulated deferred investment tax credits			
Customer advances and other deferred credits			
Power-purchase contracts			
Preferred securities subject to mandatory redemption			
Accumulated provision for pensions and benefits			
Asset retirement obligations			
Other long-term liabilities			

Total deferred credits and other liabilities			

Liabilities of discontinued operations			

Total Liabilities			

Minority Interest			

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Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V.,
MAJESTIC ENERGY LIMITED AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Majestic Energy Limited Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.,
 MAJESTIC ENERGY LIMITED AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Majestic Energy
 Limited
 EME Royale
 Limited

 Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination \$305
 Depreciation, decommissioning and amortization

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Property and other taxes		
Total operating expenses	305	
Operating income (loss)	(305)	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(305)	
Income tax (benefit)		
Income (loss) from continuing operations	(305)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(305)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(305)	
Retained earnings - beginning of year		(\$207)
Dividends declared on common stock	\$305	\$207
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V.,
MAJESTIC ENERGY LIMITED AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Majestic Energy Limited Consolidate
Electric utility		
Nonutility power generation		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Financial services and other

Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Asset impairment and loss on lease termination (\$305)

Depreciation, decommissioning and amortization

Property and other taxes

Total operating expenses (305)

Operating income (loss) 305

Interest and dividend income

Equity in income from partnerships and
unconsolidated subsidiaries - net

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Minority interest

Dividends on preferred securities
subject to mandatory redemption

Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax 305

Income tax (benefit)

Income (loss) from continuing operations 305

Income from discontinued operations - net of tax

Income (loss) before accounting change 305

Cumulative effect of accounting change - net of tax

Net income (loss) 305

Retained earnings - beginning of year 204 (\$305)

Dividends declared on common stock (\$509) \$305

Dividends declared on preferred stock

Stock option appreciation

Retained earnings - end of year

745

MEC INTERNATIONAL B.V.

MEC INTERNATIONAL HOLDINGS B.V. AND SUBSIDIARIES [TIER 7]

Consolidating Balance Sheet

December 31, 2004

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC Indonesia B.V.	Edison Mission Energy Power [8]	P. Mi an In
<hr/>			
ASSETS			
<hr/>			
Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			
<hr/>			
Total current assets			
<hr/>			
Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			
<hr/>			
Total investment and other assets			
<hr/>			
Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			
<hr/>			
Total utility plant			
<hr/>			
Restricted cash			
Regulatory assets - net			
Other deferred charges			
<hr/>			
Total deferred charges			
<hr/>			
Assets of discontinued operations			
<hr/>			
Total assets			
<hr/>			

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V.
 MEC INTERNATIONAL HOLDINGS B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC International Holdings B.V.	Consolidating Adjustments	ME Ho Co
-----	-----	-----	-----
ASSETS			
-----	-----	-----	-----
Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			
-----	-----	-----	-----
Total current assets			
-----	-----	-----	-----
Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			
-----	-----	-----	-----
Total investment and other assets			
-----	-----	-----	-----
Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			
-----	-----	-----	-----
Total utility plant			
-----	-----	-----	-----
Restricted cash			
Regulatory assets - net			
Other deferred charges			
-----	-----	-----	-----
Total deferred charges			

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Assets of discontinued operations

Total assets
=====

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MEC INTERNATIONAL B.V.
MEC INTERNATIONAL HOLDINGS B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Indonesia B.V. Edison Mission
Energy Power [8]

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 MEC INTERNATIONAL HOLDINGS B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC International	Consolidating	ME
	Holdings B.V.	Adjustments	Ho
			Co

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net

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Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 MEC INTERNATIONAL HOLDINGS B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	MEC Indonesia B.V.	Edison Mission Energy Power [8]	P. T Mis and Ind

Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		\$37
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		37
Income tax (benefit)		
Income (loss) from continuing operations		37
Income from discontinued operations - net of tax		
Income (loss) before accounting change		37
Cumulative effect of accounting change - net of tax		
Net income (loss)		37
Retained earnings - beginning of year		53
Dividends declared on common stock		(\$90)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V.
 MEC INTERNATIONAL HOLDINGS B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	MEC International Holdings B.V.	Consolidating Adjustments
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		(\$6)
Dividends declared on common stock		\$6
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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MEC INTERNATIONAL B.V.
 MEC JAVA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Island Capital S.a.r.l.	Edison Mission Energy Asia Pte. Ltd. Consolidated [8]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Assets of discontinued operations

Total assets

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MEC INTERNATIONAL B.V.
 MEC JAVA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	MEC Java B.V. Consolidated
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total utility plant

 Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

 Assets of discontinued operations

 Total assets
 =====

753

MEC INTERNATIONAL B.V.
 MEC JAVA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Island Capital
 S.a.r.l.

Edison Mission
 Energy Asia Pte.
 Ltd. Consolidated
 [8]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption

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Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities		
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
Total common shareholders' equity		
Total liabilities and shareholders' equity		

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MEC INTERNATIONAL B.V.
 MEC JAVA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	MEC Java B.V. Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total current liabilities

 Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities

 Minority Interest

 Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 MEC JAVA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Island Capital
 S.a.r.l.

Edison Mission
 Energy Asia Pte.
 Ltd. Consolidated
 [8]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Electric utility	
Nonutility power generation	\$16
Financial services and other	
<hr/>	
Total operating revenue	16
<hr/>	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	5
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
<hr/>	
Total operating expenses	5
<hr/>	
Operating income (loss)	11
Interest and dividend income	3
Equity in income from partnerships and unconsolidated subsidiaries - net	28
Other nonoperating income	1
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
<hr/>	
Income (loss) from continuing operations before tax	43
Income tax (benefit)	5
<hr/>	
Income (loss) from continuing operations	38
Income from discontinued operations - net of tax	
<hr/>	
Income (loss) before accounting change	38
Cumulative effect of accounting change - net of tax	
<hr/>	
Net income (loss)	38
<hr/>	
Retained earnings - beginning of year	64
Dividends declared on common stock	(\$102)
Dividends declared on preferred stock	
Stock option appreciation	
<hr/>	
Retained earnings - end of year	
<hr/>	

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

MEC INTERNATIONAL B.V.
 MEC JAVA B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	MEC Java B.V. Consolidated
Electric utility		
Nonutility power generation		\$16
Financial services and other		
Total operating revenue		16
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		5
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		5
Operating income (loss)		11
Interest and dividend income		3
Equity in income from partnerships and unconsolidated subsidiaries - net		28
Other nonoperating income		1
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		43
Income tax (benefit)	\$4	9
Income (loss) from continuing operations	(4)	34
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(4)	34
Cumulative effect of accounting change - net of tax		
Net income (loss)	(4)	34
Retained earnings - beginning of year	(4)	60
Dividends declared on common stock	\$8	(\$94)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Energy Asia Pacific Pte. Ltd.	Edison Mission Energy Fuel Company Pte. Ltd.	Ed Op Ma Se
ASSETS			
Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			
Total current assets			
Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			
Total investment and other assets			
Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			
Total utility plant			

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	P.T. Edison Mission Operation and Maintenance Indonesia	Edison Mission Energy Asia Pte. Ltd.
--	--	--

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
 Energy Asia Pte.
 Ltd. Consolidated

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Energy Asia Pacific Pte. Ltd.	Edison Mission Energy Fuel Company Pte. Ltd.	Ed Op Ma Se
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 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	P.T. Edison Mission Operation and Maintenance Indonesia	Edison Mission Energy Asia Pte. Ltd.

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
 Energy Asia Pte.
 Ltd. Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission	Edison Mission	E
	Energy Asia	Energy Fuel Company	O
	Pacific Pte. Ltd.	Pte. Ltd.	M
			S

 Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

 Retained earnings - beginning of year
 Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V. MEC JAVA B.V.,
 EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	P.T. Edison Mission Operation and Maintenance Indonesia	Edison Mission Energy Asia Pte. Ltd.	C A

Electric utility			
Nonutility power generation		\$15	
Financial services and other			

Total operating revenue		15	

Fuel			
Purchased power			
Provisions for regulatory adjustment clauses - net			
Other operation and maintenance		13	(\$2)
Asset impairment and loss on lease termination			
Depreciation, decommissioning and amortization			
Property and other taxes			

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total operating expenses	13	(2)
Operating income (loss)	2	2
Interest and dividend income		31
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	2	33
Income tax (benefit)		3
Income (loss) from continuing operations	2	30
Income from discontinued operations - net of tax		
Income (loss) before accounting change	2	30
Cumulative effect of accounting change - net of tax		
Net income (loss)	2	30
Retained earnings - beginning of year	3	50
Dividends declared on common stock	(\$5)	(\$80)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

765

MEC INTERNATIONAL B.V. MEC JAVA B.V.,
EDISON MISSION ENERGY ASIA PTE. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission
Energy Asia Pte.
Ltd. Consolidated

Electric utility	
Nonutility power generation	\$16

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Financial services and other		
Total operating revenue	16	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	5	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses	5	
Operating income (loss)	11	
Interest and dividend income	3	
Equity in income from partnerships and unconsolidated subsidiaries - net	28	
Other nonoperating income	1	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	43	
Income tax (benefit)	5	
Income (loss) from continuing operations	38	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	38	
Cumulative effect of accounting change - net of tax		
Net income (loss)	38	
Retained earnings - beginning of year	64	
Dividends declared on common stock	(\$102)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V.
MEC PERTH B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

December 31, 2004

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Kwinana Power Partnership	Perth Power Partnership [8]	ME
<hr/>			
ASSETS			
<hr/>			
Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			
<hr/>			
Total current assets			
<hr/>			
Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			
<hr/>			
Total investment and other assets			
<hr/>			
Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			
<hr/>			
Total utility plant			
<hr/>			
Restricted cash			
Regulatory assets - net			
Other deferred charges			
<hr/>			
Total deferred charges			
<hr/>			
Assets of discontinued operations			
<hr/>			
Total assets			
<hr/>			

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

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MEC INTERNATIONAL B.V.
 MEC PERTH B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	MEC Perth B.V. Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

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Assets of discontinued operations

Total assets

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MEC INTERNATIONAL B.V.
 MEC PERTH B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Kwinana Power Partnership	Perth Power Partnership [8]
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities		
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities		

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Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
Total common shareholders' equity		
Total liabilities and shareholders' equity		

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MEC INTERNATIONAL B.V.
 MEC PERTH B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	MEC Perth B.V. Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
Total current liabilities		
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		

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Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

770

MEC INTERNATIONAL B.V.
 MEC PERTH B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Kwinana Power Partnership	Perth Power Partnership [8]
Electric utility		
Nonutility power generation	\$46	(\$3)
Financial services and other		

Total operating revenue	46	(3)

Fuel	23	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	3	2

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Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	5	
Property and other taxes		

Total operating expenses	31	2

Operating income (loss)	15	(5)
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		(6)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax	15	(11)
Income tax (benefit)		

Income (loss) from continuing operations	15	(11)
Income from discontinued operations - net of tax		

Income (loss) before accounting change	15	(11)
Cumulative effect of accounting change - net of tax		

Net income (loss)	15	(11)

Retained earnings - beginning of year	44	(57)
Dividends declared on common stock	(\$59)	\$68
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		
=====		

771

MEC INTERNATIONAL B.V.
 MEC PERTH B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Consolidating
Adjustments

MEC Perth B.V.
Consolidated

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Electric utility		
Nonutility power generation		\$43
Financial services and other		
<hr/>		
Total operating revenue		43
<hr/>		
Fuel		23
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		6
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		5
Property and other taxes		
<hr/>		
Total operating expenses		34
<hr/>		
Operating income (loss)		9
Interest and dividend income		2
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		(6)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
<hr/>		
Income (loss) from continuing operations before tax		5
Income tax (benefit)		1
<hr/>		
Income (loss) from continuing operations		4
Income from discontinued operations - net of tax		
<hr/>		
Income (loss) before accounting change		4
Cumulative effect of accounting change - net of tax		
<hr/>		
Net income (loss)		4
<hr/>		
Retained earnings - beginning of year	\$13	29
Dividends declared on common stock	(\$13)	(\$33)
Dividends declared on preferred stock		
Stock option appreciation		
<hr/>		
Retained earnings - end of year		
<hr/>		

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MEC INTERNATIONAL B.V.
MEC WALES B.V. AND SUBSIDIARIES [TIER 7]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Hydro Limited Partnership Consolidated	MEC Wales B.V.	Consolidated Adjustments

ASSETS			

Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			

Total current assets			

Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			

Total investment and other assets			

Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			

Total utility plant			

Restricted cash			
Regulatory assets - net			
Other deferred charges			

Total deferred charges			

Assets of discontinued operations			

Total assets			
=====			

773

MEC INTERNATIONAL B.V.
 MEC WALES B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Wales B.V.
 Consolidated

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Total deferred charges

Assets of discontinued operations

Total assets

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MEC INTERNATIONAL B.V.
 MEC WALES B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Hydro Limited Partnership Consolidated	MEC Wales B.V.
--	---	----------------

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

775

MEC INTERNATIONAL B.V.
MEC WALES B.V. AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

MEC Wales B.V.
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 MEC WALES B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Hydro Limited Partnership Consolidated	MEC Wales B.V.	C A
Electric utility			
Nonutility power generation		\$480	
Financial services and other			
Total operating revenue		480	

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Fuel	227	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	25	
Property and other taxes	17	
Total operating expenses	359	
Operating income (loss)	121	
Interest and dividend income	156	\$5
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	1	
Interest expense - net of amounts capitalized	(232)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	13	
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	59	5
Income tax (benefit)	4	
Income (loss) from continuing operations	55	5
Income from discontinued operations - net of tax		
Income (loss) before accounting change	55	5
Cumulative effect of accounting change - net of tax		
Net income (loss)	55	5
Retained earnings - beginning of year	200	119
Dividends declared on common stock	(\$255)	(\$124)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

777

MEC INTERNATIONAL B.V.
 MEC WALES B.V. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	MEC Wales B.V. Consolidated
Electric utility	
Nonutility power generation	\$480
Financial services and other	
Total operating revenue	480
Fuel	227
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	90
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	25
Property and other taxes	17
Total operating expenses	359
Operating income (loss)	121
Interest and dividend income	161
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	641
Interest expense - net of amounts capitalized	(232)
Other nonoperating deductions	
Minority interest	(12)
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	679
Income tax (benefit)	4
Income (loss) from continuing operations	675
Income from discontinued operations - net of tax	
Income (loss) before accounting change	675
Cumulative effect of accounting change - net of tax	
Net income (loss)	675
Retained earnings - beginning of year	515
Dividends declared on common stock	(\$1,190)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

MEC INTERNATIONAL B.V., MEC WALES B.V.
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 8]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partnership

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

Total deferred charges		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Assets of discontinued operations

Total assets

779

MEC INTERNATIONAL B.V., MEC WALES B.V.
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 8]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Hydro
Limited
Partnership
Consolidated

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

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 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

780

MEC INTERNATIONAL B.V., MEC WALES B.V.
 MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 8]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partnership
--	--	--------------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption

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Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

781

MEC INTERNATIONAL B.V., MEC WALES B.V.
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 8]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Hydro
Limited
Partnership
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		

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Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

 Total Liabilities

Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

782

MEC INTERNATIONAL B.V., MEC WALES B.V.
 MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 8]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Generation
 Holdings Limited

Mission Hydro
 Limited Partnership

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	Consolidated	
Electric utility		
Nonutility power generation	\$480	
Financial services and other		
Total operating revenue	480	
Fuel	227	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	25	
Property and other taxes	17	
Total operating expenses	359	
Operating income (loss)	121	
Interest and dividend income	156	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	1	
Interest expense - net of amounts capitalized	(232)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	13	\$2
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	59	2
Income tax (benefit)	4	
Income (loss) from continuing operations	55	2
Income from discontinued operations - net of tax		
Income (loss) before accounting change	55	2
Cumulative effect of accounting change - net of tax		
Net income (loss)	55	2
Retained earnings - beginning of year	202	(\$2)
Dividends declared on common stock	(\$257)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V., MEC WALES B.V.
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 8]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Hydro Limited Partnership Consolidated
Electric utility	
Nonutility power generation	\$480
Financial services and other	
Total operating revenue	480
Fuel	227
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	90
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	25
Property and other taxes	17
Total operating expenses	359
Operating income (loss)	121
Interest and dividend income	156
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	1
Interest expense - net of amounts capitalized	(232)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	13
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	59
Income tax (benefit)	4
Income (loss) from continuing operations	55
Income from discontinued operations - net of tax	
Income (loss) before accounting change	55
Cumulative effect of accounting change - net of tax	
Net income (loss)	55
Retained earnings - beginning of year	200
Dividends declared on common stock	(\$255)
Dividends declared on preferred stock	

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Stock option appreciation

Retained earnings - end of year

784

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Operation & Maintenance Limited	EME Victoria Generation Limited Consolidated	Energy Partne
ASSETS			
Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			
Total current assets			
Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			
Total investment and other assets			
Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			

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Total utility plant

 Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

 Assets of discontinued operations

 Total assets
 =====

785

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Enerloy Pty Ltd [10]	FHH No. 1 Limited Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

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Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation

Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

786787

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Generation Holdings Limited	Consolidating Adjustments	EME Hold Cons
------------------------------------	------------------------------	---------------------

ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

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 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

Page

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission	EME Victoria	E
Operation &	Generation Limited	P
Maintenance Limited	Consolidated	

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year

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Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

788

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Enerloy Pty Ltd [10]	FHH No. 1 Limited Consolidated	L C

LIABILITIES AND SHAREHOLDERS' EQUITY			

Short-term debt			
Long-term debt due within one year			
Preferred stock to be redeemed within one year			
Accounts payable			
Accrued taxes			
Trading and price risk management liabilities			
Regulatory liabilities - net			
Other current liabilities			

Total current liabilities			

Long-term debt			

Accumulated deferred income taxes - net			
Accumulated deferred investment tax credits			
Customer advances and other deferred credits			
Power-purchase contracts			
Preferred securities subject to mandatory redemption			
Accumulated provision for pensions and benefits			
Asset retirement obligations			
Other long-term liabilities			

Total deferred credits and other liabilities			

Liabilities of discontinued operations			

Total Liabilities			

Minority Interest			

Preferred stock not subject to mandatory redemption			

Common stock			
Accumulated other comprehensive loss			
Retained earnings			

Total common shareholders' equity			

Total liabilities and shareholders' equity			
=====			

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789

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited	Consolidating Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

790

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Operation & Maintenance Limited	EME Victoria Generation Limited Consolidated

Electric utility		
Nonutility power generation		\$82
Financial services and other		

Total operating revenue		82

Fuel		13
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		19
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		13
Property and other taxes		

Total operating expenses		45

Operating income (loss)		37
Interest and dividend income		39
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		(1)
Interest expense - net of amounts capitalized		(57)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		

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Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax		18
Income tax (benefit)		6
Income (loss) from continuing operations		12
Income from discontinued operations - net of tax		
Income (loss) before accounting change		12
Cumulative effect of accounting change - net of tax		
Net income (loss)		12
Retained earnings - beginning of year	(\$2)	
Dividends declared on common stock	\$2	(\$12)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

791

MEC INTERNATIONAL B.V.
MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Enerloy Pty Ltd [10]	FHH No. 1 Limited Consolidated
Electric utility		
Nonutility power generation		\$398
Financial services and other		
Total operating revenue		398
Fuel		214
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		59
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		11
Property and other taxes		16

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Total operating expenses		300
Operating income (loss)		98
Interest and dividend income		3
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		(63)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		38
Income tax (benefit)		(1)
Income (loss) from continuing operations		39
Income from discontinued operations - net of tax		
Income (loss) before accounting change		39
Cumulative effect of accounting change - net of tax		
Net income (loss)		39
Retained earnings - beginning of year	(\$356)	74
Dividends declared on common stock	\$356	(\$113)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

792

MEC INTERNATIONAL B.V.
 MEC WALES B.V., MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Generation
 Holdings Limited
 Consolidating
 Adjustments

Electric utility

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Nonutility power generation		
Financial services and other		

Total operating revenue		

Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$12
Asset impairment and loss on lease termination		1
Depreciation, decommissioning and amortization		1
Property and other taxes		1

Total operating expenses		14

Operating income (loss)		(14)
Interest and dividend income	\$1	57
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	2	
Interest expense - net of amounts capitalized		(56)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	13	
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax	16	(13)
Income tax (benefit)		(1)

Income (loss) from continuing operations	16	(12)
Income from discontinued operations - net of tax		

Income (loss) before accounting change	16	(12)
Cumulative effect of accounting change - net of tax		

Net income (loss)	16	(12)

Retained earnings - beginning of year	15	827
Dividends declared on common stock	(\$31)	(\$815)
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		
=====		

793

MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,

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EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty Ltd [11]	Missio Develo Austra

ASSETS			

Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			

Total current assets			

Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			

Total investment and other assets			

Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			

Total utility plant			

Restricted cash			
Regulatory assets - net			
Other deferred charges			

Total deferred charges			

Assets of discontinued operations			

Total assets			
=====			

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794

MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Gippsland Power Pty Ltd [11]	Loy Yang B Joint Venture [12]	EM Ge

ASSETS			

Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			

Total current assets			

Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			

Total investment and other assets			

Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			

Total utility plant			

Restricted cash			
Regulatory assets - net			

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Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

795

MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	EME Victoria Generation Limited Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		

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Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

796

MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Energy Capital Partnership	Enerloy Pty Ltd [11]	Mission Develop Austral
----------------------------	----------------------	-------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

797

MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Gippsland Power Loy Yang B Joint EME V
 Pty Ltd [11] Venture [12] Gener

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

798

MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	EME Victoria Generation Limited Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
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Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		
Total common shareholders' equity		
<hr/>		
Total liabilities and shareholders' equity		
<hr/>		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty Ltd [11]	Mis Dev Aus
Electric utility			
Nonutility power generation			
Financial services and other			
Total operating revenue			
Fuel			
Purchased power			
Provisions for regulatory adjustment clauses - net			
Other operation and maintenance			
Asset impairment and loss on lease termination			
Depreciation, decommissioning and amortization			
Property and other taxes			
Total operating expenses			
Operating income (loss)			
Interest and dividend income			\$56
Equity in income from partnerships and unconsolidated subsidiaries - net			
Other nonoperating income			
Interest expense - net of amounts capitalized	(\$56)		
Other nonoperating deductions			
Minority interest			
Dividends on preferred securities subject to mandatory redemption			
Dividends on utility preferred stock not subject to mandatory redemption			
Income (loss) from continuing operations before tax	(56)	56	
Income tax (benefit)			
Income (loss) from continuing operations	(56)	56	
Income from discontinued operations - net of tax			
Income (loss) before accounting change	(56)	56	
Cumulative effect of accounting change - net of tax			

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Net income (loss)	(56)	56

Retained earnings - beginning of year	(356)	(356)
Dividends declared on common stock	\$412	\$300
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		
=====		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Gippsland Power Pty Ltd [11]	Loy Yang B Joint Venture [12]	E Gen

Electric utility			
Nonutility power generation	\$82		
Financial services and other			

Total operating revenue	82		

Fuel	13		
Purchased power			
Provisions for regulatory adjustment clauses - net			
Other operation and maintenance	19		
Asset impairment and loss on lease termination			
Depreciation, decommissioning and amortization	14		
Property and other taxes			

Total operating expenses	46		

Operating income (loss)	36		
Interest and dividend income	(18)		
Equity in income from partnerships and unconsolidated subsidiaries - net			
Other nonoperating income	(1)		
Interest expense - net of amounts capitalized	(1)		
Other nonoperating deductions			
Minority interest			
Dividends on preferred securities subject to mandatory redemption			

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Dividends on utility preferred stock
not subject to mandatory redemption

Income (loss) from continuing operations before tax	16
Income tax (benefit)	5
Income (loss) from continuing operations	11
Income from discontinued operations - net of tax	
Income (loss) before accounting change	11
Cumulative effect of accounting change - net of tax	
Net income (loss)	11
Retained earnings - beginning of year	109
Dividends declared on common stock	(\$120)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	EME Victoria Generation Limited Consolidated
Electric utility		
Nonutility power generation		\$82
Financial services and other		
Total operating revenue		82
Fuel		13
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		19
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		14
Property and other taxes		

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Total operating expenses		46
Operating income (loss)		36
Interest and dividend income		39
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		(1)
Interest expense - net of amounts capitalized		(57)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		17
Income tax (benefit)		5
Income (loss) from continuing operations		12
Income from discontinued operations - net of tax		
Income (loss) before accounting change		12
Cumulative effect of accounting change - net of tax		
Net income (loss)		12
Retained earnings - beginning of year	\$623	
Dividends declared on common stock	(\$623)	(\$12)
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Holdings Company	First Hydro Company [11]	First Hy Finance
ASSETS			
Cash and equivalents			

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Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Company [12]	FFH No. 1 Limited	C A

ASSETS			

Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			

Total current assets			

Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			

Total investment and other assets			

Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation			
Construction work in progress			
Nuclear fuel, at amortized cost			

Total utility plant			

Restricted cash			
Regulatory assets - net			
Other deferred charges			

Total deferred charges			

Assets of discontinued operations			

Total assets			
=====			

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	FFH No. 1 Limited Consolidated
<hr/>	
ASSETS	
<hr/>	
Cash and equivalents	
Restricted cash	
Receivables - net	
Accrued unbilled revenue	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments	
Other current assets	
<hr/>	
Total current assets	
<hr/>	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	
<hr/>	
Total investment and other assets	
<hr/>	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
Construction work in progress	
Nuclear fuel, at amortized cost	
<hr/>	
Total utility plant	
<hr/>	
Restricted cash	
Regulatory assets - net	
Other deferred charges	
<hr/>	
Total deferred charges	
<hr/>	
Assets of discontinued operations	
<hr/>	

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Total assets

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Holdings Company	First Hydro Company [11]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

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Minority Interest

 Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Company [12]	FFH No. 1 Limited	C A

LIABILITIES AND SHAREHOLDERS' EQUITY -----			
Short-term debt			
Long-term debt due within one year			
Preferred stock to be redeemed within one year			
Accounts payable			
Accrued taxes			
Trading and price risk management liabilities			
Regulatory liabilities - net			
Other current liabilities			

Total current liabilities			

Long-term debt			

Accumulated deferred income taxes - net			
Accumulated deferred investment tax credits			
Customer advances and other deferred credits			
Power-purchase contracts			
Preferred securities subject to mandatory redemption			
Accumulated provision for pensions and benefits			

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Asset retirement obligations		
Other long-term liabilities		
Total deferred credits and other liabilities		
Liabilities of discontinued operations		
Total Liabilities		
Minority Interest		
Preferred stock not subject to mandatory redemption		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
Total common shareholders' equity		
Total liabilities and shareholders' equity		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

FFH No. 1 Limited
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

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Total current liabilities

 Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities

 Minority Interest

 Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

 First Hydro First Hydro Company Fin
 Holdings Company [11] Fin

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Electric utility		
Nonutility power generation		\$392
Financial services and other		

Total operating revenue		392

Fuel		214
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		58
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		12
Property and other taxes		17

Total operating expenses		301

Operating income (loss)		91
Interest and dividend income	(\$63)	2
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	79	(121)
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax	16	(28)
Income tax (benefit)		

Income (loss) from continuing operations	16	(28)
Income from discontinued operations - net of tax		

Income (loss) before accounting change	16	(28)
Cumulative effect of accounting change - net of tax		

Net income (loss)	16	(28)

Retained earnings - beginning of year	5	193
Dividends declared on common stock	(\$21)	(\$165)
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		
=====		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,

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MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Company [12]	FFH No. 1 Limited Cons Adju
Electric utility		
Nonutility power generation	\$392	
Financial services and other		
Total operating revenue	392	
Fuel	214	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	58	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	12	
Property and other taxes	17	
Total operating expenses	301	
Operating income (loss)	91	
Interest and dividend income	2	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	(121)	
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(28)	
Income tax (benefit)		
Income (loss) from continuing operations	(28)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(28)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(28)	
Retained earnings - beginning of year	193	
Dividends declared on common stock	(\$165)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	FFH No. 1 Limited Consolidated
Electric utility	
Nonutility power generation	\$398
Financial services and other	
<hr/>	
Total operating revenue	398
<hr/>	
Fuel	214
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	59
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	11
Property and other taxes	16
<hr/>	
Total operating expenses	300
<hr/>	
Operating income (loss)	98
Interest and dividend income	3
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(63)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
<hr/>	
Income (loss) from continuing operations before tax	38
Income tax (benefit)	(1)
<hr/>	
Income (loss) from continuing operations	39
Income from discontinued operations - net of tax	
<hr/>	

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Income (loss) before accounting change	39
Cumulative effect of accounting change - net of tax	

Net income (loss)	39

Retained earnings - beginning of year	74
Dividends declared on common stock	(\$113)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty Ltd. [11]	Loyvic

ASSETS			

Cash and equivalents			
Restricted cash			
Receivables - net			
Accrued unbilled revenue			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Trading and price risk management assets			
Prepayments			
Other current assets			

Total current assets			

Nonutility property - net			
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			

Total investment and other assets			

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Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Loyvic Pty. Ltd. Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

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Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Energy Capital
 Partnership

Enerloy Pty Ltd Loy
 [11]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year

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Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
 MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Loyvic Pty. Ltd. Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty Ltd. [11]
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		\$56
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	(\$56)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(56)	56
Income tax (benefit)		
Income (loss) from continuing operations	(56)	56
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(56)	56
Cumulative effect of accounting change - net of tax		
Net income (loss)	(56)	56

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Retained earnings - beginning of year	(356)	356
Dividends declared on common stock	\$412	(\$412)
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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MEC INTERNATIONAL B.V. MEC WALES B.V.,
MISSION HYDRO LIMITED PARTNERSHIP, EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Loyvic Pty. Ltd. Consolidated
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income	(\$56)	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	\$56	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----

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Income (loss) from continuing operations before tax
Income tax (benefit)

Income (loss) from continuing operations
Income from discontinued operations - net of tax

Income (loss) before accounting change
Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year
Dividends declared on common stock
Dividends declared on preferred stock
Stock option appreciation

Retained earnings - end of year

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MEC INTERNATIONAL B.V.
MISSION ENERGY COMPANY (UK) LIMITED AND SUBSIDIARIES [TIER 7]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Energy Limited	Mission Hydro Limited Consolidated
----------------------------------	--

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

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Total investment and other assets

 Utility plant, at original cost:

 Transmission and distribution

 Generation

Accumulated provision for depreciation

Construction work in progress

Nuclear fuel, at amortized cost

 Total utility plant

 Restricted cash

Regulatory assets - net

Other deferred charges

 Total deferred charges

 Assets of discontinued operations

 Total assets
 =====

818

MEC INTERNATIONAL B.V.

MISSION ENERGY COMPANY (UK) LIMITED AND SUBSIDIARIES [TIER 7]

Consolidating Balance Sheet

December 31, 2004

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Energy
 Company (UK)
 Limited

Consolidating
 Adjustments

 ASSETS

Cash and equivalents

Restricted cash

Receivables - net

Accrued unbilled revenue

Fuel inventory

Materials and supplies, at average cost

Accumulated deferred income taxes - net

Trading and price risk management assets

Prepayments

Other current assets

 Total current assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

819

MEC INTERNATIONAL B.V.
 MISSION ENERGY COMPANY (UK) LIMITED AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Energy Limited	Mission Hydro Limited Consolidated
----------------------------------	--

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

820

MEC INTERNATIONAL B.V.
 MISSION ENERGY COMPANY (UK) LIMITED AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Company (UK) Adjustments
Limited

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V.
MISSION ENERGY COMPANY (UK) LIMITED AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Energy Limited	Mission Hydro Limited Conso
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$14	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	1	
Property and other taxes		
Total operating expenses	15	
Operating income (loss)	(15)	
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	9	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(6)	
Income tax (benefit)		
Income (loss) from continuing operations	(6)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(6)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(6)	
Retained earnings - beginning of year	\$6	
Dividends declared on common stock		
Dividends declared on preferred stock		
Stock option appreciation		

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Retained earnings - end of year

822

MEC INTERNATIONAL B.V.
MISSION ENERGY COMPANY (UK) LIMITED AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Energy Company (UK) Limited	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	\$33	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	7	
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	40	
Income tax (benefit)		
Income (loss) from continuing operations	40	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	40	

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Cumulative effect of accounting change - net of tax

Net income (loss)	40
Retained earnings - beginning of year	(23)
Dividends declared on common stock	(\$17)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

823

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	FHH No. 2 Limited Consolidated	Mission Hydro Limited Partnership Consolidated
ASSETS		
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		

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Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

824

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Mission Hydro Limited Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships		

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and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

825

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

FHH No. 2 Limited Consolidated	Mission Hydro Limited Partnership Consolidated
-----------------------------------	---

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

828

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Consolidating Adjustments	Mission Hydro Limited Consolidated
------------------------------	--

 LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

827

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	FHH No. 2 Limited Consolidated	Mission Hydro Limited Partn Consolidated
Electric utility		
Nonutility power generation	\$398	
Financial services and other		
Total operating revenue	398	
Fuel	214	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	59	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	11	
Property and other taxes	16	
Total operating expenses	300	
Operating income (loss)	98	
Interest and dividend income	3	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	(63)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	38	
Income tax (benefit)	(1)	
Income (loss) from continuing operations	39	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	39	
Cumulative effect of accounting change - net of tax		
Net income (loss)	39	
Retained earnings - beginning of year	74	
Dividends declared on common stock	(\$113)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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828

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED AND SUBSIDIARIES [TIER 8, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Mission Hydro Limited Conso
Electric utility		
Nonutility power generation	(\$398)	
Financial services and other		
Total operating revenue	(398)	
Fuel	(214)	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(67)	
Asset impairment and loss on lease termination	8	
Depreciation, decommissioning and amortization	(11)	
Property and other taxes	(16)	
Total operating expenses	(300)	
Operating income (loss)	(98)	
Interest and dividend income	(3)	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	63	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(38)	
Income tax (benefit)	2	
Income (loss) from continuing operations	(40)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(40)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(40)	

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Retained earnings - beginning of year		
Dividends declared on common stock		\$40
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		
=====		

829

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Holdings Company	First Hydro Company [10]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

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Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

830

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

First Hydro
Company [10]

FFH No. 2 Limi

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

831

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED
 FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

FFH No. 2 Limited
 Consolidated

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

832

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED
 FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro	First Hydro
	Holdings Company	Company [10]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

833

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

First Hydro
Company [10]

FFH No. 2 Limi

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

834

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

FFH No. 2 Limited
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

835

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Holdings Company	First Hydro C [10]
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		(\$63)
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		79
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		16
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		16
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		16
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		16

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Retained earnings - beginning of year	5
Dividends declared on common stock	(\$21)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year

836

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Company [10]	FFH No. 2 Lim
Electric utility		
Nonutility power generation	\$392	
Financial services and other		
Total operating revenue	392	
Fuel	214	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	58	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	12	
Property and other taxes	17	
Total operating expenses	301	
Operating income (loss)	91	
Interest and dividend income	2	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	(121)	
Dividends on utility preferred stock not subject to mandatory redemption		

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Income (loss) from continuing operations before tax	(28)
Income tax (benefit)	

Income (loss) from continuing operations	(28)
Income from discontinued operations - net of tax	

Income (loss) before accounting change	(28)
Cumulative effect of accounting change - net of tax	

Net income (loss)	(28)

Retained earnings - beginning of year	193
Dividends declared on common stock	(\$165)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

837

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
FFH NO. 2 LIMITED AND SUBSIDIARIES [TIER 9, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	FFH No. 2 Limited Consolidated

Electric utility	
Nonutility power generation	\$398
Financial services and other	

Total operating revenue	398

Fuel	214
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	59
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	11
Property and other taxes	16

Total operating expenses	300

Operating income (loss)	98
Interest and dividend income	3
Equity in income from partnerships and	

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unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		(63)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		

Income (loss) from continuing operations before tax		38
Income tax (benefit)		(1)

Income (loss) from continuing operations		39
Income from discontinued operations - net of tax		

Income (loss) before accounting change		39
Cumulative effect of accounting change - net of tax		

Net income (loss)		39

Retained earnings - beginning of year		74
Dividends declared on common stock		(\$113)
Dividends declared on preferred stock		
Stock option appreciation		

Retained earnings - end of year		
=====		

838

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 9]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne
--	---------------------------------

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets

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Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

839

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 9]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Hydro
Limited
Partnership
Consolidated

ASSETS

 Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

840

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED
 MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 9]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		
Retained earnings		

Total common shareholders' equity		

Total liabilities and shareholders' equity		
=====		

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841

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 9]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Hydro
Limited
Partnership
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

842

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
 MISSION HYDRO (UK) LIMITED
 MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 9]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partn

Electric utility		
Nonutility power generation	\$480	
Financial services and other		

Total operating revenue	480	

Fuel	227	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	25	
Property and other taxes	17	

Total operating expenses	359	

Operating income (loss)	121	
Interest and dividend income	156	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	1	
Interest expense - net of amounts capitalized	(232)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	13	
Dividends on utility preferred stock not subject to mandatory redemption		

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Income (loss) from continuing operations before tax	59
Income tax (benefit)	4
Income (loss) from continuing operations	55
Income from discontinued operations - net of tax	
Income (loss) before accounting change	55
Cumulative effect of accounting change - net of tax	
Net income (loss)	55
Retained earnings - beginning of year	202
Dividends declared on common stock	(\$257)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

843

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED
MISSION HYDRO (UK) LIMITED
MISSION HYDRO LIMITED PARTNERSHIP AND SUBSIDIARIES [TIER 9]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Hydro Limited Partnership Consolidated
Electric utility	
Nonutility power generation	\$480
Financial services and other	
Total operating revenue	480
Fuel	227
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	90
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	25
Property and other taxes	17
Total operating expenses	359

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Operating income (loss)	121
Interest and dividend income	156
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	1
Interest expense - net of amounts capitalized	(232)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	13
Dividends on utility preferred stock not subject to mandatory redemption	

Income (loss) from continuing operations before tax	59
Income tax (benefit)	4

Income (loss) from continuing operations	55
Income from discontinued operations - net of tax	

Income (loss) before accounting change	55
Cumulative effect of accounting change - net of tax	

Net income (loss)	55

Retained earnings - beginning of year	200
Dividends declared on common stock	(\$255)
Dividends declared on preferred stock	
Stock option appreciation	

Retained earnings - end of year	
=====	

844

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edison Mission Operation & Maintenance Limited	EME Victoria Generation Lim Consolidated
--	--

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory

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Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

845

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Enerloy Pty Ltd
[11]

FHH No. 1 Limi
Consolidated

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

846

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited	Consolidating Adjustments
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		
-----	-----	-----
Total current assets		
-----	-----	-----
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets		
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Restricted cash		
Regulatory assets - net		
Other deferred charges		
-----	-----	-----
Total deferred charges		
-----	-----	-----
Assets of discontinued operations		
-----	-----	-----
Total assets		
=====	=====	=====

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847

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]

Consolidating Balance Sheet

December 31, 2004

(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission Operation & Maintenance Limited	EME Victoria Generation Lim Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
-----	-----	-----
Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

Common stock		
Accumulated other comprehensive loss		

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Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity
 =====

848

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Enerloy Pty Ltd
 [11]

FHH No. 1 Limi
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

Total Liabilities

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 Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

849

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited	Consolidating Adjustments
--	------------------------------------	------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption

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Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

850

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Edison Mission	EME Victoria
	Operation &	Generation Li
	Maintenance Limited	Consolidated

Electric utility
 Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance

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Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

Income (loss) from continuing operations
 Income from discontinued operations - net of tax

Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

Net income (loss)

Retained earnings - beginning of year	(\$2)
Dividends declared on common stock	\$2
Dividends declared on preferred stock	
Stock option appreciation	

 Retained earnings - end of year
 =====

851

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Enerloy Pty Ltd
 [11]

FHH No. 1 Lim
 Consolidated

 Electric utility

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Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year	(\$356)	
Dividends declared on common stock	\$356	(
Dividends declared on preferred stock		
Stock option appreciation		

 Retained earnings - end of year
 =====

852

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED AND SUBSIDIARIES [TIER 10, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004

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(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	EME Generation Holdings Limited	Consolidating Adjustments
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income	\$1	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	2	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	13	
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax	16	
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations	16	
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change	16	
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)	16	
-----	-----	-----
Retained earnings - beginning of year	15	
Dividends declared on common stock	(\$31)	
Dividends declared on preferred stock		
Stock option appreciation		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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853

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty Lt [12]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Restricted cash		
Regulatory assets - net		
Other deferred charges		

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Total deferred charges

Assets of discontinued operations

Total assets

854

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Gippsland Power
Pty Ltd [12]

Loy Yang B Joi
Venture [13]

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress

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Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

855

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	EME Victoria Generation Lim Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		

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Other investments

 Total investment and other assets

Utility plant, at original cost:

 Transmission and distribution
 Generation

Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash

Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

856

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Energy Capital
 Partnership

Enerloy Pty Lt
 [12]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

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Total current liabilities

 Long-term debt

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

 Liabilities of discontinued operations

 Total Liabilities

 Minority Interest

 Preferred stock not subject to mandatory redemption

 Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

 Total liabilities and shareholders' equity

857

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Gippsland Power
 Pty Ltd [12]

Loy Yang B Joi
 Venture [13]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

858

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	EME Victoria Generation Lim Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Total Liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock not subject to mandatory redemption		
<hr/>		
Common stock		
Accumulated other comprehensive loss		
Retained earnings		
<hr/>		
Total common shareholders' equity		
<hr/>		
Total liabilities and shareholders' equity		
<hr/>		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

859

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty L
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized	(\$56)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax	(56)	
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations	(56)	
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change	(56)	

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Cumulative effect of accounting change - net of tax

Net income (loss)	(56)
Retained earnings - beginning of year	(356)
Dividends declared on common stock	\$412
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

860

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Gippsland Power Pty Ltd [12]	Loy Yang B Jo Venture [13]
Electric utility		
Nonutility power generation		\$82
Financial services and other		
Total operating revenue	82	
Fuel		13
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		19
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		14
Property and other taxes		
Total operating expenses	46	
Operating income (loss)	36	
Interest and dividend income	(18)	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income	(1)	
Interest expense - net of amounts capitalized	(1)	
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities		

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subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

Income (loss) from continuing operations before tax	16
Income tax (benefit)	5
Income (loss) from continuing operations	11
Income from discontinued operations - net of tax	
Income (loss) before accounting change	11
Cumulative effect of accounting change - net of tax	
Net income (loss)	11
Retained earnings - beginning of year	109
Dividends declared on common stock	(\$120)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

861

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 EME VICTORIA GENERATION LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	EME Victoria Generation Li Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		(\$1)
Property and other taxes		

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Total operating expenses	(1)
Operating income (loss)	1
Interest and dividend income	1
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	2
Income tax (benefit)	1
Income (loss) from continuing operations	1
Income from discontinued operations - net of tax	
Income (loss) before accounting change	1
Cumulative effect of accounting change - net of tax	
Net income (loss)	1
Retained earnings - beginning of year	623
Dividends declared on common stock	(\$624)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

862

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

First Hydro Holdings Company	First Hydro Company [12]
---------------------------------	-----------------------------

ASSETS

Cash and equivalents
Restricted cash

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Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

863

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

First Hydro
Company [13]

FFH No. 1 Limi

ASSETS

Cash and equivalents
Restricted cash
Receivables - net
Accrued unbilled revenue
Fuel inventory
Materials and supplies, at average cost
Accumulated deferred income taxes - net
Trading and price risk management assets
Prepayments
Other current assets

Total current assets

Nonutility property - net
Nuclear decommissioning trusts
Investments in partnerships
and unconsolidated subsidiaries
Investments in leveraged leases
Other investments

Total investment and other assets

Utility plant, at original cost:
Transmission and distribution
Generation
Accumulated provision for depreciation
Construction work in progress
Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
Regulatory assets - net
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
=====

864

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,

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MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

FFH No. 1 Limited
 Consolidated

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

865

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	First Hydro Holdings Company	First Hydro Company [12]

LIABILITIES AND SHAREHOLDERS' EQUITY		

Short-term debt		
Long-term debt due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Trading and price risk management liabilities		
Regulatory liabilities - net		
Other current liabilities		

Total current liabilities		

Long-term debt		

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Preferred securities subject to mandatory redemption		
Accumulated provision for pensions and benefits		
Asset retirement obligations		
Other long-term liabilities		

Total deferred credits and other liabilities		

Liabilities of discontinued operations		

Total Liabilities		

Minority Interest		

Preferred stock not subject to mandatory redemption		

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Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

866

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

First Hydro
 Company [13]

FFH No. 1 Limi

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

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Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

867

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Balance Sheet
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

FFH No. 1 Limited
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
Long-term debt due within one year
Preferred stock to be redeemed within one year
Accounts payable
Accrued taxes
Trading and price risk management liabilities
Regulatory liabilities - net
Other current liabilities

Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

868

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

 First Hydro
 Holdings Company

First Hydro C
 [12]

Electric utility
 Nonutility power generation
 Financial services and other

Total operating revenue

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	
Property and other taxes	
Total operating expenses	
Operating income (loss)	
Interest and dividend income	(\$63)
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	79
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	16
Income tax (benefit)	
Income (loss) from continuing operations	16
Income from discontinued operations - net of tax	
Income (loss) before accounting change	16
Cumulative effect of accounting change - net of tax	
Net income (loss)	16
Retained earnings - beginning of year	5
Dividends declared on common stock	(\$21)
Dividends declared on preferred stock	
Stock option appreciation	
Retained earnings - end of year	

869

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

	First Hydro Company [13]	FFH No. 1 Lim
Electric utility		
Nonutility power generation	\$392	
Financial services and other		
Total operating revenue	392	
Fuel	214	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	58	
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization	12	
Property and other taxes	17	
Total operating expenses	301	
Operating income (loss)	91	
Interest and dividend income	2	
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption	(121)	
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax	(28)	
Income tax (benefit)		
Income (loss) from continuing operations	(28)	
Income from discontinued operations - net of tax		
Income (loss) before accounting change	(28)	
Cumulative effect of accounting change - net of tax		
Net income (loss)	(28)	
Retained earnings - beginning of year	193	
Dividends declared on common stock	(\$165)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
FFH NO. 1 LIMITED AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	FFH No. 1 Limited Consolidated
Electric utility	
Nonutility power generation	\$398
Financial services and other	
Total operating revenue	398
Fuel	214
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	59
Asset impairment and loss on lease termination	
Depreciation, decommissioning and amortization	11
Property and other taxes	16
Total operating expenses	300
Operating income (loss)	98
Interest and dividend income	3
Equity in income from partnerships and unconsolidated subsidiaries - net	
Other nonoperating income	
Interest expense - net of amounts capitalized	(63)
Other nonoperating deductions	
Minority interest	
Dividends on preferred securities subject to mandatory redemption	
Dividends on utility preferred stock not subject to mandatory redemption	
Income (loss) from continuing operations before tax	38
Income tax (benefit)	(1)
Income (loss) from continuing operations	39
Income from discontinued operations - net of tax	
Income (loss) before accounting change	39
Cumulative effect of accounting change - net of tax	
Net income (loss)	39
Retained earnings - beginning of year	74
Dividends declared on common stock	(\$113)

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Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

871

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty Lt [12]

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
Construction work in progress		
Nuclear fuel, at amortized cost		

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Total utility plant

 Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

 Assets of discontinued operations

 Total assets
 =====

872

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Loyvic Pty. Lt Consolidated

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets
 =====

873

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Energy Capital
 Partnership

Enerloy Pty Lt
 [12]

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

Total current liabilities

Long-term debt

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

 Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

874

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Consolidating
 Adjustments

Loyvic Pty. Lt
 Consolidated

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year

Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2/A

Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits
 Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

875

MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
 MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
 EME GENERATION HOLDINGS LIMITED,
 LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 11, ET SEQ.]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Energy Capital Partnership	Enerloy Pty L [12]
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		(\$56)
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		(56)
Income tax (benefit)		
Income (loss) from continuing operations		(56)
Income from discontinued operations - net of tax		
Income (loss) before accounting change		(56)
Cumulative effect of accounting change - net of tax		
Net income (loss)		(56)
Retained earnings - beginning of year		(356)
Dividends declared on common stock		\$412
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V., MISSION ENERGY COMPANY (UK) LIMITED,
MISSION HYDRO (UK) LIMITED, MISSION HYDRO LIMITED PARTNERSHIP,
EME GENERATION HOLDINGS LIMITED,
LOYVIC PTY. LTD. AND SUBSIDIARIES [TIER 11, ET SEQ.]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Consolidating Adjustments	Loyvic Pty. L Consolidated
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		(\$56)
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		\$56
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
-----	-----	-----
Income (loss) from continuing operations before tax		
Income tax (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
-----	-----	-----
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		

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Dividends declared on common stock
 Dividends declared on preferred stock
 Stock option appreciation

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Victoria
 Partnership Latrobe Power
 Partnership [8

 ASSETS

Cash and equivalents
 Restricted cash
 Receivables - net
 Accrued unbilled revenue
 Fuel inventory
 Materials and supplies, at average cost
 Accumulated deferred income taxes - net
 Trading and price risk management assets
 Prepayments
 Other current assets

 Total current assets

Nonutility property - net
 Nuclear decommissioning trusts
 Investments in partnerships
 and unconsolidated subsidiaries
 Investments in leveraged leases
 Other investments

 Total investment and other assets

Utility plant, at original cost:
 Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

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Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd.	Consolidating Adjustments

ASSETS		

Cash and equivalents		
Restricted cash		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments		
Other current assets		

Total current assets		

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total investment and other assets		

Utility plant, at original cost:		

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Transmission and distribution
 Generation
 Accumulated provision for depreciation
 Construction work in progress
 Nuclear fuel, at amortized cost

 Total utility plant

Restricted cash
 Regulatory assets - net
 Other deferred charges

 Total deferred charges

Assets of discontinued operations

Total assets
 =====

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MEC INTERNATIONAL B.V.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Mission Victoria Partnership	Latrobe Power Partnership [8
--	---------------------------------	---------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

 Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
 Accumulated deferred investment tax credits
 Customer advances and other deferred credits

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Power-purchase contracts
 Preferred securities subject to mandatory redemption
 Accumulated provision for pensions and benefits
 Asset retirement obligations
 Other long-term liabilities

 Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
 Accumulated other comprehensive loss
 Retained earnings

 Total common shareholders' equity

Total liabilities and shareholders' equity
 =====

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MEC INTERNATIONAL B.V.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Balance Sheet
 December 31, 2004
 (In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd.	Consolidating Adjustments
--	------------------------------	------------------------------

 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt
 Long-term debt due within one year
 Preferred stock to be redeemed within one year
 Accounts payable
 Accrued taxes
 Trading and price risk management liabilities
 Regulatory liabilities - net
 Other current liabilities

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Total current liabilities

Long-term debt

Accumulated deferred income taxes - net
Accumulated deferred investment tax credits
Customer advances and other deferred credits
Power-purchase contracts
Preferred securities subject to mandatory redemption
Accumulated provision for pensions and benefits
Asset retirement obligations
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

Total Liabilities

Minority Interest

Preferred stock not subject to mandatory redemption

Common stock
Accumulated other comprehensive loss
Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity
=====

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MEC INTERNATIONAL B.V.
TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 7]
Consolidating Statements of Income and Retained Earnings
For the Year Ended December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Mission Victoria
Partnership

Latrobe Power
Partnership [

Electric utility

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Nonutility power generation
 Financial services and other

 Total operating revenue

Fuel
 Purchased power
 Provisions for regulatory adjustment clauses - net
 Other operation and maintenance
 Asset impairment and loss on lease termination
 Depreciation, decommissioning and amortization
 Property and other taxes

 Total operating expenses

Operating income (loss)
 Interest and dividend income
 Equity in income from partnerships and
 unconsolidated subsidiaries - net
 Other nonoperating income
 Interest expense - net of amounts capitalized
 Other nonoperating deductions
 Minority interest
 Dividends on preferred securities
 subject to mandatory redemption
 Dividends on utility preferred stock
 not subject to mandatory redemption

 Income (loss) from continuing operations before tax
 Income tax (benefit)

 Income (loss) from continuing operations
 Income from discontinued operations - net of tax

 Income (loss) before accounting change
 Cumulative effect of accounting change - net of tax

 Net income (loss)

Retained earnings - beginning of year	\$192	
Dividends declared on common stock	(\$192)	
Dividends declared on preferred stock		
Stock option appreciation		

 Retained earnings - end of year
 =====

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MEC INTERNATIONAL B.V.
 TRARALGON POWER PTY. LTD. AND SUBSIDIARIES [TIER 7]
 Consolidating Statements of Income and Retained Earnings
 For the Year Ended December 31, 2004
 (In millions)

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ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

	Traralgon Power Pty. Ltd.	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$1
Asset impairment and loss on lease termination		
Depreciation, decommissioning and amortization		
Property and other taxes		
Total operating expenses		1
Operating income (loss)		(1)
Interest and dividend income		1
Equity in income from partnerships and unconsolidated subsidiaries - net		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Minority interest		
Dividends on preferred securities subject to mandatory redemption		
Dividends on utility preferred stock not subject to mandatory redemption		
Income (loss) from continuing operations before tax		
Income tax (benefit)		
Income (loss) from continuing operations		
Income from discontinued operations - net of tax		
Income (loss) before accounting change		
Cumulative effect of accounting change - net of tax		
Net income (loss)		
Retained earnings - beginning of year	22	
Dividends declared on common stock	(\$22)	
Dividends declared on preferred stock		
Stock option appreciation		
Retained earnings - end of year		

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MEC INTERNATIONAL B.V.
Equity Investments
December 31, 2004
(In millions)

ALL ENTITIES IN THESE SHEETS HAVE BEEN SOLD.

Name of Entity:	Derwent Cogeneration Limited	EcoElectrica, L.P.
Equity Interest:		
Assets	\$	\$
Revenues	\$	\$
Net Income (Loss)	\$	\$
Nature/Purpose of Business:	To own and operate a 214 MW gas-fired, combined cycle cogeneration facility in the United Kingdom.	To own and operate a 540 MW gas-fired, combined cycle cogeneration facility in Puerto Rico
Ownership Interest(s)	33% by Mission Energy Company (UK) Limited	99.0% of 50% by EcoElectrica Holdings, Ltd. 1.0% of 50% by EcoElectrica Ltd., which is owned by EcoElectrica Holdings, Ltd.
Name of Entity:	I.V.P.C. 4 S.r.l	P.T. Adaro Indonesia
Equity Interest:		
Assets	\$	\$
Revenues	\$	\$
Net Income (Loss)	\$	\$
Nature/Purpose of Business:	To own and operate facilites which use wind to generate electricity.	Fuel supplier for P.T. Paiton Energy Company located in Indonesia

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Ownership Interest(s)

50% by Edison Mission
Wind Power Italy B.V.

8.17% MEC Indo Coal B.V.

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